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**MEENHOOD™**

**MACOBS TECHNOLOGIES LIMITED**  
CIN: U74999RJ2019PLC066608

**RED HERRING PROSPECTUS**

Dated: July 08, 2024

Please read Section 26 and 32 of the  
Companies Act, 2013

(This Red Herring Prospectus will be updated  
upon filing with the RoC)  
100% Book Built Issue

Registered Office	Contact Person	Telephone and Email	Website
Plot No. A-305, Backside National Handloom Corp. Vaishali Nagar, Jaipur, Rajasthan, India, 302021	Ankita Soni Company Secretary and Compliance Officer	Tel: +91 8062195170 Email: compliance@macobstech.com	https://macobstech.com

**PROMOTERS OF OUR COMPANY**

(i) Shivam Bhateja (ii) Dushyant Gandotra (iii) Divya Gandotra

**DETAILS OF THE ISSUE**

TYPE	FRESH ISSUE	OFFER FOR SALE (₹ IN LAKHS)	TOTAL ISSUE	ELIGIBILITY & SHARE ALLOCATION
Fresh Issue	Up to 25,95,200 Equity Shares aggregating up to ₹ [●] Lakhs	NA	Up to ₹ [●] Lakhs	This issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. For details in relation to share allocation among NIIs and RIIs, please refer "The Issue" on page 37.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – Nil**

**RISK IN RELATION TO THE FIRST ISSUE**

The face value of the Equity Shares is ₹ 10/- each. The Floor Price, the Cap Price and the Issue Price to be determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in "Basis for Issue Price" on page 78 or in case where, Price Band is not disclosed otherwise, will be advertised in all editions of a widely circulated English national daily newspaper Financial Express, all editions of a widely circulated Hindi national daily newspaper Jansatta (Hindi being the regional language of Rajasthan, where our Registered Office is located), at least two working days prior to the Bid / Issue Opening Date, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL 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 Red Herring Prospectus. Specific attention of the investors is invited to the "Risk Factors" beginning on page 19 of this Red Herring Prospectus.


**ISSUER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

**LISTING**

The Equity Shares Issued through the Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (NSE EMERGE) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated April 23, 2024 from National Stock Exchange of India Limited for using its name in the Red Herring Prospectus for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited ("NSE")

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

Name	Contact Persons	Email & Telephone No.
 <b>SKI CAPITAL SERVICES LIMITED</b>	Mr. Ghanisht Nagpal	Email: mtlipo@skicapital.net Tel. No.: +91-011-41189899

**REGISTRAR TO THE ISSUE**

Name	Contact Person	Email & Telephone No.
<b>Maashitla Securities Private Limited</b>	Mukul Agrawal	Email: investor.ipo@maashitla.com Tel No: +91 -11-4512-1795

**ISSUE PROGRAMME**

<b>ANCHOR INVESTOR BIDDING DATE</b>	<b>MONDAY, 15 JULY, 2024</b>
<b>ISSUE OPENS ON: TUESDAY, 16 JULY, 2024</b>	<b>ISSUE CLOSURES ON: FRIDAY, 19 JULY, 2024</b>

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.

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


**MEENHOOD™**
**MACOBS TECHNOLOGIES LIMITED**  
**CIN: U74999RJ2019PLC066608**

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of "Macobs Technologies Private Limited" bearing Corporate Identification Number U74999RJ2019PTC066608 dated October 14, 2019 issued by the Registrar of Companies, Rajasthan. For further details, please refer to "Our History and Certain Other Corporate Matters" beginning on page 117 of the Red Herring Prospectus.

**Registered Office:** Plot No. A-305, Backside National Handloom Corp, Vaishali Nagar, Jaipur, Rajasthan, India-302021

**Contact Person:** Ankita Soni, Company Secretary & Compliance Officer; **Tel No:** +91 8062195170 **Email:** compliance@macobstech.com; **Website:** www.macobstech.com

**OUR PROMOTERS: (i) Shivam Bhateja (ii) Dushyant Gandotra (iii) Divya Gandotra**

**DETAILS OF THE ISSUE**

THE ISSUE COMPRISE OF A PUBLIC ISSUE OF 25,95,200 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FULLY PAID (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARES (INCLUDING A PREMIUM OF ₹ [●]/- PER EQUITY SHARE) AGGREGATING TO ₹ [●]/-LAKHS ("THE ISSUE") BY OUR COMPANY. THE ISSUE COMPRISE A RESERVATION OF WHICH [●] EQUITY SHARES OF ₹10/- EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER RESERVATIONS PORTION AND A NET ISSUE TO THE PUBLIC OF [●] EQUITY SHARES OF ₹10/- EACH IS HEREINAFTER 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 THE COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN ALL EDITIONS OF A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER FINANCIAL EXPRESS, ALL EDITIONS OF A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER JANSATTA (HINDI BEING THE REGIONAL LANGUAGE OF RAJASTHAN, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED "NSE" FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS, PLEASE REFER TO "ISSUE STRUCTURE" BEGINNING ON PAGE 176 OF THIS RED HERRING PROSPECTUS.

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

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% 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 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders (except Anchor Investors) are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see "Issue Procedure" on page 180.

**ELIGIBLE INVESTORS**

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 180 of this 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 public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10.00. The Issue Price, Floor Price or the Price Band should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in 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 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 contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 19 of this Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**LISTING**

The Equity Shares Issued through this Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (NSE EMERGE) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received "in-principle" approval letter dated April 23, 2024 from National Stock Exchange of India Limited ("NSE") for using its name in the Offer Document for listing of our shares on the SME Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be NSE.

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**
**REGISTRAR TO THE ISSUE**


**SKI CAPITAL SERVICES LIMITED**  
 SEBI Registration No.: INM000012768  
 Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005  
 Telephone No: +91-011-41189899  
 Website: https://www.skicapital.net/  
 Email ID: mtlipo@skicapital.net  
 Contact Person: Mr. Ghanisht Nagpal



**MAASHITLA SECURITIES PRIVATE LIMITED**  
 SEBI Registration No.: INR000004370  
 Address: 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi- 110034  
 Tel No: +91 -11-4512-1795;  
 Email: investor.ipo@maashitla.com  
 Website: https://www.maashitla.com/  
 Contact Person: Mr. Mukul Agrawal

**ISSUE PROGRAMME**
**ANCHOR INVESTOR BIDDING DATE**
**MONDAY, 15 JULY, 2024**
**ISSUE OPENS ON: TUESDAY, 16 JULY, 2024**
**ISSUE CLOSES ON: FRIDAY, 19 JULY, 2024**

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.

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

*Pursuant to Schedule VI of ICDR, this space has been left blank intentionally*

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Our Industry”, “Key Industry Regulations and Policies”, “Restated Financial Information”, “Outstanding Litigation and Other Material Developments”, will have the meaning ascribed to such terms in these respective sections.

#### General Terms

Term	Description
“MTL”, “Our Company”, “the Issuer”, “the Company”, “Macobs” and Macobs Technologies Limited	Unless the context otherwise requires, refers to Macobs Technologies Limited, a company incorporated under the Companies Act, 2013 having its registered office at Plot No. A-305, Backside National Handloom Corp. Vaishali Nagar, Jaipur, Rajasthan, India, 302021.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company as on the date of this Red Herring Prospectus
“you”, “your” or “yours”	Prospective investors in this Issue.

#### Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Macobs Technologies Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled — Our Management on page 121 of this Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being NAVP & Associates, Chartered Accountants.
Board of Directors / Board/ Director(s)	The Board of Directors of Macobs Technologies Limited, including all duly constituted Committees thereof.
Companies Act	The Companies Act, 2013 including provisions of the Companies Act, 1956, to the extent not repealed.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ankita Soni
Chief Financial Officer	The Chief Financial Officer of our Company being Aditya Solanki
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 /- each unless otherwise specified in the context thereof.

Equity Shareholders	Persons holding equity shares of our Company.
Group Companies	Group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see “Our Group Companies” beginning on page 137
HUF	Hindu Undivided Family.
Indian GAAP	Generally Accepted Accounting Principles in India.
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 chapter titled Our Management on page 121 of this Red Herring Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Macobs Technologies Limited.
Non Residents	A person resident outside India, as defined under FEMA.
NRIs / Non Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Peer Reviewed Auditor	Being V Sahai Tripathi & Co, Chartered Accountants, holding a valid peer review certificate, as mentioned in “ <b>General Information</b> ” on Page no.44 of this Red Herring Prospectus.
Promoters or Our Promoters	Promoters of our Company, being, Shivam Bhateja, Dushyant Gandotra and Divya Gandotra.
Promoter Group	Entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in “ <b>Our Promoter Group</b> ” beginning on page 136
Registered Office	The Registered office of our company which is located at Plot No. A-305, Backside National Handloom Corp. Vaishali Nagar, Jaipur, Rajasthan, India, 302021.
Restated Financial Statements	The restated standalone financial statements of our Company, on a standalone basis, which comprises the restated statement of Assets and Liabilities for the period ended as at year ended on March 31, 2024, March 31, 2023, & March 31, 2022, and the restated statements of profit and loss and the restated cash flows for the period ended on year ended on March 31, 2024, March 31, 2023, & March 31, 2022, of our Company prepared in accordance with GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC	Registrar of Companies, Rajasthan.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

SEBI Regulations (LODR)	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Regulations (Takeover) or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time.
Stock Exchange	Unless the context requires otherwise, it refers to the EMERGE Platform of NSE.

### Issue Related Terms

Terms	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors during the Anchor Investor Bid/Issue Period in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor Application Form	Form used by an Anchor Investor to Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be 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 Book Running Lead Manager.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the Book Running Lead Manager, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, 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 Allocation Price, in accordance with the SEBI ICDR Regulations.
Anchor Investor(s)	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 who has Bid or an amount of at least ₹100 Lakhs.

Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	A bank account maintained by an ASBA Bidder with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Bangalore, Pune, Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicant(s) in this Issue who apply(ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	Collectively, the Escrow Collection Bank, Refund Bank, Public Issue Account Bank and Sponsor Bank(s)
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "Issue Procedure" beginning on page 181 of this Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Friday, July 19 2024, which shall be published in all editions of Financial Expression (a widely circulated English national daily newspaper), and all editions of Jansatta (a widely circulated Hindi national daily newspaper), (Hindi being the regional language of Rajasthan, where our Registered Office is located). 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.

Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Tuesday July 16 2024, which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper), and all editions of Jansatta (a widely circulated Hindi national daily newspaper),, (Hindi being the regional language of Rajasthan, where our Registered Office is located).
Bid/ Issue Period	Except in relation to Anchor Investors, 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, other than Anchor Investor. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
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.
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Issue, namely SKI Capital Services Limited (“SKI”).
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalized and above which no Bids will be accepted.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other websites as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transferred to the successful Applicants.
Designated Intermediary(ies)”	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Issue. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.

	<p>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.</p> <p>In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs.</p>
Designated Stock Exchange	EMERGE Platform of National Stock Exchange of India Limited or NSE EMERGE
Draft Red Herring Prospectus	Draft Red Herring Prospectus filed with NSE EMERGE for obtaining in-principle approval.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
EMERGE Platform of National Stock Exchange of India Limited	The EMERGE Platform of NSE i.e. NSE EMERGE for listing equity shares issued under Chapter IX of the SEBI ICDR Regulations.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalized and below which no Bids will be accepted.
Issue/ Issue Size/ Initial Public Issue/Initial Public Offer/ IPO	Public Issue of 25,95,200 Equity Shares of face value of ₹ 10 /- each fully paid of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating ₹ [●] Lakhs comprising of a fresh issue of 25,95,200 equity shares aggregating up to ₹ [●] lakhs by our Company.
Issue Agreement	The agreement dated January 20, 2024 between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription is Friday July 19, 2024
Issue Opening Date	The date on which Issue opens for subscription is Tuesday July 16, 2024
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Red Herring Prospectus being ₹ [●] per Equity Share of face value of ₹ 10 /- each fully paid. The Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” page 66 of this Red Herring Prospectus.
Listing Agreement	The equity listing agreement to be signed between our Company and the National Stock Exchange of India Limited, being the Designated Exchange.
	Market Makers appointed by our Company from time to time, in this case being SKI Capital Services Limited having SEBI registration number INZ000188835 who have agreed to

Market Maker	receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the Book Running Lead Manager, Market Maker and our Company dated 04 July, 2024.
Market Maker Reservation	The Reserved Portion of 1,31,200 Equity Shares of face value of ₹ 10 /- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Issue	The Issue (excluding the Market Maker Reservation Portion) of 24,64,000 Equity Shares of ₹ 10 /- each of Issuer at ₹ [●] (including share premium of ₹ [●]) per equity share aggregating to ₹ [●].
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled — Objects of the Issue beginning on page 66 of this Red Herring Prospectus.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005, of Government of India published in the Gazette of India.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than ₹2,00,000.
OCB / 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 trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. ICICI Bank Limited by our Company to receive monies from the SCSSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Prospectus	The Prospectus, which is filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹2,500 Lakh, pension fund with minimum corpus of ₹2,500 Lakh, NIF and 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.
Refund Account	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.



Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being ICICI Bank Limited.
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Issue	Registrar to the Issue being Maashitla Securities Private Limited. For more information please refer — General Information on page 44 of this Red Herring Prospectus.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html</a> or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchange and NPCI in order to push the mandate to collect requests and / or payment instructions of the retail investors into the UPI. In this case ICICI Bank Limited.
Syndicate Members	Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities as an underwriter namely, SKI Capital Services Limited.
Syndicate or members of the Syndicate	Together, the Book Running Lead Manager, and the Syndicate Member.
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriter	Underwriter to this Issue is SKI Capital Services Limited
Underwriting Agreement	The agreement dated <b>04</b> July, 2024 entered into between Underwriter and our Company.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days' means, all days on which commercial banks in the city as specified in this Red Herring Prospectus are open for business. 1. However, in respect of announcement of price band and bid/ Issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Red Herring Prospectus are open for business. 2. In respect to the time period between the bid/ Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Saturdays, Sundays and bank holidays in accordance with circular issued by SEBI.

#### Conventional and General Terms and Abbreviations

Abbreviation	Full Form
A/c	Account

ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BRLM	Book Running Lead Manager
BIFR	Board for Industrial and Financial Reconstruction
NSE	National Stock Exchange of India Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI / Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries of India

MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India(Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NDOH	Next Date of Hearing
NGT	National Green Tribunal
NOC	No Objection Certificate
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
₹ / Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section

STT	Securities Transaction Tax
UAV	Unmanned Aerial vehicle
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI.
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 to be read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR /2022/75 dated May 30, 2022 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorise blocking of funds on the UPI mobile or other application equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

#### Business & Industry Related Terms

Term	Description
SEO	Search Engine Optimization
PPC	Pay-Per-Click
AR	Augmented Reality
AI	Artificial Intelligence

Notwithstanding the foregoing:

1. In the section titled “Main Provisions of the Articles of Association” beginning on page number 207 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
2. In the chapters titled “Summary of Issue Documents” and “Our Business” beginning on page numbers 17 and 94 respectively, of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
3. In the section titled “Risk Factors” beginning on page number 20 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
4. In the chapter titled “Statement of Tax Benefits” beginning on page number 84 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
5. In the chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page number 145 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.

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## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data included in this Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Financial Statements”, as Restated ‘beginning on page 140 this Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1<sup>st</sup> April of each year and ends on 31<sup>st</sup> March of the next year. All references to a particular fiscal year are to the 12 months’ period ended 31<sup>st</sup> March of that year. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “*Restated Financial Information*”, as Restated beginning on page 140 of this Red Herring Prospectus.

### Currency and units of presentation

In this Red Herring Prospectus, references to Rupees or ₹ Or Rs. or INR. are to Indian Rupees, the official currency of the Republic of India. All references to \$, US\$, USD, U.S. \$ or U.S. Dollars are to United States Dollars, the official currency of the United States of America. All references to million / Million / Mn refer to one million, which is equivalent to ten laacs or ten lakhs, the word Laacs / Lakhs / Lac means one hundred thousand and Crore means ten million and billion / bn./ Billions means one hundred crores.

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources which are believed to be reliable but accuracy, completeness, relevance of such information shall be subject to the disclaimers, context and underlying assumptions of such sources. Although the industry and market data used in this Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

Industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends upon the reader’s familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 20.

In accordance with the SEBI ICDR Regulations, “*Basis for Issue Price*” beginning on page 79 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein.

## FORWARD LOOKING STATEMENTS

All statements contained in this Red Herring Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, and other matters discussed in this Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions.

Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- loss of consumers;
- impact of Covid 19 pandemic or any future pandemic;
- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- Adverse natural calamities having significant impact on regions where we are having projects under implementation;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business; and
- developments affecting the Indian economy;
- Any adverse outcome in the legal proceedings in which we are involved.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page numbers 20, 94 and 145 respectively of this Red Herring Prospectus.

Forward looking statements reflect views as on the date of the Red Herring Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Book Running Lead Manager, nor any of its 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 SEBI requirements, our Company and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

## SECTION II – SUMMARY OF THE ISSUE DOCUMENT

### SUMMARY OF OUR BUSINESS

We operate an e-commerce platform Menhood.in specializing in below-the-belt grooming products for men. The website offers a curated selection of trimmers, skincare, and various grooming essentials. Operating within the legal framework, menhood.in provides a seamless online shopping experience for customers seeking quality products tailored to male grooming needs.

### SUMMARY OF THE INDUSTRY IN WHICH WE OPERATE

Our company operates within the rapidly growing men's e-commerce grooming industry, focusing specifically on below-the-belt grooming products. The industry is characterized by a rising demand for specialized grooming tools and cosmetics catering to men's grooming needs. With an increasing emphasis on personal care and grooming among men, the industry is dynamic, reflecting evolving consumer preferences and a heightened awareness of personal grooming.

For detailed information on the Industry please refer to “*Our Industry*” beginning on page number 87 of this Red Herring Prospectus.

### PROMOTERS

The Promoters of our Company are Shivam Bhateja, Dushyant Gandotra and Divya Gandotra. For detailed information, please refer to chapter titled “*Our Promoters*” on page number 132 of this Red Herring Prospectus.

### ISSUE SIZE

The Issue size comprises of fresh issue of 25,95,200 Equity Shares of face value of ₹ 10 /- each fully paid-up of the Company for cash at price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating ₹ [●].

### OBJECTS OF THE ISSUE

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

Sr. No.	Particulars	Amount (₹ in Lakhs)
1.	Customer Acquisition - Marketing & Awareness	200.00
2.	Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company	150.00
3.	Working Capital	1200.00
4.	General corporate purposes*	[●]
5.	Issue expenses	[●]
<b>Total</b>		<b>[●]</b>

\* The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Issue.

### DETAILS OF THE HOLDING OF SECURITIES OF PERSONS BELONGING TO THE CATEGORY “PROMOTERS AND PROMOTER GROUP” BEFORE THE ISSUE:

S. N.	Name of Shareholder	Category of Shareholder	Aggregate pre-issue shareholding as a percentage of the paid-up share capital
1	Shivam Bhateja	Promoter	32.48%
2	Dushyant Gandotra	Promoter	32.48%
3	Divya Gandotra	Promoter	0.01%
4	Bela Gandotra	Promoter Group	0.01%
5	Geeta Bhateja	Promoter Group	0.01%



6	Rajeev Gandotra	Promoter Group	0.01%
<b>Total</b>			65%

## HIGHLIGHTS OF RESTATED FINANCIAL STATEMENTS

Amount ₹ in Lakhs

Particulars (₹ Lakh)	For the year ended March 31		
	2024	2023	2022
Share Capital	720.00	1.00	1.00
Net Worth	982.77	244.50	40.00
Revenue (total income)	2074.67	1482.81	602.30
Profit after Tax	221.27	204.50	38.89
Basic Earnings/(Loss) Per Share (₹)	4.43	4.10	0.78
Diluted Earnings/(Loss) Per Share (₹)	4.43	4.10	0.78
Net Asset Value per Equity Share (₹)	13.65	3.40	0.56
Total borrowings	250.14	107.35	20.84
- Long Term	61.52	9.02	11.61
- Short Term	188.61	98.33	9.23

\* Note

- The NAV is calculated on the basis of face value of each Equity Shares of ₹ 10 /-.

## QUALIFICATIONS OF AUDITORS

For details of qualification requiring adjustments by the Statutory Auditors, please refer Annexure Z of this Red Herring Prospectus.

## SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

Particulars	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by authorities	Amount Involved (₹ in Lakhs)
Company	By	-	-	-	-	-
	Against	1	-	-	-	200.00
Promoters	By	-	-	-	-	-
	Against	1	-	-	-	200.00
Group Companies/Entities	By	-	-	-	-	-
	Against	-	-	-	-	-
Directors other than promoters	By	-	-	-	-	-
	Against	-	-	-	-	-

For further details, please refer to chapter titled “Outstanding Litigations & Material Developments” on page 152 of this Red Herring Prospectus.

## RISK FACTORS

For details relating to risk factors, please refer section titled “Risk Factors” beginning on page 20 of this Red Herring Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of filing this Red Herring Prospectus there is no contingent liability other than that mentioned in “*Restated Financial Information*”, as Restated beginning on page 140 of this Red Herring Prospectus.

#### **SUMMARY OF RELATED PARTY TRANSACTIONS**

For details of Related Party Transaction, please refer 138 mentioned in “*Restated Financial Information*”, as Restated beginning on page 138 of this Red Herring Prospectus.

#### **FINANCING ARRANGEMENTS**

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

#### **WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS IN LAST ONE YEAR**

<b>Name of the Promoters and Promoter Group</b>	<b>No. of Shares Acquired</b>	<b>Weighted Average Price (in ₹)</b>
Dushyant Gandotra	20,10,512	6.74
Shivam Bhateja	20,10,512	6.74
Divya Gandotra	619	6.74

#### **AVERAGE COST OF ACQUISITION**

The average cost of acquisition per Equity Share to our Promoters as at the date of this Red Herring Prospectus is:

<b>Name of the Promoters and Promoter Group</b>	<b>No. of Shares held</b>	<b>Average cost of Acquisition (in ₹)</b>
Dushyant Gandotra	23,38,560	7.19
Shivam Bhateja	23,38,560	7.19
Divya Gandotra	720	7.19

#### **DETAILS OF PRE-ISSUE PLACEMENT**

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Red Herring Prospectus until the listing of the Equity Shares.

#### **ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR**

Our Company has issued 20,20,000 Equity Shares of Face Value ₹10/- each as bonus issue on 21-07-2023. Apart from the above, no shares were issued for consideration other than cash in the last one year.<sup>54</sup>

For more details, refer — Capital Structure on page number 54 of this Red Herring Prospectus.

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

Our Company has not undertaken any equity shares split or consolidation in the past year.

*This space has been left blank intentionally*

### SECTION III – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below before making an investment in the Equity Shares.*

*We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate or propose to operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment.*

*To obtain a more detailed understanding of our business and operations, see this section in conjunction with the sections titled “Our Industry”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, respectively, as well as other financial and statistical information contained in this Red Herring Prospectus. Unless otherwise indicated or unless the context requires otherwise, our financial information used in this section are derived from our Restated Financial Statements. In making an investment decision, prospective investors must rely on their own examination of our business and the terms of the Issue, including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences to them of an investment in our Equity Shares.*

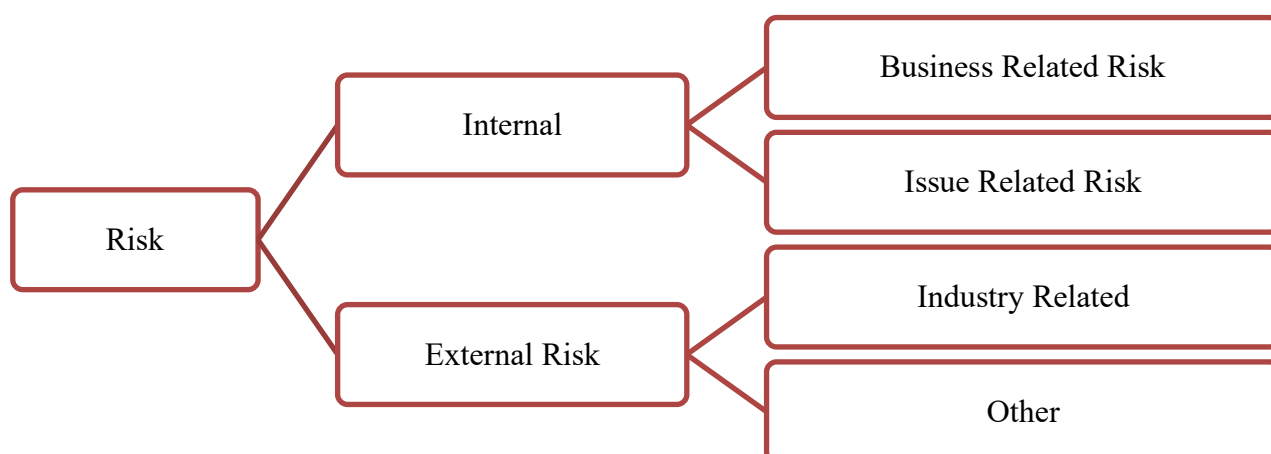
*This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below. For details, refer to the chapter “Forward-Looking Statements”.*

#### **Materiality**

The Risk factors have been determined on the basis of their materiality, which has been decided on the basis of following factors:

- Some events may not be material individually but may be material when considered collectively.
- Some events may have an impact which is qualitative though not quantitative.
- Some events may not be material at present but may have a material impact in the future.

#### **Classification of Risk Factors**



## INTERNAL RISK FACTORS

### 1. *Our electronic products are imported from China and expose us to geopolitical and foreign exchange risk.*

#### **Dependence on Chinese Imports and Exposure to Geopolitical Tensions**

Our Company significantly relies on the import of electronics from China, which subjects us to various risks associated with geopolitical relations between India and China. Fluctuations in these international relations can lead to trade restrictions, import duties alterations, or supply chain disruptions. Any deterioration in diplomatic ties or escalation of geopolitical tensions between the two countries could directly impact our ability to import necessary electronics, potentially leading to increased costs, supply shortages, or delays in our operations.

#### **Foreign Exchange Risk Impacting Import Costs**

In addition to geopolitical risks, our reliance on imports from China exposes us to foreign exchange risk. Fluctuations in the currency exchange rate between the Indian Rupee and the Chinese Yuan can significantly affect the cost of imports. A weakening of the Rupee against the Yuan would result in higher costs for importing electronics, which could, in turn, impact our profit margins and overall financial performance.

### 2. *We do not own our registered office and the locations from which we operate.*

Due to the extensive list of operating locations, we have omitted a detailed reproduction here for brevity. For details on the property operated from by the Company and other details please refer to the section titled “*Our Business*” beginning on page 94 of the Red Herring Prospectus.

We cannot assure you that we will be able to renew our lease in the future, on commercially acceptable terms or at all. We also cannot assure you that, if required to vacate our current premises, we would be able to obtain alternative arrangements for the premises, on commercially acceptable terms or at all. Relocation of our business operations may disrupt our operations and entail substantial costs, which could have an adverse effect on our business, prospects, results of operations and financial condition. Further, the lease deeds for our properties may not be adequately registered or stamped and consequently, may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp duty or registration.

### 3. *There are certain pending legal proceedings involving our Company as well as the Promoter and Directors of our Company. Any adverse outcome on such proceedings may affect our business, financial condition and reputation.*

There are outstanding legal proceedings against our Company and Directors, which are pending at various levels of adjudication before various courts, tribunals and other authorities. The summary of outstanding matters set out below includes details of the above proceedings.

Particulars	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by authorities	Amount Involved (₹ in Lakhs)
Company	By	-	-	-	-	-
	Against	1	-	-	-	200.00
Promoters	By	-	-	-	-	-
	Against	1	-	-	-	200.00
Group Companies/Entities	By	-	-	-	-	-
	Against	-	-	-	-	-
Directors other than promoters	By	-	-	-	-	-
	Against	-	-	-	-	-

For further details, refer to the chapter titled “*Outstanding Litigations and Material Developments*” on page 152 of this Red Herring Prospectus.

### 4. *We are significantly dependent on Major E-commerce Platforms and Digital Media Marketing for the sale of our products.*

Our Company has historically relied on, and continues to depend heavily upon, major e-commerce platforms and digital media marketing for our business operations. This reliance places us in a position where our ability to negotiate effectively with these platforms is limited. Any changes in the existing terms and conditions, pricing structures, or policies of these e-commerce platforms and digital marketing channels could have a direct and adverse impact on our profitability.

The e-commerce ecosystem and digital marketing landscapes are dynamic and subject to frequent changes, often driven by market trends, technological advancements, and regulatory updates. Given our dependency, shifts in these areas—such as increased fees, altered algorithms that affect visibility, changes in user data policies, or new advertising regulations—could significantly affect our sales, marketing effectiveness, and overall revenue.

Our limited negotiating power with these large platforms means that we may have to accept terms that are less favorable to our business. Such scenarios could lead to increased operational costs, reduced margins, and ultimately, a potential decrease in profitability.

**5. *Our company has not complied with certain statutory provisions of the Companies Act. Such non-compliance may attract penalties and other actions against our Company and its Directors which could impact the financial position of us to that extent.***

Our Company has identified several compliance irregularities and administrative errors across various aspects of our corporate governance and regulatory reporting. These issues, which span over multiple financial years, include:

- **Board Meeting Date Discrepancies:** For the years 2019-20, 2021-22, and 2022-23, there have been discrepancies between the dates mentioned in the Board Report and those recorded in the Minutes of Meetings.
- **Non-Filing of eForm CHG-1:** The Company failed to file eForm CHG-1 for the creation of a charge against loans taken for motor vehicles, as reflected in the 31st March 2022 Balance Sheet and for secured borrowings taken during the Financial Year 2024-25. To rectify the mentioned issue as regards non-filing of eForm CHG-1, we have initiated written communication with the lender, requesting their assistance and cooperation to correct the record and facilitate the filing of the mentioned form promptly.
- **Errors in Filing eForms ADT-1, AOC-4, and DPT-3:** Mistakes were made while filing eForm ADT-1 for the appointment of an Auditor, eForm AOC-4 for FY 2019-20, and Form DPT-3 for FY 2021-22.

Here's a summary of the actions taken to rectify these mistakes:

**a) ADT-1 (Appointment of Auditor):**

An error was made during the initial filing, but a revised form having, SRN F93238707 dated 09/03/2024, has been refiled with the Registrar of Companies (ROC). This should address any discrepancies or inaccuracies in the appointment of the auditor.

**b) AOC-4 (Financial Statement Filing):**

There were typographical errors in Part-A of Segment-I and Segment-II. These errors were related to details regarding the number of auditors and information about principal products or services of the company, respectively.

A clarification letter has been filed with the ROC, having SRN F93427433 dated 15/03/2024 to address this issue. This should ensure that the correct information is reflected in the financial statements submitted to the authorities. The above errors were purely unintentional and clerical in nature, not having any impact on the Company's financial disclosure/investor risk parameters.

**c) DPT-3 (Return of Deposits and Deposits):**

The company had created a charge on its assets as of March 31, 2022, but this was not captured in the DPT-3 return filed for the period April 1, 2021, to March 31, 2022.

- **Non-Filing of eForm ADT-1 for First Statutory Auditor:** The Company did not file eForm ADT-1 for the appointment of the First Statutory Auditor as required under Section 139 of the Companies Act, 2013.
- **Violation in Share Issuance:** The Company issued shares to existing shareholders, contravening Rule 9A of The Companies (Prospectus and Allotment of Securities) Rules, 2014.

Each of these issues signifies potential risks to our Company's compliance stature, operational integrity, and reputation. They could lead to regulatory penalties, legal challenges, and erosion of stakeholder confidence. We are taking necessary steps to rectify these issues, strengthen our compliance framework, and prevent recurrence. In response to these identified non-compliances, the company has undertaken corrective measures by engaging Neeta Sinha & Associates, a firm of practicing company secretaries, to assist in rectifying past non-compliances and ensure comprehensive resolution of the identified issues.

Furthermore, the company has improved its internal compliance framework by appointing a full-time compliance officer. The compliance officer is expected to oversee the company's adherence to statutory and regulatory requirements, continuously monitor internal processes, and keep abreast of legislative changes that could impact the company's operations.

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

Our success depends on the smooth supply and transportation of the trading materials and transportation of our products from our suppliers to us/ or our buyers/clients, both of which are subject to various uncertainties and risks. In addition, materials may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of materials which may also affect our business and our results of operation negatively. Any failure to maintain a continuous supply of materials to us as well as to our clients in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations and reputation.

**7. *We do not have a Non-Compete Agreement with our Promoter.***

While, as of now, there are no conflicting business ventures between our company and the Promoter, the absence of a formal non-compete clause means that we cannot legally prevent the Promoter from engaging in similar or competing lines of business in the future.

This situation presents a potential risk to our business operations and market position. If the Promoter decides to establish or become involved in a venture that directly competes with our company, it could lead to market share dilution, revenue loss, and a potential conflict of interest. This competition might not only impact our financial performance but could also affect our strategic partnerships, customer relationships, and overall brand positioning in the industry.

Moreover, the Promoter, having an in-depth understanding of our business operations and strategies, might have a competitive advantage in any new venture that directly competes with our company.

**8. *Certain adjustments have been made in the financial statements of the Company by our Peer Reviewed Auditors.***

The Company's Restated Financial Statements contain adjustments made by peer-reviewed auditors. These adjustments, which differ from the initially audited financials. Such revisions could lead to a change in the perception of the Company's financial health and operational efficiency. To gain a comprehensive understanding of these adjustments and their implications, refer to Annexure Z of the Restated Consolidated Financial Statements on page 140 of this Red Herring Prospectus.

**9. *Our Company has delayed payment of Government and statutory dues, and has been penalized.***

Our company has a history of delayed payments and contributions towards Goods and Services Tax, Tax Deducted at Source, and Advance Tax, resulting in the imposition of interest and penalties on these amounts as follows:

**Goods and Services Tax (GST) Delays:**

- **FY 21:** The average delay for GSTR 1 filings was 39 days, and for GSTR 3b, it was significantly higher at 94 days.
- **FY 22:** There was an improvement in the average delay times, with GSTR 1 filings delayed by 45.92 days and GSTR 3b by 34.42 days.
- **FY 23:** The average delay further reduced to 12.11 days for GSTR 1 and 9 days for GSTR 3b.
- **FY 24:** The most recent data shows a substantial improvement, with the average delay for GSTR 1 filings at 6.12 days and for GSTR 3b at 2.57 days.

**Tax Deducted at Source (TDS) Delays:**

- **FY 21:** TDS Challan payments were delayed by an average of 82.58 days, with 26Q TDS Return filings delayed by 2.50 days.
- **FY 22:** The average delay for TDS Challan payments decreased to 65.83 days, with 26Q filings delayed by 11.25 days.
- **FY 23:** TDS Challan payments saw a further reduction in delays to 62.08 days, with 26Q and 24Q filings delayed by 0.75 and 0.50 days, respectively.

- **FY 24:** A slight increase in TDS Challan payment delays to 62.44 days, with 24Q filings delayed by 10.33 days, while 26Q filings saw no delays.

Additionally, Advance Tax payments have been delayed for all periods, with payments being made along with regular income tax, including the applicable interest for all years.

These delays have been there due to numerous reasons but not limited to management oversight, mismatch of liquidity available for payment of dues and robust financial systems not being in place to address timely payment of dues.

However, as of the date of filing of this Red Herring Prospectus, there are no pending dues or delayed statutory payments. While we have implemented corrective measures and established systems to mitigate past delays in meeting statutory obligations, including the appointment of a dedicated professional to oversee timely payments, the historical delays pose a risk. To further strengthen our commitment to compliance and ensure that such delays do not recur, the company has appointed a full-time Compliance Officer and a full-time Chief Financial Officer. These strategic appointments are aimed at streamlining the payment of dues and developing robust systems to prevent future delays. The presence of a dedicated Compliance Officer and Chief Financial Officer enhances our internal controls and oversight, ensuring adherence to regulatory requirements and safeguarding against financial penalties, legal liabilities, and potential damage to our reputation.

**10. *The restated financial statements have been provided by peer reviewed chartered accountants who are not the statutory auditors of our Company.***

The restated financial statements of our Company for the purpose of this Red Herring Prospectus have been provided by an independent peer reviewed chartered accountant who is not the statutory auditor of our Company, as our statutory auditors are not peer reviewed. However, the Company shall take steps to appoint a statutory auditor who is peer reviewed in compliance with SEBI applicable rules and regulations after listing of its Equity Shares.

**11. *Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.***

We believe that the insurance coverage maintained, would reasonably cover all normal risks associated with the operation of our business, however, there can be no assurance that any claim under the insurance policies maintained by us will be met fully, in part or on time. In the event, we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected. Further, our Company is required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, our Company may face significant uninsured losses. If our Company suffers a large uninsured loss or if any insured loss significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected.

**12. *Our indebtedness and the conditions and restrictions imposed by our financing arrangements could adversely affect our ability to conduct our business and operations.***

Pursuant to the financing arrangement by us with the bankers, we are required to obtain consents from the respective bankers to undertake certain actions. Some of these agreements contain restrictive covenants, including, but not limited to, requirements that we obtain written consent from lenders prior to issuing new shares, incurring further debt, creating further encumbrances on our assets, effecting any scheme of expansion/business, although we have generally not encountered difficulties in obtaining consent from the financial institutions for desired actions in the past, there can be no assurance that we will be able to comply with these covenants or that we will be able to obtain the consents necessary to take the actions we believe are required to operate and grow our business. No assurance can be given that such consent will be granted in the future.

**13. *We have historically not complied with Employee State Insurance (ESI) Regulations.***

The Company previously failed to register for Employee State Insurance (ESI) at a time when it was applicable, leading to non-compliance with mandatory regulatory requirements. Although the Company has since rectified this by obtaining ESI registration and has been regularly paying the dues since December, there remains an unresolved issue concerning the non-payment of ESI dues for the preceding periods.

While no show cause notice has been issued to date, there is a risk of future penalties being imposed by the relevant authorities for this historical non-compliance. Such penalties might include fines or other legal sanctions, which could impact the Company's financial position and reputation.

**14. *Our Company has faced losses in the past.***

Our Company recorded a financial loss in the fiscal year ending 31-Mar-21, amounting to Rs.1.39 Lakhs. While this represents a specific challenge within that fiscal year, it is essential to view this event in the context of our overall operational and financial strategy.

To gain a deeper understanding of the circumstances leading to this loss and the measures taken thereafter to return to profitability, we encourage stakeholders to refer to the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 145 of our report. This section provides a comprehensive analysis of the factors influencing our financial performance during that period, along with insights into how these challenges were addressed in subsequent fiscal years.

**15. *Our Company is dependent on few suppliers for purchase of products. Loss of any of these large suppliers may affect our business operations.***

We cannot assure that we will be able to get the same quantity and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases of stock and ultimately our revenue and results of operations. However, the composition and amount of purchase from these suppliers might change as we continue to seek new suppliers for our product for better quality and price in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new suppliers, there can be no assurance that we will be able to maintain long term relationships with such suppliers or find new suppliers in time. For details, see "*Our Business*" on page 94 of this Red Herring Prospectus .

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

Our Company has entered into few related party transactions with our Promoters and Directors during the last three Financial Years. While our Company believes that all such transactions have been conducted on the arm's length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. The Company has adhered to the provisions of the Companies Act, 2013, and other relevant regulations in conducting past related party transactions. Moreover, the Company is committed to ensuring that all future transactions will continue to be in strict compliance with the Companies Act, SEBI Regulations, and other applicable laws

**17. *Reliance has been placed on declarations and affidavits furnished by our Directors and Key Management Personnel, for details of their details included in this Red Herring Prospectus.***

Our Directors and Key Management Personnel have been unable to trace copies of certain documents pertaining to their work experience. Accordingly, reliance has been placed on affidavits furnished by them to disclose such details in this Red Herring Prospectus and neither we, nor the Lead Manager have been able to independently verify these details in the absence of primary documentary evidence. Further, there can be no assurances that they will be able to trace the relevant documents in the future, or at all. Therefore, we cannot assure you that all or any of the information relating to the work experience of our Directors and Key Management Personnel in "*Our Management*" on page 121 respectively of this Red Herring Prospectus is complete, true and accurate.

**18. *Our technology infrastructure and the technology infrastructure of our third-party providers are susceptible to security breaches and cyberattacks.***

Our business generates, stores and processes a large quantity of personal, transactional, demographic and behavioral information and data. We may experience disruptions, failures or breaches of our technology platforms, due to the large volume of data handled. We also face risks inherent in protecting the security of such data, such as protecting the data in and hosted on our system, including against attacks on our system by outside parties or fraudulent behavior by our employees; addressing concerns related to privacy and sharing, safety, security and other factors; and complying with applicable laws, rules and regulations relating to the collection, use, disclosure, transfer or security of personal information, including any requests from regulatory and government authorities relating to such data. In addition, most of our data is stored, transmitted and backed up on servers not owned by us, and therefore, we cannot guarantee that there may not be unauthorized access to such data, and we may be exposed to liability in relation to such breaches. Any failure, or perceived failure, by us to comply with our posted privacy policies or with any regulatory requirements or privacy and data protection-related laws, rules and regulations could result in proceedings or actions against us by governmental entities or others, which could have an adverse effect on our results of operations, cash flows and business.



We may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyberattacks. Cyberattacks may target us, the participants on our websites, or the communication infrastructure on which we depend.

- 19. *If we fail to identify and effectively respond to changing consumer preferences and spending patterns or changing fashion trends in a timely manner, the demand for our products could decrease, causing our business, results of operations, financial condition and cash flows to be adversely affected.***

The grooming market is characterized by frequent changes, particularly in consumer preferences, new products and product variations. The popularity and demand of our products may vary over time due to changing consumer preferences that are difficult to predict and changes in those preferences or the introduction of new products by our competitors could put our products at a competitive disadvantage. Our continued success depends on our ability to anticipate, gauge and react in a timely and cost-effective manner to changes in consumer preferences for our products, as well as to where and how consumers shop for those products.

We continually work to enhance the recognition of our products and refine our approach as to how, when and where we market and sell our products using data and technology. While we aim to introduce new brands and products from time to time, we recognize that consumer preferences cannot be predicted with certainty and can change rapidly, and that there is no certainty that these will be commercially viable or effective or accepted by our consumers. If we are unable to foresee or respond effectively to the changes in market conditions, new and changing trends or desired consumer preferences, accurately anticipate and forecast demand for products, then there may be a decline in the demand and sales for our products, thereby reducing our market share and preventing us from acquiring new customers and retaining existing customers, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

- 20. *Our brands and reputation are critical to the success of our business and may be adversely affected due to various reasons, which could have an adverse effect on our business, financial condition, cash flows and results of operations.***

Our brands and reputation are among our most important assets, as they attract consumers to our products over those of our competitors. The recognition and reputation of our flagship brand, ‘Menhood’, amongst our consumers has contributed to the growth and success of our business.

Our brand reputation may be adversely affected in many ways. For example, any failure by our vendors to comply with their obligations, including maintenance of requisite licenses and approvals, our quality control and assurance standards; retail of counterfeit products in the market; and unsatisfactory customer service could adversely impact our brand reputation and subject us to additional risks and scrutiny. In addition, any damage in reputation of our vendors or suppliers may in turn damage our reputation, as they may unilaterally brand and claim themselves to be distributors authorized by us in their advertising material. Further, any public perception that our consumer data is breached and illegally shared as a result of cybercrime could damage our reputation.

Other factors that could affect our brand image include adverse media coverage. Adverse publicity regarding, among others, our brand ambassadors, social media partners and unsuccessful product introductions may also erode our brand image. Further, social media influencers and celebrities who we may or may not be directly associated with can shape public perception about us and our brands/products, or they themselves may face adverse impacts to their personal reputation and public standing for any number of reasons, all of which could hurt our brands and reputation. For instance, certain influencers have publicized their negative reviews of our products in the past. Further, an employee’s personal posts, unapproved posts or posts that are not in line with our policy may be perceived as an official statement, which may adversely impact our reputation. If we are unable to maintain our reputation, enhance our brand recognition or increase positive awareness of our mobile application, websites and products, it may be difficult to maintain and grow our consumer base, and our business, financial condition, cash flows and results of operations may be adversely affected.

In addition, owing to allegations of product defects or lack of consumer interest in certain products, we may be required from time to time to recall products entirely or from specific markets, which may have an adverse effect on our reputation, business, financial condition, cash flows and results of operations and may also lead to a loss of confidence of consumers in our products.

- 21. *The launch of new brands or products that prove to be unsuccessful could affect our growth plans which could adversely affect our business, financial condition, cash flows and results of operations.***

New brand and product introductions from time to time is a key element of our growth strategy. New brands and product categories require us to understand and make informed judgments as to consumer demands, trends and preferences. Various

elements of new brand and product initiatives entail significant costs and risks, as well as the possibility of unexpected consequences, including:

- a. acceptance of our new brand/product initiatives by our consumers may not be as high as we anticipate;
- b. sale of new products or brands may not sustain initial levels of high sales volumes;
- c. our marketing strategies for new brands/products may be less effective than planned and may fail to effectively reach the targeted consumer base or result in the expected level of sales;
- d. we may incur costs exceeding our expectations;
- e. we may experience a decrease in sales of our existing products as a result of the introduction of related new products;
- f. we may need to introduce trade promotions and increase marketing expenditure to obtain traction with consumers and improve brand awareness; and
- g. any delays or other difficulties impacting our ability, or the ability of our third party manufacturers and suppliers, to manufacture, distribute and ship products in a timely manner in connection with launching the new product initiatives.

We expend considerable time and financial resources in the development and launch of new brands and products. Each of the above risks could delay or impede our ability to achieve our growth objectives, which could adversely affect our business, financial condition, cash flows and results of operations.

**22. *Our dependence on third-party manufacturers for all our products subjects us to risks, which, if realized, could adversely affect our business, results of operations, cash flows and financial condition.***

As an asset light business we source all our products to third-party manufacturers, and do not own any manufacturing facilities. Our reliance on third-party manufacturers subjects us to various risks, including:

- a. dependence on relationships with third party manufacturers, particularly for continuity of supply of products to us;
- b. changes in cost of acquisition of our products from such manufacturers which would directly affect our profit margins and selling prices of our products;
- c. potential liability for incidents, including injuries to such manufacturers' employees, at manufacturing sites that we do not control;
- d. despite quality control exercised by our executives, there is dependence on quality control systems and processes of such manufacturers;
- e. reliance on agreements with such manufacturers and the periodic expiry (typically five years) of such agreements. We may be unable to replace our existing suppliers at short notice, or at all, and may face delays in production and added costs as a result of the time required for new suppliers to undertake manufacturing in accordance with our standard processes and quality control standards;
- f. dependence on third party manufacturing facilities, which are subject to customary operational risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, unavailability of consumables and spare parts, labor disputes, natural or man-made disasters, accidents, planned or unplanned shutdowns, and compliance with relevant government regulations;
- g. protection of our trade secrets and intellectual property rights;
- h. failure to comply with various product-related regulations and laws in India and globally, including those related to the product registration, product ingredients, health and safety, imports, customs clearance, manufacturing standards, labelling declaration standards, environmental and waste management including plastic generation and management, public disclosure, product testing and storage;
- i. compliance with the evolving regulatory and policy environment in which we operate;
- j. adverse changes in the financial or business condition of our suppliers; and
- k. misappropriation of our intellectual property and delays in delivery and shipment;

Our dependence on third party manufacturers could adversely affect our business, results of operations, cash flows and financial condition, as a result of occurrence of factors mentioned above or violation of terms of engagement by such manufacturers.

Our suppliers do not manufacture products exclusively for us and accordingly, some of them may choose to manufacture products for other parties, including our competitors, at any time, which may lead to conflicts of interest that exacerbate the risks mentioned above. In addition, they may manufacture products identical to ours by making use of the formulations supplied by us, and we may not be able to prevent the same, in the absence of adequate intellectual property protections, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

**23. We have experienced negative cash flows from operating and investing activities in the past.**

We have in the past, and may in the future, experience negative cash flows from operating, investing and financing activities. The following table sets forth our net cash inflow/(outflow) from operating, investing and financing activities for the periods/years indicated:

(In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Net Cash from Operating Activities	(226.64)	(33.83)	54.19
Net Cash from Financing Activities	617.40	70.79	15.52
Net Cash from Investing Activities	(63.03)	(2.82)	(24.05)

Any negative cash outflows from operating activities over extended periods, or significant cash outflows in the short term from investing and financing activities, could have an adverse impact on our cash flow requirements, business operations and growth plans. As a result, our cash flows, business, future financial performance and results of operations could be adversely affected. For further details, see “*Management's Discussion and Analysis of Financial Condition and Results of Operations*” on page 145.

**24. If we are unable to identify consumer demand accurately and maintain an optimal level of inventory, our business, results of operations, cash flows and financial condition may be adversely affected.**

The success of our business depends upon our ability to anticipate and forecast consumer demand and trends. Any error in our forecast could result in either surplus stock, which we may be unable to sell in a timely manner, or at all, or under-stocking, which will affect our ability to meet consumer demand. We plan our inventory and commence our design process prior to launch and estimate our sales based on the forecasted demand. We have inventory manufactured and stored at our warehouse ahead of an upcoming season. An optimal level of inventory is important to our business as it allows us to respond to consumer demand effectively and to maintain a full range of products at our stores and for sale through our other retail channels. Ensuring availability of our products requires prompt turnaround time and a high level of coordination amongst manufacturers, warehouse management and physical stores and staff. While we aim to avoid under-stocking and over-stocking through our technology-enabled distribution model, our estimates and forecasts may not always be accurate. If we fail to accurately forecast consumer demand, we may experience excess inventory levels or a shortage of products available for sale. Any unsold inventory may have to be sold at a discount or discarded, potentially leading to losses. We cannot assure you that we will be able to sell surplus stock in a timely manner, or at all, which in turn may adversely affect our business, results of operations, cash flows and financial condition.

**25. We may not be able to adequately protect our intellectual property, which may result in the inability to prevent our competitors from developing, using or commercializing products that are functionally equivalent or similar to our products.**

We depend on our brands and their brand equity. We have trademarks registered in India for our brand name Menhood. For details relating to intellectual property rights, see “*Our Business*” on page 94.

The protection of our intellectual property rights may require the expenditure of financial, managerial and operational resources. We rely on a combination of laws and regulations, confidentiality of information and contractual restrictions to protect our intellectual property. Despite our efforts to protect and enforce our proprietary rights, unauthorized parties may in the future use our trademarks or similar trademarks, copy aspects of our website images, features, compilation and functionality or obtain and use information that we consider proprietary, such as trade secrets.

We do not have comprehensive registered protection for all of our brands in all jurisdictions in which we operate or plan to operate. We may therefore not be able to prevent our competitors from developing, using or commercializing products that are functionally equivalent or similar to our products. This may lead to reduction in sales of some of our products.

Additionally, the process of obtaining intellectual property protection is expensive and time-consuming, and the amount of compensation for damages can be limited. Even if issued, patents or trademarks may not adequately protect our intellectual property, as the legal standards relating to the validity, enforceability and scope of protection of patent, trademark and other intellectual property rights are applied on a case-by-case basis and it is generally difficult to predict the results of any litigation relating to such matters. Any litigation, whether or not it is resolved in our favor, could result in significant expense to us and divert the efforts of our technical and management personnel, which may adversely affect our business, financial condition, cash flows and results of operations.

**26. *Our business depends upon the user behavior, growth of online commerce industry in India and continued acceptance of digital platforms.***

Factors applicable to our industry that might prevent potential consumers from purchasing products from direct to consumer platforms (such as our websites or mobile applications) or e-commerce platforms through which we sell our products include:

- a. concerns about delayed shipments or the inconvenience and cost of returning or exchanging items purchased online;
- b. concerns about the security of online transactions and the privacy of personal information; and
- c. usability, functionality and features of online platforms.

If the online commerce industry in India and in particular the online market for our products does not further develop and grow, our business, results of operations, financial condition, cash flows and prospects could be adversely affected. For our online revenue base to grow, consumers, sellers and suppliers must continue to adopt new and alternative ways of conducting commerce, purchase goods and services and exchanging information, such as through the internet and mobile devices, and we must hence effectively respond to changing consumer behavior on such digital platforms.

As the development of e-commerce is dynamic and subject to risk of rapid disruption driven by technology innovations, we must continuously innovate to overcome the fact that potential consumers are presented with an increasingly large number of options to choose from. Such potential growth is dependent on the overall internet penetration in India which despite recent growth, is still relatively low as compared to certain developed countries. We cannot assure you that a more technologically-sophisticated and reliable fixed telecommunications network or internet infrastructure will develop that would further facilitate growth of online e-commerce in India. Should the telecommunications operators not sustain or invest in expanding and upgrading the telecommunications infrastructure in India, it may impact the of e-commerce sector adversely. In addition, the growth of the e-commerce sector may be affected by changes in and the evolving nature of government regulation.

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

The success of our business will depend greatly on our ability to effectively implement our growth strategies. For further details on our strategies, see “***Our Business***” on page 94. There can be no assurance that we will be able to successfully execute our strategies, which may adversely affect our business, financial condition, cash flows and results of operations.

We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and strategies could have an adverse effect on our business, financial condition, cash flows and profitability.

**28. *We may require additional financing in the form of debt or equity to meet our business requirements.***

Our Company has outstanding loan amounts as of the date of this Red Herring Prospectus, in order to meet our business requirements (including to undertake growth), we may require further loans from banks and financial institutions or the sale or issue of equity or debt securities in private or public offerings. In the event that we incur debt in the future, our interest payment obligations will increase, and we may be subject to additional conditions from lenders, who could place restrictions on how we operate our business and result in reduced cash flows. If we decide to issue equity, the ownership interest of our existing shareholders will be diluted. We cannot provide any assurance that we will be able to raise adequate financing on acceptable terms, in a timely manner or at all. Our failure to obtain sufficient financing could result in a lack of cash flow to meet our operating requirements and, therefore, have an adverse effect on our business, results of operations, cash flows and financial condition.

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

Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during showroom stocking and display and otherwise. Our industry typically encounters some inventory loss on account of employee theft, shoplifting, robbery, vendor fraud, credit card fraud and general administrative error. We maintain large amounts of inventory at all our showrooms at all times. Though we have not reported any instances of theft or fraud in the past, and we have set up various state of the art security measures at every possible place, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

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

**30. *Ineffective execution of marketing programs and reduced marketing expenditure could have an adverse effect on our sales.***

Being in a niche category, primary factors in determining consumers' buying decisions include customer confidence, price points for our products, quality of our products, timely delivery of our products, designs together with the level and quality of customer service. The ability to differentiate our products from competitors by its branding, marketing and advertising programs is an important factor in attracting consumers. As a result, from time to time we will be undertaking brand building exercises and marketing programs to enhance our brand visibility. If these programs are ineffectively executed or the level of support for them is reduced, it could affect our ability to attract customers. Further, we cannot assure you that we will be able to accurately estimate our marketing expenditure for our retail and e-commerce operations. In case our marketing expenses are lesser than market standards, our marketing programs may be ineffective. However, if our marketing expenses are higher than the market standards, it may adversely affect our income and results of operations.

**31. *Our Directors have extended personal guarantees in connection with some of our debt facilities. There can be no assurance that such personal guarantees will be continued to be provided by our Promoter in future or can be called at any time, affecting the financial arrangements.***

Our Directors have provided personal guarantees for our borrowings to secure our loans. If any of these guarantees are revoked, our lenders may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, the financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoter in connection with our Company's borrowings.

**32. *Our Company as certain borrowings that are recallable at demand***

Our company has an overdraft limit with a lender that is considered recallable at demand. This arrangement poses a risk as the lender can request repayment of the entire overdraft amount at any time without prior notice. Such a demand could significantly disrupt our cash flow management and operational planning. Immediate repayment could strain our financial resources, potentially affecting our ability to fund daily operations or strategic investments. This financial vulnerability could impact our overall business stability and future growth prospects.

**33. *Reliance has been placed on declarations and affidavits furnished by our Promoter, Promoter Group, Directors and Key Management Personnel, for details of their details included in this Red Herring Prospectus.***

Our Promoter, Promoter Group, Directors, and Key Management Personnel have provided declarations and affidavits containing information concerning various aspects, including but not limited to family and relatives, shareholding in other companies, work experience, and qualifications. Accordingly, reliance has been placed on the above to disclose such details in this Red Herring Prospectus and neither we, nor the Book Running Lead Manager have been able to independently verify these details in the absence of documentary evidence. Therefore, we cannot assure you that all or any of the information relating to the work experience of our Directors and Key Management Personnel in "Our Management" and "Our Promoter" on page 121 and 132 respectively of this Red Herring Prospectus is complete, true and accurate.

**34. *We could face customer complaints or negative publicity about our customer service.***

Customer complaints or negative publicity about our customer service could diminish consumer confidence in, and the attractiveness of, our Company and brand and affect our sales and growth. We believe in providing quality products and services to our customers at all times. However, we have in the past experienced customer complaints, which we endeavour to resolve through prompt and effective customer service methods in a timely manner and satisfy the customer needs and grievances. Any inability by us to properly manage or train our sales staff, employees and managerial personnel who handle customer complaints and disputes could compromise our ability to handle customer complaints effectively in the future. If we do not handle customer complaints effectively, our reputation may suffer, and we may lose our customers' confidence, which could have a material adverse effect on our business, financial condition and results of operations.

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

Our Company will be severely dependent on its promoters to effectively implement its growth strategies. Our Promoters have been actively involved in the day-to-day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all. Financial impact of the aforesaid risk cannot be reasonably quantified.

**36. *Our success depends largely on our senior management and our ability to attract and retain our key personnel.***

Our success depends on the continued services and performance of our senior management. Competition for senior employees in the industry is intense and we may not be able to retain our existing team members or attract and retain new team members in the future. The loss of any member of our key team may adversely affect our business, results of operations and financial condition. We do not maintain key man's life insurance for our Promoters, senior members of our management team or other key personnel.

**37. *Our Promoters and certain of our Directors hold Equity Shares in our Company and are therefore interested in our performance in addition to their remuneration and reimbursement of expenses.***

Certain of our Directors including our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For details on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see the sections titled "Related Party Transactions" on page 138 of this Red Herring Prospectus.

**38. *The average cost of acquisition of Equity Shares 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 of the shares proposed to be offered through this Red Herring Prospectus. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer to "Our Promoters" on page 132 of this Red Herring Prospectus.

**39. *The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue".***

The fund requirement and deployment, as mentioned in "Objects of the Issue" on page 66 of this Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under section "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under section "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above ₹10,000 Lakh. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the Audit Committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements.

Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

Accordingly, realization of a gain on shareholders' investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details regarding our dividend policy, please see "*Dividend Policy*" on page 139 of this Red Herring Prospectus .

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

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

**43. *Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed use of issue proceeds, as detailed in "*Objects of the Issue*" on page 66 is to be partially and/or wholly funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

**44. *The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations.

There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

**45. *We may undertake strategic acquisitions or investments, which may prove to be difficult to integrate and manage or may not be successful.***

In the future, we may consider making strategic acquisitions of other companies whose resources, capabilities and strategies are complementary to and are likely to enhance our business operations. There can be no assurance that we will identify suitable acquisition or investment opportunities, or that if we do identify suitable opportunities, that we will complete those transactions on terms commercially acceptable to us or at all. The inability to identify suitable acquisition opportunities or investments or the inability to complete such transactions may materially and adversely affect our competitiveness and growth prospects. If we complete such an acquisition, we could face difficulty in integrating the acquired operations. In addition, key personnel of the acquired entity may decide not to work for us. These difficulties could disrupt our ongoing business, distract our management and employees and increase our expenses. There can be no assurance that we will be able to achieve the strategic purpose of such acquisition or operational integration or our targeted return on investment.

**46. *Our Promoters will continue to have majority control over our Company which may allow them to determine the outcome of matters submitted to shareholders for approval.***

Upon completion of this Issue, our Promoters will collectively hold 46,77,840 Equity Shares constituting [●]% of the post issue paid up equity share capital of our Company and also continue to enjoy remuneration or benefits, reimbursements of expenses as approved by the Board. Consequently, the Promoter 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 Individual Promoter will exercise their rights as shareholders to the benefit and best interests of our Company.

#### **ISSUE RELATED RISK FACTORS**

**47. *Industry information included in this Red Herring Prospectus has been derived from an industry report from various websites. Reliance on the forecasts of the reports could be incorrect and would significantly impact our operations.***

We have relied on the reports of certain independent third parties for purposes of inclusion of such information in this Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics.

Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Red Herring Prospectus.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of Equity Shares in an Indian Company are generally taxable in India. Any gain realized on the sale of listed Equity Shares on a stock exchange held for more than 12 months shall be subject to capital gains tax in India at 10% of such capital gain exceeding ₹ 1 lakh if Securities Transaction Tax (STT) has been paid on both acquisition and transfer of such shares. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realised on the sale of Equity Shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. However, any gain realized on the sale of listed Equity Shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India. For more details, please refer to the section entitled "Statement of Tax Benefits".

**49. *We cannot assure you that our equity shares will be listed on the NSE EMERGE in a timely manner or at all, which may restrict your ability to dispose of the equity shares.***



Though we shall make best of our efforts to comply with all applicable regulatory, financial and operational requirements for getting the equity shares proposed to be offered through this Red Herring Prospectus listed on NSE EMERGE platform in a time bound manner, yet on account of any change in applicable laws, economic conditions and/or any other reason/s beyond our control, the said shares may not get listed on the EMERGE Platform of National Stock Exchange of India Limited in a timely manner or at all, which may restrict your ability to dispose of the equity shares. However, even in such circumstances, the Company shall stay fully committed to pay such interest and/or refund the full application amount, as may be required in accordance with the applicable regulatory directives.

**50. *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 sales of Equity Shares might occur.

**51. *After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.***

After listing permission and trading permission of equity shares have been granted, the price of the shares shall be driven by free market forces. The market price of a company's share is determined by the forces of supply and demand in the stock market. These forces are influenced by a variety of factors, including the company's financial performance, industry trends, economic conditions, and investor sentiment.

When a company issues equity shares, it sets an issue price based on various factors such as the company's valuation, the prevailing market conditions, and the demand for its shares. However, the issue price is not necessarily indicative of the market price of the shares after the issue.

Once the shares are listed on the stock exchange, their price is determined by the forces of supply and demand in the market. If there is strong demand for the shares, the price may rise above the issue price, and if there is weak demand, the price may fall below the issue price.

Therefore, while the issue price of equity shares provides a starting point for the company's valuation, it is not necessarily a reliable indicator of the market price of the shares after the issue. Investors should carefully evaluate all relevant factors and information before making investment decisions in the stock market.

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

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

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

The Issue Price of our Equity Shares has been determined by the Book Built method. This price is being based on numerous factors (For further information, please see the section "Basis for Issue Price" of this Red Herring Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;

- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

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

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

**EXTERNAL RISK FACTORS**

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

Our business and industry is 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.

**56. *Any adverse change or downgrade in the Sovereign Ratings of India may adversely affect our business, results of operations and cash flows.***

Any adverse revisions to India's credit ratings international debt by international rating freight brokers may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. 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.

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

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

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

**59. *Natural calamities like epidemics, pandemic, or fire, war, terrorist attacks, civil riots or other events could materially and adversely affect our business.***

Natural disasters (earthquakes, floods, etc.), epidemics, pandemics, war, terrorist attacks and other events, which are beyond our control, may lead to economic instability, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations could also be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property. We cannot assure you that there will not be any such accidents in the future thereby causing an adverse effect. We cannot assure you that there will not be any such accidents in the future thereby causing an adverse effect on our business and operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

**60. *If there is any change in laws or regulations, or their interpretation, such changes may significantly affect our financial statements or affect our conduct of operation.***

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the tax rate (on gross basis) for Indian companies. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

The Finance Act, 2020 (“Finance Act”), has, amongst other things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax (“DDT”) will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely to be subject to tax deduction at source.

Further, the Government of India has introduced the Finance Bill, 2023, in the Union Budget for Fiscal 2024. The Finance Bill, 2023 proposes various amendments to taxation laws in India. As such, there is no certainty on the impact that the Finance Bill, 2023 may have on our business and operations or on the industry in which we operate. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

**61. *The Indian tax regime is currently undergoing substantial changes which could adversely affect our business.***

The goods and service tax (“GST”) that has been implemented with effect from July 1, 2017 combines taxes and levies by the GoI and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the GoI and state governments.

As regards the General Anti-Avoidance Rules (“GAAR”), the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18. The GAAR provisions intend to declare an arrangement as an “impermissible avoidance arrangement”, if the main purpose or one of the main purposes of such arrangement is to obtain a tax benefit, and satisfies at least one of the following tests (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm’s length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, that is not ordinarily engaged for bona fide purposes. If GAAR provisions are invoked, the tax authorities will have wider powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain. As the taxation regime in India is undergoing a significant overhaul, its consequent effects on the economy cannot be determined at present and there can be no assurance that such effects would not adversely affect our business, future financial performance and the trading price of the Equity Shares.

**62. *Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging Asian market countries. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. In recent times, the Indian financial markets had been negatively affected by the volatility in the global financial market, including on account of certain European nations' debt troubles and move to break away from the United Kingdom from the European Union. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to, amongst other, the announcements by the U.S. government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur and could harm our business, future financial performance and the prices of the Equity Shares.

**63. *A significant change in the Government of India's economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.***

The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavourable government policies including those relating to the internet and e-commerce, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, the members of the Government of India and the composition of the coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India. For example, there may be an increasing number of laws and regulations pertaining to the internet and e-commerce, which may relate to liability for information retrieved from or transmitted over the internet or mobile networks, user privacy, content restrictions and the quality of services and products sold or provided through the internet. The rate of economic liberalization could change and specific laws and policies affecting the financial services industry, foreign investment, currency exchange and other matters affecting investment in our securities could change as well.

Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

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

While rapid strides are being made in developing India's physical infrastructure there are still gaps that need to be addressed. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

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## SECTION IV – INTRODUCTION

### THE ISSUE

The Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on November 28, 2023 and by our Shareholders pursuant to a resolution passed at the EGM held on November 29, 2023 pursuant to Section 62(1)(c) of the Companies Act, 2013. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to the section titled ‘**Issue Structure**’ beginning on page 177 of this Red Herring Prospectus.

Particulars	Details
Issue of Equity Shares by our Company*	25,95,200 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●]/- per Equity Share aggregating to ₹[●] Lakh.
<b><i>Of which:</i></b>	
Issue Reserved for Market Maker	1,31,200 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
Net Issue to the Public	24,64,000 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
<b><i>Of which:</i></b>	
Allocation to Qualified Institutional Buyers (Not more than 30% of Net Issue to public)	7,39,200 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹ [●] Lakh.
<b><i>Of which:</i></b>	
Anchor Investors	4,43,200 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹[●] Lakh.
Net QIB Portion (Assuming Anchor allocation portion is fully subscribed)	2,96,000 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
<b><i>Of which:</i></b>	
Available for allocation to Mutual Funds (5% of the QIB portion excluding Anchor Investor Portion)	14,400 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
Balance QIB Portion for all QIBs including mutual Funds	2,81,600 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakh.
Allocation to Non-Institutional Investors (Not less than 35% of Net Issue to public)	8,62,400 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹ [●] Lakh.
Allocation to Retail Individual Investors (Not less than 35% of Net Issue to public)	8,62,400 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakh.
<b><i>Pre-and Post-Issue Equity Shares:</i></b>	

Equity Shares outstanding prior to the Issue	72,00,000 Equity Shares of ₹10/- each
Equity Shares outstanding after the Issue	97,95,200 Equity Shares of ₹10/- each
<b>Use of Issue Proceeds</b>	For further details please refer to “ <i>Objects of the Issue</i> ” beginning on page 66 of this Red Herring Prospectus for information on use of Issue Proceed.

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

- 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 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- In the event of oversubscription, 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 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.
- 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 30% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 35% of the Net Issue shall be available for allocation to Non-institutional bidders
- 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.
- Our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI Regulation. 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. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor 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. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

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**SUMMARY OF FINANCIAL INFORMATION**

**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

**(Amt. in Lakhs.)**

Particulars	Notes	As At		
		31-Mar-24	31-Mar-23	31-Mar-22
<b>I. EQUITY AND LIABILITIES</b>				
<b>Shareholder's Funds</b>				
Share Capital	A	720.00	1.00	1.00
Reserves and Surplus	A	262.77	243.50	39.00
Money received against share warrants		-	-	-
<b>Share Application Money Pending Allotment</b>	A2	-	-	-
<b>Non Current Liabilities</b>				
Long-term Borrowings	B	61.52	9.02	11.61
Deferred tax liabilities (Net)	C	-	-	-
Other Long Term Liabilities		-	-	-
Long-term Provisions	D	14.60	6.11	3.63
<b>Current Liabilities</b>				
Short-term Borrowings	B	188.61	98.33	9.23
Trade Payables	E	13.48	67.47	16.82
Other Current Liabilities	F	98.86	98.25	56.61
Short-term Provisions	F	83.60	71.37	14.62
<b>Total</b>		<b>1443.44</b>	<b>595.05</b>	<b>152.51</b>
<b>II. Assets</b>				
<b>Non Current Assets</b>				
Property, Plant and Equipment and Intangible assets				
(i) Property, Plant and Equipment	G	71.42	19.98	23.49
(ii) Intangible Assets		-	-	-
(iii) Capital Work-In-Progress		-	-	-
(iv) Intangible Assets Under Development		-	-	-
Non-Current Investments		-	-	-
Deferred Tax Assets (Net)	C	6.03	1.22	0.03
Long-term Loans and Advances		-	-	-
Other Non-Current Assets	H	202.43	120.25	0.25
<b>Current assets</b>				
Current Investments	I	6.04	-	-
Inventories	J	297.65	59.64	22.18

Trade Receivables	K	17.98	9.85	9.95
Cash and Bank Balances	L	413.92	86.18	52.04
Short-term Loans and Advances	M	423.76	296.72	44.37
Other Current Assets	N	4.21	1.21	0.21
<b>Total</b>		<b>1443.44</b>	<b>595.05</b>	<b>152.51</b>

**RESTATED STATEMENT OF PROFIT AND LOSS**
**(Amt. in Lakhs)**

Particulars	Notes	As At		
		31-Mar-24	31-Mar-23	31-Mar-22
Revenue from Operations (Gross)	<b>O</b>	2,061.79	1,478.08	601.29
Other income	<b>P</b>	12.88	4.73	1.01
<b>Total Income</b>	<b>i</b>	<b>2,074.67</b>	<b>1,482.81</b>	<b>602.30</b>
Expenses:				
Cost of Materials Consumed		-	-	-
Changes in inventories of finished goods, work in progress and stock-in- trade		(238.01)	(37.46)	(8.30)
Purchases of stock in trade*		841.66	312.20	112.24
Employee benefits expense	<b>Q</b>	104.53	95.93	61.53
Finance costs	<b>R</b>	37.82	15.72	0.26
Depreciation and amortization expense		17.99	10.35	3.18
Other expenses	<b>S</b>	1,011.72	811.96	380.19
<b>Total Expenses</b>	<b>ii</b>	<b>1,775.71</b>	<b>1,208.70</b>	<b>549.11</b>
<b>Profit before exceptional and extraordinary items and tax (i-ii)</b>	<b>iii</b>	<b>298.96</b>	<b>274.11</b>	<b>53.19</b>
Exceptional/Prior Period item		-	-	-
Profit before extraordinary items and tax		<b>298.96</b>	<b>274.11</b>	<b>53.19</b>
Extraordinary item		-	-	-
<b>Profit Before Tax</b>		<b>298.96</b>	<b>274.11</b>	<b>53.19</b>
Provision for Tax				
- Current Tax		82.50	70.81	14.27
- Deferred Tax		(4.81)	(1.20)	0.03
<b>Restated profit after tax for the period from continuing operations</b>		<b>221.27</b>	<b>204.50</b>	<b>38.89</b>
Profit/ (Loss) from Discontinuing operation		-	-	-



Tax expenses of discontinuing operations			-	-	-
<b>Restated profit for the period</b>			<b>221.27</b>	<b>204.50</b>	<b>38.89</b>

## RESTATED CASH FLOW STATEMENT

(Amt. in Lakhs.)

Particulars	As At		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>A. Cash flow from Operating Activities</b>			
<b>Net Profit / (Loss) before Extraordinary Items and Tax</b>	298.96	274.11	53.19
<i>Adjustments for:</i>	-		
Depreciation and Amortisation	17.99	10.35	3.18
Assets written off during the period	-	-	-
Interest Income	(11.23)	(4.02)	(0.65)
Interest Expenses	24.30	3.17	0.20
Loan Processing Fees	8.70	12.55	0.06
(Profit) / Loss on Sales of Investments	(1.22)	-	-
<b>Operating Profit / (Loss) before Working Capital changes (i)</b>	<b>337.50</b>	<b>296.16</b>	<b>55.98</b>
<i>Changes in Working Capital:</i>			
<i>Adjustments for (Increase) / Decrease in Operating Assets:</i>			
Inventories	(238.01)	(37.46)	(8.30)
Trade Receivables	(8.13)	0.10	(8.71)
Short-Term Loans and Advances	(117.66)	(252.35)	(26.37)
Other Current Assets	(3.00)	(1.00)	(0.21)
Other Non-Current Assets	(82.18)	(120.00)	-
<i>Adjustments for Increase / (Decrease) in Operating Liabilities:</i>			
Trade Payables	(53.99)	50.65	(12.53)
Other Liabilities	0.61	41.65	51.58
Provisions	20.72	59.23	17.01
<b>Cash generated from Operations (ii)</b>	<b>(144.14)</b>	<b>36.98</b>	<b>68.45</b>
Net Taxes paid (iii)	(82.50)	(70.81)	(14.26)
<b>Net Cash Flow from / (used in) Operating Activities (A) (ii+iii)</b>	<b>(226.64)</b>	<b>(33.83)</b>	<b>54.19</b>
<b>B. Cash Flow from Financing Activities</b>			
Borrowings	142.80	86.51	16.73
Interest Expenses	(24.30)	(3.17)	(0.20)
Loan Processing fees	(8.70)	(12.55)	(0.06)
Loan and Advances Given	(9.40)	-	(0.95)





Proceeds from Right Issue		517.00	-	-
<b>Net Cash Flow from / (used in) Financing Activities (B)</b>		<b>617.40</b>	<b>70.79</b>	<b>15.52</b>
<b>C. Cash Flow from Investing Activities</b>				
Purchase of Investments		(6.04)	-	-
Net Proceeds from Sale of Investments		1.22	-	-
Interest Income		11.23	4.02	0.65
Purchase of Fixed Assets (net)		(69.44)	(6.84)	(24.70)
<b>Net Cash Flow from / (used in) Investing Activities (C)</b>		<b>(63.03)</b>	<b>(2.82)</b>	<b>(24.05)</b>
<b>Cash and Bank at the beginning of the period</b>		<b>86.18</b>	<b>52.04</b>	<b>6.38</b>
<b>Cash Flow during the period (A+B+C)</b>		<b>327.73</b>	<b>34.14</b>	<b>45.66</b>
<b>Cash and Bank at the end of the period</b>		<b>413.92</b>	<b>86.18</b>	<b>52.04</b>

## GENERAL INFORMATION

<b>Registered Office</b>	<b>Plot No. A-305, Backside National Handloom Corp. Vaishali Nagar, Jaipur, Rajasthan, India, 302021. Tel: 8062195170; Fax: NA E-mail: <a href="mailto:info@macobstech.com">info@macobstech.com</a> Website: <a href="https://macobstech.com">https://macobstech.com</a></b>
<b>Date of Incorporation</b>	October 14, 2019
<b>CIN</b>	U74999RJ2019PLC066608
<b>Company Category</b>	Company Limited by Shares
<b>Registrar of Companies</b>	Registrar of Companies, Rajasthan ROC-cum-Official Liquidator, Ministry Of Corporate Affairs, C/6-7, 1st Floor, Residency Area, Civil Lines, Jaipur-302001, Rajasthan Tel No.: 0141-2981913 Email: <a href="mailto:roc.jaipur@mca.gov.in">roc.jaipur@mca.gov.in</a> Website: <a href="http://www.mca.gov.in">www.mca.gov.in</a>
<b>Company Secretary and Compliance Officer</b>	Ankita Soni Plot No. A-305, Backside National Handloom Corp. Vaishali Nagar, Jaipur, Rajasthan, India, 302021. Tel: 8062195170; E-mail: <a href="mailto:compliance@macobstech.com">compliance@macobstech.com</a>
<b>Chief Financial Officer</b>	Aditya Solanki Plot No. A-305, Backside National Handloom Corp. Vaishali Nagar, Jaipur, Rajasthan, India, 302021. Tel: 8062195170; E-mail: <a href="mailto:cfo@macobstech.com">cfo@macobstech.com</a>
<b>Designated Stock Exchange</b>	EMERGE Platform of National Stock Exchange of India Limited Address: Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex Bandra (East), Mumbai – 400051
<b>Bid/Issue Programme</b>	Anchor Investor Bidding Date: Monday, July 15, 2024 Bid/Issue Opens on: Tuesday, July 16, 2024 Bid/Issue Closes on: Friday, July 19, 2024

**Note:** Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.

**DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY**

<p><b>BOOK RUNNING LEAD MANAGER TO THE ISSUE</b></p>	
<p><b>SKI CAPITAL SERVICES LIMITED</b>                  SEBI Registration No.: INM000012768                  Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005                  Telephone No.: +91-011-41189899                  Email: mtlipo@skicapital.net                  Website: https://www.skicapital.net/                  Contact Person Name: Mr. Ghanisht Nagpal</p>	
<p><b>REGISTRAR TO THE ISSUE</b></p>	
<p><b>MAASHITLA SECURITIES PRIVATE LIMITED</b>                  SEBI Registration No.: INR000004370                  Address : 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi- 110034                  Tel No: +91 -11-4512-1795;                  Email: investor.ipo@maashitla.com                  Website: https://www.maashitla.com/                  Contact Person: Mr. Mukul Agrawal</p>	
<p><b>BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK</b></p>	
<p><b>ICICI BANK LIMITED</b>                  SEBI Registration No.: INBI000000004                  Address : Capital Market Division                  5th floor, 163, H.T. Parekh Marg,                  Backbay Reclamation, Churchgate, Mumbai 400020                  Tel No: +022-68052182;                  Email: ipocmg@icicibank.com                  Website: https://www.icicibank.com/                  Contact Person: Mr. Varun Badai</p>	
<p><b>MARKET MAKER</b></p>	
<p><b>SKI CAPITAL SERVICES LIMITED</b>                  SEBI Registration No.: INZ000188835                  Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005                  Telephone No.: +91-011-41189899                  Email: mtlipo@skicapital.net                  Website: https://www.skicapital.net/                  Contact Person Name: Mr. Manick Wadhwa</p>	
<p><b>PEER REVIEW AUDITORS OF THE COMPANY</b></p>	
<p><b>V Sahai Tripathi &amp; Co, Chartered Accountants</b>                  Firm Registration Number: 000262N                  Peer Review No.: 015039                  Address: 8-E, Hansalaya Building, 15 Barakhamba Road, Connaught Place, Delhi-110001                  Mob: 9999561115                  Landline: 011-23319596                  Email: garima.tripathi@sahaitripathi.com                  vst@sahaitripathi.com                  Website: www.sahaitripathi.com                  Contact person: CA Garima Tripathi</p>	

LEGAL ADVISOR TO THE ISSUE	PRINCIPAL BANKERS OF THE COMPANY
<b>M/s. Vakalat India, Advocates</b> Address: 305-A, D. Mall, 3rd floor, Netaji Subhash Place, New Delhi 110034 Registration No. F/1564/1093/2011 (WB) DHCBA Membership no.: 25521/2022 Mobile No: +91-9038090848 Fax No.: NA Website: www.vakalatindia.com Email Id: vakalatindia@gmail.com Contact Person: Mr. Kausik Chatterjee (Advocate)	<b>ICICI Bank Limited</b> Address: Office No. 11 Times Tower MG Road Gurgaon 122001 Tel. No.: +91-9899015003 Fax No.: NA Email: Harsh.chawla@icicibank.com Website: www.icicibank.com Contact Person: Harsh Chawla (BM)
SYNDICATE MEMBER	STATUTORY AUDITORS OF THE COMPANY
<b>SKI CAPITAL SERVICES LIMITED</b> SEBI Registration No.: INZ000188835 Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005 Telephone No.: +91-011-41189899 Email: mtlipo@skicapital.net Website: <a href="https://www.skicapital.net/">https://www.skicapital.net/</a> Contact Person Name: Mr. Manick Wadhwa	<b>N A V P &amp; Associates Chartered Accountants</b> Firm Registration No.: 025043C Address: Office no 220, Second floor, Center tower, Central spine, vidhyadhar nagar, Jaipur Rajasthan - 302039 Tel. No: +91-9549381996 Fax No.: N.A. Email: associatesnavp@gmail.com Website: Na Contact Person: CA Nitin Bansal

#### DETAILS OF THE BOARD OF DIRECTORS OF OUR COMPANY

S. No.	Name of Director	DIN	Designation	Address
1	Dushyant Gandotra	08360731	Managing Director	Flat No. S-202, On Second Floor Arshiya Residency Near Pink Square Mall Plot No. C-2 Adarsh Nagar , Rajapark Jawahar Nagar Jaipur Rajasthan - 302004
2	Shivam Bhateja	07674360	Whole Time Director	B-27, Acharya Vinobha Bhave Nagar, Vaishali Nagar, Jaipur Rajasthan - 302021
3	Divya Gandotra	07674807	Director	Flat No. S-202, On Second Floor Arshiya Residency Near Pink Square Mall Plot No. C-2 Adarsh Nagar , Rajapark Jawahar Nagar Jaipur Rajasthan - 302004
4	Priya Goel	07053397	Additional Independent Director	A-78, Second Floor, East of Kailash Delhi - 110065
5	Sunil Kumar Rana	08747109	Additional Independent Director	Quarter No.1, Non-Teaching Staff Quarter, Hansraj College, Delhi University, Malka Ganj, North Delhi, Delhi - 110007

For further details of our Directors, please refer to the chapter titled "Our Management" beginning on page 121 of this Red Herring Prospectus.

#### INVESTOR GRIEVANCES

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue, Maashitla Securities Private Limited and/or the Book Running Lead Manager, i.e. SKI Capital Services Limited, in case of any pre-Issue or post-

**Issue related problems, such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA, etc.**

*All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name of the Sole & first Applicant, address of the applicant, Applicant DP ID, Client ID, PAN, ASBA Form, details of UPI ID (if applicable) number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.*

*All grievances relating to the Anchor Investors may be addressed to the BRLM, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form.*

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

#### **SELF-CERTIFIED SYNDICATE BANKS**

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link: <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

#### **REGISTERED BROKERS**

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. 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 SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

#### **REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS**

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

#### **COLLECTING DEPOSITORY PARTICIPANTS**

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

#### **STATEMENT OF RESPONSIBILITY OF THE BOOK RUNNING LEAD MANAGER/STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES**

Since SKI Capital Services Limited is the sole Book Running Lead Manager (BRLM) to the Issue and all the responsibilities relating to coordination and other activities in relation to the Issue shall be performed by them.

#### **CREDIT RATING**

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

#### **IPO GRADING**

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

#### **EXPERT OPINION**

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

1. Our Company has received written consent dated June 27, 2024 from Peer Reviewed Auditor namely, **V Sahai Tripathi & Co, Chartered Accountants**, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this 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 June 27, 2024 on our restated financial information; and

(ii) its report dated June 27, 2024 on the statement of Special Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

2. Our Company has received a written consent dated January 18, 2024 from **Vakalat India, Advocates**, having registration number F/1564/1093/2011 (WB) to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the Legal Litigations being subsisting by the Company, against the Company, by the Promoters, against the Promoters, by the Directors and against the Directors of the Company.
3. Our Company has received a written consent dated January 18, 2024 from **Manthan Negandhi & Co., Company Secretaries**, having registration number S2018MH640600 to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the ROC and Secretarial Search Report Dated July 05, 2024.

#### **DEBENTURE TRUSTEE**

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

#### **APPRAISAL AND MONITORING AGENCY**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of a monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakh. Since the Issue size is below ₹ 10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

#### **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 all editions of the English national newspaper, all editions of Hindi national newspaper 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 SKI Capital Services Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with NSE and eligible to act as Underwriters;
- The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue;
- The Escrow Collection Banks/ 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 50% 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 60% of the QIB portion to Anchor Investors on a discretionary basis in accordance with SEBI (ICDR) Regulation ("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 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. 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 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 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, except Anchor Investors, are required to use the 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. Allocation to Anchor Investors will be on a discretionary basis.

In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion 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. 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 regard, specific attention is invited to the section titled “**Issue Procedure**” beginning on page 181 of the 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 titled “**Issue Procedure**” on page 181 of this 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; 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 investor

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%

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:**

- Check eligibility for making a Bid (see section titled “**Issue Procedure**” on page 181 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- 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.
- 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.

➤ Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

**Bid/Issue Program:**

<b>Event</b>	<b>Indicative Dates</b>
Bid/Issue Opening Date*	Tuesday, July 16, 2024
Bid/Issue Closing Date**	Friday, July 19, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Monday, July 22, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Tuesday, July 23, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Tuesday, July 23, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Wednesday, July 24, 2024

*\*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 in accordance with the SEBI ICDR Regulations.*

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

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.

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 may be extended in consultation with the BRLM, RTA and NSE Emerge 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 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.

**UNDERWRITING AGREEMENT**

Our Company and BRLM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated July 04, 2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative no. of Equity Shares to be Underwritten	Amount Underwritten (₹ In Lakh)	% of the Total Issue Size Underwritten
<b>SKI CAPITAL SERVICES LIMITED</b> SEBI Registration No.: INM000012768 Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005 Telephone No.: +91-011-41189899 Email: mtlipo@skicapital.net Website: <a href="https://www.skicapital.net/">https://www.skicapital.net/</a> Contact Person Name: Mr. Ghanisht Nagpal	25,95,200	[•]	100%

In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

#### FILING OF PROSPECTUS

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus shall be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in> and pursuant to Regulation 246(2), the Board shall not be issuing observation.

Further, in accordance with Regulation 246(1) a copy of the Red Herring Prospectus along with the other documents, shall also be filed with the RoC, Rajasthan under Section 32 of the Companies Act, 2013.

#### CHANGE IN THE AUDITOR DURING LAST 3 YEARS

Except as provided below, Company has not changed auditor during last 3 years:

Year	Outgoing Auditor	Incoming Auditor	Reason
NIL			

#### WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for 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 Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform NSE EMERGE on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from NSE EMERGE, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

#### DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the BRLM have entered into a tripartite agreement dated July 04, 2024 with SKI Capital Services Limited the Market Maker for this Issue, duly registered with NSE EMERGE to fulfil the obligations of Market Making:

<b>Name:</b>	<b>SKI CAPITAL SERVICES LIMITED</b>
<b>SEBI Registration No.:</b>	INM000012768
<b>Address:</b>	718, Dr Joshi Road, Karol Bagh, New Delhi- 110005
<b>Telephone No.:</b>	+91-011-41189899
<b>Website:</b>	<a href="https://www.skicapital.net/">https://www.skicapital.net/</a>
<b>Email ID:</b>	mtlipo@skicapital.net
<b>Contact Person:</b>	Mr. Manick Wadhwa

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding 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(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of National Stock Exchange of India Limited and SEBI from time to time.
3. 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(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors
6. On the first day of the listing, there will be a pre-opening session (call auction) and thereafter 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.
7. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the abovementioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM to arrange for another Market Maker 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, 2018. Further, our Company and the BRLM reserve the right to appoint other Market Makers 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 five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

9. Risk containment measures and monitoring for Market Makers: Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. Punitive Action in case of default by Market Maker: Emerge Platform of NSE 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 Makers, 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(s) in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Makers from time to time.
11. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - (i) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - (ii) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
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<b>Up to ₹ 20 Crore</b>	25%	24%
<b>₹20 Crore to ₹50 Crore</b>	20%	19%
<b>₹50 Crore To ₹80 Crore</b>	15%	14%
<b>Above ₹80 Crore</b>	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/Designated Stock Exchange from time to time.

*The trading shall take place in the TFT (Trade for Trade) segment for the first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.*

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Red Herring Prospectus is set forth below:

S.No	Particulars	Amount (₹ in Lakhs)	
		Aggregate nominal value	Aggregate value at Issue Price
A.	<b>Authorised Share Capital</b>		
	1,00,00,000 Equity Shares of ₹ 10/- each	1000.00	[●]
B.	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	72,00,000 Equity Shares of ₹ 10/- each	720.00	[●]
C.	<b>Present Issue in terms of the Red Herring Prospectus</b>		
	Issue of 25,95,200 Equity Shares of Face Value ₹ 10/- each at a Price of ₹ [●]/-per Equity Share	259.52	[●]
D.	<b>Issued, Subscribed and Paid-up Share Capital after the Issue [●] Equity Shares of ₹ 10/- each</b>		[●]
E.	<b>Securities Premium Account</b>		
	Before the Issue		Nil
	After the Issue		[●]

### CLASS OF SHARES

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

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Details of increase in Authorised Share Capital:

Since the incorporation of our Company, the Authorised share capital of our Company has been altered in the manner set forth below:

S.No.	Details of Increase in Authorized Share Capital	Effective Date
1.	Increase in authorized capital from ₹ 1,00,000/- to ₹ 3,50,00,000/-	01-02-2023
2.	Increase in authorized capital from ₹ 3,50,00,000/- to ₹ 6,00,00,000/-	05-07-2023
3.	Increase in authorized capital from ₹ 6,00,00,000/- to ₹ 10,00,00,000/-	17-10-2023

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment
14-10-2019	10,000	10/-	10/-	Cash	Initial Capital

04-07-2023	10,00,000	10/-	10/-	Cash	Rights basis
21-07-2023	20,20,000	10/-	0/-	Other than cash	Bonus Allotment
11-10-2023	29,70,000/-	10/-	10/-	Cash	Rights Basis
02-11-2023	12,00,000/-	10/-	10/-	Cash	Rights Basis

**Sequence of Events pertaining to Share Capital of the Company: -**

Initial Subscribers to the Memorandum of Association subscribed to Equity Shares of Face Value of Rs. 10/- each, details of which are given below:

S. No.	Name of the Subscribers	Number of shares allotted	(%) out of total allotment
1.	Mr. Shivam Bhateja	5,000	50
2.	Mr. Dushyant Gandotra	5,000	50
	<b>Total</b>	<b>10,000</b>	<b>100</b>

Allotment on Rights issue basis of 10,00,000 equity shares to the following Shareholders on 04-07-2023:

S. No	Name of the Allottee	Number of shares allotted	(%) out of total allotment
1.	Mr. Shivam Bhateja	3,24,800	32.48
2.	Mr. Dushyant Gandotra	3,24,800	32.48
3.	Mr. Raman Talwar	3,50,000	35.00
4.	Ms. Divya Gandotra	100	0.01
5.	Ms. Bela Gandotra	100	0.01
6.	Ms. Geeta Bhateja	100	0.01
7.	Mr. Rajeev Gandotra	100	0.01

Allotment on Bonus basis, on the ratio of 2:1, of 20,20,000 equity shares to the following Shareholders on 21.07.2023:

S. No	Name of the Allottee	Number of shares allotted	(%) out of total allotment
1.	Mr. Shivam Bhateja	6,56,096	32.48
2.	Mr. Dushyant Gandotra	6,56,096	32.48

3.	Mr. Raman Talwar	7,07,000	35.00
4.	Ms. Divya Gandotra	202	0.01
5.	Ms. Bela Gandotra	202	0.01
6.	Ms. Geeta Bhateja	202	0.01
7.	Mr. Rajeev Gandotra	202	0.01

Allotment on Rights issue basis of 29,70,000 equity shares to the following Shareholders on 11.10.2023:

S. No	Name of the Allottee	Number of shares allotted	(%) out of total allotment
1.	Mr. Shivam Bhateja	9,64,656	32.48
2.	Mr. Dushyant Gandotra	9,64,656	32.48
3.	Mr. Raman Talwar	10,39,500	35.00
4.	Ms. Divya Gandotra	297	0.01
5.	Ms. Bela Gandotra	297	0.01
6.	Ms. Geeta Bhateja	297	0.01
7.	Mr. Rajeev Gandotra	297	0.01

Allotment on Rights basis of 12,00,000 equity shares to the following shareholders on 02.11.2023

S. No	Name of the Allottee	Number of shares allotted	(%) out of total allotment
1.	Mr. Shivam Bhateja	3,89,760	32.48
2.	Mr. Dushyant Gandotra	3,89,760	32.48
3.	Mr. Raman Talwar	4,20,000	35.00
4.	Ms. Divya Gandotra	120	0.01
5.	Ms. Bela Gandotra	120	0.01
6.	Ms. Geeta Bhateja	120	0.01
7.	Mr. Rajeev Gandotra	120	0.01

### Shareholding of the Promoters of our Company

As on the date of this Red Herring Prospectus, our Promoters – Dushyant Gandotra, Shivam Bhateja and Divya Gandotra hold total 46,77,840 Equity Shares representing 64.97% of the pre-issue paid up share capital of our Company.

#### Details of build-up of shareholding of the Promoters

##### A. Dushyant Gandotra

Date of Allotment /Acquisition /transaction and when made fully paid up	Nature (allotment/transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	% of pre issue capital of Cumulative Shares
14-10-2019	Subscriber	5000	10	10	Cash	50.00%
09-01-2023	Transfer	-1752	10	10	Cash	32.48%
04-07-2023	Right issue	324800	10	10	Cash	32.48%
21-07-2023	Bonus issue	656096	10	0	Other than cash	32.48%
11-10-2023	Right issue	964656	10	10	Cash	32.48%
02-11-2023	Right issue	389760	10	10	Cash	32.48%
	<b>Total</b>	2338560				

#### B. Shivam Bhateja

Date of Allotment /Acquisition /transaction and when made fully paid up	Nature (allotment/transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	% of pre issue capital of Cumulative Shares
14-10-2019	Subscriber	5000	10	10	Cash	50.00%
09-01-2023	Transfer	-1752	10	10	Cash	32.48%
04-07-2023	Right issue	324800	10	10	Cash	32.48%
21-07-2023	Bonus issue	656096	10	0	Other than cash	32.48%
11-10-2023	Right issue	964656	10	10	Cash	32.48%
02-11-2023	Right issue	389760	10	10	Cash	32.48%
	<b>Total</b>	2338560				

#### C. Divya Gandotra

Date of Allotment /Acquisition /transaction and when made fully paid up	Nature (allotment/transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	% of pre issue capital of Cumulative Shares
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09-01-2023	Transfer	1	10	10	Cash	0.01%
04-07-2023	Right issue	100	10	10	Cash	0.01%
21-07-2023	Bonus issue	202	10	0	Other than cash	0.01%
11-10-2023	Right issue	297	10	10	Cash	0.01%
02-11-2023	Right issue	120	10	10	Cash	0.01%
	<b>Total</b>	720				

**All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by our Promoters are under pledged**

## 2. Our shareholding pattern

Category Code	Category of Shareholder	No of Share holder	No. of Fully paid-up Equity Shares Held	No. of Partly Paid-up	No. of Underlying Depository	Total No of Shares Held	Shareholding as a % of total no. of shares (calculated as	Number of Voting Rights held in each class of securities*				No. of shares underlying Outstanding Convertible Securities	Shareholding as a % assuming full conversion of convertible	No. of locked-in shares	No. of shares held or otherwise	Number of shares held in dematerialized form
								IX	IX	IX	IX					
I	II	III	IV	V	VI	VII=IV+V+VI	IX	IX				X	XI=VII+X	XII	XIII	XIV
(A)	Promoters & promoter Group	6	46,80,000	0	0	46,80,000	65.00%	46,80,000	0	46,80,000	65.00%	0				46,80,000
(B)	Public	3	25,20,000	0	0	25,20,000	35.00%	25,20,000	0	25,20,000	35.00%	0				25,20,000
<b>I</b>	<b>Non-Promoters - Non-Public</b>	<b>0</b>														
(1)	Shares underlying DRs	0														
(2)	Shares held by Employee Trusts	0														
	<b>Total</b>	<b>9</b>	<b>72,00,000</b>	<b>0</b>	<b>0</b>	<b>72,00,000</b>	<b>100%</b>	<b>7200000</b>	<b>0</b>	<b>7200000</b>	<b>100%</b>	<b>0</b>				<b>7200000</b>

Note:

In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoter Group Companies and 50% of the Equity Shares held by the public shareholders, shall be dematerialized.

PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.

4. As on the date of this Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.

5. Following are the details of the holding of securities of persons belonging to the category “Promoters and Promoter Group” before and after the Issue:

S. N.	Name of shareholder	Pre-Issue	
		No. of Equity Shares	As a % of Issued Capital
<b>Promoters</b>			
1	Shivam Bhateja	23,38,560	32.48%
2	Dushyant Gandotra	23,38,560	32.48%
3	Divya Gandotra	720	0.01%
<b>Total -A</b>		<b>46,77,840</b>	<b>64.97%</b>
<b>Promoter Group (B) :</b>			
1	Bela Gandotra	720	0.01%
2	Geeta Bhateja	720	0.01%
3	Rajeev Gandotra	720	0.01%
<b>Total-B</b>		<b>2160</b>	<b>0.03%</b>
<b>Grand Total (A+B)</b>		<b>46,80,000</b>	<b>65%</b>

6. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
Mr. Dushyant Gandotra	23,38,560	7.19
Mr. Shivam Bhateja	23,38,560	7.19
Divya Gandotra	720	7.19

**7. Details of Major Shareholders:**

(A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of this Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held	% of Paid-up Capital **
1	Shivam Bhateja	23,38,560	32.48%
2	Dushyant Gandotra	23,38,560	32.48%
3	Raman Talwar	20,20,000	28.06%
4	SVPAN Consultant Private Limited	4,00,000	5.56%
5	Priyanka Amey Belorkar	1,00,000	1.39%

(B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held	% of Paid-up Capital **
1	Shivam Bhateja	23,38,560	32.48%
2	Dushyant Gandotra	23,38,560	32.48%
3	Raman Talwar	20,20,000	28.06%
4	SVPAN Consultant Private Limited	4,00,000	5.56%
5	Priyanka Amey Belorkar	1,00,000	1.39%

(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of this Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held	% of Paid-up Capital **
1	Mr. Shivam Bhateja	328048	4.56%
2	Mr. Dushyant Gandotra	328048	4.56%
3	Mr. Raman Talwar	353500	4.91%

(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of this Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held	% of Paid-up Capital **
1	Mr. Shivam Bhateja	5,000	negligible
2	Mr. Dushyant Gandotra	5,000	negligible

\*\* the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

8. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus at a price lower than the Issue Price, except as disclosed in this Red Herring Prospectus.
9. There will be no further issue of capital, 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 this Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
10. We have Nine (9) shareholders as on the date of filing of this Red Herring Prospectus.
11. As on the date of this Red Herring Prospectus, our Promoters and Promoters' Group hold a total 46,80,000 Equity Shares representing 65.00% of the pre-issue paid up share capital of our Company.
12. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Red Herring Prospectus.
13. The members of the Promoters' Group, our Directors and the relatives of our Directors have not financed the purchase by any other person of securities of our Company, during the six months immediately preceding the date of filing this Red Herring Prospectus.

#### 14. Details of Promoters' Contribution locked in for 3 years:

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post-Issue Capital shall be considered as Promoters' Contribution.

Our Promoters has granted consent to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Red Herring Prospectus until the completion of the lock-in period specified above.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters' Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Issue, whichever is later.

*Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the offer document, is expected to commence.*

We further confirm that Minimum Promoters' Contribution of 20.00% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters' Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018. The lock-in of the Minimum Promoters' Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of the Equity Shares held by our Promoters, which are locked in for a period of three years from the date of Allotment in the Issue are given below:

Name of Promoters	Date of Transaction and when made fully paid-up	Nature Of Transaction	No. Of Equity Shares	Face Value (₹)	Issue/ Acquisition Price per Equity Share (₹)	Percentage of post-Issue paid-up capital (%)	Lock in Period
Shivam Bhateja	14-10-2019	Initial Capital	5,000	10	10	0.05%	3 Years
Shivam Bhateja	04-07-2023	Rights Issue	3,24,800	10	10	3.32%	
Shivam Bhateja	21-07-2023	Bonus Issue	6,56,096	10	0	6.70%	
Dushyant Gandotra	14-10-2019	Initial Capital	5,000	10	10	0.05%	
Dushyant Gandotra	04-07-2023	Rights Issue	3,24,800	10	10	3.32%	
Dushyant Gandotra	21-07-2023	Bonus Issue	6,56,096	10	0	6.70%	
<b>Total</b>						<b>20.00%</b>	

The Equity Shares that are being locked in are not ineligible for computation of Promoters' contribution in terms of Regulation 237 of the SEBI ICDR Regulations. Equity Shares offered by the Promoters for the minimum Promoters' contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Public Issue.

**Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018**

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoters' Contribution
237(1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoters' contribution does not consist of such Equity Shares. <b><u>Hence Eligible</u></b>
237(1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoters' contribution	The minimum Promoters' contribution does not consist of such Equity Shares. <b><u>Hence Eligible</u></b>
237(1)(b)	Specified securities acquired by Promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoters' contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>
237 (1) (c)	Specified securities allotted to Promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the Promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to Promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoters' contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>
237 (1) (d)	Specified securities allotted to Promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the Promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to Promoters against capital existing in such firms for a period of	The minimum Promoters' contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>

	more than one year on a continuous basis, shall be eligible	
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**Details of Promoters’ Equity Shares locked-in for one year:**

In addition to above Equity Shares that are locked-in for three years as the minimum Promoters’ contribution, the balance of Promoters’ pre-Issue Equity Share capital of our Company, shall be locked in for a period of one year from the date of Allotment in the Public Issue. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

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

**Pledge of Locked in Equity Shares:**

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- In case of Minimum Promoters’ Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters’ contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

**Transferability of Locked in Equity Shares:**

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

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

15. Our Company, our Promoters, our Directors and the BRLM to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.

16. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation, except as follows:

S.No	Date of allotment	Number of Equity Shares	Nature of allotment
1.	21-07-2023	20,20,000	Bonus
	<b>Total</b>	20,20,000	-

17. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.

18. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by

capitalizing any revaluation reserves.

19. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
20. There are no safety net arrangements for this public Issue.
21. As on the date of filing of this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
22. As per Regulation 268(2) of SEBI (ICDR) Regulations, 2018, 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 lot. 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 to ensure that 20% of the post issue paid-up capital is locked-in.
23. All the Equity Shares of our Company are fully paid up as on the date of this Red Herring Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
24. As per RBI regulations, OCBs are not allowed to participate in this Issue.
25. There is no Buyback, stand by, or similar arrangement by our Company / Promoters / Directors / BRLM for purchase of Equity Shares issued / offered through this Red Herring Prospectus.
26. As on the date of this Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
27. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
28. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLM and NSE.
29. The Issue is being made through Book Building Method.
30. BRLM to the Issue viz. SKI Capital Services Limited and its associates do not hold any Equity Shares of our Company.
31. Our Company has not raised any bridge loan against the proceeds of this Issue.
32. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
33. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
34. An Applicant cannot make an application for more than the number of Equity Shares being Issued through this Red Herring Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
35. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
36. Our Promoters and the members of our Promoter Group will not participate in this Issue.
37. Our Company has not made any public issue since its incorporation.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
39. For the details of transactions by our Company with our Promoter Group, Group Companies during periods ended on March 31, 2024, March 31, 2023 & March 31 2022 Fiscals, please refer to annexure titled —Related Party Transaction in the chapter titled “Restated Financial Information” beginning on page number 140 of this Red Herring Prospectus.
40. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “Our Management” beginning on page number 121 of this Red Herring Prospectus.

*This space has been left blank intentionally*



## SECTION V - PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the NSE EMERGE Platform.

#### THE OBJECTS OF THE ISSUE ARE: -

1. Customer Acquisition - Marketing & Awareness
2. Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company;
3. Working Capital Requirements
4. General corporate purposes; and
5. To meet the Issue expenses.

*(Collectively referred to as the "Objects")*

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution.

#### Fund Requirements:

The details of the proceeds from the Fresh Issue are provided in the following table:

Particulars	Amount (₹ In Lakh)
Gross Issue Proceeds*	[●]
Less: Issue Expenses	[●]
<b>Net Issue Proceeds</b>	<b>[●]</b>

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

#### Fund Utilisation:

We intend to utilize the Net Issue proceeds, in the manner set forth below:

S. No.	Particulars	Amount (₹ In Lakh)	% of Net Proceeds
1	Customer Acquisition - Marketing & Awareness	200.00	[●]
2	Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company	150.00	[●]
3	Working Capital Requirements	1200.00	[●]
4	General Corporate Purposes	[●]	[●]
<b>Net Issue Proceeds</b>		<b>[●]</b>	<b>100.00%</b>

We intend to finance our Objects of the Issue through Net Proceeds which is as follows:

Particulars	Amount (₹ In Lakh)
Net Issue Proceeds	[●]
<b>Total</b>	<b>[●]</b>

*The requirements of the objects detailed above are intended to be funded from the proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.*

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

**IN CASE OF ANY INCREASE IN THE ACTUAL UTILIZATION OF FUNDS EARMARKED FOR THE OBJECTS, SUCH ADDITIONAL FUNDS FOR A PARTICULAR ACTIVITY WILL BE MET BY WAY OF MEANS AVAILABLE TO OUR COMPANY, INCLUDING FROM INTERNAL ACCRUALS. IF THE ACTUAL UTILIZATION TOWARDS ANY OF THE OBJECTS IS LOWER THAN THE PROPOSED DEPLOYMENT SUCH BALANCE WILL BE USED FOR FUTURE GROWTH OPPORTUNITIES INCLUDING FUNDING EXISTING OBJECTS, IF REQUIRED. IN CASE OF DELAYS IN RAISING FUNDS FROM THE ISSUE, OUR COMPANY MAY DEPLOY CERTAIN AMOUNTS TOWARDS ANY OF THE ABOVE-MENTIONED OBJECTS THROUGH A COMBINATION OF INTERNAL ACCRUALS OR UNSECURED LOANS (BRIDGE FINANCING) AND IN SUCH CASE THE FUNDS RAISED SHALL BE UTILIZED TOWARDS REPAYMENT OF SUCH UNSECURED LOANS OR RECOUPING OF INTERNAL ACCRUALS. HOWEVER, WE CONFIRM THAT NO BRIDGE FINANCING HAS BEEN AVAILED AS ON DATE, WHICH IS SUBJECT TO BEING REPAID FROM THE ISSUE PROCEEDS. WE FURTHER CONFIRM THAT NO PART OF PROCEED OF THE ISSUE SHALL BE UTILISED FOR REPAYMENT OF ANY PART OF UNSECURED LOAN OUTSTANDING AS ON DATE OF RED HERRING PROSPECTUS.**

As we operate in a competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition 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 the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see "**Risk Factors**" beginning on page 20 of the Red Herring Prospectus.

## **DETAILS OF UTILIZATION OF ISSUE PROCEEDS**

### **1. Customer Acquisition - Marketing & Awareness**

Marketing to acquire customers and create brand awareness is the most important component of the overall fundraising objectives of our company. Being an e-commerce business the immediate need for us is to grow our revenues by acquiring customers with the best ROAS (Return on Advertising Spend) metric.

We propose to utilize ₹200.00 Lakhs from the Net Proceeds of the Issue to fund the sales and marketing requirements of our Company in Fiscal Year 2025.

*(In Rs. Lakhs)*

Object	Expenses incurred on Marketing for FY 2021-22	Expenses incurred on Marketing for FY 2022-23	Expenses incurred on Marketing for FY 2023-24	Projected Marketing Expenses for FY 2024-25	Amount to Be financed from Net Proceeds
Google	38.83	60.34	42.03	191.55	60.00

Meta (Facebook)	109.38	191.01	143.30	596.11	140.00
<b>Total</b>	148.21	251.35	185.43	787.66	200.00

*\*M/s N A V P & Associates, Chartered Accountants, vide their certificate dated July 05, 2024 certified the marketing expenses requirements of our Company.*

**Objectives for Customer Acquisition - Marketing & Awareness:**

1. **Increase Brand Visibility:** Enhance brand recognition and awareness among potential customers, ensuring that our company becomes a well-known name in the male grooming industry.
2. **Grow Customer Base:** Significantly expand our customer base by reaching out to new segments and demographics, thereby increasing market penetration.
3. **Optimize ROAS:** Achieve the best possible Return on Advertisement Spend, ensuring that marketing investments translate into substantial customer acquisition.
4. **Strengthen Online Presence:** Bolster our company's presence across various digital platforms to maximize reach and engagement with potential customers.
5. **Enhance Customer Engagement:** Create engaging and informative marketing campaigns that resonate with the target audience, fostering a connection with the brand.
6. **Leverage Data-Driven Marketing:** Utilize customer data and analytics to tailor marketing strategies effectively, ensuring higher conversion rates.
7. **Establish Brand Credibility:** Build and maintain a reputation for quality and reliability, which is crucial for customer trust and long-term loyalty.
8. **Innovate Marketing Strategies:** Introduce new and creative marketing approaches to stand out in the highly competitive e-commerce landscape.

**Nature of benefits to accrue:**

1. **Increased Revenue:** By expanding the customer base, the company can significantly boost its sales and overall revenue.
2. **Market Positioning:** Enhanced brand awareness and visibility will help position the company as a key player in the male grooming industry.
3. **Customer Loyalty:** Effective marketing can lead to a loyal customer base, ensuring repeat business and long-term profitability.
4. **Competitive Advantage:** A strong marketing strategy can provide an edge over competitors, particularly in capturing emerging market segments.
5. **Feedback and Insights:** Increased customer interaction through marketing efforts provides valuable feedback and insights for future product development and business strategies.
6. **Brand Equity:** Building a strong brand through marketing leads to increased brand equity, which can have long-term benefits for the company.
7. **Cost Efficiency:** Achieving a high ROAS ensures that marketing expenditures are an efficient use of resources, yielding maximum returns.
8. **Scalability:** Successful marketing and customer acquisition strategies can be scaled up to drive even greater growth and expansion in subsequent years.

**Justification for Marketing Expense:**

1. The projected augmentation in marketing expenses is a deliberate and data-backed strategy central to our Company's growth model. Our financial analysis indicates a direct correlation between marketing spend and revenue generation, which

has been consistent over the past three fiscal years. This trend validates our approach that heightened visibility and customer engagement through strategic marketing directly translate into increased sales.

2. To elucidate, we have mapped our historical data which illustrates that investment in marketing channels such as Google and Meta (Facebook and Instagram) has yielded a proportionate uplift in revenue. Based on this empirical evidence, we intend to allocate an increased amount of INR 191.55 lakhs for Google and INR 596.11 lakhs for Meta platforms in FY 2024-25, as delineated in the table provided. This allocation is grounded in a precise 24:76 ratio between these two dominant online advertising mediums, which has been optimized through an analytical evaluation of past expenditure trends and the associated revenue impacts.
3. Furthermore, our D2C business model is inherently geared towards online sales, where platforms like Google, Facebook, and Instagram serve not just as marketing tools but as integral sales channels. These platforms have shown a robust track record of driving sales upwards due to their expansive reach and sophisticated targeting capabilities. By investing INR 200 lakhs from the net proceeds into marketing, we are confident in achieving our targeted sales figures, as the proposed expenditure is designed to exponentially enhance our online presence and customer acquisition efforts.
4. The increased marketing spend is anticipated to escalate our product visibility and customer mindshare, thereby augmenting our top-line performance. The Company's strategy to amplify marketing efforts is not a mere incremental increase in budget but a calculated investment in our sales engine, underpinned by a historical pattern of high return on marketing investment.

## **2. Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company:**

Our Company has entered into financing arrangements for availing certain term loans and working capital loans. For disclosure of our borrowings as at March 31, 2024, see “*Statement of Financial Indebtedness*” beginning on page 142

We may repay or refinance some loans set out in the table below, prior to filing of this Red Herring Prospectus. In such a situation, we may utilise the Net Proceeds for part or full repayment of any such additional loan or loans obtained to refinance any of our existing loans.

We may choose to repay or pre-pay certain borrowings availed by us, other than those identified in the table below, which may include additional borrowings we may avail after the filing of this Red Herring Prospectus. Given the nature of these borrowings and the terms of repayment/pre-payment, the aggregate outstanding borrowing amounts may vary from time to time. In light of the above, at the time of filing this Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by us. In the event our Board deems appropriate, the amount allocated for the estimated schedule of deployment of Net Proceeds in a particular fiscal may be repaid/ pre-paid in part or full by our Company in the subsequent fiscal. The selection of borrowings proposed to be repaid/pre-paid by us shall be based on various factors including (i) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements, (ii) levy of any prepayment penalties and the quantum thereof, (iii) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan, (iv) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our lenders and (v) provisions of any law, rules, regulations governing such borrowings. Further, our Company has obtained written consents from our lenders for undertaking the Issue.

We believe that such repayment or prepayment will help reduce our outstanding indebtedness and our debt-equity ratio and enable utilization of our internal accruals for further investment in business growth and expansion in new projects. Our Company may avail further loans after the date of this Red Herring Prospectus and/or draw down further funds under existing loans. In addition, we believe that the strength of our balance sheet and our leverage capacity will further improve, which shall enable us to raise further capital in the future at competitive rates to fund potential business development opportunities and plans to grow and expand our business in the coming years.

We propose to utilise an amount of ₹ 150.00 Lakhs from the Net Proceeds towards repayment or prepayment, in part or full, of certain borrowings listed in the table below of which certain of the borrowings pertains to term loans availed by our Company. The Net Proceeds utilized towards repayment or prepayment of all or a portion of certain outstanding borrowings availed by our Company will not be indirectly routed to our Promoters, our Promoter Group, our Group Companies or our Associates. The following table provides details of certain borrowings availed by us which are outstanding as on July 05, 2024 out of which we may repay or prepay, in full or in part, any or all of the borrowings from the Net Proceeds.

S.No	Lender Name	Type of Loan	Amount as per loan agreement	Loan Amount availed and utilised	Amount Outstanding as on July 05, 2024	Loan amount proposed to be repaid from the IPO proceeds	Amount outstanding upon repayment / prepayment of borrowings from Net Proceeds^	Purpose for which loan amount was utilised	Tenor	Interest rate per annum
1	Aditya Birla Finance Ltd.	Term Loan (future cashflow discounting)	150	150	40.25	40.25	Nil	Working Capital	Monthly installments upto 12 months from the date of a Drawdown request	11.00% p.a. on the Aggregate Annual Contract Value
2	UGRO Capital Ltd.	Growth and Working capital expenditure	50	50	13.86	6.51	7.35	Working Capital	Monthly installments upto 12 months from the date of a Drawdown request	8.55% p.a. flat on the Aggregate Annual Contract Value
3	HDFC Bank Ltd.	Business Loan	50	50	29.02	29.02	Nil	Working Capital	18 equated Monthly installments	13.50% p.a fixed interest

4	ICICI Bank Ltd.	Growth and Working capital expenditure	50	50	39.48	39.48	Nil	Working Capital	36 equated Monthly installments	14.50% p.a fixed interest
5	ICICI Bank Ltd.	Vehicle Loan	14	14	8.11	8.11	Nil	Purchase of Vehicle MG Astor	60 monthly installments of ₹0.28 lakhs commencing from 01.04.22 and ending in 01.03.27	7.40% p.a.
6	ICICI Bank Ltd.	Vehicle Loan	11	11	9.69	9.69	Nil	Purchase of Vehicle Nissan Magnite	60 monthly installments of ₹0.23 lakhs commencing from 05.11.23 and ending in 05.10.28	9.25% p.a.

7	ICICI Bank Ltd.	Vehicle Loan	19	19	16.94	16.94	Nil	Purchase of Vehicle Hyundai Kona	60 monthly installments of ₹0.39 lakhs commencing from 01.12.23 and ending in 01.11.28	9.20% p.a.
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\* In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Company has obtained a certificate dated July 05, 2024 from our Statutory Auditors, N A V P & Associates, Chartered Accountants, certifying the utilization of each loan for the purpose for which it was availed and the amount outstanding.

^ The amount mentioned in this column is arrived at by subtracting the loan amount proposed to be repaid from the Net proceeds of the Issue from the amount outstanding. However, this amount may not be accurate as on the date when the Net Proceeds are deployed towards repayment of the borrowings, due to factors such as increase in the outstanding amount due to accrued interest or decrease in the outstanding amount due to repayment of instalments.

### 3. Working Capital Requirements\*

Operating in the male grooming segment, the Company specializes in catering to the nuanced demands of below-the-belt care. It addresses a market need, particularly in regions with limited discourse on such personal care aspects. The Company's product suite, which includes specialized grooming tools and hygiene products, is designed to meet the unique requirements of its clientele. In its endeavour to expand its ecommerce business, Company requires working capital to support its inventory and operational expansion in response to consumer demand. The IPO proceeds are targeted to reinforce the supply chain, ensuring the availability of innovative grooming essentials for men, in line with the Company's growth trajectory and commitment to addressing a niche market effectively. For this purpose, we propose to allocate ₹1200.00 Lakhs.

For detailed information on the business of our Company please refer to the section entitled "Our Business" beginning on page number 94 of this Red Herring Prospectus.

Details of Estimation of Working Capital requirements based on our audited standalone financial statements are as follows:  
(Amount in INR Lakhs)

Particulars	31-03-2022	31-03-2023	31-03-2024	31-03-2025	31-03-2026
	Restated	Restated	Restated	Projected	Projected
Inventories	22.18	59.64	297.65	874.77	1198.44
Trade Receivables	9.95	9.85	17.98	145.8	332.9
Trade payables	16.82	67.47	13.48	194.39	266.32
Working Capital Gap	15.31	2.02	302.15	826.17	1265.02
<b>Change in Working Capital Gap</b>			<b>300.13</b>	<b>524.02</b>	<b>438.84</b>
<b>FUNDING PATTERN</b>					
Net Proceeds from the IPO	-	-	-	600	600
Working Capital Borrowings	9.23	98.33	188.61	226.17	665.02
Internal Accruals/ Net Worth	40	244.5	982.77		

Key assumptions for working capital projections made by the Company:

Particulars	31-03-2022	31-03-2023	31-03-2024	31-03-2025	31-03-2026
	Restated	Restated	Restated	Projected	Projected
Trade Receivables	6	2	3	15	25
Inventories	15	18	61	90	90
Trade Payables	11	20	3	20	20

Justification for Key Assumptions:

Trade Receivables	As our Company ventures beyond its established B2C e-commerce framework, we are strategically poised to widen our distribution channels to include physical retail stores. This diversification is anticipated to increase the holding period of trade receivables, as the settlement terms in physical retail tend to be lengthier than those in the digital marketplace. Concurrently, sales through various online platforms are subject to a range of settlement periods that can extend up to 30 days. Our receivable days are thus projected to elongate, factoring in the revised settlement periods that come with a larger operational scope and the integration of multiple sales channels. This increment from 3 days in FY 2024 to 15 and 25 days
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	in FY 2025 and FY 2026, respectively, reflects the Company's adaptive approach in calibrating its credit terms to align with the dynamic retail landscape and online platforms, ensuring sustained revenue growth without compromising on liquidity.
Inventories	As the company navigates through a phase of exponential sales volume growth, the inventory holding period is set to expand from 52 to 90 days to support the expected surge. This augmentation is in direct response to an improved inventory turnover ratio, which necessitates a longer lead time to accommodate anticipated demand surges. This is a strategic decision to ensure that growth in sales is not hampered by a lack of product availability, ensuring uninterrupted order fulfilment while also considering the associated costs of holding large inventories.
Trade Payables	With the forecasted scale-up in operations, trade payables days are anticipated to stabilize at 20, as per the projections from FY 2022 to FY 2026. This equilibrium is indicative of judicious negotiations for extended supplier payment terms, congruent with the elongated inventory lead time and a sharpened inventory turnover. Such fiscal prudence will underpin the company's capability to seamlessly cater to the increasing order volume, reinforcing its financial scaffolding amidst expanding market share. This steady payable period also reflects the company's strategy to manage liquidity effectively as it grows.
Turnover Ratio	The projected increase in the working capital turnover ratio is attributed to our strategic initiatives aimed at amplifying sales while optimizing operational efficiency. As our Company scales its presence across e-commerce platforms, the enhancement in turnover is indicative of more efficient utilization of working capital relative to revenue generation. This anticipated improvement in the ratio is a consequence of a concerted effort to refine inventory management practices, accelerate the collection of receivables, and streamline payables—all integral elements of our working capital cycle. Moreover, the introduction of new product lines and expansion into untapped market segments is expected to significantly elevate revenue, thereby contributing to a higher working capital turnover ratio. This upward trend in the ratio reflects our confidence in the Company's capacity to drive revenue growth efficiently, harnessing the potency of our operational strategies and robust financial management.

For more details, refer to the sub header titled '**Business Strategy**' in the section titled '**Our Business**' on page 94 of the Red Herring Prospectus.

**Notes to Estimation of Working Capital requirements:**

A detailed rationale for the increase in working capital requirements of the Company for FY 2022

The increase in working capital requirements for FY 2022 is a consequence of settling outstanding liabilities to two creditors from the previous financial year. This action led to a reduction in trade payables, which, when compared to the levels of inventory and receivables, resulted in an increased need for working capital. The adjustment in the working capital matrix, particularly the decrease in trade payables, necessitated additional working capital to maintain operational liquidity and balance the company's financial accounts.

Furthermore, this financial year marked a period where the business operations normalized and became streamlined, achieving a smooth balance between the creditors and debtors of the Company. The Company scaled its operations on a leading online e-commerce in India in this finance year. This equilibrium in the financial relationships contributed to a more stable and predictable working capital cycle, improving the company's capability to oversee cash flows and fulfill financial obligations efficiently.

A detailed rationale for the decrease in working capital requirements of the Company for FY 2023

The decrease in working capital requirements for FY 2023 is primarily attributed to the normalization of accounts with our regular creditors, eliminating any anomalous outstanding amounts in trade payables. The presence of a significant but isolated increase in outstanding trade payables is due to purchases made in January, February, and March from a single supplier, from whom we obtained exceptionally favorable credit terms for this specific transaction. Excluding this solitary purchase, the working capital pattern for FY 2023 mirrors that of the financial year 2022, indicating a continuation of the established trend of working capital management following the resolution of prior year's outstanding liabilities.

A detailed rationale for the increase in working capital requirements of the Company for FY 2024

The increase in the working capital gap for FY 2024, amounting to ₹300.13 lakh, is primarily driven by several key factors. A notable factor is the isolated increase in the amount of trade payables for FY 2023 due to purchases made in January, February, and March 2023 from a single supplier. These transactions were based on exceptionally favourable credit terms, resulting in a significant fluctuation in payable days and amounts when the company settled these liabilities in FY 2023-24.

Additionally, a significant reason for the increased working capital gap is the substantial rise in inventory days, which increased from 18 days in the previous year to 61 days in FY 2024. This increase in inventory holding period is due to the nature of the business, which caters to instant demand on e-commerce platforms, requiring a shorter delivery cycle. The rise in closing stock in

FY 2024 compared to FY 2023 further accentuates this issue. Moreover, the company's geographical expansion has necessitated the establishment of fulfilment centres across different locations to ensure quick delivery. These new facilities, while essential for meeting immediate customer demand, substantiate the company's decision to maintain higher inventory levels, thereby increasing the working capital requirement.

The receivable days have remained relatively stable, indicating effective credit policies and collection processes that ensure efficient management of receivables. Consequently, the main drivers for the increase in the working capital gap are the extended inventory holding period and the decrease in payable days, necessitating additional working capital to maintain operational liquidity and financial stability.

Detailed justification for the holding period for past three financial years, and the estimated period.

In the initial years, our company's inventory days fluctuated as we were in the process of determining the Economic Order Quantity (EOQ) suitable for our operational scale in the men's grooming D2C market. The audited inventory days for the fiscal years 2021 to 2024 showed a pattern of fluctuation, with days decreasing from 52 to 15, then slightly increasing to 18 and then taking a jump to 61. This trend is indicative of the initial years of operation where the company was actively engaged in estimating the EOQ to align our inventory management with consumer demand and operational throughput. The variation in inventory days represents a period of refinement as we sought to balance the carrying costs of inventory with the need to meet immediate market demand, which is particularly critical in the direct-to-consumer space.

Currently, we have employed a more stabilized approach, moving towards a 90-day inventory holding period by FY 2026, which is considered a standard practice within the industry. This projection is based on comprehensive analyses, factoring in our supply chain dynamics and the need to ensure product availability in the face of fluctuating sales volumes and growth forecasts. The adoption of this 90-day period is expected to enhance our inventory management efficiency, support our service level excellence, and align with best practices as we scale our operations.

*\*M/s N A V P & Associates, Chartered Accountants, vide their certificate dated July 05, 2024 certified the working capital requirements of our Company.*

**4. General Corporate Purpose**

Our Company intends to deploy the balance Net Proceeds aggregating ₹[●] Lakh for General Corporate Purposes subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

**ISSUE RELATED EXPENSES**

The estimated expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges, and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed ₹ [●] Lakh. The break-up of the same is as follows:

(₹ In Lakh)

Particulars	Amount	% of total estimated expenses	% of total Issue size
Lead manager(s) fees including underwriting commission, advisors and other experts.	[●]	[●]	[●]
Brokerage, selling commission and upload fees.	[●]	[●]	[●]
Registrars to the Issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Peer Review Auditor	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]

Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of issue stationary	[●]	[●]	[●]
Others, if any include Bankers to the Issue, Depository, certifications, miscellaneous, etc.	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	[●]	[●]	[●]

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

<i>Portion for Retail Individual Bidders</i>	<i>0.20% of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for Non-Institutional Bidders</i>	<i>0.15% of the Amount Allotted* (plus applicable taxes)</i>

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

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

*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 or NSE.*

*Processing fees payable to the SCSBs of ₹ 10/- per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking.*

*In case the total Selling Commission and ASBA processing charges payable to SCSBs exceeds ₹ 1.00 Lakhs, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹ 1.00 Lakhs.*

*i. For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs*

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

<i>Portion for Retail Individual Bidders</i>	<i>0.20% of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for Non-Institutional Bidders</i>	<i>0.15% of the Amount Allotted* (plus applicable taxes)</i>

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

*The selling commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member.*

*The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.*

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

*Uploading charges/processing charges of ₹ 10/- valid application (plus applicable taxes) is applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: for applications made by Retail Individual Investors using the UPI Mechanism. In case the total processing charges payable under this head exceeds ₹ 1.00 Lakhs, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ 1.00 Lakhs.)*

*Uploading charges/processing charges of ₹ 10/- valid applications (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: (a) for applications made by Retail Individual Bidders using 3-in-1*

type accounts; (b) Eligible Employees; and (c) for Non-Institutional Bids using Syndicate ASBA mechanism / using 3-in-1 type accounts. (In case the total processing charges payable under this head exceeds ₹ 1.00 Lakhs, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ 1.00 Lakhs.)

The Bidding/uploading charges payable to the Syndicate/ Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

ii. For Registered Brokers:

Selling commission payable to the registered brokers on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:

Portion for Retail Individual Bidders and Non- Institutional Bidders	₹ 10/- per valid application* (plus applicable taxes)
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iii. For Sponsor Bank:

Processing fees for applications made by Retail Individual Bidders using the UPI mechanism will be ₹ 6.00 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

**SCHEDULE OF IMPLEMENTATION**

We propose to deploy the Net Proceeds for the previously mentioned purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(₹ in Lakh)

S.No.	Particulars	Estimated Utilization of Net Proceeds (Financial Year 2024-25)	Estimated Utilization of Net Proceeds (Financial Year 2025-26)
1	Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company	150.00	-
2	Working Capital Requirements	600.00	600.00
3	Customer Acquisition - Marketing & Awareness	200.00	-
4	General Corporate Purposes	[●]	-
Total		[●]	

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

**DEPLOYMENT OF FUNDS**

The Company has received the Sources and Deployment Funds Certificate dated July 05, 2024 from M/s. N A V P & Associates, Chartered Accountants. The certificate states that the Company has deployed amounts aggregating ₹ 5.39 Lakh. Details of the deployment of funds as on July 05, 2024, as per the certificate are as follows:

(₹ in Lakh)

Particulars	Source of fund	Amount
Issue Expenses	Internal Accrual	5.39
<b>Total</b>		5.39

**APPRAISAL BY APPRAISING AGENCY**

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution.

**SHORTFALL OF FUNDS**

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

#### **INTERIM USE OF FUNDS**

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

#### **BRIDGE FINANCING FACILITIES**

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

#### **MONITORING UTILIZATION OF FUNDS**

As the Net Proceeds of the Issue will be less than ₹ 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business.

#### **VARIATION IN OBJECTS**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the Postal Ballot Notice) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

#### **OTHER CONFIRMATIONS**

No part of the issue proceeds will be paid as consideration to Promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled “*Our Promoters*”, “*Our Promoter Group*” and “*Our Management*” as mentioned on page 132, 136 and 121 of this Red Herring Prospectus.

## BASIS FOR ISSUE PRICE

Investors should read the following summary with the “**Risk Factors**”, the details about our Company under the “**Our Business**” and its financial statements under the “**Restated Financial Information**” beginning on page 20, page 94 and page 140 respectively of this Red Herring Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment. All Accounting Ratios have been adjusted for the outstanding shares as on date of this Red Herring Prospectus.

Price Band/ Issue Price shall be 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 through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is 10/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

### QUALITATIVE FACTORS

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

- (a) Strong partnerships, alliances and affiliations with nodal agencies in the area of E-commerce;
- (b) Robust systems and processes across all functions of the company;
- (c) Strong technology backbone supported by a dedicated team of experienced professionals;
- (d) Favourable macro environment;

For further details, refer to the chapter titled “Our Business” beginning on page 94 of this Red Herring Prospectus.

### QUANTITATIVE FACTORS

The information presented in this section is derived from our Restated Financial Statements. For details, see “Restated Financial Information” on page 140. Investors should evaluate our Company and form their decisions taking into consideration its earnings, and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue price are as follows:

#### 1. Standalone Basic & Diluted Earnings Per Share (EPS):

Financial Year	Basic EPS	Diluted EPS	Weight
	(₹)	(₹)	(x)
2023-24	4.43	4.43	3
2022-23	4.10	4.10	2
2021-22	0.78	0.78	1
<b>Weighted Average EPS (₹)</b>	<b>3.71</b>	<b>3.71</b>	<b>6</b>

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

Particulars	P/E Ratio at Floor Price	P/E Ratio at Cap Price
P/E ratio based on the Standalone Basic & Diluted EPS, as restated for FY 2023-2024	[●]	[●]
P/E ratio based on the Standalone Basic & Diluted EPS, as restated for FY 2022-2023	[●]	[●]
P/E ratio based on the Standalone Basic & Diluted EPS, as restated for FY 2021-2022	[●]	[●]
P/E ratio based on the Standalone Weighted Average EPS, as restated	[●]	[●]

#### 3. Industry P/E as on July 04, 2024

Currently, our Company has two listed competitors, i.e. companies engaged in comparative lines of business. We have tracked their market price movement to compute the Industry P/E as the median as set forth below:

Company	P/E Ratio
---------	-----------

Honasa Consumer Limited	143
FSN E-Commerce Ventures	1518
Median P/E Ratio	36.44

Source: Market data collected from the websites of BSE and NSE

#### 4. Standalone Return on Net Worth (RONW)

Financial Year	RONW	Weight
	(%)	(x)
2023-24	22.52	3
2022-23	83.64	2
2021-22	97.23	1
<b>Weighted Average RONW</b>	<b>55.35</b>	<b>6</b>

#### 5. Standalone Net Asset Value (NAV) in ₹ 10 per Equity Share

Financial Year	NAV
	(Amounts in ₹)
2023-24	13.65
2022-23	3.40
2021-22	0.56
NAV after the Issue (Cap Price)	[●]
NAV after the Issue (Floor Price)	[●]

#### Comparison with Industry Peers

(in INR Crores unless otherwise stated)

Name	Current Price	Market Capitalization	Revenue	Profit after tax	EBITDA	EBITDA Margin (in %)	Price to Earning	Debt	ROCE (in %)	ROE (in %)
Macobs Technologies Limited	[●]	[●]	20.62	2.21	3.41	16.55%	[●]	2.50	30.53%	36.06%
FSN E-Commerce Ventures Ltd	172.99	48,972	6,386	32.3	376	5.89%	1,518	969	6.84%	2.44%
Honasa Consumer Ltd	502.00	15,776	1,764	121	187.9	10.65%	143	110	17.7%	13.8%

Note: Industry Peer Set may be modified for finalization of Issue Price before filing Red Herring Prospectus with ROC.

Notes:

- Considering the nature and turnover of business of our Company the peers listed above are not strictly comparable. However, the same have been included for broader comparison.
- The figures for Macobs Technologies Limited are based on the restated results as on March 31, 2024
- The figures for the peer group are based on latest consolidated financial results on a TTM basis
- P/E has been calculated on the latest available audited annual financial accounts sourced from Stock Exchange websites.
- Current Market Price (CMP) is the closing price of each scrip as on July 04, 2024.

For further details see section titled “Risk Factors” beginning on page 20 and the financials of the Company including profitability and return ratios, as set out in the section titled Auditors Report and Restated Financial Information of Our Company beginning on page 140 of this Red Herring Prospectus for a more informed view.

#### 6. The Issue Price is [●] times the Face Value of the Equity Shares

The price band/floor price/issue price will be determined by the issuer in consultation with the BRLM, on the basis of book-building on the basis of assessment of the market demand from investors for the Equity Shares and shall be justified in view of the above qualitative and quantitative parameter

## 7. Key Financial & Operational Performance Indicators (KPIs)

(Amounts in ₹ Lakhs)

Key Performance Indicator	Fiscal2023-24	Fiscal 2022-23	Fiscal 2021-22
Revenue from operations	2061.79	1478.08	601.29
EBITDA	341.25	285.62	56.37
EBITDA Margin (%)	16.55%	19.32%	9.38%
PAT	221.27	204.5	38.89
PAT Margin (%)	10.73%	13.84%	6.47%
ROE (%)	36.06%	143.76%	189.23%
ROCE (%)	30.53%	106.02%	96.30%

### Notes:

- Revenue from operations is the total revenue generated by our Company from the sale of products.
- EBITDA is calculated as Profit before tax + Depreciation & Amortization + Interest Expenses
- EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- PAT is calculated as Profit before tax – Tax Expenses
- PAT Margin is calculated as PAT for the period/year divided by Revenue from Operations.
- Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
- Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

### Explanation for KPI metrics

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



**9. Key Financial & Operational Performance Indicators (KPIs) in comparison to industry peers**

*(In Crores unless stated otherwise)*

Key Performance Indicator	FSN E-Commerce Ventures Ltd			Honasa Consumer Ltd		
	Fiscal 2021-22	Fiscal 2022-23	Fiscal 2023-24	Fiscal 2021-22	Fiscal 2022-23	Fiscal 2023-24
Revenue from operations	3773.94	5143.8	6385.63	931.76	1394.8	1919.90
EBITDA	164.05	257.06	376.09	15.62	44.66	186.79
EBITDA Margin	4.35%	5.00%	5.89%	1.68%	3.20%	9.73%
PAT	41.08	19.26	39.75	19.87	-120.56	110.53
PAT Margin	1.09%	0.37%	0.62%	2.13%	-8.64%	5.76%
ROE(%)	3.07%	1.40%	3.01%	2.79%	-19.23%	12.99%
ROCE(%)	6.87%	5.55%	7.82%	-	-15.23%	14.26%

## 10. Price per share of our Company based on the primary issue of Shares

Other than as mentioned below, there has been no issuance of Equity Shares during the three years preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days, Except as below:

Date of Allotment	No. of Equity Shares allotted	Face Value (INR)	Issue Price (INR)	Nature of Consideration	Nature of Allotment
04-07-2023	1000000	10	10	Cash	Right
21-07-2023	2020000	10	0	Other than Cash	Bonus
11-10-2023	2970000	10	10	Cash	Right
02-11-2023	1200000	10	10	Cash	Right
Weight Average Cost of Acquisition					7.19

For further details, see “*Capital Structure*” on page 54 of this Red Herring Prospectus.

## 11. Price per share of our Company based on the secondary sale / acquisition of Shares

There have no been secondary sale / acquisitions of Equity Shares, where the Promoters, members of the Promoter Group or shareholder(s) of the Company are a party to the transaction (excluding gifts), during the Three years preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days, Except as below:

Date of Transaction	No. of Equity Shares transacted	Face Value (INR)	Transfer Price (INR)	Buyer	Seller
January 9, 2023	1,750	10	10	Raman Talwar	Shivam Bhateja
January 9, 2023	1,750	10	10	Raman Talwar	Dushyant Gandotra
Weight Average Cost of Acquisition					10

For further details, see “*Capital Structure*” on page 54 of this Red Herring Prospectus.

- The Issue is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of the English national newspaper **Financial Express**, all editions of Hindi national newspaper **Jansatta**, each with wide circulation.
- The Price Band/ Floor Price/ Issue Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above mentioned information along with “*Our Business*”, “*Risk Factors*” and “*Restated Financial Information*” on pages 94, 20 and 140 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “*Risk Factors*” or any other factors that may arise in the future and you may lose all or part of your investments.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
**The Board of Directors,**  
**Macobs Technologies Limited**  
**(Formerly known as Macobs Technologies Private Limited),**  
Plot No. A-305, Backside National Handloom Corp. Vaishali Nagar, Jaipur, Rajasthan, India, 302021

**Sub: Statement of Possible Special Tax Benefits Available to the Company 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")**

Dear Sirs,

We hereby report that the enclosed **Annexure** prepared by the management of **Macobs Technologies Private Limited**, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

This statement of special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company and its shareholders and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

The benefits discussed in the enclosed **Annexure** cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statements 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:

- a) The Company or its shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been/would be met
- c) The Revenue authorities' courts will concur with the views expressed herein.

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.

No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.

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 Prospectus/ Prospectus or any other issue 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.

**For, V Sahai Tripathi & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 000262N**  
**Peer Review No.: 015039**

**CA Garima Tripathi**  
**Partner**  
**Membership No.: 544530**

**Date:**  
**Place: New Delhi**  
**UDIN:**

## **ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS**

*The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders 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 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.*

### **A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY**

The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

### **B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS**

The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

### **Notes:**

1. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.
2. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
3. 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.

## SECTION VI – ABOUT THE COMPANY

### OUR INDUSTRY

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.*

#### OVERVIEW OF THE INDIAN ECONOMY<sup>1</sup>

India, with its vast and diverse economy, has positioned itself as a significant player in the global market. Despite the challenges posed by the COVID-19 pandemic, India's economy is projected to remain resilient and exhibit robust growth. The country has been capturing an increasing share in the global export of goods and services, demonstrating its competitiveness on the international stage. The government's focus on policies such as Make in India and Atmanirbhar Bharat (Self-Reliant India) aims to promote domestic manufacturing, reduce dependency on imports, and strengthen India's position in global supply chains.

Furthermore, the Production Linked Incentive (PLI) scheme, introduced by the Indian government, provides financial incentives to manufacturers in key sectors, encouraging investments, and fostering technological advancements. These initiatives, combined with a growing entrepreneurial ecosystem, skilled workforce, and favorable demographics, contribute to the overall growth outlook of the Indian economy.

#### Introduction

Strong economic growth in the first quarter of FY 2023-24 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2023–24 grew by 7.8% compared to its last year counterpart, indicating a strong start for India growth passage. Recent economic indicators for India during the first half of 2023 continue to signal expansionary economic conditions driven by domestic demand. FY24 performance of the economy until June 2023 shows a GDP forecast of around \$3.75 trillion experiencing a growth rate of 6.5%. The nominal GDP growth forecast for the FY24 is estimated to be around 10%.

FY24 GDP growth to moderate to 6.5% from 7.2% in FY23 on account of lagged impact of past monetary tightening, adverse spillover from global slowdown, uncertainty related to monsoon performance, waning of pent-up demand and slowdown in global trade, exports contracted on annualized basis for the first time in 10 quarters.

However there have been certain positives also experienced by the economy. Growth in Q1 of FY24 is single-handedly driven by recovery in private consumption, even as other demand side drivers showed moderation. On the supply side, services continue to outpace industry performance with strong traction in contact-intensive activities along with finance and real estate services.

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.

#### Market Size

India's nominal gross domestic product (GDP) at current prices is estimated to be at ₹ 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 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 2023 and 2030.

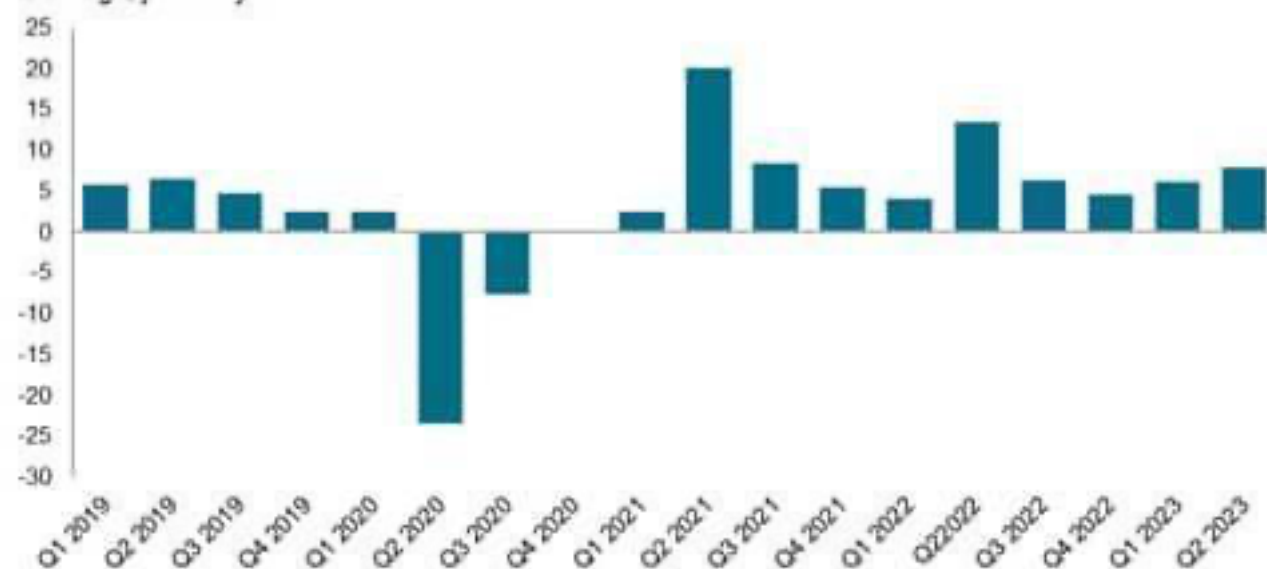
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<sup>1</sup> India Brand Equity Foundation. <https://www.ibef.org/economy>

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.

### India GDP growth, 2019-2023

% change, year-on-year



Source: S&P Global Market Intelligence  
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### 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 prioritize lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been significant developments in the recent past.

India's foreign exchange reserves stood at US\$ 524,520 million as of September 21, 2022, while the private equity-venture capital (PE-VC) sector received investments worth US\$ 2 billion during the same month. Merchandise exports in September 2022 reached US\$ 32.62 billion, and the PMI Services index indicated continued expansion with a reading of 56.7 from April to September 2022. Additionally, the gross Goods and Services Tax (GST) revenue collection in September 2022 amounted to ₹ 147,686 crore (US\$ 17.92 billion). Cumulative FDI equity inflows to India between April 2000 and June 2022 reached US\$ 604,996 million. In August 2022, the overall Index of Industrial Production (IIP) stood at 131.3, with the mining, manufacturing, and electricity sectors recording indices of 99.6, 131.0, and 191.3, respectively. India's retail inflation, based on the Consumer Price Index (CPI), rose to 7.41% in September 2022. Foreign Portfolio Investment (FPI) outflows amounted to ₹ 58,762 crore (US\$ 7.13 billion) in FY 2022-23 (until October 28, 2022). Furthermore, significant wheat procurement and anticipated paddy purchases were expected to reach 120.8 million metric tons and involve 16.7 million farmers, with a direct payment of MSP value of ₹ 2.37 lakh crore (US\$ 31.74 billion) to their accounts in the Rabi 2021-22 and Kharif 2021-22 seasons.

### Government Initiatives

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

- **Border Tourism Development Programme:** In September 2022, the foundation stone was laid for the Shri Tanot Mandir Complex Project in Jaisalmer under this program, led by Home & Cooperation Minister.
- **Agriculture and Farmers Welfare:** In August 2022, four new facilities were inaugurated at the Central Arid Zone Research Institute (CAZRI), supporting agricultural research and development.
- **Special Food Processing Fund:** A fund of ₹ 2,000 crores (US\$ 242.72 million) was established in August 2022 with the National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in Mega Food Parks and processing units.
- **Mega Cargo Handling Terminals:** The Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode, with an estimated cost of ₹ 5,963 crores (US\$ 747.64 million)
- **IT Collaboration with Maldives:** In July 2022, India and Maldives signed a Memorandum of Understanding (MoU) to leverage information technology for court digitization, opening up growth opportunities for IT companies and start-ups in both countries.
- **Wildlife Conservation MoU:** India and Namibia signed an MoU in July 2022 for wildlife conservation and sustainable biodiversity utilization, particularly focusing on reintroducing cheetahs into India's historical range.
- **International Trade Settlements:** The Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (₹) in July 2022, promoting global trade growth and supporting India's export interests.
- **Gujarat Development Projects:** In June 2022, Prime Minister inaugurated and initiated development projects worth ₹ 21,000 crores (US\$ 2.63 billion) in Vadodara, covering sectors like agriculture, IT, manufacturing, tourism, and defense.
- **AI in Defense:** Minister of Defense launched 75 newly-developed AI products/technologies during the first-ever 'AI in Defense' (AIDef) symposium in New Delhi in July 2022.
- **UP Investors Summit:** In June 2022, Prime Minister laid the foundation stone for 1,406 projects worth over ₹ 80,000 crores (US\$ 10.01 billion) at the UP Investors Summit, spanning various sectors including agriculture, IT, renewable energy, tourism, and defense.

These initiatives are part of the government's broader efforts to boost economic growth, enhance infrastructure, promote innovation, and attract investments in various sectors. The government's flagship programs, such as Make in India, Start-up India, Digital India, and the Smart City Mission, are also focused on creating opportunities and improving the economic conditions in the country.

India's economy has shown resilience and sustained growth in the first half of the current financial year. Despite global challenges, the country has managed to maintain a positive trajectory. One of the notable achievements for India was its ranking as the fifth-largest recipient of foreign direct investment inflows. This reflects the confidence of investors in India's economic potential and the conducive business environment created by the government. Additionally, India has witnessed a rise in employment rates, which further boosts economic growth and prosperity.

#### *Government Support for Capital Expenditure*

Capital expenditure (CapEx) plays an indispensable role in driving the growth trajectory of a nation. It encompasses investments in infrastructural projects, technological advancements, and other long-term assets that lay the foundation for future productivity and prosperity. Recognizing the paramount importance of CapEx, the Indian government has consistently taken concerted measures to bolster it, ensuring sustained economic development and infrastructural enhancement.

**Robust Financial Commitment:** The Economic Survey of 2022-23 unveils the government's unwavering commitment to CapEx. During the initial eight months of FY23, the central government increased its capital expenditure by an impressive 63.4%. This significant financial infusion is not merely a testament to the government's dedication but also a strategic move to drive multiplier effects throughout the economy.

**Infrastructure Development:** The government's focus has been on infrastructural projects that are crucial for the country's holistic development. From roads, railways, and airports to energy, water, and digital networks, the emphasis has been on creating assets that foster connectivity, accessibility, and efficiency. Such investments not only provide immediate employment opportunities but also set the stage for long-term economic dividends.

**Technological Advancements:** In today's digital age, technological infrastructure is as critical as physical infrastructure. The government has been proactively investing in digital platforms, IT infrastructure, and research and development. These initiatives not only position India as a global technological hub but also ensure that the benefits of digital transformation percolate to every stratum of society.

**Strategic Public-Private Partnerships (PPPs):** Recognizing the expertise and efficiency the private sector can bring, the government has been fostering PPPs, especially in sectors like transportation, energy, and health. Such collaborations ensure optimal utilization of resources, risk-sharing, and accelerated project implementation.



**Favorable Policy Environment:** Beyond direct financial allocations, the government has been creating a conducive policy environment for CapEx. Tax incentives, streamlined regulatory approvals, and dedicated institutions for project monitoring are among the myriad measures taken to encourage both public and private entities to ramp up their capital investments.

**Focus on Sustainability:** In line with global trends and the pressing need for environmental conservation, the government's capital expenditure strategies are increasingly pivoting towards sustainability. Investments in renewable energy projects, green buildings, and sustainable transport solutions are reflective of this shift.

Government support for capital expenditure is not just a fiscal strategy but a visionary approach to nation-building. It's a symbiotic process where the investments made today pave the way for a prosperous, sustainable, and inclusive tomorrow. As India continues to leverage CapEx as a strategic tool, it sets a precedent for developing economies worldwide, illustrating how visionary governance can shape a nation's destiny.

### INTRODUCTION TO E-COMMERCE INDUSTRY IN INDIA

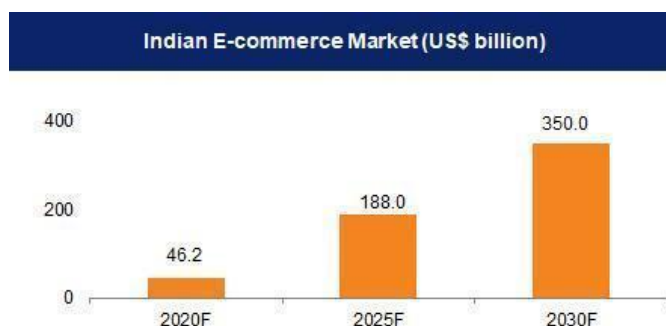
In recent years India has experienced a boom in internet and smartphone penetration. The number of internet connections in 2021 increased significantly to 830 million, driven by the 'Digital India' programme. Out of the total internet connections, ~55% of connections were in urban areas, of which 97% of connections were wireless. The smartphone base has also increased significantly and is expected to reach 1 billion by 2026. This has helped India's digital sector and it is expected to reach US\$ 1 trillion by 2030. This rapid rise in internet users and smartphone penetration coupled with rising incomes has assisted the growth of India's e-commerce sector. India's e-commerce sector has transformed the way business is done in India and has opened various segments of commerce ranging from business-to-business (B2B), direct-to-consumer (D2C), consumer-to-consumer (C2C) and consumer-to-business (C2B). Major segments such as D2C and B2B have experienced immense growth in recent years. India's D2C market is expected to reach US\$ 60 billion by FY27. The overall e-commerce market is also expected to reach US\$ 350 billion by 2030 and will experience 21.5% growth in 2022 and reach US\$ 74.8 billion.

### MARKET SIZE

The Indian online grocery market is estimated to reach US\$ 26.93 billion in 2027 from US\$ 3.95 billion in FY21, expanding at a CAGR of 33%. India's consumer digital economy is expected to become a US\$ 1 trillion market by 2030, growing from US\$ 537.5 billion in 2020, driven by the strong adoption of online services such as e-commerce and edtech in the country.

Indian e-commerce is expected to grow at a compound annual growth rate (CAGR) of 27% to reach US\$ 163 billion by 2026.

In FY23, the Gross Merchandise Value (GMV) of e-commerce reached US\$ 60 billion, increasing 22% over the previous year. In FY22, the GMV of e-commerce stood at US\$ 49 billion.



India's Business-to-Business (B2B) online marketplace would be a US\$ 200 billion opportunity by 2030.

According to a Deloitte India Report, as India is moving towards becoming the third-largest consumer market, the country's online retail market size is expected to reach US\$ 325 billion by 2030, up from US\$ 70 billion in 2022, largely due to the rapid expansion of e-commerce in tier-2 and tier-3 cities.

The B2C E-commerce is expected to grow steadily over the forecast period, recording a CAGR of 8.68% during 2023-27. According to a recent report by Redseer, India's e-B2B market is projected to reach a GMV of US\$ 100 billion by 2030.

According to Grant Thornton, e-commerce in India is expected to be worth US\$ 188 billion by 2025.

With a turnover of US\$ 50 billion in 2020, India became the eighth-largest market for e-commerce, trailing France, and a position ahead of Canada.

Propelled by rising smartphone penetration, the launch of 4G network and increasing consumer wealth, the Indian E-commerce market is expected to grow to US\$ 200 billion by 2026 from US\$ 38.5 billion in 2017.

After China and the US, India had the third-largest online shopper base of 150 million in FY21 and is expected to be 350 million by FY26.

Indian consumers are increasingly adopting 5G smartphones even before the rollout of the next-gen mobile broadband technology in the country. Smartphone shipments reached 169 million in 2021 with 5G shipments registered a growth of 555% year-on-year over 2020. Indian consumers are increasingly adopting 5G smartphones even before the rollout of the next-gen mobile broadband technology in the country. Smartphone shipments reached 150 million units and 5G smartphone shipments crossed 4 million in 2020, driven by high consumer demand post-lockdown. According to a report published by IAMAI and Kantar Research, India's internet users are expected to reach 900 million by 2025 from ~622 million internet users in 2020, increasing at a CAGR of 45% until 2025.

For the 2021 festive season, Indian e-commerce platforms generated sales with a Gross Merchandise Value (GMV) of US\$ 9.2 billion, a 23% increase from last year's US\$ 7.4 billion.

### **INVESTMENTS/DEVELOPMENTS**

Some of the major developments in the Indian e-commerce sector are as follows:

- Amazon CEO Mr. Andy Jassy announced that the company is committed to invest US\$ 26 billion in India by 2030, out of which US\$ 11 billion has already been invested.
- In July 2023, the post office departments of Canada and India recently entered into an agreement, which is aimed at facilitating e-commerce exports and establishing International Tracked Packet Service (ITPS) between the two countries.
- As of May 2023, the Indian government's open e-commerce network ONDC has expanded its operations into 236 cities in the country while adding more than 36,000 merchants.
- In June 2023, Amazon India launched its new and affordable Amazon Prime Lite membership plan for shoppers in the country.
- Walmart is preparing to spend over US\$ 2.5 billion in India as the retailer doubles down on the opportunities it sees in India's e-commerce and payments markets.
- Hyperlocal e-commerce startup, Magicpin announced that its daily order volume has zoomed 100-fold to 10,000 per day from over 100 within a month of joining the government-promoted Open Network for Digital Commerce (ONDC) network.
- In June 2022, Amazon India signed an MoU with Manipur Handloom & Handicrafts Development Corporation Limited (MHHDCL), a Government of Manipur Enterprise to support the growth of artisans and weavers across the state.
- India's e-commerce sector received US\$ 15 billion of PE/VC investments in 2021 which is a 5.4 times increase year on year. This is the highest investment value received by any sector ever in India.
- In February 2022 Xpressbees a logistics ecommerce platform become a unicorn valued at US\$ 1.2 billion in 2022. The firm raised US\$ 300 million in its Series F funding.
- In February 2022, Amazon India launched One district One product (ODOP) bazaar on its platform to support MSMEs.
- In February 2022, Flipkart launched the "sell back program" to enable trade in smartphones.
- In January 2022, Walmart invites Indian sellers to join its US market place with an aim of exporting US\$ 10 billion from India each year by 2027.
- In January 2022, Flipkart has announced expansion in its grocery services and will offer services to 1,800 Indian cities.
- In November 2021, XPDEL US- based ecommerce announced expansion in India.

- In September 2021, CARS24, India's leading used car e-commerce platform, has raised US\$ 450 million in funding, comprising a US\$ 340 million Series F equity round and US\$ 110 million in debt from various financial institutions.
- In September 2021, Amazon launched Prime Video Channels in India. Prime Video Channels will give Prime members a seamless experience and access to a variety of popular video streaming services.
- In September 2021, Bikayi, a mobile commerce enabler, raised US\$ 10.8 million in a Series A funding round, led by Sequoia Capital India.
- Flipkart, India's e-commerce powerhouse, announced in July 2021 that it has raised US\$ 3.6 billion in new funding from various sources including sovereign funds, private equities and Walmart (parent company).

### **GOVERNMENT INITIATIVES**

Since 2014, the Government of India has announced various initiatives, namely Digital India, Make in India, Start-up India, Skill India and Innovation Fund. The timely and effective implementation of such programs will likely support growth of E-commerce in the country. Some of the major initiatives taken by the Government to promote E-commerce in India are as follows:

- Government e-Marketplace (GeM) is an online platform for public procurement in India that was launched on August 9, 2016 by the Ministry of Commerce and Industry with the objective of creating an inclusive, efficient, and transparent platform for the buyers and sellers to carry out procurement activities in a fair and competitive manner.
- In FY23, the procurement of goods and services from the government portal crossed the Rs. 2 lakh crore (US\$ 24 billion) mark.
- As of November 2022, the GeM portal has served 12.28 million orders worth Rs. 334,933 crore (US\$ 40.97 billion) from 5.44 million registered sellers and service providers for 62,247 buyer organizations.
- In a bid to systematise the onboarding process of retailers on e-commerce platforms, the Department for Promotion of Industry and Internal Trade (DPIIT) is reportedly planning to utilise the Open Network for Digital Commerce (ONDC) to set protocols for cataloguing, vendor discovery and price discovery. The department aims to provide equal opportunities to all marketplace players to make optimum use of the e-commerce ecosystem in the larger interest of the country and its citizen.
- National Retail Policy: The government had identified five areas in its proposed national retail policy—ease of doing business, rationalisation of the licence process, digitisation of retail, focus on reforms and an open network for digital commerce—stating that offline retail and e-commerce need to be administered in an integral manner.
- The Consumer Protection (e-commerce) Rules 2020 notified by the Consumer Affairs Ministry in July directed e-commerce companies to display the country of origin alongside the product listings. In addition, the companies will also have to reveal parameters that go behind determining product listings on their platforms.
- Government e-Marketplace (GeM) signed a Memorandum of Understanding (MoU) with Union Bank of India to facilitate a cashless, paperless and transparent payment system for an array of services in October 2019.
- Under the Digital India movement, Government launched various initiatives like Umang, Start-up India Portal, Bharat Interface for Money (BHIM) etc. to boost digitisation.
- In October 2020, Minister of Commerce and Industry, Mr. Piyush Goyal invited start-ups to register at public procurement portal, GeM, and offer goods and services to government organisations and PSUs.
- In October 2020, amending the equalisation levy rules of 2016, the government mandated foreign companies operating e-commerce platforms in India to have permanent account numbers (PAN). It imposed a 2% tax in the FY21 budget on the sale of goods or delivery of services through a non-resident ecommerce operator.
- In order to increase the participation of foreign players in E-commerce, Indian Government hiked the limit of FDI in E-commerce marketplace model to up to 100% (in B2B models).
- Heavy investment made by the Government in rolling out fiber network for 5G will help boost E-commerce in India.

### **ROAD AHEAD**

The E-commerce industry has been directly impacting micro, small & medium enterprises (MSME) in India by providing means of financing, technology and training and has a favourable cascading effect on other industries as well. The Indian E-commerce industry has been on an upward growth trajectory and is expected to surpass the US to become the second-largest E-commerce

market in the world by 2034. Technology-enabled innovations like digital payments, hyper-local logistics, analytics-driven customer engagement and digital advertisements will likely support the growth in the sector. India is also planning to introduce Open Network for Digital Commerce (ONDC). ONDC will enable e-commerce platforms to synchronize search results on all the e-commerce platforms and display products and services from every platform. This will further boost business for MSMEs and help fuel India's e-commerce growth. The growth in the sector will further encourage employment, increase revenues from export, increase tax collection by exchequers, and provide better products and services to customers in the long term.

India has gained 125 million online shoppers in the past three years, with another 80 million expected to join by 2025, according to a report by Kantar.

The Indian e-commerce sector is likely to expand in different markets. India's e-retail market is expected to continue its strong growth - it registered a CAGR of over 35% to reach Rs. 1.8 trillion (US\$ 25.75 billion) in FY20. Over the next five years, the Indian e-retail industry is projected to exceed ~300-350 million shoppers, propelling the online Gross Merchandise Value (GMV) to US\$ 100-120 billion by 2025.

According to Bain & Company report, India's social commerce gross merchandise value (GMV) stood at ~US\$ 2 billion in 2020. By 2025, it is expected to reach US\$ 20 billion, with a potentially monumental jump to US\$ 70 billion by 2030, owing to high mobile usage.

*(Source: <https://www.ibef.org/>)*

## OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the Twelve-month period that ended on March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means Macobs Technologies Limited as on the date of this Red Herring Prospectus.*

*The Restated Financial Information used in this section, unless otherwise stated, is derived from our Restated Financial Information, as restated and prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations as included in this Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Information” beginning on pages 20 and 140 respectively.*

### BUSINESS OVERVIEW

Our Company operates within the male grooming industry, specializing in the niche area of below-the-belt grooming, and conducts its business exclusively through e-commerce channels such as our website <https://menhood.in/>, without maintaining physical stores or a traditional retail footprint. This focus addresses a significant gap in the market, particularly in regions where discussion around such aspects of personal care is often limited. We offer a range of products specifically designed for men's grooming needs, encompassing tools like specialized trimmers for sensitive areas, hygiene products tailored for male skin, and a variety of self-care items. These products are developed with a commitment to innovation, safety, and effectiveness, catering to the unique requirements of their target demographic.

Beyond its product range, Our Company is dedicated to educating and changing societal perceptions about male grooming, primarily leveraging online platforms. This involves creating and sharing content that promotes awareness and open conversation on topics traditionally considered taboo. The company's approach is deeply customer-centric, focusing on understanding and meeting the evolving needs of its consumers through digital engagement and feedback mechanisms.

*As part of our operational strategy, we import electronic components essential for our products from China. This strategic decision is driven by the need to access high-quality materials and advanced technology, ensuring that our offerings meet the highest standards of quality and innovation. However, this approach introduces specific risks associated with international trade, particularly given the geopolitical dynamics between India and China. For the exact risk factor, please refer to the “Risk Factor” section on page number 20 of this RHP.*

### SWOT ANALYSIS

<i>Strength</i>	<i>Weakness</i>
<p><b>Niche Market Focus:</b> Specialization in below-the-belt grooming for men sets the company apart in a market that has traditionally overlooked this segment.</p> <p><b>E-commerce Model:</b> Operating exclusively online allows for broader market reach, reduced overhead costs, and flexibility in scaling up operations.</p> <p><b>Innovative Product Range:</b> Offering specialized products tailored to unique grooming needs meets a specific demand in the market.</p> <p><b>Customer-Centric Approach:</b> A strong focus on customer needs and preferences, coupled with active engagement and feedback mechanisms.</p>	<p><b>Limited Physical Presence:</b> The absence of brick-and-mortar stores might limit exposure and the ability to provide tangible experiences to certain customer segments.</p> <p><b>Niche Market Limitations:</b> Focusing on a niche market might limit the potential customer base and revenue streams.</p> <p><b>Dependency on Digital Platforms:</b> Heavy reliance on e-commerce platforms and digital marketing makes the business susceptible to changes in digital platform algorithms and online market trends.</p> <p><b>Challenges in Building Trust:</b> Selling products in a sensitive category can be challenging, especially in cultures with strong taboos or stigmas around such discussions.</p>

<p><b>Content and Education Strategy:</b> Efforts to educate and change societal perceptions on male grooming help in building brand authority and trust.</p> <p><b>Sustainability and Ethical Practices:</b> Commitment to eco-friendly packaging and sustainable sourcing aligns with increasing consumer consciousness about environmental and social responsibility.</p>	
<i>Opportunity</i>	<i>Threats</i>
<p><b>Market Expansion:</b> Potential to expand into new markets, both geographically and demographically.</p> <p><b>Product Line Diversification:</b> Opportunity to broaden the product range to include complementary grooming and wellness products.</p> <p><b>Partnerships and Collaborations:</b> Collaborating with influencers, health experts, and other brands can enhance visibility and credibility.</p> <p><b>Technological Advancements:</b> Leveraging technology for better customer experiences, such as augmented reality (AR) for virtual product trials.</p> <p><b>Growing Awareness and Acceptance:</b> Increasing societal openness to discussing and addressing male grooming needs presents an opportunity to capture a broader market.</p>	<p><b>Intense Competition:</b> The grooming industry, including the niche segments, is highly competitive with new entrants and established brands.</p> <p><b>Changing Consumer Preferences:</b> Rapid shifts in consumer behaviour and preferences can impact demand for specific grooming products.</p> <p><b>Regulatory Challenges:</b> Facing potential regulatory changes in e-commerce and consumer goods, especially in different international markets.</p> <p><b>Economic Downturns:</b> Economic uncertainties can lead to reduced consumer spending on non-essential grooming products.</p>

## DETAILS OF THE MARKET

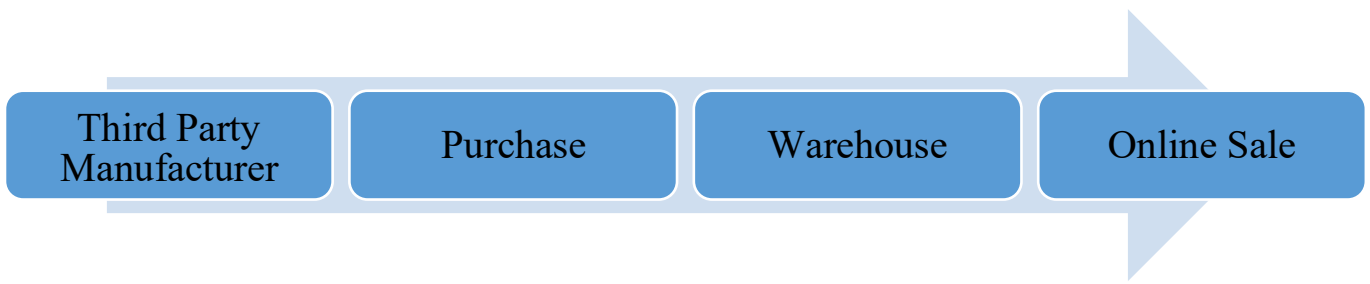
Our Company operates in the male grooming market, a segment characterized by its dynamic growth and rapidly evolving consumer preferences. This market, traditionally dominated by general skincare and shaving products, has expanded to include specialized grooming areas, notably in below-the-belt care, which Our Company focuses on. The male grooming industry is influenced by several key factors: increasing awareness and acceptance of male personal care, a cultural shift towards more sophisticated grooming routines among men, and the influence of social media and digital marketing in shaping consumer trends. This market is no longer just about basic hygiene; it's increasingly about comprehensive self-care, wellness, and appearance.

Globally, the male grooming market is experiencing a surge in demand, driven by changing perceptions of masculinity and the growing acceptance of men investing time and resources in their grooming routines. This shift is particularly noticeable in urban areas and among the younger demographic, where there's a higher openness to experimenting with grooming products. The e-commerce boom has significantly propelled the market's growth, making a diverse range of products accessible to a broader audience. Our Company, operating exclusively through online channels, taps into this trend, offering convenience and discretion, especially crucial for products in sensitive categories.

Regionally, the market varies in terms of product preferences and consumer behaviours. In Western markets, there's a higher acceptance and demand for niche grooming products, whereas in emerging markets like India, where Our Company is based, the concept is gaining momentum amid changing social norms and rising disposable incomes. The Asian market presents a massive opportunity due to its vast population and growing middle class. However, it also poses unique challenges, such as addressing diverse cultural sensitivities and competing with established local brands. Our Company's strategy in navigating this market involves a blend of localized marketing efforts, understanding regional consumer preferences, and leveraging digital platforms to reach and educate potential customers. This market context highlights the need for continuous innovation, adaptation to consumer preferences, and strategic marketing to capture and retain a diverse and evolving customer base.

## BUSINESS PROCESS

Process of business is described below: -



1. **Product Sourcing (Import):**

- Identify and select international suppliers for raw materials and finished products.
- Finalize purchase orders and arrange for the import of goods.

2. **Inventory Management:**

- Receive imported goods at a central warehouse.
- Conduct quality checks and inventory stocking.

3. **Product Listing and Online Presence:**

- Create and update product listings on the company's e-commerce website and other online marketplaces.
- Optimize product descriptions and images for online visibility.

4. **Digital Marketing and Promotion:**

- Engage in digital marketing activities to promote products online. This includes SEO, content marketing, social media advertising, and email campaigns.
- Offer promotions, discounts, and special offers to attract customers.

5. **Customer Order and Payment Processing:**

- Receive and process customer orders through the e-commerce platform.
- Manage payment transactions securely.

6. **Order Fulfilment and Shipping:**

- Pick, pack, and prepare orders for dispatch from the warehouse.
- Coordinate with courier services for domestic and international shipping.

7. **Customer Service and Support:**

- Provide customer service, including handling inquiries, feedback, and after-sales support.
- Manage returns and exchanges as per the company's policy.

8. **Data Analysis and Feedback Integration:**

- Analyze sales data, customer feedback, and market trends for insights.
- Use this analysis to inform future product development and marketing strategies.

**Procurement and distribution of products: -**

Our company has established a diversified procurement strategy that involves sourcing quality products from reputable third-party manufacturers. This approach allows us to offer a wide range of men's grooming products while maintaining the flexibility to adapt to market trends and consumer preferences quickly.

In addition to leveraging third-party procurement, we actively purchase products that complement our existing product lineup, ensuring we provide our customers with a comprehensive grooming solution. These purchases are made after thorough market research and quality assessments to align with our brand's promise of excellence.



Furthermore, our sales strategy capitalizes on the extensive reach and convenience offered by leading e-commerce platforms. Selling on these e-commerce platforms allows us to tap into a broad customer base, benefiting from their logistic capabilities and market penetration. Simultaneously, we also sell products through our own website, menhood.in, which serves as a direct channel to our consumers, offering them exclusive products, offers, and brand experiences.

**Rationale for third party manufacturing: -**

Our company engages in the procurement of products through a job work arrangement as part of our operational strategy. This approach enables us to maintain flexibility in production, focus on our core competencies in design and innovation, and leverage the manufacturing expertise of our partners to ensure high-quality products. Specifically, our company has entered into an Exclusive Distribution Agreement with Guangzhou Zhongpai Electronics Co. Ltd. (China) dated December 08, 2023. Under this agreement, Guangzhou Zhongpai Electronics Co. Ltd. is responsible for the manufacturing of our designed products on a job work basis. This partnership allows us to benefit from their advanced manufacturing capabilities, quality control measures, and scalability options, which are crucial for meeting the dynamic demands of the men's grooming market.

**NATURE OF OUR PRODUCT AND PRODUCT RANGE**

Our primary offerings consist of men's grooming products through ecommerce platforms.







Note: For illustration purposes only, our product range is not limited to the products shown as above. For further details visit our website <https://menhood.in/>.

Nature of Products	Products	Description
<b>Electronics</b>	Menhood Grooming trimmer 1.0	Menhood's ball trimmer simplifies grooming with ceramic blades for sensitive skin. This waterproof trimmer features a 2-hour charge, 150-min run-time, and 6000 RPM motor. Sensitive technology prevents nicks, while easy maintenance and guide combs make it effective. It handles coarse hair, ensuring a comfortable grooming experience.
	Menhood Grooming trimmer 2.0	The next-gen groin trimmer offers a safe and smart trimming experience with Skin Protection Tech, 7-length guard, rust-resistant design, 7000 RPM motor, and wireless charging. Sensitive Skin Tech prevents nicks, ceramic blade handles coarse hair, and IPX7 waterproof for easy maintenance.
	Menhood The Nosar	Nosar, boasts a 9000 RPM motor, dual-blade system with Skin Protection Tech, and a powerful 500mAh Lithium-Ion battery for 90 minutes of runtime. Its 23-degree design ensures a confident, comfortable, and healthy trimming experience, embodying next-gen technology for nose and ear hairs.
<b>Grooming</b>	Menhood The Baller (Vanilla/ Green Apple/ Bubble gum)	Ball spray for below-the-waist care, featuring tea-tree oil and eucalyptus extract. Formulated to provide odor defense, prevent irritation and redness. Cruelty-free, dye-free, paraben-free, and vegan, made from natural ingredients for a comfortable experience.
	Menhood The Walker	"Manovo" fragrance, coupled with The Walker deodorant spray, addresses stinky feet. Trusted by athletes, this spray is tailored for active lifestyles, providing a practical solution. With proactive sweat defense, it eliminates odors at their core, featuring natural ingredients and cruelty-free formulation.
	Menhood Ball Preserver	MENHOOD ball preserver is designed for effective care of the sensitive area. Ideal for various activities like cycling, running, or weightlifting, it ensures freshness. This product acts as a deodorant and moisturizer, promoting protection and preservation.

Menhood The Sword	The closed comb razor is designed for single-blade performance, suitable for face use. It features a razor burn reducing cutting angle, rust resistance, and a traditional single-blade design. The razor comes in display case packaging.
Menhood The Travel Bag	Menhood Unisex Travel Bag is made from Vegan Leather. Sized to Keep Under the Sink or Take it anywhere with You Easily. Travel Friendly Toiletry Bag with 4 sections inside and one outer zip section. It has a Grab & Go Handle & Secure Zippered Closure Making it the Perfect Place to Store Your Grooming accessories. A Sturdy, Manufactured Travel Pouch & Storage Bag. Keep Your Trimmer, Shaving Razor, & Menhood Formulations safe from Damaging & Spillage in this Bag.
Menhood Man Cure Kit	The Manhood Manicure & Pedicure Kit is designed for both Men & Women. It includes tools for Hand Care, Face Care, and Foot Care, all made from Stainless Steel. The PU leather texture cover adds comfort and style to the kit.
Replacement Blade 1.0	The Replacement Blade for Menhood Grooming Trimmer 1.0 ensures precise sharpness for up to 3 months, providing a consistent and effective trimming experience. Specifically designed for a seamless fit into our Trimmer, it is easy to attach, detach, and clean. The blade is exclusively compatible with Menhood Grooming Trimmer 1.0.
Replacement Blade 2.0	The Replacement Blade for our trimmer maintains precise sharpness for 3 months. It is specifically designed for a seamless fit into our trimmer, ensuring easy attachment, detachment, and cleaning for a consistently effective grooming experience.
Menhood Back Shaver	The back razor comes with detachable housing, integrating smart sense technology for results. Achieve smooth shaving with or without water. The men's back hair removal is easy to use, featuring removable blade cartridges for shaving.
Replacement Blade For Back Shaver	Easy to use and replace, the blades slide in and out of the shaver housing unit. It's recommended to replace blade cartridges after every 5 to 7 shaves. This package includes 2 blade sets.
Replacement Head for Nosar	Designed for Menhood The Nosar, this replacement blade ensures a seamless fit into our trimmer. Easy to attach, detach, and clean, it maintains precise sharpness for 3 months. Specifically crafted for wireless use.
Menhood™ Up-Down Package 2.0 ( Vanilla/ Green Apple/ Bubble Gum)	Introducing Trimmer 2.0 with Skin Protection, Adjustable Guard, and 7000 RPM Motor. Noser features a 9000 RPM Dual-Blade System. Both are waterproof with wireless charging support. Pre Trim Gel and Baller (Balls Spray) offer gentle preparation and soothing mist, cruelty-free, and vegan.
Menhood™ Ballacious Package 2.0 ( Vanilla/ Green Apple/ Bubble Gum )	Introducing the Menhood Trimmer 2.0, featuring Skin Protection Technology and a 7000 RPM motor for the perfect trim. With 4 adjustable guard settings, rust-resistant design, and wireless charging, it's a versatile and easy-to-maintain grooming tool. The Baller offers powerful odor defense below the waist, cruelty-free and free from harsh chemicals. The Menhood Travel Bag, made of durable Dacron material, safeguards the grooming essentials on the go. Lastly, The Walker, a proactive anti-odor sweat defense spray keeps the feet fresh during sports or daily activities.

<p>Menhood™ Down There Package 2.0 ( Vanilla/ Green Apple/ Bubble Gum )</p>	<p>Menhood offers a cutting-edge grooming collection tailored for men's intimate care. The Trimmer 2.0, featuring Skin Protection and a 7000 RPM motor, is perfect for a precise trim. The Baller, a cruelty-free, vegan spray with tea-tree oil and eucalyptus, ensures robust odor defense below the belt. The Ball Preserver provides Aloe Vera-infused ball deodorant and moisturizer for active lifestyles. Ball Shower balances cleansing and hydration post-trimming. The Pre Trim Gel, with natural ingredients and charcoal, prepares the skin for gentle trimming. The Ball Towel, an anti-bacterial bamboo fabric, is gentle and fast water absorbent. For travel, the Dacron Travel Bag ensures durability and organization.</p>
<p>Menhood™ Essential Package 2.0</p>	<p>Introducing the Menhood Trimmer 2.0 with Skin Protection Technology, adjustable guard, 7000 RPM motor, and wireless charging. The Ball Shower is a versatile intimate and body wash, and infused with natural hydrators. The Man-Cure kit offers a premium 12-piece manicure and pedicure set with a stylish PU leather cover. The Pre Trim Gel, suitable for all skin types, prepares for gentle trimming and reduces irritation. Finally, The Sword, designed for face use, offers maximum single-blade performance with a traditional razor design.</p>
<p>Menhood™ On The Go Package 2.0 ( Vanilla/ Green Apple/ Bubble gum )</p>	<p>Introducing the Menhood Trimmer 2.0, a grooming marvel featuring Skin Protection Technology, a 4-length adjustable guard, and a rust-resistant, hygienic design. The 7000 RPM motor with Quiet Run Technology ensures a precise trim, accompanied by wireless charging, a 4000k LED spotlight, and Sensitive Skin Technology for a seamlessly smooth experience. The Baller enhances your grooming routine with powerful odor defense, adopting a cruelty-free, dye-free, paraben-free, and vegan formulation. The Pre Trim Gel, infused with natural ingredients and charcoal, prepares the skin for gentle trimming across various areas, suitable for all skin types. For extended grooming reliability, the Replacement Blade 1.0, crafted with rust-resistant, high-quality ceramic, effortlessly attaches and detaches for easy cleaning, seamlessly integrating with our trimmer for prolonged use.</p>
<p>Menhood™ Maintenance Package 2.0</p>	<p>Introducing Menhood Trimmer 2.0 with Skin Protection, rust-resistant design, ceramic blade, and 7000 RPM motor. IPX5 waterproof, 4000K LED, wireless charging, and 150-min runtime. Suitable for coarse hair, adjustable guard, 1-year warranty. Replacement Blade with high-quality ceramic fits seamlessly. Pre Trim Gel, natural ingredients with charcoal, suitable for all skin types. Package includes Trimmer 2.0, Replacement Blade 2.0, and Pre Trim Gel for a complete grooming experience.</p>
<p>Menhood™ Down There Package 1.0 ( Vanilla/ Green Apple/ Bubble Gum)</p>	<p>Menhood unveils a 100% waterproof trimmer, tailored for below-the-belt grooming. 2-hour charge, 150-min run-time, 6000 RPM motor with Quiet Run Technology, and ceramic blades for effective use. Sensitive tech prevents nicks, ideal for coarse hair, includes guide combs. The Baller offers potent odor defense with tea-tree oil, Ball Preserver features Aloe Vera for cruelty-free, vegan care. Ball Shower is a balanced wash, Pre Trim Gel readies skin for trimming. Durable Travel Bag and anti-bacterial, odor-resistant Ball Towel complete the grooming essentials.</p>
<p>Menhood™ Up-Down Package 1.0 ( Vanilla/ Green Apple/ Bubble Gum )</p>	<p>Menhood introduces a 100% waterproof trimmer for below-the-belt grooming with a 2-hour charge, 150-min runtime, and 6000 RPM motor. Rust-resistant ceramic blades handle coarse hair, and sensitive technology prevents nicks. Guide combs allow customization. The Nosar, designed for nose and ear grooming, features a 9000 RPM motor, Skin Protection Technology, and a 600mAh battery. Pre Trim Gel readies skin for trimming, and the Baller (Balls Spray) offers a soothing mist in Vanilla and Green Apple flavors, cruelty-free and vegan.</p>

Menhood™ Essential Package 1.0	Menhood presents a waterproof trimmer with Sensitive Technology, ceramic blades, and guide combs for effective and easy grooming. Ball Shower is an intimate body wash with a balanced, vegan, cruelty-free formula, infused with natural hydrators like aloe vera. The Man-Cure kit is a premium 12-piece manicure and pedicure set made from durable stainless steel, featuring a PU leather cover. Pre Trim Gel, infused with natural ingredients and charcoal, readies the skin for gentle trimming on various body areas. Ball Towel, anti-bacterial and thermoregulatory, is extra soft for sensitive skin, completing the grooming essentials.
Menhood™ On The Go Package 1.0 ( Vanilla/ Green Apple/ Bubble Gum )	Menhood unveils a 100% waterproof trimmer with 2-hour charge, 150-min runtime, and 6000 RPM motor. Rust-resistant, hygienic design with ceramic blades handles coarse hair, prevents nicks, and features guide combs for perfect length. The Baller (Balls Spray) offers soothing tea-tree oil and eucalyptus mist, providing powerful odor defense, formulated for below-the-waist, cruelty-free, vegan, and 100% organic. Pre Trim Gel, infused with natural ingredients and charcoal, prepares skin for gentle trimming, suitable for all skin types. The Replacement Blade 1.0, rust-resistant with high-quality ceramic, remains sharp and easily attaches for seamless cleaning in the trimmer.
Menhood™ Ballacious Package 1.0 ( Vanilla/ Green Apple/ Bubble Gum)	Menhood introduces a 100% waterproof Trimmer & Nosar combo with ceramic blades, Sensitive Technology, and guide combs for effective, easy grooming. The Baller offers a tea-tree oil and eucalyptus mist for powerful odor defense, cruelty-free, vegan, and 100% organic. The Walker deodorant spray ensures proactive sweat defense, cruelty-free, and 100% organic. The Man-Cure kit is a premium 12-piece stainless steel set with a PU leather cover. Ball Shower & Scoob provide the best intimate and body wash with a silicone body scrubber, vegan, cruelty-free, and 100% organic. The Replacement Blade 1.0 ensures sharp results, and the Travel Bag offers convenient on-the-go grooming storage.
Menhood™ Maintenance Package 1.0	Menhood's 100% waterproof Trimmer is designed for below-the-belt grooming, featuring a 2-hour charge, 150-min runtime, and a 6000 RPM motor with Quiet Run Technology. Rust-resistant, hygienic, and equipped with ceramic blades, it handles coarse hair, prevents nicks, and includes guide combs for customization. The Replacement Blade 1.0, with sharp edges and high-quality construction, ensures optimal performance when replaced every three months. Paired with Menhood's Pre Trim Gel, infused with natural ingredients and charcoal, it prepares the skin for gentle trimming, suitable for all skin types.
Menhood The Ball Towel	Crafted from natural bamboo fabric, this towel is suitable for various occasions like swimming, showering, or the gym. It offers comfort and hygiene with its antibacterial properties, ensuring a fresh scent. Moreover, it boasts quick absorption, soaking up to 10 times its weight in water.
Menhood Pre-Trim Gel	Our infused gel with Aloe Vera and Tea Tree Oil prepares skin for gentle trimming and a comfortable shave. It removes dirt, bacteria, and hydrates, suitable for chest, legs, and below the waist. Safe for all skin types, activated charcoal reduces irritation, leaving skin clean and clear.
Menhood The Scoob	The Scoob, our premium silicone body scrubber, moisturizes, cleans, and exfoliates for a superior full-body clean. With non-porous, food-grade silicone bristles, it harbors fewer bacteria than a loofah. Extended silicone bristles unclog pores, reduce ingrown hairs, and enhance lathering for a deeper clean. The built-in hanging feature makes it an easy replacement, and the ergonomic handle ensures easy cleaning.

	Menhood Beard Oil	Menhood Beard Oil, enriched with natural oils like Almond and Coconut, nurtures facial hair, preventing dryness and promoting healthy growth. This nourishing formula reduces itchiness, tames unruly hair, and is suitable for all skin types, providing a well-groomed and confident beard care solution.
	Menhood Hair Volumizing Powder	Menhood Hair Volumizing Powder instantly provides high volume, texture, and lift by absorbing excess oil and lifting roots for a fuller look. With a strong, 24-hour hold, it avoids an oily appearance, is water-resistant, and offers a matte finish. Crafted from natural, vegan ingredients, it's safe for all hair types and eco-friendly. Lightweight and easy to carry, the powder is applied effortlessly for a non-sticky, styled finish, making it a convenient choice for on-the-go styling.
	Menhood Weekend Perfume	"Menhood Weekend" is a fresh floral aquatic fragrance designed to evoke a sunny morning near the Nile River. With a captivating blend of Bergamot Zest, Lavender, Watermelon, Egyptian Lotus, Egyptian Jasmine, African Sandalwood, Amber, and Egyptian Musk, this perfume offers a rich and distinct scent profile. Its long-lasting formula ensures you stay smelling great throughout the day, making it perfect for special occasions or daily wear. The fragrance provides a luxurious experience, combining a mix of classiness and strength, leaving a lasting impression wherever you go.
	Menhood Sunscreen	Menhood SPF 50+ sunscreen offers broad-spectrum protection, is lightweight, non-greasy, and enriched with anti-aging Niacinamide. Long-lasting and easy to apply, it ensures worry-free outdoor activities with a matte finish, suitable for daily use, even under makeup.
	Menhood Dark Spot Serum	Formulated with Kojic acid, Vitamin C, Mulberry extract, and Aloe vera, this skincare solution is suitable for sensitive areas and skin. It inhibits melanin production, promoting an even skin tone.
	Menhood Ball Shower	An effective cleanser suitable for post-trimming, this intimate body wash prevents dryness and irritation. It is free from additives, made from natural ingredients, and designed for use below-the-waist and on the body.
<b>Briefs</b>	Menhood Kangaroo Brief (All Sizes)	Kangaroo Pouch Technology provides support for essentials. Micro-Modal with Spandex ensures durability. Prioritizing comfort with adjustable waistbands, flat seams, and moisture-wicking materials. Made from stretching fabric, lightweight, and resistant to perspiration. Skin-friendly, hypoallergenic, and free from harsh chemicals or dyes.

#### OUR CLIENT BASE

Our Company is primarily engaged in direct-to-consumer sales, catering to a vast and diverse customer base. Due to the nature of our business model and the extensive size of our clientele, it is not feasible to delineate specific details about our top 10 or top 5 customers. Our focus on end-user sales means that individual transactions are numerous and varied, making it impractical to single out a small subset of customers as representative of our overall market reach.

#### OUR SUPPLIER BASE

(In Lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	In %	Amount	In %	Amount	In %
Top 3 Suppliers	304.42	36.17%	248.80	79.69%	75.07	66.88%
Top 5 Suppliers	413.92	49.18	270.48	86.63	84.72	75.48
Top 10 Suppliers	496.45	58.98	280.41	89.80	91.86	81.83

## PLACE OF BUSINESS OF THE COMPANY

We operate our business from the following locations:

Description	State	Owned by/ occupation type	Location	Validity
Registered Office	Rajasthan	Ramesh Chand Garg / Leave and Licence Agreement	First Floor, Plot No. A-305, Backside National Handloom Corp. Vaishali Nagar, Jaipur, Rajasthan, India, 302021.	11 Months from 11/12//2023
Correspondence Office	Maharashtra	VSCG Distribution Private Limited / NOC	R-4/3051, Flat No. A/03, Tirupati Vihar, Near Balaji Mandir, Papvinash Road, Latur-413512, Maharashtra.	Valid till revoked
Warehouse	Karnataka	Navya D Sagar / Sublicense from M/s Saga Group	No.941/A, Part of Sy. No. 77/1A, Municipal No. 1061/1048/941/77/1A, Eshwari Industrial Estate, Hulimavu Main Road, Bannerghatta Road, Bangalore	3 years from 01/08/2022 to 31/07/2025
Coworking Office	Kolkata	Madhumita Mazumder	119 Old and 120 New, Rastraguru Avenue, Booth No. 231, Clive House, Opp. Shishu Udyan Children's Park, Holding No. 256, Ward No. 8, Nager Bazar, South Dumdum, Kolkata 700028	05.09.2023 to 04.08.2024

Our e-commerce portal (<https://menhood.in/>)

The screenshot shows the Menhood e-commerce portal. At the top, there is a navigation bar with the Menhood logo and links for Shop Grooming, No Nonsense Skin Care, Packages, Accessories, Customer Help, and My Wallet. Below the navigation bar, there is a promotional banner for a 'Biggest Festive SALE' with 'Upto 80% OFF' on all grooming products. The banner includes a 'SHOP NOW' button and the Menhood logo. The background is a vibrant orange and yellow gradient with various grooming products like shavers, trimmers, and hair care products scattered around.

## PLANT AND MACHINERY



The Company does not require plant and machinery for its' current business operations, as on date of Red Herring Prospectus.

#### **CAPACITY UTILIZATION**

The Company does not require plant and machinery for its' current business operations, as on date of Red Herring Prospectus.

#### **COLLABORATIONS/ TIE-UPS/ JOINT VENTURES**

The Company does not have any Collaboration/Tie Ups/ Joint Ventures, as on date of Red Herring Prospectus.

#### **SUBSIDIARIES/ ASSOCIATE COMPANIES**

The Company does not have any subsidiaries or associate companies, as on date of Red Herring Prospectus.

#### **EXPORT AND EXPORT OBLIGATION**

The Company does not have any export sales or export obligations, as on date of this Red Herring Prospectus.

#### **UTILITIES & INFRASTRUCTURE FACILITIES**

##### ***Infrastructure Facilities***

Our registered office is situated First Floor, Plot No. A-305, Backside National Handloom Corp.Vaishali Nagar, Jaipur, Rajasthan, India,302021 and the warehouse is located at No.941/A, Part of Sy. No. 77/1A, Municipal No. 1061/1048/941/77/1A, Eshwari Industrial Estate, Hulimavu Main Road, Bannerghatta Road, Bangalore and is well equipped with adequate equipment and other facilities which are required for our business operations. Our e-commerce portal menhood.in is hosted on cloud servers and does not require physical infrastructure at our location.

##### ***Power***

Our Company's operational energy needs, which are primarily for standard office use, are completely accommodated by the existing facilities. The power requirements for our day-to-day operations are modest and are adequately met within our current premises.

##### ***Water***

The Company does not require water facilities required for business purposes. The requirements are fully met for human consumption at the existing premises.

#### **HUMAN RESOURCES**

We have a qualified and professional employee base of 15 fulltime employees, excluding KMP, as on date of this Red Herring Prospectus. Our majority workforce are skilled workmen. Many of our employees, particularly the senior management, have been working with our Company since inception. Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, execution of services within time and quality, we believe human capital is one of the most valuable assets of our Company as their technical know-how and skill sets position us at a competitive advantage over our competitors in providing some of our services.

Job profile wise employee break up as following:

<b>Job Profile</b>	<b>Number</b>
Accountant	1
Designer	2
Customer Service	3
Marketing	3
Operations	4
Packaging	1
Social Media	1

## MARKETING STRATEGY

### 1. Digital Marketing Focus:

- **Search Engine Optimization (SEO):** Optimizing the company website and product pages to rank higher in search engine results, making it easier for potential customers to find the products online.
- **Content Marketing:** Creating and sharing valuable content (blog posts, videos, infographics) related to male grooming to engage the audience and position the company as a thought leader in the niche.
- **Social Media Marketing:** Leveraging platforms like Instagram, Facebook, and Twitter to engage with customers, promote products, and build a community around the brand. This includes influencer partnerships to reach wider audiences.

### 2. Targeted Advertising:

- **Pay-Per-Click (PPC) Campaigns:** Running online ads on search engines and social media platforms, targeting keywords and demographics relevant to the products.
- **Retargeting Campaigns:** Implementing retargeting strategies to re-engage visitors who have shown interest in the products but have not made a purchase.

### 3. Customer Engagement and Retention:

- **Email Marketing:** Sending newsletters, promotional offers, and personalized recommendations to subscribers.
- **Loyalty Programs:** Implementing a loyalty program to reward repeat customers, encouraging them to make more purchases.

### 4. Market Segmentation and Personalization:

- **Demographic and Psychographic Segmentation:** Tailoring marketing efforts to specific segments based on age, location, lifestyle, and grooming habits.
- **Personalized Recommendations:** Using customer data to provide personalized product suggestions on the website and in marketing communications.

### 5. E-Commerce Optimization:

- **User-Friendly Website Design:** Ensuring the e-commerce platform is intuitive, easy to navigate, and mobile-friendly.
- **Secure and Efficient Checkout Process:** Streamlining the checkout process to reduce cart abandonment and ensure a secure transaction.

### 6. Data-Driven Decision Making:

- **Analytics and Feedback:** Regularly analyzing website and campaign data to understand consumer behavior and preferences. Using customer feedback to improve products and services.

### 7. Educational and Awareness Campaigns:

- **Awareness Initiatives:** Conducting campaigns to educate the market about below-the-belt grooming, addressing misconceptions, and breaking down societal taboos.
- **Community Building:** Creating forums or online communities where customers can discuss grooming topics, share experiences, and offer feedback.

## BUSINESS STRATEGY

Our Company's business focus is primarily centered on providing grooming solutions and products specifically tailored for men, with a notable emphasis on below-the-belt grooming, an area that has historically been overlooked or deemed taboo in many societies. Our Company's approach to this niche is distinguished by a combination of product innovation, educational initiatives, and a commitment to addressing the often-ignored aspects of male hygiene and self-care.



**Product Innovation and Diversity:** Our Company has developed a diverse range of products catering to various aspects of male grooming. This includes specialized trimmers designed for sensitive areas, hygiene products that are formulated for the unique requirements of male skin, and a range of self-care items that go beyond traditional grooming. The company continuously invests in research and development to enhance product effectiveness and safety, ensuring that they meet the specific needs and preferences of their target demographic.

**Educational Resources and Awareness:** Recognizing the lack of conversation and information available about male grooming, particularly in areas like below-the-belt care, Our Company actively engages in educational efforts. This involves creating and disseminating content that educates men about various aspects of personal grooming and hygiene, challenging existing stereotypes, and encouraging a more open and informed discussion about male self-care.

**Customer-Centric Approach:** Central to Our Company’s business philosophy is a deep understanding of their customers’ needs and preferences. The company employs a customer-centric approach, gathering feedback and insights through various channels to inform product development and marketing strategies. This approach ensures that the products and services offered by Our Company are aligned with the evolving needs of their consumer base.

**Open and Empowering Brand Messaging:** Our Company positions itself as a brand that empowers its customers. By fostering a culture of openness, the company aims to break down barriers and destigmatize aspects of male grooming that have traditionally been ignored. This strategy not only differentiates the brand in a competitive market but also helps in building a loyal customer base that resonates with the brand’s philosophy.

**Emphasis on Well-being and Confidence:** The company underscores the link between personal grooming and overall well-being and confidence. Our Company’s product line and marketing efforts highlight how effective grooming practices can contribute to a positive self-image and a heightened sense of personal well-being, thus positioning their grooming solutions as more than just cosmetic enhancements but as integral to a holistic lifestyle.

**Expanding into new geographies:** The Company has expanded its market presence into new regions, including the Middle East, by empanelling itself on platforms of a global e-commerce portal in the UAE and Saudi Arabia, and continues to explore additional regions for expansion. These efforts are expected to enhance revenue and extend product reach. Additionally, the Company has strengthened its distribution capability by way of execution of a definitive agreement with a pan-India retailer.

## INSURANCE

Insurance policies purchased by our Company:

Nature	Insurer	Policy No.	Start date	End date	Sum insured
Burglary Insurance Policy	ICICI Lombard	4002/320860925 /00/000	20.12.2023	19.12.2024	94,00,000
ICICI Lombard MSME Suraksha Kavach (Complete Insurance) Fire	ICICI Lombard	1021/320860920 /00/000	20.12.2023	19.12.2024	98,30,000

## INTELLECTUAL PROPERTY

Nature of Intellectual Property	Class	Description	Owner	Application Number and Date	Status
Trademark	35	Menhood (Device)	Macobs	4984838	Opposed

			Technologies Private Limited		
Trademark	35	MENHOOD	Macobs Technologies Private Limited	5683044	Accepted & Advertised
Trademark	3	MENHOOD	Macobs Technologies Private Limited	5651363	Opposed
Trademark	8	MENHOOD	Macobs Technologies Private Limited	5651364	Opposed
Trademark	3	MENHOOD THE HUSTLER (Device)	Macobs Technologies Private Limited	5935815	Objected
Trademark	3	Menhood (Device)	Macobs Technologies Private Limited	6116806	Objected
Trademark	42	Menhood (Device)	Macobs Technologies Private Limited	6124006	Registered
Trademark	42	Menhood (Word)	Macobs Technologies Private Limited	6124882	Objected
Trademark	8	Menhood (Device)	Macobs Technologies Private Limited	6125366	Accepted and Advertised
Trademark	8	Macob Technologies (Word)	Macobs Technologies Private Limited	6129644	Accepted and Advertised
Trademark	3	Macob Technologies (Word)	Macobs Technologies Private Limited	6129643	Accepted and Advertised
Trademark	3	Macobs (Word)	Macobs Technologies Private Limited	6129645	Accepted and Advertised
Trademark	8	Macobs (Word)	Macobs Technologies Private Limited	6129646	Accepted and Advertised
Trademark	42	Womenhood	Macobs Technologies Private Limited	6130386	Accepted and Advertised

Trademark	8	MenHood	Swizz Creation	5602898	Abandoned
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## DOMAINS

Domain Name	Registered Date	Expiration Date
macobs.in	12.07.2023	23.08.2025
macobstech.com	15.10.2019	15.10.2025
womenhood.in	12.07.2023	09.01.2025
menhood.in	12.07.2023	23.01.2025
nayab.in	12.07.2023	30.08.2025
nayab.art	12.07.2023	23.06.2026

## FINANCIAL RATIOS OF THE COMPANY

(Amount Rs. in Lakhs)

Particulars	For the period ended		
	31-Mar-24	31-Mar-23	31-Mar-22
Current Ratio (in times)	3.03	1.35	1.32
Debt Equity ratio (in times)	0.25	0.44	0.52
Debt Service coverage Ratio (in times)	1.60	2.87	6.11
Return on Equity (in %)	36.06%	143.77%	189.23%
Inventory Turnover ratio (in times)	3.38	6.72	5.76
Trade Receivable Turnover ratio (in times)	148.18	149.30	107.40
Trade Payable Turnover ratio (in times)	20.80	7.41	4.86
Net Capital Turnover Ratio (in times)	4.60	19.75	39.68
Net Profit Ratio (in %)	10.73%	13.84%	6.47%
Return on Capital Employed (in %)	30.53%	106.02%	96.30%

## INDEBTEDNESS

For details of indebtedness please refer to “*Restated Financial Information*” on page 140 of this Red Herring Prospectus.

## COMPETITION

In the male grooming industry, the competitive landscape is multifaceted and dynamic, characterized by a blend of established multinational corporations and agile startups. These competitors offer a broad spectrum of products ranging from traditional grooming essentials like shavers and skincare products to more specialized items catering to niche segments such as below-the-belt grooming, a domain where our Company holds a significant presence.

The rise of e-commerce has reshaped the competitive terrain, with most players leveraging online platforms not only for sales but also for marketing and customer engagement. This digital shift has intensified competition, as brands are now able to reach a wider audience more efficiently than ever before. The industry sees a continuous influx of innovative product offerings, driven by evolving consumer preferences towards personalized, natural, and eco-friendly grooming solutions. This innovation race compels companies, including ours, to consistently invest in research and development to stay relevant.

Price competition remains a pivotal factor, with brands offering products at diverse price points to attract different customer segments. The landscape is also witnessing an increased emphasis on sustainability and ethical production practices, responding to a growing consumer demand for responsible and environmentally conscious brands. Furthermore, companies are focusing on enhancing customer experience, employing advanced technologies like AI for personalized product recommendations and improved online shopping experiences.

In essence, the competitive landscape in which our Company operates is marked by rapid technological advancements, evolving consumer demands, and a continuous push for innovation and sustainability. These factors combine to create a challenging yet opportunistic environment, requiring strategic agility and customer-centric approaches to maintain a competitive edge.

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## KEY REGULATIONS AND POLICIES

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to Applicants and are neither designed nor intended to be a substitute for professional legal advice.*

*The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

### APPLICABLE LAWS AND REGULATIONS

#### **Consumer Protection Act, 2019 (the “Consumer Protection Act”) and the rules made thereunder**

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. One of the substantial changes introduced by Consumer Protection Act is inclusion of the e-commerce industry under Consumer Protection Act with “e-commerce” defined to refer to the buying and selling of goods or services over digital or electronic network. Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakh. In cases of manufacturing for sale or storing, selling or distributing or importing products containing an adulterant, the imprisonment may vary between six months to seven years and fine between one lakh to ten lakh depending upon the nature of injury to the consumer.

#### **Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) and the proposed amendments to the E-Commerce Rules**

The Ministry of Consumer Affairs issued the E-Commerce Rules under the Consumer Protection Act, 2019 on July 23, 2020. The E-Commerce Rules provide a framework to regulate the marketing, sale and purchase of goods and services online. These rules apply to (a) good/services purchases or sold vide digital or electronic network, including digital products; (b) marketplace and inventory e-commerce entities; (c) all e-commerce retailing; and (d) forms of unfair trade practices across all e-commerce models. It specifies the Duties of E-commerce Entities, specific duties and liabilities of marketplace e-commerce entities and those of inventory e-commerce entities, and duties of sellers on marketplace.

The E-Commerce Rules further requires the e-commerce entity to appoint grievance officer and provide for a grievance redressal mechanism. Any violation of these rules attracts penal action under the Consumer Protection Act, 2019. Further, the Ministry of Consumer Affairs has amended the E-Commerce Rule via Consumer Protection (E-Commerce) (Amendment) Rules, 2021, pursuant to which the e-commerce entities are required to appoint a nodal officer or an alternate seniors designated functionary who is a resident in India to ensure compliance with the provisions of the Consumer Protection Act, 2019 and the rules made thereunder.

The Ministry of Consumer Affairs, Food and Public Distribution has on June 21, 2021 released proposed amendments to the E-Commerce Rules, 2020, for comments, which, amongst others, imposes new registration requirements for online retailers, mandatory partnering with the National Consumer helpline, a ban on “specific” flash sales and mandating sharing of information with Government agencies. Specific flash sales or back-to-back sales, which limit customer choices, increase prices and prevent a level playing field, will not be allowed. Further, the proposed changes would require that e-commerce businesses should mention the name and details of any importer from whom it has purchased such goods or services alongside providing alternative suggestions to customers before they make a purchase to ensure fair opportunity for domestic goods.

Additionally, the e-commerce entity shall not allow display or promotion of any misleading advertisement or engage in mis-selling of goods on the platform. The rules have also introduced the concept of “fall-back liability”, which says that e-commerce businesses will be held liable in case a seller on their platform fails to deliver goods or services due to negligent conduct, which causes loss to the customer. Additionally, they would be required to share information within 72 hours with government agency which is lawfully authorised for investigative or protective or cyber security activities, for the purposes of verification of identity, or for the prevention, detection, investigation, or prosecution, of offences under any law for the time being in force, or for cyber security incidents.

### **Draft E-Commerce Policy, 2019 (“2019 Draft Policy”)**

In March 2019, the DPIIT had invited comments from stakeholders and the public on the 2019 Draft Policy. Among other items, the 2019 Draft Policy proposed that measures should be taken to regulate cross-border data flow, establish a level playing field for domestic and foreign e-commerce players, boost sale of domestic products through e-commerce, and generally regulate e-commerce in India DPIIT is currently working on a revised draft policy.

### **Drugs and Cosmetics Act, 1940 (“DCA”), the Drugs and Cosmetics Rules, 1945 (“DCA Rules”) and the Cosmetics Rules, 2020**

The DCA regulates the import, manufacture, distribution and sale of drugs and cosmetics and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, *inter alia*, misbranded, adulterated, spurious or harmful. The DCA Rules specify the requirement of a license for the manufacture or sale of any drug or cosmetic including for the purpose of examination, testing or analysis. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities.

Cosmetic Rules, 2020 introduced the concept of a ‘new cosmetic’ which was not provided for under the Drugs and Cosmetic Rules, 1945. A ‘new cosmetic’ contains a novel ingredient which has not been used anywhere in the world or is not recognized for use in cosmetics in any national and international literature. The new rules mandate importers/ manufacturers of a ‘new cosmetic’ to make an application and seek approval from the Central Licensing Authority (“CLA”) before such a ‘new cosmetic’ can be imported or manufactured in India. Such an application should be accompanied with requisite data on safety and effectiveness. Testing of each batch of the raw materials used for manufacturing the cosmetics, and also each batch of the final product along with maintaining records or registers showing the particulars in respect of such tests, is a requirement under the rules. Also, it needs to be ensured that if cosmetics are manufactured at more than one premises, a separate application for each of such premises is made and a separate license is obtained for each such premises. The Cosmetic Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin. Additionally, before any cosmetics are imported, a declaration signed by or on behalf of the manufacturer or importer that the cosmetics comply with the provisions of Chapter III of the Drugs and Cosmetics Act, 1940, and the rules made thereunder, shall be supplied to the Commissioner of Customs. The new rules prohibit the import and/or manufacture of cosmetics which do not comply with the prescribed specifications and other standards of safety and quality.

### **Legal Metrology Act, 2009 (“LM Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodity Rules”)**

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The LM Act and rules framed thereunder regulate, *inter alia*, the labelling and packaging of commodities, appointment of government-approved test centres for verification of weights and measures used, and lists penalties for offences and compounding of offences under it. Any non-compliance or violation under the LM Act may result in, *inter alia*, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

The Packaged Commodity Rules define “pre-packaged commodity” as a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The Packaged Commodity Rules prescribes the regulations for imports, pre-packing and the sale of commodities in a packaged form intended for retail sale, wholesale and for export and import, certain rules to be adhered to by importers, wholesale and retail dealers, the declarations to be made on every package, the size of label and/or importers and the manner in which the declarations shall be made, etc. These declarations that are required to

be made include, inter alia, the name and address of the manufacturer, the dimensions of the commodity, the maximum retail price, generic name of the product, the country of origin and the weight and measure of the commodity in the manner as set forth in the Packaged Commodity Rules. The Packaged Commodity Rules were amended in the year 2017 to increase protection granted to consumers especially relating to e-commerce entities. Pursuant to the amendments, the inventory e-commerce entity itself will be made liable and punishable for failure to make relevant declarations on its platform as required under the Act and the Rules.

### **The Food Safety and Standards Act, 2006 (the “FSSA”) and Food Safety And Standards (Health Supplements, Nutraceuticals, Food For Special Dietary Use, Food For Special Medical Purpose, Functional Food And Novel Food) Regulations, 2016**

The FSSA is an integrated food law that lays down standards and guidelines for consumer safety, protection of consumer health and regulation of the food sector. It consolidates the laws relating to food and provides for establishment of the Food Safety and Standards Authority of India (“FSSAI”). The FSSAI is responsible for laying down science-based standards for articles of food and to regulate their manufacture, packaging, storage, distribution, sale, and import, to ensure availability of safe and wholesome food for human consumption and for matters connected therewith or incidental thereto.

### **The Sale of Goods Act, 1930 (the “Sale of Goods Act”)**

Sale of Goods Act governs contracts relating to sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts i.e., the Indian Contract Act, 1872. A contract for sale of goods has, however, certain peculiar features such as, transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract, conditions and warranties implied under a contract for sale of goods, etc. which are the subject matter of the provision of the Sale of Goods Act.

### **The Information Technology Act, 2000 (the “IT Act”) and the rules made thereunder**

The IT Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information, (ii) facilitate electronic filing of documents and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and, damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India (“DoIT”), in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“IT Security Rules”) which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate.

The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law. The DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 (“**IT Intermediaries Rules**”) requiring intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediaries Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries. The IT Intermediary Rules further requires the intermediaries to provide for a grievance redressal mechanism and also appoint a nodal officer and a resident grievance officer.

### **The Digital Personal Data Protection Act, 2023 (the “DPDP Act” or the “Act”)**

The Parliament passed the DPDP Act on August 9, 2023. The DPDP Act received the assent of the President and was notified on August 11, 2023. The Parliament passed the DPDP Act on August 9, 2023. The DPDP Act seeks to balance the rights of individuals to protect their personal data with the need to process personal data for lawful and other incidental purposes. All data fiduciaries, determining the purpose and means of processing personal data, are mandated to provide an itemised notice to data principals in plain and clear language containing a description of the personal data sought to be collected along with the purpose of processing such data. The DPDP Act further provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent. The notice should contain details about the personal data to be collected and the purpose of processing. Consent may be withdrawn at any point in time.

An individual whose data is being processed (data principal), will have the right to: (i) obtain information about processing, (ii) seek correction and erasure of personal data, (iii) nominate another person to exercise rights in the event of death or incapacity, and (iv) grievance redressal. Data principals will have certain duties. They must not: (i) register a false or frivolous complaint, and (ii) furnish any false particulars or impersonate another person in specified cases. Violation of duties will be punishable with a penalty of up to ₹10,000.

It further imposes certain obligations on data fiduciaries including (i) make reasonable efforts to ensure the accuracy and completeness of data, (ii) build reasonable security safeguards to prevent a data breach, (iii) inform the Data Protection Board of India (the “**DPB**”) and affected persons in the event of a breach, and (iv) erase personal data as soon as the purpose has been met and retention is not necessary for legal purposes (storage limitation). In case of government entities, storage limitation and the right of the data principal to erasure will not apply. The Central Government will establish the DPB. Key functions of the DPB include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by affected persons. The DPB members will be appointed for two years and will be eligible for re-appointment. The Central Government will prescribe details such as the number of members of the DPB and the selection process.

The Act introduces the concept of ‘deemed consent’ in instances where the data principal provides personal data (i) to the data fiduciary voluntarily and for a legitimate purpose, (ii) for performance of function under any law, or service or benefit to the data principal, (iii) in compliance with a judgment or order, (iv) responding to medical emergency involving threat to life or immediate threat to health of the data principal, (v) for provision of medical treatment or health services during an epidemic, outbreak of diseases or any other public threat to public health, (vi) for taking measures to ensure safety during any disaster or any breakdown of public order, (vii) for purposes related to employment including prevention of corporate espionage, maintenance of confidentiality of trade secrets, intellectual property, classified information, recruitment, termination of employee.

The data can only be processed for the specific purpose for which it is deemed to be given and must be necessary for fulfilling the purpose for which it has been provided. It further imposes certain obligations on data fiduciaries including (i)in implementation of technical and organisational measures to ensure compliance, (ii) adopting reasonable security safeguards to prevent personal data breach, (iii) ensuring that personal data processed is accurate and complete, (iv) informing the Data Protection Board of India (the “Data Protection Board”) regarding any personal data breach, (v) deleting or removing personal data no longer in use or necessary for legal or business purposes with exemption given to only start-ups registered with Ministry



of Commerce and Industry, (vi) publishing the business contact information of the data protection officer, (vii) implementing a grievance redressal mechanism to redress grievances of data principals, and (viii) processing of data to another data fiduciary under a valid contract.

### **Shops and establishments legislations**

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exists, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions. Further, we are also required to obtain trade licenses under the provisions of applicable state regulations.

## **LAWS RELATING TO ENVIRONMENT**

The major statutes in India which seek to regulate and protect the environment against pollution related activities in India include the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment Protection Act, 1986. We are subject to various environment regulations as the operation of our establishments might have an impact on the environment in which they are situated. The basic purpose of the statutes given below is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards (“PCBs”), which are vested with diverse powers to deal with water and air pollution, have been set up in each state and in the Centre. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation. All industries are required to obtain consent orders from the PCBs, which are required to be periodically renewed.

### **Plastic Waste Management Rules, 2016**

Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to inter alia, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through the authorized waste collection agency. The waste generator shall also take steps to minimize generation of plastic waste. The Plastic Waste Management Rules, 2016 also requires the producers, importers and brand owners to collect back the plastic waste generated due to their products.

## **LAWS RELATED TO INTELLECTUAL PROPERTY**

### **Copyright Act, 1957**

The Copyright Act, 1957, along with the Copyright Rules, 1958, (collectively, “Copyright Laws”) serve to create property rights for certain kinds of intellectual property, generally called works of authorship. The Copyright Laws protect the legal rights of the creator of an ‘original work’ by preventing others from reproducing the work in any other way. The intellectual property protected under the Copyright Laws includes literary works, dramatic works, musical works, artistic works, cinematography, and sound recordings. The Copyright Laws prescribe fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration constitutes prima facie evidence of the particulars entered therein and may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Upon registration, the copyright protection for a work exists for a period of 60 years following the demise of the author. Reproduction of a copyrighted work for sale or hire, issuing of copies to the public, performance or exhibition in public, making a translation of the work, making an adaptation of the work and making a cinematograph film of the work without consent of the owner of the copyright are all acts which expressly amount to an infringement of copyright.

### **Trade Marks Act, 1999 (“Trade Marks Act”)**

The Trade Marks Act provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to register trademarks applied for in India and to provide for better protection of trademark for goods and services and also to prevent fraudulent use of the mark. Application for the registration of trademarks has to be made to Trade Marks registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use of intention to use a trademark in the future. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks and using them to cause confusion among the public.

### **Design Act, 2000 (“Design Act”)**

Design Act consolidates and amends the law relating to the protection of designs which came into force on May 11, 2001. Design Act is a complete code in itself and is statutory in nature and protects new or original designs from getting copied which cause loss to the proprietor. The proprietor upon registration gets ‘copyrights in design’ for the period of 10 years from the date of registration which can be renewed for a second period of five years, before the expiration of original period of 10 years. The controller registers a design under this Act after verifying that the design of any person, claiming to be the proprietor, is the new or original design not previously published anywhere in any country and is not against any public policy or morality. Any obvious or fraudulent imitation of a design, which is already registered, without the consent of its proprietor, is unlawful. It also prohibits the import of any material which closely resembles a registered design.

### **LAWS RELATING TO FOREIGN INVESTMENT**

Foreign investment in India is governed by the provisions of the FEMA, the FEMA NDI Rules along with the Consolidated FDI Policy issued by the DPIIT, from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer equity share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up equity share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%).

### **The consolidated Foreign Direct Investment Policy of 2020 (the “Consolidated FDI Policy”)**

The Department for Promotion of Industry and Internal Trade (“DPIIT”), Ministry of Commerce and Industry on October 28, 2020 issued Consolidated FDI Policy. In terms of the FEMA NDI Rules and the Consolidated FDI Policy, up to 100% foreign investment is currently permitted in a company engaged in manufacturing activities in India (including contract manufacturing in India).

### **LAWS RELATING TO TAXATION**

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Central Goods and Service Tax Act, 2017 and various state-wise legislations made thereunder;
- Integrated Goods and Services Tax Act, 2017;
- Income Tax Act, 1961, Income Tax Rules, 1962, as amended by the Finance Act in respective years;
- Customs Act, 1962;
- Indian Stamp Act, 1899 and various state-wise legislations made thereunder; and

- State-wise legislations in relation to professional tax

## LAWS RELATING TO EMPLOYMENT

In addition to the aforementioned material legislations which are applicable to our Company, some of the labour legislations that may be applicable to the operations of our Company include:

- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees' State Insurance Act, 1948;
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Payment of Wages Act, 1936;
- Right of Persons with Disabilities Act, 2016;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- Contract Labour (Regulation and Abolition) Act, 1970; and
- Labour Welfare Fund legislations.

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

- a) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.
- b) The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume 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. The Central Government *vide* notification dated December 18, 2020, notified certain provisions of the Code on Wages, mainly in relation to the constitution of the advisory board. The remaining provisions of this code will be brought into force on a date to be notified by the Central Government.
- c) The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The code proposes to provide for *inter alia* standards for health, safety and working conditions for employees of the establishments. The provisions of this code will be brought into force on a date to be notified by the Central Government.
- d) The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The 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. The provisions of this code will be brought into force on a date to be notified by the Central Government.

*The above-mentioned legislations are applicable to the company out of which the key Acts and Regulations which govern the company are law relating to company and commercial laws, labour and their employment laws and tax laws. The above list however may not be exhaustive.*

*The Company has received the necessary consents, licenses, permissions and approvals from the Central and State Governments and various Governmental Agencies/ Regulatory Authorities/ Certification Bodies required for its present business or to continue and expand its business activities.*

*It must, however, be distinctly understood that in granting the above approvals, licenses etc. the Government of India and other certifying or licensing authorities do not take any responsibility for the financial soundness of the entity (The Company in the present case) or the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*The Company is carrying on its existing business/ commercial activities in terms of its object clauses as contained in its Memorandum and Articles of Association.*

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## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### HISTORY OF OUR COMPANY

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of “Macobs Technologies Private Limited” bearing Corporate Identification Number U74999RJ2019PTC066608 dated October 14, 2019 issued by the Registrar of Companies, Rajasthan. Subsequently, the name of our Company was changed to “Macobs Technologies Limited” and a fresh Certificate of Incorporation dated August 07, 2023 was issued by the Registrar of Companies, Rajasthan. As on date of this Red Herring Prospectus, the Corporate Identification Number of our Company is U74999RJ2019PLC066608.

### CHANGES IN OUR REGISTERED OFFICE

The registered office of our Company is presently situated at Plot No. A-305, Backside National Handloom Corp, Vaishali Nagar, Jaipur, Rajasthan, India-302021. The changes have been as follows:

Particulars of Registered Office	Date of Event	Purpose
<b>From:</b> B-27, Acharya Vinobha Bhawe Nagar, Vaishali Nagar, Jaipur-302021 <b>To:</b> Plot No. A-305, Backside National Handloom Corp, Vaishali Nagar, Jaipur, Rajasthan, India-302021	27-12-2022	Administrative convenience

### MAIN OBJECTS OF OUR COMPANY

The Main Objects of our Company are inter alia as set forth below:

- 1. To carry on the business of online shopping, Internet advertising, creating virtual malls, stores, shops, creating shopping catalogues, net commerce solutions for business to business and business to consumers, online trading in and outside India but does not include banking and money circulating business.*
- 2. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.*
- 3. To carry on in India or elsewhere the business of buying, selling, reselling importing, exporting, transporting, storing, developing, promoting, marketing or supplying of goods.*
- 4. To carry on the business consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, like maintenance of telecom network, activities of the cable operator, activities of providing internet access by the operator of the wired infrastructure, activities of internet access by the operator of the wireless infrastructure, activities of maintaining and operating pageing, cellular and other telecommunication networks.*
- 5. To develop, establish and maintain and aid in the development, establishment and maintenance of Networking and Surveillance industries.*
- 6. To sell, purchase, import, export, take or let on hire or lease, repair, alter, improve and deal in Computers Services, networking services, security surveillance for attainment of main objects.*
- 7. To develop, establish and maintain of networking devices and aid in the development, establishment and maintenance of colleges, research stations and programmers, for the purpose of effecting improvement of foundation.*
- 8. To provide and arrange for technical training, education, and advice to any person in respect of any matters connected with or incidental to main objects of the company.*
- 9. To acquire, construct, carry out, equip maintain, alter, improve, develop, manage, work, control and superintend any networking, wireless or wired and other works and convenience which may seem directly or indirectly conducive to any of the objects of the Company and to contribute to, subsidies or otherwise aid by taking part in any such operations.*
- 10. To buy, sell, plant, cultivate, convert, store, trade in, import, export and generally to deal in all the materials, substances, articles and things capable of being used in any business which the company is competent to carry on and to turn to account, experiment with, render marketable and deal in any of the by-products incidental to or obtained in any of the business carried on by the company.*

### AMENDMENTS TO THE MOA SINCE INCORPORATION

S. No.	Particulars	Date of Event
1.	Increase in authorized capital from INR 1,00,000/- to INR 3,50,00,000/-	01-02-2023
2.	Increase in authorized capital from INR 3,50,00,000/- to INR 6,00,00,000/-	05-07-2023
3.	Conversion of the Company from Private Limited to Public Limited	07-08-2023
4.	Increase in authorized capital from INR 6,00,00,000/- to INR 10,00,00,000/-	17-10-2023

#### KEY EVENTS AND MILESTONES

Year	Key milestones
2019	Incorporation
	Commencement of Business
2023	Conversion of Private to Public Limited
	Change of name of the Issuer Company

#### AWARDS AND ACCREDITATIONS

Achieved 'Gold Seller Status' for 'Menhood' brand on Flipkart in May 30, 2022.  
Achieved 'Step Premium Seller 2023' for 'Menhood' brand on Amazon in 2023.

#### DETAILS OF BUSINESS OF OUR COMPANY

For details on the description of our Company's activity, business model, marketing strategy, strengths and prospects, please refer to the chapters entitled "Our Business", "Management Discussion and Analysis of Financial Conditions" and "Basis for Issue Price" on page 94, 145 and 79 respectively.

#### HOLDING COMPANY OF OUR COMPANY

Our Company does not have any holding company as on the date of filing this Red Herring Prospectus.

#### SUBSIDIARY COMPANIES OF OUR COMPANY

Our Company does not have any Subsidiary as on this date of filing of this Red Herring Prospectus.

#### ACQUISITION OF BUSINESS/UNDERTAKINGS & AMALGAMATION

Except as disclosed in this Red Herring Prospectus, there has been no acquisition of business/undertakings, mergers, amalgamation since incorporation.

#### HOLDING COMPANY

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

#### CAPITAL RAISING (DEBT / EQUITY)

For details in relation to our capital raising activities through equity, please refer to "Capital Structure" beginning on page 54 of this Red Herring Prospectus. For details of our Company's debt facilities, please refer to the section "Restated Financial Information" on page 140 of this Red Herring Prospectus.

#### TIME AND COST OVERRUNS IN SETTING UP PROJECTS

There has been no time / cost overrun in setting up projects by our Company.

#### INJUNCTION OR RESTRAINING ORDER

There are no injunctions/ restraining orders that have been passed against the Company.

#### REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS AND CONVERSION OF LOANS INTO EQUITY SHARES**

Our Company has not defaulted in making payment of interest and repayment and there is no pending overdue with any lender as of the date of filing of this Red Herring Prospectus. Refer “Risk Factors” beginning on Page 20 of this Red Herring Prospectus for further information.

Furthermore, except as disclosed in “Capital Structure” beginning on Page 54 of this Red Herring Prospectus, none of the Company's loans have been converted into equity in the past.

## **LOCK-OUT OR STRIKES**

Our Company, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this Red Herring Prospectus, our employees are not unionized.

## **SHAREHOLDERS OF OUR COMPANY**

Our Company has Nine (9) shareholders as on the date of this Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to “Capital Structure” beginning on page 54 of this Red Herring Prospectus.

## **CHANGES IN THE MANAGEMENT**

For details of change in Management, please see “Our Management” on page 121 of this Red Herring Prospectus.

## **CHANGES IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS**

There has been no change in the business activities of our Company during last five (5) years from the date of this Red Herring Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in “Management’s Discussion and Analysis of Financial Conditions & Results of Operations” beginning on page 145 of this Red Herring Prospectus.

## **SHAREHOLDERS AGREEMENTS**

As on the date of this Red Herring Prospectus, there are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

## **COLLABORATION AGREEMENTS**

As on the date of this Red Herring Prospectus, our Company is not a party to any collaboration agreements.

## **MATERIAL AGREEMENT**

Our Company has not entered into any material agreements other than the agreements entered into by it in ordinary course of business.

## **NON-COMPETE AGREEMENT**

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Red Herring Prospectus.

## **JOINT VENTURE AGREEMENT**

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

## **STRATEGIC PARTNERS**

Our Company has an Exclusive Distribution Agreement with Guangzhou Zhongpai Electronics Co. Ltd. (China) dated July 06, 2024 valid till December 05, 2024.

## **FINANCIAL PARTNERS**

Our Company does not have any financial partners as on the date of this Red Herring Prospectus.

## **CORPORATE PROFILE OF OUR COMPANY**

For details on the description of our Company’s activities, the growth of our Company, please see “Our Business”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” and “Basis for Issue Price” on pages 94, 121 and 79 of this Red Herring Prospectus.

## OUR MANAGEMENT

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on our Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Red Herring Prospectus, our Board consists of 5 (Five) Directors, out of whom 2 (Two) are Executive Directors and 3 (Three) are Non-Executive Directors and 2 (Two) of whom are Independent Directors.

Sr. No.	Name	DIN	Category	Designation
1.	Dushyant Gandotra	08360731	Executive	Managing Director
2.	Shivam Bhateja	07674360	Executive	Whole Time Director
3.	Divya Gandotra	07674807	Non-Executive	Director
4.	Priya Goel	07053397	Non-Executive	Additional Independent Director
5.	Sunil Kumar Rana	08747109	Non-Executive	Additional Independent Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Red Herring Prospectus:

Sr. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship(s)
1.	<p><b>Dushyant Gandotra</b>                      Designation; Managing Director                      Address: Flat No. S-202, On Second Floor Arshiya Residency Near Pink Square Mall Plot No. C-2 Adarsh Nagar , Rajapark Jawahar Nagar Jaipur Rajasthan - 302004                      Date of Birth: 26/06/1997                      Qualification: Bachelor's in business administration                      Occupation: Business                      Experience: 4 Years                      Term of Office: 5 Years                      Date of Expiration of Term: December 1, 2028</p>	27	Zappy Panda Ecom LLP
2.	<p><b>Shivam Bhateja</b>                      Designation; Whole Time Director                      Address: B-27, Acharya Vinobha Bhave Nagar, Vaishali Nagar, Jaipur Rajasthan - 302021                      Date of Birth: 17/10/1992                      Qualification: Master's in business administration                      Occupation: Business                      Experience: 6 Years                      Term of Office: 5 Years                      Date of Expiration of Term: December 1, 2028</p>	31	EMIAAC Technologies Private Limited
3.	<p><b>Divya Gandotra</b>                      Designation; Director                      Address: Flat No. S-202, On Second Floor Arshiya</p>	31	EMIAAC Technologies Private Limited



	Residency Near Pink Square Mall Plot No. C-2 Adarsh Nagar , Rajapark Jawahar Nagar Jaipur Rajasthan - 302004 Date of Birth: 16/08/1992 Qualification: Masters in Business Administration Occupation: Business Experience: 6 Years Term of Office: NA Date of Expiration of Term: Retire by Rotation		
4.	<b>Priya Goel</b> Designation; Additional Independent Director Address:A-78, Second Floor, East of Kailash Delhi -110065 Date of Birth: 15/12/1987 Qualification: Executive Post Graduate Certificate in Financial Management Occupation: Business Experience: 15 Years Term of Office: NA Date of Expiration of Term: Ensuing AGM	36	ACME Finvest Private Limited ACME Wealth Private Limited ACME Insurance Marketing Private Limited Goldline Financial Services Limited
5.	<b>Sunil Kumar Rana</b> Designation: Additional Independent Director Address: Quarter No.1, Non-Teaching Staff Quarter, Hansraj College, Delhi University, Malka Ganj, North Delhi, Delhi - 110007 Date of Birth: 28/02/1983 Qualification: Bachelors of Art Occupation: Business Experience: 18 Years Term of Office: NA Date of Expiration of Term: Ensuing AGM	41	ACME Wealth Private Limited ACME Finvest Private Limited

## BRIEF PROFILE OF THE DIRECTORS

**Dushyant Gandotra**, for further details kindly refer to the subsection titled – “**Key Managerial Personnel**” of this chapter.

**Shivam Bhateja**, for further details kindly refer to the subsection titled – “**Key Managerial Personnel**” of this chapter.

**Divya Gandotra**, leads EMIAC Technologies Private Limited, focusing on content marketing and client relationships. She drives brand visibility initiatives. Her education spans Computer Science, Marketing, and Law.

**Priya Goel**, with 16 years in finance, specializes in arbitrage, trading, and strategic finance management. She holds an MBA from IIM Kozhikode and a B.Sc. from Hindu College. Her roles included Relationship Manager and Derivatives Trader.

**Sunil Kumar Rana**, has extensive experience in operations management within financial services, focusing on coordination, query handling, and reporting. He holds a B.A. from Delhi University and various technical certifications. Currently, he ensures branch profitability at a wealth management company.

### Confirmations

*As on the date of this Red Herring Prospectus:*

- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on the NSE, during the term of their directorship in such company.*
- None of the Directors are on the RBI List of wilful defaulters*
- None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.*
- None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018. None of the above-mentioned Directors are on the RBI List of wilful defaulters as on the date of this Red Herring Prospectus.*
- None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*
- None of the Promoters, Directors or persons in control of our Company, have been or are 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.*

#### **FAMILY RELATIONSHIP BETWEEN DIRECTORS**

None of the Directors or Director and Key Managerial Personnel or Senior Management of the Company are related to each other as per Section 2(77) of the Companies Act, 2013, except as follows:

<b>Name of Director</b>	<b>Relationship</b>
Dushyant Gandotra	Sibling of our Director Divya Gandotra
Divya Gandotra	Sibling of our Managing Director Dushyant Gandotra

#### **DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) IN LISTED COMPANIES WHOSE SHARES HAVE BEEN / WERE SUSPENDED FROM BEING TRADED ON THE STOCK EXCHANGES AND REASONS FOR SUSPENSION**

None of our Directors is / was a Director in any listed company during the last five years before the date of filing of this Red Herring Prospectus, whose shares have been / were suspended from being traded on any stock exchange.

#### **DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) IN LISTED COMPANIES WHICH HAVE BEEN/ WERE DELISTED FROM THE STOCK EXCHANGE(S) AND REASONS FOR DELISTING**

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

#### **DETAILS OF ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CONSUMERS, SUPPLIERS OR OTHERS, PURSUANT TO WHICH OF THE DIRECTORS WERE SELECTED AS A DIRECTOR OR MEMBER OF SENIOR MANAGEMENT**

There are no arrangements or understandings with major shareholders, consumers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.

#### **DETAILS OF SERVICE CONTRACTS**

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, the directors have been issued Appointment letters for their term of appointment.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

#### **BORROWING POWER OF THE BOARD**

In terms of the special resolution passed at an Extraordinary General Meeting of our Company held on November 29, 2023 and pursuant to Section 180(1)(c) and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder, the consent of members of the Company has been accorded to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and free reserve, provided that the total outstanding amount so borrowed, shall not at any time exceed the limit of ₹75 Crores.

#### **COMPENSATION OF MANAGING DIRECTORS AND/OR WHOLE-TIME DIRECTOR(S)**

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our MD/WTD(s) for Fiscal 2024:

<b>Name of the Executive Director</b>	<b>Designation</b>	<b>Compensation (in ₹ Lakhs)*</b>
Dushyant Gandotra	Managing Director	24.00
Shivam Bhateja	Whole Time Director	16.00

*\*The above were not designated as Managing Director or Whole Time Director during the Fiscal 2023*

## PAYMENTS OR BENEFITS TO OUR DIRECTORS

### Non-Executive Directors:

Non-Executive Directors of the company - both Independent and Non-Independent - may be paid sitting fee, commission, and any other amounts as may be decided by our board in accordance with the provisions of the Articles of Association, the Companies Act, and other applicable laws & regulations.

### Contingent and deferred compensation payable to the Directors

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

### Bonus or profit-sharing plan for our directors

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

### Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

Our Company will not pay any remuneration to the Independent Directors of our company except the applicable sitting fee and reimbursement of expenses as per the Companies Act, 2013.

## SHAREHOLDING OF DIRECTORS OF OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any shares in our Company to qualify him/her for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Red Herring Prospectus:

Sr. No.	Name of Director	No. of Equity Shares held	% of pre-issue Equity Share Capital of our Company
1.	Shivam Bhateja	23,38,560	32.48%
2.	Dushyant Gandotra	23,38,560	32.48%
3.	Divya Gandotra	720	0.01%

## INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances. Provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and Promoters, pursuant to this Issue. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by

the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Except as stated in the chapter “Our Management” and “Restated Financial Information” beginning on page 121 and 140 respectively and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors are not interested in the appointment of or acting as Book Running Lead Manager, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

***Interest in promotion of Our Company***

Except Dushyant Gandotra, Shivam Bhateja, and Dviya Gandotra, who are Promoters of our company, none of our directors have any interest in the promotion of our Company other than in the ordinary course of business.

***Interest in the property of Our Company***

Our Directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Red Herring Prospectus. Our Directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

***Interest in the business of Our Company***

Save and except as stated otherwise in “Related Party Transaction” in the chapter titled “Restated Financial Information” beginning on page number 140 of this Red Herring Prospectus, our Directors do not have any other interests in our Company as on the date of this Red Herring Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

***Bonus or profit-sharing plan for the directors***

There is no bonus or profit-sharing plan for the Directors of our Company.

***Other indirect interest***

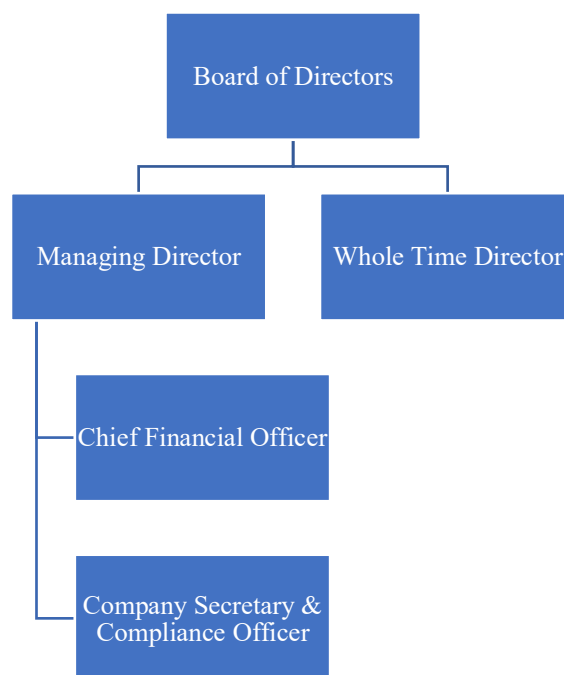
Except as stated in chapter titled “Restated Financial Information” beginning on page 140 of this Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors

**CHANGES IN THE BOARD**

Save and except as mentioned below, there has been no change in directorships in our Company:

S. No	Name of Director	Designation	Date of Appointment/ Cessation	Reason
1.	Dushyant Gandotra	Managing Director	28-11-2023	Redesignation
2.	Shivam Bhateja	Whole Time Executive Director	28-11-2023	Redesignation
2.	Divya Gandotra	Director	28-11-2023	Redesignation
3.	Priya Goel	Additional Independent Director	28-11-2023	Appointment
4.	Sunil Kumar Rana	Additional Independent Director	28-11-2023	Appointment

**MANAGEMENT ORGANIZATIONAL STRUCTURE**



## CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges. As on date of this Red Herring Prospectus, 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, 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 is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including a 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.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. *Audit Committee*
2. *Nomination and Remuneration Committee*

### Audit Committee

The Audit Committee was constituted vide Board resolution dated November 28, 2023 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Status in the Committee	Nature of Directorship
Ms. Priya Goel	Chairman	Independent
Mr. Sunil Rana	Member	Independent
Mr. Shivam Bhateja	Member	Whole Time

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

- Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions.
- Qualifications in the draft audit report.
- Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditor's independence and performance and effectiveness of the audit process.
- Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors on any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

The Audit Committee enjoys following powers:

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise if it considers necessary
- The audit committee may invite such executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of the internal audit committee.

The Audit Committee shall mandatorily review the following information:

- Management Discussion and Analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Management letters/letters of internal control weaknesses issued by the statutory auditors
- Internal audit reports relating to internal control weaknesses.
- The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall cease to be a member of this committee.

### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on November 28, 2023. As on the date of this Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Status in the Committee	Nature of Directorship
Mr. Sunil Rana	Chairman	Independent
Ms. Priya Goel	Member	Independent
Ms. Divya Gandotra	Member	Non-Executive

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

- Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors
- Devising a policy on diversity of the Board of Directors
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
- 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
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such a committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee

### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

### **KEY MANAGERIAL PERSONNEL**

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

Sr. No.	Name, Designation, Date of Joining, Qualification, Term and Previous Employment	Past business experience, and functions and areas of experience
1	<b>Name: Dushyant Gandotra</b> <b>Designation: Managing Director</b> <b>Date of Joining: 14-10-2019</b> <b>Qualification: BBA</b> <b>Term of Office: 5 Years</b> <b>Date of Expiration of Term: December 1, 2028</b>	<b>Past business experience:</b> He started his Entrepreneurship journey at 21 years of age. He focuses on the forefront of innovation and transformation in the industry of grooming. <b>Functions:</b> He is the Managing Director of Macobs, he focuses on impacting personal grooming with innovative ideas which leads to ongoing improvement in the business. His innovative ideas help the

	<b>Previous Employment:</b> NIL	business to have visions and missions from time to time.  <b>Areas of experience:</b> He has the experience of creating new innovative ideas. He comes with the background of bachelor's degree in Business Administration from the St. Xavier's College.
2	<b>Name:</b> Shivam Bhateja <b>Designation:</b> Whole Time Director <b>Date of Joining:</b> 28/11/2023 <b>Qualification:</b> MBA <b>Term of Office:</b> 5 Years <b>Date of Expiration of Term:</b> December 1, 2028 <b>Previous Employment:</b> NIL	<b>Past business experience:</b> Prior to co-founding Macobs, he accumulated over 10 years of diverse experience in Performance Marketing and Business Automation, establishing a robust foundation towards entrepreneurial journey.  <b>Functions:</b> He is currently serving as Whole Time Director at Macobs. He contributes to strategic planning, aligning long-term goals with the company's mission and vision which helps in establishing Macobs as a prominent and influential brand.  <b>Areas of experience:</b> He has over 10 years of experience in the area of Performance Marketing and Business Automation.
3	<b>Name:</b> Aditya Solanki <b>Designation:</b> Chief Financial Officer <b>Date of Joining:</b> 01/12/2023 <b>Qualification:</b> B.com <b>Term of Office:</b> Permanent <b>Date of Expiration of Term:</b> NA <b>Previous Employment:</b> India infoline Ltd.	<b>Past business experience:</b> He has distinguished exposure of over 13 years in the Capital Market Segment in India infoline Ltd. He is also well versed in Banking and Financial Support Services. He has made some significant contributions towards the functioning of the Capital market segment in Infoline Limited.  <b>Functions:</b> He performs various functions like financial planning, developing comprehensive budgets, forecasts and financial reporting. He also provides strategic direction to the company by providing financial insights and leadership to the executive team on the board.  <b>Areas of experience:</b> He has distinguished exposure of over 13 years in the Capital Market Segment in India infoline Ltd. He is also well versed in Banking and Financial Support Services.
4	<b>Name:</b> Ankita Soni <b>Designation:</b> Company Secretary and Compliance Officer <b>Date of Joining:</b> 01/12/2023 <b>Qualification:</b> Company Secretary <b>Term of Office:</b> Permanent <b>Date of Expiration of Term:</b> Permanent <b>Previous Employment:</b> GACM Technologies Ltd.	<b>Past business experience:</b> She brings a diverse and comprehensive professional background as Company Secretary at GACM Technologies Ltd. In this capacity, she provided invaluable legal, financial, and strategic advice during and outside meetings. Her role extended to advising directors and senior leadership on corporate governance matters, ensuring compliance with regulatory changes, and maintaining up-to-date organizational policies.  <b>Functions:</b> Her functions include various crucial aspects of company administration and governance. She manages the overall statutory compliance by meticulously maintaining books and filing necessary documents with Companies. She helps in extending support for efficient board functions, fostering communication among stakeholders, and liaising with external regulators and advisers.  <b>Areas of experience:</b> She has vast experience as company secretary, business development and human resource management. She has worked extensively in these areas.

#### COMPENSATION OF KEY MANAGERIAL PERSONNEL

The table below sets forth the details of the compensation (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our key managerial personnel for Fiscal 2024:



Name of the KMP	Designation	Compensation for the Fiscal 2024 (in ₹ Lakhs)
Dushyant Gandotra	Managing Director	24.00
Shivam Bhateja	Whole Time Director	16.00
Ankita Soni	Company Secretary and Compliance Officer	1.00
Aditya Solanki	Chief Financial Officer	NIL

Notes:

- i. All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- ii. There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel was selected as a director or member of senior management.
- iii. None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company; although they abide by their terms of appointments.

#### Family Relationship Between Key Managerial Personnel

None of the KMP of the Company are related to each other as per section 2(77) of the Companies Act, 2013.

#### Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

#### Contingent and Deferred Compensation Payable to Key Managerial Personnel

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

#### Shareholding of the Key Managerial Personnel

Except Dushyant Gandotra and Shivam Bhateja who hold 46,77,120 Equity Shares of the Company none of our Key Managerial Personnel holds any Equity Shares in our Company as on the date of this Red Herring Prospectus.

#### Interest of Key Managerial Personnel

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

#### Changes in Our Company's Key Managerial Personnel During the Last Three Years

Following have been the changes in the Key Managerial Personnel during the last three years:

Sr. No.	Name of Director	Date of Change	Reason
1.	Ankita Soni	01/12/2023	Appointed as Company Secretary
2.	Aditya Solanki	01/12/2023	Appointed as Chief Financial Officer

Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

#### Scheme of Employee Stock Options or Employee Stock Purchase

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

#### Loans to Key Managerial Personnel

There are no loans outstanding against the key managerial personnel other than the loan mentioned in the chapter – Restated Financial statement page no. 140.

**Payment of Benefits to Officers of Our Company (Non-Salary Related)**

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “Restated Financial Information” and the chapter titled “Our Business” beginning on pages 140 and 894 of this Red Herring Prospectus, we have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Red Herring Prospectus.

**RETIREMENT BENEFITS**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

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## OUR PROMOTERS


### The Promoters of our Company are:

S.N.	Name	Category	Shareholding
1.	Dushyant Gandotra	Individual Promoters	23,38,560
2.	Shivam Bhateja	Individual Promoters	23,38,560
3.	Divya Gandotra	Individual Promoters	720


For details of the build-up of our promoter's shareholding in our Company, see "Capital Structure" beginning on page 554 of this Red Herring Prospectus.

### Brief profiles of our Individual Promoters is as under:

	<b>Name</b>	<b>Dushyant Gandotra</b>
	<b>Age</b>	27 Years
	<b>PAN</b>	BSDPG9552P
	<b>Personal Address</b>	Flat No. S-202, On Second Floor Arshiya Residency Near Pink Square Mall Plot No. C-2 Adarsh Nagar , Rajapark Jawahar Nagar Jaipur Rajasthan - 302004
	<b>Directorships &amp; Other Ventures</b>	Zappy Panda Ecom LLP
	<b>Experience</b>	4 Years
	<b>Occupation</b>	Business
	<b>No. of Equity Shares &amp; % pre-Issue Shareholding</b>	23,38,560 i.e. 32.48% of total pre-issue shareholding

	<b>Name</b>	<b>Shivam Bhateja</b>
	<b>Age</b>	31 Years
	<b>PAN</b>	BHEPB2190J
	<b>Personal Address</b>	B-27, Acharya Vinobha Bhave Nagar, Vaishali Nagar, Jaipur Rajasthan - 302021
	<b>Directorships &amp; Other Ventures</b>	EMIAC Technologies Private Limited
	<b>Experience</b>	6 Years
	<b>Occupation</b>	Business

	<b>No. of Equity Shares &amp; % pre-Issue Shareholding</b>	23,38,560 i.e. 32.48% of total pre-issue shareholding
--	--	---

	<b>Name</b>	<b>Divya Gandotra</b>
	<b>Age</b>	31 Years
	<b>PAN</b>	BIMPG2955F
	<b>Personal Address</b>	Flat No. S-202, On Second Floor Arshiya Residency Near Pink Square Mall Plot No. C-2 Adarsh Nagar , Rajapark Jawahar Nagar Jaipur Rajasthan - 302004
	<b>Directorships &amp; Other Ventures</b>	EMAC Technologies Private Limited
	<b>Experience</b>	6 Years
	<b>Occupation</b>	Business
	<b>No. of Equity Shares &amp; % pre-Issue Shareholding</b>	720 Shares i.e. 0.01% of total pre-issue shareholding

For details pertaining to other ventures of our Promoters, refer to “Our Group Companies” beginning on page 136 of this Red Herring Prospectus.

#### **UNDERTAKINGS AND CONFIRMATIONS**

- Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhaar and Passport Number of the Promoters will be submitted to the EMERGE Platform of NSE, where the securities of our Company are proposed to be listed at the time of submission of Red Herring Prospectus.
- Our Promoters has confirmed that they have not been identified as wilful defaulters.
- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

#### **COMMON PURSUITS/ CONFLICT OF INTEREST**

There is no other venture of the Promoters which is engaged in a similar line of business as our Company as on date of this Red Herring Prospectus. We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

#### **RELATIONSHIP OF PROMOTER WITH OUR DIRECTORS**

Our Promoters are part of our Board of Directors as Director, Managing Director and Whole Time Director. None of our Promoters are related to any of our Company’s Directors within the meaning of Section 2(77) of the Companies Act, 2013, except as disclosed in “Our Management” beginning on page number 121 of this Red Herring Prospectus.

#### **EXPERIENCE OF OUR PROMOTER**

For information, refer to “Our Management” beginning on page number 121 of this Red Herring Prospectus.

#### **INTEREST OF PROMOTER**

##### ***Interest in promotion of Our Company***

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

##### ***Interest in the property of Our Company***

Our Promoters have no interest in any property acquired by our Company neither in the preceding two years from the date of this Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Red Herring Prospectus. Our Promoters also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

For more information, refer to “**Our Business**” beginning on page number 94 of this Red Herring Prospectus.

***Interest as member of Our Company***

Our Promoters hold 46,77,840 Equity Shares aggregating to 64.97 % of pre-issue Equity Share Capital in our Company and are therefore interested in the extent of his respective shareholding and the dividend declared, if any, by our Company. Except to the extent of his respective shareholding in our Company and benefits provided to our Promoters given in “**Our Management**” beginning on page 121 of this Red Herring Prospectus, our Promoters hold no other interest in our Company.

***Interest as Director of our Company***

Except as stated in the “**Restated Financial Information**” beginning on page 140 of the Red Herring Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

**COMPANIES / FIRMS FROM WHICH THE PROMOTER HAVE DISASSOCIATED THEMSELVES IN THE LAST (3) THREE YEARS**

Our Promoters has not disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Red Herring Prospectus, except as follows:

**Shivam Bhateja**

S.No.	Company Name	Effective Date	Reason
1	Manest Private Limited	02/11/2023	Cessation of directorship
2	Billionaire Brothers Private Limited	15/03/2022	Cessation of directorship

**Dushyant Gandotra**

S.No.	Company Name	Effective Date	Reason
1	Manest Private Limited	02/11/2023	Cessation of directorship

**Divya Gandotra**

S.No.	Company Name	Effective Date	Reason
1	Manest Private Limited	02/11/2023	Cessation of directorship

**OTHER VENTURES OF OUR PROMOTER**

Save and except as disclosed in the ‘**Our Promoters**’ beginning on page 132 of the Red Herring Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

**CHANGE IN THE CONTROL OF OUR COMPANY**

There has been no change of control of our Company, the Promoters of our Company are Shivam Bhateja and Dushyan Gandotra. Initial subscribers to the MoA of our Company were Shivam Bhateja and Dushyan Gandotra. Divya Gandotra has been named as Promoter under SEBI ICDR Regulation as being sibling of Dushyant Gandotra and holding office of Non-Executive Director of the Company. For details of the shareholding acquired by the Promoters of our Company refer to the capital build-up of our Promoters under “**Capital Structure**” beginning on page 54 of this Red Herring Prospectus.

**LITIGATION INVOLVING OUR PROMOTER**

For details of legal and regulatory proceedings involving our Promoters, please refer to “**Outstanding Litigation and Material Developments**” beginning on page 152 of this Red Herring Prospectus.

#### **PAYMENT OF BENEFITS TO OUR PROMOTER AND PROMOTER GROUP DURING THE LAST TWO YEARS**

Save and except as disclosed under “*Restated Financial Information*” beginning on page number 140 of the Red Herring Prospectus, there has been no Payment or benefit to promoter during the two (2) years preceding the date of filing of this Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Red Herring Prospectus.

#### **OTHER CONFIRMATIONS**

As on the date of this Red Herring Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Red Herring Prospectus, except as disclosed under “*Outstanding Litigation and Material Developments*” beginning on page 152 of this Red Herring Prospectus.

#### **GUARANTEES**

Our promoter may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to “*Statement of Financial Indebtedness*” and “*Restated Financial Information*” on page 142 and 140 respectively of this Red Herring Prospectus.

#### **RELATED PARTY TRANSACTIONS**

For details of related party transactions entered into by our Company, please refer to “*Restated Financial Information*” beginning on page 140 of the Red Herring Prospectus.

#### **INFORMATION OF OUR GROUP COMPANIES**

For details related to Our Group Companies please refer “*Our Group Companies*” on page 137 of this Red Herring Prospectus.

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## OUR PROMOTER GROUP

Our Promoters and Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under

### A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI (ICDR) Regulations 2018 form part of our Promoter Group:

S. No.	Relationship	Dushyant Gandotra	Divya Gandotra	Shivam Bhateja
1	Father	Rajeev Gandotra	Rajeev Gandotra	Late Rakesh Bhateja
2	Mother	Bela Gandotra	Bela Gandotra	Geeta Bhateja
3	Spouse	NA	NA	NA
4	Brother	NA	Dushyant Gandotra	Rahul Bhateja
5	Sister	Divya Gandotra	NA	NA
6	Son	NA	NA	NA
7	Son's spouse	NA	NA	NA
8	Daughter	NA	NA	NA
9	Daughter's spouse	NA	NA	NA
10	Spouse's Father	NA	NA	NA
11	Spouse's Mother	NA	NA	NA
12	Spouse's Brother	NA	NA	NA
13	Spouse's Sister	NA	NA	NA

### B. Companies and proprietorship firms forming part of our Promoter Group are as follows:

Nature of Relationship	Name of Entities
Any body corporate in which 20% or more of the share capital is held by the Promoters or an immediate relative of the Promoters or a firm or HUF in which the Promoters or any one or more of his immediate relative is a member.	<ol style="list-style-type: none"> <li>1. EMIAC Technologies Private Limited</li> <li>2. Zappy Panda Ecom LLP</li> <li>3. Manest Private Limited</li> <li>4. Billionaire Brothers Private Limited</li> </ol>
Any body corporate in which a body corporate as mentioned above holds 20% or more of the total share capital	NIL
Any HUF or firm in which the aggregate share of the Promoters and his relatives is equal to or more than 20% of the total capital	NIL

## OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations 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 Issue Documents, our Company has considered the companies with which there have been related party transactions in the last three years, as disclosed in the chapter titled “Restated Financial Information” beginning on Page 140 of this Red Herring Prospectus.

Pursuant to a resolution passed by our Board dated November 28, 2023 for the purpose of disclosure in the Issue Documents for the Issue, a company shall be considered material and disclosed as “Group Company”, if:

- a. Such company (ies) in which, the investment in the form of equity or loan by the Company exceeds 10% of the net worth of the Company for the last audited financial year;
- b. Where the Company has entered into one or more transactions with such company (ies) in the last audited financial year, cumulatively exceeding 10% of the total revenue of the Company for the last audited financial year;
- c. Any other company/ entities that the Board may decide to consider material.

Accordingly, based on the parameters outlined above, as on date of this Red Herring Prospectus, our Board has identified the following companies as Our Group Companies (“Group Companies”): **NIL**



## **RELATED PARTY TRANSACTIONS**

For details on related party transaction of our Company, please refer to “Restated Financial Information – Notes to Restated Financial Information – Annexure X – Related Party Transactions” at page 140 of this Red Herring Prospectus.

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## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.

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**SECTION VII – RESTATED FINANCIAL INFORMATION**

<b>S. No.</b>	<b>Details</b>	<b>Page Number</b>
1.	Independent Auditors' Report and Standalone Restated Financial Statements for the year ended March 31, 2022, March 31, 2023, and March 31, 2024, of the Company.	F-1 to F-43

**SECTION IX – FINANCIAL INFORMATION OF THE COMPANY**

**RESTATED FINANCIAL STATEMENTS**

**INDEPENDENT AUDITOR’S REPORT ON RESTATED FINANCIAL STATEMENT OF MACOBS  
TECHNOLOGIES LIMITED (Formerly known as MACOBS TECHNOLOGIES PRIVATE LIMITED)**

**(As required by Section 26 of the Companies Act, 2013 read with Rule 4 of the Companies  
(Prospectus and Allotment of Securities) Rules, 2014)**

To,  
The Board of Directors,  
Macobs Technologies Limited  
(Formerly known as Macobs Technologies Private Limited),  
Plot No. A-305, Backside National Handloom Corp.  
Vaishali Nagar, Jaipur, Rajasthan- 302021

**Report on Restated Financial Statements**

We have examined the attached Restated Statement of Assets and Liabilities of **Macobs Technologies Limited (Formerly known as Macobs Technologies Private Limited, “the Company”)**, as at 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022, the Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022, the Statement of Significant Accounting Policies and other explanatory information (collectively herein after known as the “Restated Financial Information” or “Restated Financial Statements”). These Restated Financial Information have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) of Equity Shares.

1. These Restated Financial Information has been prepared in accordance with the requirements of:
  - i. Section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of companies Act, 2013, as amended (hereinafter referred to as the “Act”).
  - ii. Part-I of Chapter-IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, as amended (The “SEBI Regulation”) issued by the SEBI.
  - iii. The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Prospectus/Prospectus being issued by the Company for its proposed Initial Public Offering of Equity Shares.

- iv. The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (“Guidance Note”).
  - v. In terms of Schedule-VI of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts, We, **V Sahai Tripathi & Co.**, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold valid **Certificate No. 015039 dated 07.03.2023** issued by the “Peer Review Board” of the ICAI.
2. The Restated Financial Information of the Company have been extracted by the management from the Audited Financial Statements of the Company for the period ended 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March 2022, which have been approved by the Board of Directors.
  3. Financial Statements for the period ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 have been audited by NAVP & Associates. Accordingly, reliance has been placed on the financial information examined by statutory auditors of the Company for the said years. The Financial Report included for these years is based solely on the Auditors Report submitted by them. We have carried out the re-audit of the financial statements for the period ended 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023 as required by SEBI regulations.
  4. Restated Financial Information as per Audited Financial Statements by statutory auditors and re audited by us as described in Para 3 above:
    - 1) We have examined:
      - a) The attached Restated Statements of Assets and Liabilities of the Company, as at 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 (**Annexure I**);
      - b) The attached Restated Statement of Profits and Losses of the Company for the period ended on 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 (**Annexure II**);
      - c) The attached Restated Statement of Cash Flows of the Company for period ended on 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 (**Annexure III**);
      - d) The Significant Accounting Policies adopted by the Company and notes to Restated Financial Statements along with adjustments on account of audit qualifications/adjustments /regroupings. (**Annexure IV**);
    - 2) In accordance with the requirements of Act, ICDR Regulations, Guidance Note and the terms of our Engagement Letter, we further report that:
      - a) The “Restated Statement of Assets and Liabilities” as set out in **Annexure I** to this report, of the Company as at 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Financial Information as set out in **Annexure IV** to this report.

- b) The “Restated Statement of Profit and Loss” as set out in **Annexure II** to this report, of the Company for the period ended on 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 are prepared by the Company, and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Financial Information as set out in **Annexure IV** to this Report.
- c) The “Restated Statement of Cash Flow “as set out in **Annexure III** to this report, of the Company for the period ended on 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Cash flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Financial Information as set out in **Annexure IV** to this Report.

Based on the above and as per the reliance placed by us on the audited financial statements of the Company and Auditors Report thereon issued by the Statutory Auditors of the Company for the period ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022, we are of the opinion that “Restated Financial Statements” or “Restated Financial Information” have been made after incorporating:

- a) Adjustments for the **changes in accounting policies** retrospectively in respective periods to reflect the same accounting treatment as per changed accounting policy for all reporting periods.
- b) Adjustments for any **prior period and other material amounts** in the respective periods have been made to which they relate; and
- c) Adjustments on account of the **statutory audit qualifications**, if any, have been adjusted and regrouped to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Financial Information as set out in **Annexure IV** to this Report.
- d) Adjustments in Restated Financial Statements have been made in accordance with the **correct accounting policies**.
- e) There is no **change in accounting policies**, which needs to be adjusted in the “Restated Financial Statements”. There is no revaluation reserve, which needed to be disclosed separately in the Restated Financial Statement in the respective periods.
- f) First time provision for gratuity has been recognised in the financial statements for the period ending March 31, 2024. Out of the total provision, provisions related to earlier financial years have been taken into account in the restated financial statements (Refer **Annexure - Z**).

## 5. Other Financial Information:

- 1) We have also examined the following financial information as set out in the annexures prepared by the Management and as approved by the Board of directors of the Company for period ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022:

Restated Statement of Share Capital, Reserves and surplus	Annexure-A
Restated Statement of Long term and Short term Borrowings	Annexure-B & BA
Restated Statement of Deferred Tax (Assets)/Liabilities	Annexure-C
Restated Statement of Long Term Provisions	Annexure-D
Restated Statement of Trade Payables	Annexure-E & EA
Restated Statement of Other Current Liabilities and Short Term Provisions	Annexure-F
Restated Statement of Fixed Assets	Annexure-G
Restated Statement of Other Non-Current Assets	Annexure-H
Restated Statement of Current Investments	Annexure-I
Restated Statement of Inventory	Annexure-J
Restated Statement of Trade Receivables	Annexure-K & KA
Restated Statement of Cash & Cash Equivalents	Annexure-L
Restated Statement of Short-Term Loans and Advances	Annexure-M
Restated Statement of Other Current Assets	Annexure-N
Restated Statement of Turnover	Annexure-O
Restated Statement of Other Income	Annexure-P
Restated Statement of Employee Benefit Expenses	Annexure-Q
Restatement Statement of Finance Costs	Annexure-R
Restated Statement of Other Expenses	Annexure-S
Restated Statement of Capitalization	Annexure-T
Restated Statement of Tax shelters	Annexure-U
Restated Statement of Contingent liabilities	Annexure-V
Restated Statement of Mandatory Accounting Ratios	Annexure-W
Restated Statement of Related party transaction	Annexure-X
Restated Statement of Ratio Analysis	Annexure-Y
Restated Statement of Material Adjustment	Annexure-Z

- 2) The Restated Financial Information contains all the disclosures required by the Accounting Standards notified under section 133 of the Companies Act, 2013.
- 3) The preparation and presentation of the Restated Financial Information referred above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Restated Financial Information referred above is the responsibility of the management of the Company.
- 4) In our opinion, the above Restated Financial Information contained in **Annexure I to III and Annexure A to Z** of this report read along with the restated statement of Significant Accounting Policies and Notes as set out in **Annexure IV** are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Companies Act 2013, the SEBI ICDR Regulations, Engagement Letter and Guidance Note.

- 5) Consequently, the Restated Financial Information has been prepared after making such regroupings and adjustments as were, in our opinion considered appropriate to comply with the same. As a result of these regroupings and adjustments, the amount reported in the Restated Financial Information may not necessarily be same as those appearing in the respective audited financial statements for the relevant periods.
- 6) The report should not in any way be construed as a re-issuance or re-drafting of any of the previous auditors report issued by other Firm of Chartered Accountants nor should this report be constructed as a new opinion on any of the financial statements referred to herein.
- 7) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 8) Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior written consent.
- 9) The originally incorporated **Macobs Technologies Private Limited** company converted in Public Limited Company u/s 18 of the Companies Act, 2013 and approval of Central Government signified in writing having been accorded thereto by the ROC Jaipur vide **SRN AA3976360** dated **04/08/2023**.

#### **Auditor's Responsibility**

6. Our responsibility is to express an opinion on these Restated Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Restated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depending upon the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Restated Financial Statements.



## **Opinion**

7. In our opinion and to the best of our information and according to the explanations given to us, the Restated Financial Statements (Restated Financial Information) read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable;
- a) In the case of Restated Statement of Assets and Liabilities, of the state of affairs of the Company as at 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022;
  - b) In the case of the Restated Statement of Profit and Loss, the profit of the Company for the periods ended on those dates; and
  - c) In the case of the Restated Cash Flow Statement, of the net cash flows of the Company for the periods ended on those dates.

## **Emphasis of Matter**

We draw your attention to the responsibility of the Company to ascertain vendor or party under The Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act). It requires timely payments to such vendors or parties as well as disclosure of information in respect of same in Financial Statements. The management of the Company has not taken any step to ascertain the suppliers, vendors or parties who may be covered under The Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act). Company has not received any confirmation from any supplier, vendor or party stating that it is covered under The Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) as on the date of signing of these financials by us. In the absence of such information we are unable to comment on the compliance of MSMED Act.

Our opinion is not qualified in respect of this matter.

**For, V Sahai Tripathi & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 000262N**  
**Peer Review No.: 015039**

**CA Vishwas Tripathi**  
**Partner**  
**Membership No.: 086897**

**Date: 27-06-2024**  
**Place: New Delhi**  
**UDIN: 24086897BKCSUE4185**

## RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amt in Lacs.)

Particulars	Notes	As at		
		31-Mar-24	31-Mar-23	31-Mar-22
<b>I. EQUITY AND LIABILITIES</b>				
<b>Shareholder's Funds</b>				
Share Capital	A	720.00	1.00	1.00
Reserves and Surplus	A	262.77	243.50	39.00
Money received against share warrants		-	-	-
<b>Non Current Liabilities</b>				
Long-term Borrowings	B	61.52	9.02	11.61
Deferred tax liabilities (Net)	C	-	-	-
Other Long Term Liabilities		-	-	-
Long-term Provisions	D	14.60	6.11	3.63
<b>Current Liabilities</b>				
Short-term Borrowings	B	188.61	98.33	9.23
Trade Payables	E	13.48	67.47	16.82
Other Current Liabilities	F	98.86	98.25	56.61
Short-term Provisions	F	83.60	71.37	14.62
<b>Total</b>		<b>1,443.44</b>	<b>595.05</b>	<b>152.51</b>
<b>II. Assets</b>				
<b>Non Current Assets</b>				
Property, Plant and Equipment and Intangible assets				
(i) Property, Plant and Equipment	G	71.42	19.98	23.49
(ii) Intangible Assets		-	-	-
(iii) Capital Work-In-Progress		-	-	-
(iv) Intangible Assets Under Development		-	-	-
Non Current Investments		-	-	-
Deferred Tax Assets (Net)	C	6.03	1.22	0.03
Long-term Loans and Advances		-	-	-
Other Non Current Assets	H	202.43	120.25	0.25
<b>Current assets</b>				
Current Investments	I	6.04	-	-
Inventories	J	297.65	59.64	22.18
Trade Receivables	K	17.98	9.85	9.95
Cash and Bank Balances	L	413.92	86.18	52.04
Short-term Loans and Advances	M	423.76	296.72	44.37
Other Current Assets	N	4.21	1.21	0.21
<b>Total</b>		<b>1,443.44</b>	<b>595.05</b>	<b>152.52</b>

Note:- The above statement should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexures II , III and IV

As per our report of even date

**For V Sahai Tripathi & Co.**  
Chartered Accountants  
Firm Reg. No. - 000262N  
Peer Review No. - 015039

**For and on behalf of the Board of Directors of**  
**Macobs Technologies Limited**

**CA Vishwas Tripathi**  
Partner  
Membership No. 086897

**(Whole-Time Director)** **(Managing Director)**  
**SHIVAM BHATEJA** **DUSHYANT GANDOTRA**

Place: Delhi  
Date: 27-06-2024  
UDIN: 24086897BKCSUE4185

**(CFO)** **(Company Secretary)**  
**Aditya Solanki** **Ankita Soni**

## RESTATED STATEMENT OF PROFIT AND LOSS

(Amt in Lacs.)

Particulars	Notes	For the period ended		
		31-Mar-24	31-Mar-23	31-Mar-22
Revenue from Operations (Gross)	O	2,061.79	1,478.08	601.29
Other income	P	12.88	4.73	1.01
<b>Total Income</b>	<b>i</b>	<b>2,074.67</b>	<b>1,482.81</b>	<b>602.30</b>
Expenses:				
Cost of Materials Consumed		-	-	-
Changes in inventories of finished goods, work in progress and stock-in- trade		(238.01)	(37.46)	(8.30)
Purchases of stock in trade*		841.66	312.20	112.24
Employee benefits expense	Q	104.53	95.93	61.53
Finance costs	R	37.82	15.72	0.26
Depreciation and amortization expense		17.99	10.35	3.18
Other expenses	S	1,011.72	811.96	380.19
<b>Total Expenses</b>	<b>ii</b>	<b>1,775.71</b>	<b>1,208.70</b>	<b>549.11</b>
<b>Profit before exceptional and extraordinary items and tax (i-ii)</b>	<b>iii</b>	<b>298.96</b>	<b>274.11</b>	<b>53.19</b>
Exceptional/Prior Period item		-	-	-
Profit before extraordinary items and tax		298.96	274.11	53.19
Extraordinary item		-	-	-
<b>Profit Before Tax</b>		<b>298.96</b>	<b>274.11</b>	<b>53.19</b>
Provision for Tax				
- Current Tax		82.50	70.81	14.27
- Deferred Tax		(4.81)	(1.20)	0.03
<b>Restated profit after tax for the period from continuing operations</b>		<b>221.27</b>	<b>204.50</b>	<b>38.89</b>
Profit/ (Loss) from Discontinuing operation		-	-	-
Tax expenses of discontinuing operations		-	-	-
<b>Restated profit for the period</b>		<b>221.27</b>	<b>204.50</b>	<b>38.89</b>

*Particulars	For the period ended		
	31-Mar-24	31-Mar-23	31-Mar-22
Local Purchases	691.29	311.08	64.56
Value of Import	150.37	1.12	47.68
<b>Total</b>	<b>841.66</b>	<b>312.20</b>	<b>112.24</b>

Note: The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, and cash flows appearing in Annexures I, III and IV

As per our report of even date

For V Sahai Tripathi & Co.  
Chartered Accountants  
Firm Reg. No. - 000262N  
Peer Review No. - 015039

For and on behalf of the Board of Directors of  
Macobs Technologies Limited

CA Vishwas Tripathi  
Partner  
Membership No. 086897

(Whole-Time Director)  
SHIVAM BHATEJA

(Managing Director)  
DUSHYANT GANDOTRA

Place: Delhi  
Date: 27-06-2024  
UDIN: 24086897BKCSUE4185

(CFO)  
Aditya Solanki

(Company Secretary)  
Ankita Soni

## RESTATED CASH FLOW STATEMENT

(Amt. In Lacs)

Particulars	For the period ended		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>A. Cash flow from Operating Activities</b>			
<b>Net Profit / (Loss) before Extraordinary Items and Tax</b>	298.96	274.11	53.19
<i>Adjustments for:</i>			
Depreciation and Amortisation	17.99	10.35	3.18
Assets written off during the period	-	-	-
Interest Income	(11.23)	(4.02)	(0.65)
Interest Expenses	24.30	3.17	0.20
Loan Processing Fees	8.70	12.55	0.06
(Profit) / Loss on Sales of Investments	(1.22)	-	-
<b>Operating Profit / (Loss) before Working Capital changes (i)</b>	<b>337.50</b>	<b>296.16</b>	<b>55.98</b>
<i>Changes in Working Capital:</i>			
<i>Adjustments for (Increase) / Decrease in Operating Assets:</i>			
Inventories	(238.01)	(37.46)	(8.30)
Trade Receivables	(8.13)	0.10	(8.71)
Short-Term Loans and Advances	(117.66)	(252.35)	(26.37)
Other Current Assets	(3.00)	(1.00)	(0.21)
Other Non-Current Assets	(82.18)	(120.00)	-
<i>Adjustments for Increase / (Decrease) in Operating Liabilities:</i>			
Trade Payables	(53.99)	50.65	(12.53)
Other Liabilities	0.61	41.65	51.58
Provisions	20.72	59.23	17.01
<b>Cash generated from Operations (ii)</b>	<b>(144.14)</b>	<b>36.98</b>	<b>68.45</b>
Net Taxes paid (iii)	(82.50)	(70.81)	(14.26)
<b>Net Cash Flow from / (used in) Operating Activities (A) (ii+iii)</b>	<b>(226.64)</b>	<b>(33.83)</b>	<b>54.19</b>
<b>B. Cash Flow from Financing Activities</b>			
Borrowings	142.80	86.51	16.73
Interest Expenses	(24.30)	(3.17)	(0.20)
Loan Processing fees	(8.70)	(12.55)	(0.06)
Loan and Advances Given	(9.40)	-	(0.95)
Proceeds from Right Issue	517.00	-	-
<b>Net Cash Flow from / (used in) Financing Activities (B)</b>	<b>617.40</b>	<b>70.79</b>	<b>15.52</b>
<b>C. Cash Flow from Investing Activities</b>			
Purchase of Investments	(6.04)	-	-
Net Proceeds from sale of investment	1.22	-	-
Interest Income	11.23	4.02	0.65
Purchase of Fixed Assets (net)	(69.44)	(6.84)	(24.70)
<b>Net Cash Flow from / (used in) Investing Activities (C)</b>	<b>(63.03)</b>	<b>(2.82)</b>	<b>(24.05)</b>
<b>Cash and Bank at the beginning of the period</b>	<b>86.18</b>	<b>52.04</b>	<b>6.38</b>
<b>Cash Flow during the period (A+B+C)</b>	<b>327.73</b>	<b>34.14</b>	<b>45.66</b>
<b>Cash and Bank at the end of the period</b>	<b>413.92</b>	<b>86.18</b>	<b>52.04</b>

Note: The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, and cash flows appearing in Annexures I, II and IV

As per our report of even date

For V Sahai Tripathi & Co.  
Chartered Accountants  
Firm Reg. No. - 000262N  
Peer Review No. - 015039

For and on behalf of the Board of Directors of  
Macobs Technologies Limited

CA Vishwas Tripathi  
Partner  
Membership No. 086897

(Whole-Time Director) (Managing Director)  
SHIVAM BHATEJA DUSHYANT GANDOTRA

Place: Delhi  
Date: 27-06-2024  
UDIN: 24086897BKCSUE4185

(CFO) (Company Secretary)  
Aditya Solanki Ankita Soni

## RESTATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

(Amt in Lacs.)

Particulars	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Share Capital</b>			
<b>Authorised Share Capital</b>			
FY 2023-24 - 100,00,000 Equity shares of Rs.10 each			
FY 2022-23 - 35,00,000 Equity shares of Rs.10 each			
FY 2021-22-10,000 Equity shares of Rs.10each	1000.00	350.00	1.00
<b>Issued, Subscribed and Paid up Share Capital</b>			
FY 2023-24-72,00,000 Equity Shares of Rs. 10 each fully paid up			
FY 2022-23-10,000 Equity Shares of Rs. 10 each fully paid up			
FY 2021-22-10,000 Equity Shares of Rs. 10 each fully paid up	720.00	1.00	1.00
<b>Total</b>	<b>720.00</b>	<b>1.00</b>	<b>1.00</b>
<b>Reserves and Surplus</b>			
<b>A) Capital Reserves</b>			
Opening Balance	-	-	-
Add : Addition during the year	-	-	-
<b>Closing Balance (A)</b>	-	-	-
<b>B) Securities Premium</b>			
Opening Balance	-	-	-
Add : Addition during the year	-	-	-
Less : Bonus Shares Issued	-	-	-
<b>Closing Balance (B)</b>	-	-	-
<b>C) Surplus/(Deficit) in Profit and Loss account</b>			
Opening Balance	243.50	39.00	0.11
Add: Profit for the year	221.27	204.50	38.89
Less:- Bonus Shares Issued	(202.00)	-	-
<b>Closing Balance (C)</b>	<b>262.77</b>	<b>243.50</b>	<b>39.00</b>
<b>Total Reserve and Surplus (A+B+C)</b>	<b>262.77</b>	<b>243.50</b>	<b>39.00</b>

## 1 Terms/rights attached to equity shares:

i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.

ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

## 2 The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

## 3 Company does not have any Revaluation Reserve.

## 4 The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II ,III and IV.

## 5 The reconciliation of the number of shares outstanding as at: -

Particulars	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Number of shares outstanding at the beginning of the period	10,000	10,000	10,000
Add: Rights Shares issued during the period	51,70,000	-	-
Add: Bonus Shares issued during the year	20,20,000	-	-
Less: Shares bought back during the Year	-	-	-
<b>Total</b>	<b>72,00,000</b>	<b>10,000</b>	<b>10,000</b>
<b>Number of shares outstanding at the end of the period</b>	<b>72,00,000</b>	<b>10,000</b>	<b>10,000</b>

## 6 The detail of shareholders holding more than 5% of Shares as at: -

Name of Share Holder	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Shivam Bhateja	23,38,560	3,248	5,000
Dushyant Gandotra	23,38,560	3,248	5,000
Raman Talwar	24,20,000	3,500	-

## 7 The detail of Shares held by Promoters: -

Name of Share Holder	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Shivam Bhateja	23,38,560	3,248	5,000
Dushyant Gandotra	23,38,560	3,248	5,000

## RESTATED STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS

(Amt in Lacs.)

Particulars	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Long Term Borrowings</b>			
From Banks/Financial Institutions (Secured)	29.39	9.02	11.61
From Banks/Financial Institutions (Unsecured)	32.13	-	-
<b>Total</b>	<b>61.52</b>	<b>9.02</b>	<b>11.61</b>
<b>Current maturities of long-term borrowings</b>			
From Banks/Financial Institutions (Secured)	7.91	2.59	2.39
From Banks/Financial Institutions (Unsecured)	49.28	-	-
<b>Short Term Borrowings</b>			
Revenue based velocity loan - unsecured	-	81.38	-
From Promoters/Directors/Related Parties	-	-	2.23
Aditya Birla Finance Business Loan	91.42	-	-
UGRO capital Business Loan	26.59	-	-
Overdraft	13.41	14.36	4.61
<b>Total</b>	<b>188.61</b>	<b>98.33</b>	<b>9.23</b>
The above amount includes:			
<b>Secured Borrowings</b>	<b>37.30</b>	<b>2.59</b>	<b>2.39</b>
<b>Unsecured Borrowings</b>	<b>212.83</b>	<b>14.36</b>	<b>4.61</b>

Note:

- 1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II ,III and IV

## RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Amt in Lacs.)

Name of Lender	Purpose	Sanctioned Amount	Rate of Interest	Number of installments (in months)	Security Offered	Outstanding amount as on 31.03.2024	Long-term portion as on 31.03.2024	Short-term portion as on 31.03.2024
ICICI Bank Ltd. *	Vehicle Loan	14.00	7.4% p.a.	60	Hypothecation of Vehicle (MG ASTOR & Sharp) & Personal Guarantee of Director (Dushyant Gandotra) of ₹14 Lacs	9.02	6.23	2.79
ICICI Bank Ltd.*	Vehicle Loan	11.00	9.25% p.a.	60	Hypothecation of Vehicle (Nissan Magnite & Trubo) & Personal Guarantee of Director (Dushyant Gandotra) of ₹11 Lacs	10.30	8.41	1.89
ICICI Bank Ltd.	Vehicle Loan	19.00	9.20% p.a.	60	Hypothecation of Vehicle (Hyundai KONA) & Personal Guarantee of Director (Dushyant Gandotra) of ₹19 Lacs	17.98	14.75	3.23
Aditya Birla Finance Ltd.	Term Loan (future cashflow discounting)	150.00	11.00% p.a. on the Aggregate Annual Contract Value	12	Unsecured	91.42	-	91.42
UGRO Capital Ltd.	Growth and Working capital expenditure	50.00	8.55% p.a. flat on the Aggregate Annual Contract Value	12	Unsecured	26.59	-	26.59
HDFC Term Loan	Business Loan	50.00	13.50% p.a. flat on the Aggregate Annual Contract Value	18	Unsecured	37.11	3.05	34.06
ICICI Term Loan	Growth and Working capital expenditure	50.00	14.50% p.a. flat on the Aggregate Annual Contract Value	36	Unsecured	44.31	29.08	15.23
ICICI Bank Ltd.	Overdraft (Credit card facility)	NA	NA	NA	Unsecured	13.41	-	13.41

\* Company has not registered these charges with MCA because of negligence and there's a change in name of company from Private Ltd. to Limited due to which the Registration Certificate of car needs to be changed.

## Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.
- List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

## RESTATED STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Amt in Lacs.)

Particulars	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Opening Balance of Deferred Tax (Asset) / Liability (A)	(1.22)	(0.03)	(0.06)
(DTA) / DTL on Depreciation (B)	(4.81)	(1.20)	0.03
<b>Closing Balance of Deferred Tax (Asset) / Liability (A+B)</b>	<b>(6.03)</b>	<b>(1.22)</b>	<b>(0.03)</b>

Note:

- 1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II , III and IV



## RESTATED STATEMENT OF LONG TERM PROVISIONS

(Amt in Lacs.)

Particulars	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Provision for Employee Benefits:			
Gratuity Provision	14.60	6.11	3.63
Other Provision	-	-	-
<b>TOTAL</b>	<b>14.60</b>	<b>6.11</b>	<b>3.63</b>

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV

## RESTATED STATEMENT OF TRADE PAYABLES

(Amt in Lacs.)

PARTICULARS	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Trade Payables</b>			
Micro, Small and Medium Enterprises	-	-	-
Others	13.48	67.47	16.82
<b>Total</b>	<b>13.48</b>	<b>67.47</b>	<b>16.82</b>

## Notes

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.
3. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed.
4. The Ageing Analysis of Trade Payables is there in Annexure-EA

## RESTATED AGEING ANALYSIS OF TRADE PAYABLES

(Amt in Lacs.)

Particulars	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>(1) Undisputed considered Good</b>			
Less than 1 year	13.10	67.47	16.82
1-2 years	0.38	-	-
2-3 years		-	-
More than 3 years		-	-
<b>Total (1)</b>	<b>13.48</b>	<b>67.47</b>	<b>16.82</b>
<b>(2) Undisputed considered Doubtful</b>			
Less than 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(3) Disputed considered Good</b>			
Less than 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
<b>Total (3)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(4) Disputed considered Doubtful</b>			
Less than 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
<b>Total (4)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Overall Total (1+2+3+4)</b>	<b>13.48</b>	<b>67.47</b>	<b>16.82</b>

**Notes**

1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS

(Amt in Lacs.)

PARTICULARS	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Statutory liabilities:</b>			
TDS Payable	3.59	6.57	3.56
GST Payable	25.20	21.81	19.59
ESI Contribution Payable	0.07	-	-
<b>Other Current Liabilities:</b>			
Salary Payable	9.64	10.77	12.55
Bonus Payable	0.00	19.50	0.00
Remuneration Payable	3.06	-	-
Electricity & Water Expense Payable	0.03	-	-
Advance from customers	43.27	36.52	8.22
Interest Payable on Loans	2.45	-	-
Other payable	11.55	3.08	12.69
<b>Total</b>	<b>98.86</b>	<b>98.25</b>	<b>56.61</b>
<b>Short-Term Provisions</b>			
Current Tax Provision	82.50	70.81	14.27
Audit Fee	1.00	0.55	0.35
Provision for Employee Benefits (Gratuity)	0.10	0.01	0.00
<b>Total</b>	<b>83.60</b>	<b>71.37</b>	<b>14.62</b>

## Notes

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT

(Amt in Lacs.)

PARTICULARS	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Tangible Assets*	71.42	19.98	23.49
<b>Total Tangible Assets</b>	<b>71.42</b>	<b>19.98</b>	<b>23.49</b>

\* Vehicles are pledged with bank as disclosed in Annex-BA

## Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF OTHER NON-CURRENT ASSETS

(Amt in Lacs.)

PARTICULARS	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Security Deposit	202.43	0.25	0.25
Other Bank Balances (Fixed Deposits with >12 month maturity)	-	120.00	-
<b>Total</b>	<b>202.43</b>	<b>120.25</b>	<b>0.25</b>

Note-:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF CURRENT INVESTMENT

(Amt in Lacs.)

PARTICULARS	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Investment in Unquoted shares	-	-	-
Investment in Equity shares (Quoted Investment)*	6.04	-	-
Investment in Mutual fund	-	-	-
<b>Total</b>	<b>6.04</b>	-	-

\* Valued at lower of cost or fair value

\* 668 equity shares of AK Capital Services Limited of ₹ 904.25 each.

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV

## RESTATED STATEMENT OF INVENTORIES

(Amt in Lacs.)

PARTICULARS	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Stock-in-trade	297.65	59.64	22.18
<b>Total</b>	<b>297.65</b>	<b>59.64</b>	<b>22.18</b>

## Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.



## RESTATED STATEMENT OF TRADE RECEIVABLES

(Amt in Lacs.)

PARTICULARS	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Outstanding for a period exceeding six months (Unsecured and considered Good)</b>			
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-
Others	-	-	-
<b>Outstanding for a period not exceeding 6 months (Unsecured and considered Good)</b>			
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-
Others	17.98	9.85	9.95
<b>Total</b>	<b>17.98</b>	<b>9.85</b>	<b>9.95</b>

Note-:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II and III and IV.
3. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
4. Ageing Analysis of Trade Receivables is there in Annexure-KA

## RESTATED AGEING ANALYSIS OF TRADE RECEIVABLES

(Amt in Lacs.)

Particulars	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>(1) Undisputed considered Good</b>			
Less than 6months	17.85	9.85	9.95
6 months to 1 year	-	-	-
1-2 years	0.13	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
<b>Total (1)</b>	<b>17.98</b>	<b>9.85</b>	<b>9.95</b>
<b>(2) Undisputed considered Doubtful</b>			
Less than 6months	-	-	-
6 months to 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(3) Disputed considered Good</b>			
Less than 6months	-	-	-
6 months to 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
<b>Total (3)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(4) Disputed considered Doubtful</b>			
Less than 6months	-	-	-
6 months to 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
<b>Total (4)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Overall Total (1+2+3+4)</b>	<b>17.98</b>	<b>9.85</b>	<b>9.95</b>

**Notes**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF CASH &amp; BANK BALANCES

(Amt in Lacs.)

PARTICULARS	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Cash in Hand	9.14	8.73	0.70
Cash Equivalents* (Sweep FDs)	3.56	65.34	-
Balances with Banks:			
- In Current Accounts	195.37	12.11	9.34
Other Bank Balances**	205.85	-	42.00
<b>Total</b>	<b>413.92</b>	<b>86.18</b>	<b>52.04</b>

\* Deposits having short maturity of three months or less from the date of acquisition. (Sweep FDs)

\*\* Fixed Deposits with < 12 month maturity

Note:-

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Amt in Lacs.)

PARTICULARS	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Unsecured, Considered Good unless otherwise stated			
Advances given to Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies*	9.40	-	0.95
Salary Advance to Directors	-	3.35	-
<b>Others :</b>			
Salary Advance to Employees	0.18	-	-
Advance to Suppliers	263.60	217.32	17.15
TDS Credits	22.39	9.32	2.89
<b>Balances with revenue authority</b>			
Advance taxes ,TDS & TCS Receivable	48.96	39.77	1.98
GST Receivable	79.23	26.95	21.40
<b>Total</b>	<b>423.76</b>	<b>296.72</b>	<b>44.37</b>

\* Loans and advances due by firms or private companies in which the director is a partner/director/member. (Nayab is an unregistered Partnership Firm. Partners are Shivam Bhateja and Divya Gandotra).

Note:-

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II , III and IV.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

## ANNEXURE - N

## RESTATED STATEMENT OF OTHER CURRENT ASSETS

(Amt in Lacs.)

PARTICULARS	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Interest accrued on deposits	3.72	1.21	0.21
Prepaid Expenses	0.49	-	-
<b>Total</b>	<b>4.21</b>	<b>1.21</b>	<b>0.21</b>

## Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF TURNOVER

(Amt in Lacs.)

Particulars	For the period ended		
	31-Mar-24	31-Mar-23	31-Mar-22
Sales of products	2,061.79	1,478.08	601.29
<b>Total</b>	<b>2,061.79</b>	<b>1,478.08</b>	<b>601.29</b>

## Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF OTHER INCOME

(Amt in Lacs.)

Particulars	For the period ended		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Related and Recurring Income</b>	-	-	-
<b>Related and Non-Recurring Income:</b>			
FD Interest Income	11.23	4.02	0.65
Other Receipts	0.43	0.70	0.35
Forex Difference	-	0.01	0.01
Profit/Loss on sale on Investment	1.22	-	-
<b>Total</b>	<b>12.88</b>	<b>4.73</b>	<b>1.01</b>

## Notes:

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## ANNEXURE - Q

## RESTATED STATEMENT OF EMPLOYEE BENEFIT EXPENSES

(Amt in Lacs.)

Particulars	For the period ended		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>EMPLOYEES BENEFIT EXPENSES:</b>			
Bonus to Employees	-	19.50	3.65
Salary Expenses	46.87	59.22	49.55
Employer Contribution to ESI	0.22	-	-
Staff-Welfare	0.86	3.02	-
Director Remuneration	48.00	11.70	4.70
Gratuity Expense	8.58	2.49	3.63
<b>Total</b>	<b>104.53</b>	<b>95.93</b>	<b>61.53</b>

## Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.



## RESTATED STATEMENT OF FINANCE COSTS

(Amt in Lacs.)

Particulars	For the period ended		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>FINANCE COSTS:</b>			
Bank Interest	-	0.18	-
Interest on loans	24.30	0.97	-
Loan Processing & service fee	8.70	12.55	0.06
Interest on TDS and Advance Tax and GST	4.81	2.02	0.20
<b>Total</b>	<b>37.82</b>	<b>15.72</b>	<b>0.26</b>

## Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF OTHER EXPENSES

(Amt in Lacs.)

Particulars	For the period ended		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>OTHER EXPENSES:</b>			
Advertising expenses	553.93	503.09	251.45
Promotional expenses	4.37	2.95	-
Accounting Charges	2.40	2.40	2.40
Payments to the auditor:			
a) Audit fees	0.80	0.40	0.25
b) Tax Audit Fee	0.20	0.15	0.10
Commission paid to other selling agents	30.58	15.45	7.94
Courier Charges	22.00	1.71	5.20
Custom Duty	1.57	0.89	2.32
Freight Charges	21.16	25.98	39.47
Godown Expenses	-	1.10	1.98
IT and Internet Expenses	3.83	1.40	0.85
Late fee on GST	0.06	0.72	0.21
Late fee on TDS	0.06	0.01	0.04
Electricity & Water Expenses	1.20	-	-
Miscellaneous expenditure	2.90	4.57	1.18
Professional Fees	10.28	8.55	19.12
Raw Materials And Consumables	31.41	29.53	9.97
Rent	5.84	1.83	1.35
Repairs and Maintenance	0.42	1.52	2.13
Office Expenses	4.00	3.80	1.64
Online Shipment Expenses	273.76	160.99	30.31
IPO related Expenses	5.39	-	-
Printing and stationery	0.42	1.26	0.91
Telephone expenses	0.28	1.02	0.98
Consultancy fee	13.98	12.28	0.07
Bank & Insurance charges	2.23	1.18	0.32
Festival celebration expenses	-	1.24	-
MCA filing fee	11.26	0.01	-
Travelling & Conveyance Expenses	7.41	6.93	-
Donations*	-	21.00	-
<b>Total</b>	<b>1,011.72</b>	<b>811.96</b>	<b>380.19</b>

**\*Donations Break-up**

Donation to Political Party	-	20.00	-
Donation to Care India NGO	-	1.00	-

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF CAPITALISATION

(Amt in Lacs.)

Particulars	Pre-Issue 31-Mar-24	Post-Issue(*)
<b>Borrowings</b>		
Short Term Debts (Refer Note 1)	131.41	-
Long Term Debts ( Refer Note 2)	61.52	-
<b>Total Debt</b>	<b>192.94</b>	-
<b>Shareholders' Fund (Equity)</b>		
Share Capital	720.00	-
Reserves & Surplus as restated	262.77	-
<b>Total Shareholders' Fund (Equity)</b>	<b>982.77</b>	-
Long Term Debt/Equity	0.06	-
Total Debt/Equity	0.20	-

\* Cannot be determined as Issue price has not been finalized.

## Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.

2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under current liabilities.

3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2024.

4. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF TAX SHELTERS

(Amt in Lacs.)

Particulars	For the year ended		
	31-Mar-24	31-Mar-23	31-Mar-22
Net Profit/(Loss) before taxes (A)	298.96	274.11	53.19
Tax Rate Applicable % (including Surcharge, if applicable and cess)	25.17%	25.17%	25.17%
Minimum Alternate Taxes (MAT)	N/A	N/A	N/A
<b>Adjustments:</b>			
Add: Depreciation as per companies act,2013	17.99	10.35	3.18
Add: Expenditure on Account of Interest on Delay payment of Income Tax and TDS	4.74	-	-
Add: Provision for Gratuity - Disallowed u/s 40A(7)	8.58	2.49	3.63
Add: MCA Expense for Increase in Share Capital	10.95	-	-
Less: Depreciation as per Income Tax Act, 1961	13.57	5.60	3.30
Net Adjustments (B)	28.69	7.24	3.51
Business Income (A+B)	327.65	281.35	56.71
Less- Deduction under Sec 35 AD	-	-	-
Less- Brought Forward Losses and Depreciation	-	-	-
<b>Total Taxable Income</b>	<b>327.65</b>	<b>281.35</b>	<b>56.71</b>
Tax Payable as per Normal Rate	82.46	70.81	14.27
Tax Payable as per Special Rate	-	-	-
<b>Tax as per Income Tax (C)</b>	<b>82.46</b>	<b>70.81</b>	<b>14.27</b>
<b>Tax Payable as per Minimum Alternate Tax U/s 115 JB of the Income Tax Act, 1961 (D)</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
<b>Net Tax (Higher of C &amp; D)</b>	<b>82.46</b>	<b>70.81</b>	<b>14.27</b>
Opening Balance of Mat Credit	-	-	-
Mat Credit Available for Subsequent Year out of CY Taxes	-	-	-
Cumulative MAT Credit Availment	-	-	-
MAT Credit Utilization	-	-	-
Current tax as per restated Statement of Profit & Loss	82.50	70.81	14.27

Notes:

**The computation for FY 23-24 is based on provisional calculation**

- The figures disclosed above are based on the restated statement of profit and loss of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.
- The company elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by The Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the company has recognised provisions for Income tax using the new rates.

## RESTATED STATEMENT OF CONTINGENT LIABILITIES

(Amt in Lacs.)

Particulars	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Contingent liabilities in respect of:</b>			
Claims against the company not acknowledged as debts	-	-	-
Bank Guarantee issue to third Parties by Bank*	-	-	-
Guarantees given for others	-	-	-
Buyers Credit in Foreign Currency	-	-	-
Other moneys for which the company is contingently liable	-	-	-
Commitments (LC issued to sthird parties by Bank)	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-
Other Claims against the company under appeal	-	-	-
<b>Total</b>	-	-	-

## Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

## RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

(Amt in Lacs.)

Particulars	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Net Worth (A)	982.77	244.50	40.00
Restated Profit after tax	221.27	204.50	38.89
Less: Prior Period Item	-	-	-
Adjusted Profit after Tax (B)	221.27	204.50	38.89
Actual number of Equity Shares outstanding as on the End of Year/Period ( C)	72.00	0.10	0.10
Weighted average no of Equity shares at the time of end of the year (Refer Note 3 below) (D)	49.91	30.41	30.41
Current Assets (G)	1,163.56	453.60	128.76
Current Liabilities (H)	384.55	335.42	97.28
Face Value per Share (in Rs.)	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/D) (Refer Note 7)	4.43	6.73	1.28
Return on Net worth (%) (B/A)	22.52	83.64	97.23
Net asset value per share (A/C)	13.65	2444.95	399.95
Adjusted Net asset value per share based on Weighted average number of share (A/D)	19.69	8.04	1.32
Current Ratio (G/H)	3.03	1.35	1.32

Note:-

- Earnings per share = Profit available to equity shareholders/weighted average number of outstanding of equity shares during the year.
- Diluted Earnings per share = Profit available to equity shareholders/ weighted average number of potential equity shares outstanding during the year.
- Weighted Average number of outstanding Equity Shares has been calculated as per AS 20 "Earnings Per Share". In case of bonus issue, the number of equity shares outstanding before bonus issue are adjusted for the proportionate change in the number of equity shares outstanding as if the bonus issue had occurred at the beginning of the earliest period reported. In case of rights issue, the number of equity shares to be used in calculating basic earnings per share for all periods prior to the rights issue is the number of equity shares outstanding prior to the issue multiplied by the following factor:

Fair value per share immediately prior to the exercise of rights/Theoretical ex-rights fair value per share

The theoretical ex-rights fair value per share is calculated by adding the aggregate fair value of the shares immediately prior to the exercise of the rights to the proceeds from the exercise of the rights, and dividing by the number of shares outstanding after the exercise of the rights.

Net Asset Value per share(book value per share) has been used for calculation of said factor. For calculating net assets, profit upto the date of rights issue has been proportionately taken on the basis of profit for the period ending September 30, 2023 assuming the profit for the period is evenly earned.

- Return on Net worth (%) = Profit available for Equity shareholders/Net worth X 100.
- Current Ratio= Current Assets/ Current Liabilities.
- The company does not have any revaluation reserves or extraordinary items.
- As there is no dilutive capital in the company, Basic and Diluted EPS are similar.
- Net Profit, before extra ordinary items as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

## RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS

a)	Names of the related parties and description of relationship:	
1)	Company/entity owned or significantly influenced by directors/ KMP or their relatives	EMIAC Technologies Private Limited Billionaire Brothers Private Limited (BBPL) Manest Private Limited Zappy Panda Ecom LLP Nayab (Unregistered Partnership Firm)
2)	Directors:	Shivam Bhateja (Whole-Time Director) Dushyant Gandotra (Managing Director) Divya Gandotra (Non Executive Director) Priya Goel (Independent Director) Sunil Kumar Rana (Independent Director)
3)	Relative of Directors:	Divya Gandotra (Sister of Dushyant Gandotra) Bela Gandotra (Mother of Dushyant Gandotra and Divya Gandotra) Rajeev Gandotra (Father of Dushyant Gandotra and Divya Gandotra) Geeta Bhateja (Mother of Shivam Bhateja) Rahul Bhateja (Brother of Shivam Bhateja)
4)	Key Managerial Person (KMP)	Aditya Solanki (Chief Financial Officer) Ankita Soni (Company Secretary)

(Amt in Lacs.)

Sr. No.	Nature of Transaction	For the year ended		
		31-Mar-24	31-Mar-23	31-Mar-22
<b>b)</b>	<b>Transactions with Related Parties:</b>			
<b>1</b>	<b>Directors Remuneration:</b>			
	Directors	48.00	11.70	4.70
	Relatives of Directors	-	1.50	-
<b>2</b>	<b>Reimbursement of Expenses</b>			
	Payable to Directors for reimbursement of expenses of company	4.66	-	-
<b>3</b>	<b>Purchases</b>			
	Billionaire Brothers Private Limited (BBPL)	-	31.89	-
<b>4</b>	<b>Borrowings</b>			
	EMIAC Technologies	-	-	0.23
<b>5</b>	<b>Loans &amp; Advances</b>			
	Directors (Salary given in Advance)	-	3.35	-
	<b>Nayab:</b>			
	Amount given during the year	16.00	-	-
	Amount received during the year	6.60	-	-
	BBPL	-	-	0.95
<b>c)</b>	<b>Closing Balance:</b>			
<b>1</b>	<b>Borrowings</b>			
	KMP	-	-	2.00
	EMIAC Technologies	-	-	0.23
<b>2</b>	<b>Loans &amp; Advances</b>			
	Directors (Salary given in Advance)	-	3.35	-
	Nayab	9.40	-	-
	BBPL	-	-	0.95

## Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV..
- Company/entity owned or significantly influenced by directors/ KMP, Key Management Personnels, and Relative of Key Management Personnels have been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

**RESTATED STATEMENT OF RATIO ANALYSIS**

Particulars	For the period ended		
	31-Mar-24	31-Mar-23	31-Mar-22
Current Ratio (in times)	3.03	1.35	1.32
Debt Equity ratio (in times)	0.25	0.44	0.52
Debt Service coverage Ratio (in times)	1.60	2.87	6.11
Return on Equity (in %)	36%	144%	189%
Inventory Turnover ratio (in times)	3.38	6.72	5.76
Trade Receivable Turnover ratio (in times)	148.18	149.30	107.40
Trade Payable Turnover ratio (in times)	20.80	7.41	4.86
Net Capital Turnover Ratio (in times)	4.60	19.75	39.68
Net Profit Ratio (in %)	10.73%	13.84%	6.47%
Return on Capital Employed (in %)	30.53%	106.02%	96.30%

**Definition:**

- (a) Current Ratio = Current Assets / Current Liabilities.
- (b) Debt- equity ratio = Total debt / Shareholders' equity.
- (c) Debt service coverage ratio = Earnings available for debt service/(Principal due in next year + Interest)
- (d) Return on equity ratio= Net profit after taxes / Avg Shareholder's Equity.
- (e) Inventory turnover ratio=Cost of goods sold or sales/Average inventory.
- (f) Trade receivables turnover ratio= Revenue from Operations /Average trade receivables.
- (g) Trade payables turnover ratio=Direct Expenses/Average trade payables.
- (h) Net Capital turnover ratio=Net sales/Average working capital.
- (i) Net profit ratio=Net profit after taxes/Total Revenue.
- (j) Return on capital employed=Earnings before interest and taxes/Capital employed.

**Notes:**

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.



**RESTATED STATEMENT OF MATERIAL ADJUSTMENT****1. Material Regrouping:**

Appropriate adjustments have been made in the Restated Standalone 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.

**2. Material Adjustments:**

The Summary of results of restatement made in the Audited Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

(Amt in Lacs.)

Particulars	For the period ended		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Net Profits as per Audited Financial Statements (A)</b>	215.15	206.99	42.53
<b>Add/Less: Adjustments on account of -</b>			
<b>1) Provision for Gratuity</b>	6.12	(2.49)	(3.63)
<b>Total Adjustments (B)</b>	<b>6.12</b>	<b>(2.49)</b>	<b>(3.63)</b>
<b>Restated Profit/(Loss) (A+B)</b>	<b>221.27</b>	<b>204.50</b>	<b>38.89</b>

**3. Notes on Material Adjustments pertaining to prior years****(1) Provision for Gratuity**

The company did not make Provision for Gratuity in the books of accounts till March 31,2023. First time provision for gratuity has been recognised in the financial statements for the period ending March 31,2024. Out of the total provision, provisions related to earlier financial years have been taken into account in the restated financial statements .

**Reconciliation Statement between Restated Reserve & Surplus affecting Equity due to Adjustment made in Restated Financial Statements:**

(Amt in Lacs.)

Particulars	As at		
	31-Mar-24	31-Mar-23	31-Mar-22
Equity Share Capital & Reserves & Surplus as per Audited Financial Statements	982.77	250.62	43.63
Add/(Less) : Adjustments on account of change in Profit/Loss	-	(6.12)	(3.63)
Equity Share Capital & Reserves & Surplus as per Restated Financial Statement	982.77	244.50	40.00

**SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED FINANCIAL STATEMENTS (RESTATED SUMMARY STATEMENTS)**

**A. BACKGROUND**

Originally the Company was incorporated on October 14, 2019 as a private limited Company under the name and style of “**MACOBS TECHNOLOGIES PRIVATE LIMITED**” under the provisions of Companies Act, 2013 with the Registrar of Companies, Jaipur. Further, the company was converted into 'Public Limited Company' with the approval of ROC Jaipur vide **SRN AA3976360** dated **04/08/2023** and the name was changed to “**MACOBS TECHNOLOGIES LIMITED**”.

The Company is engaged in the business of selling men’s grooming products with the brand name “**MENHOOD**”. It sells these products through its own website and other e-commerce platforms.

**B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS: -**

The Restated Financial Statements have prepared under the historical cost basis of accounting and evaluated on a going-concern basis, with revenue and expenses accounted for on their accrual to comply in all material aspect with the applicable accounting policies and applicable Accounting Standards notified by Section 133 of the Companies Act, 2013.

**2. USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made, that affects the reported amounts of assets and liabilities on the date of the Financial Statements and the reported amount of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known/materialized.

**3. PROPERTY, PLANT AND EQUIPMENT**

Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

**4. DEPRECIATION**

Depreciation on Property, Plant and Equipment has been charged on written down value basis for the assets, pro-rata for the period of use, as per method specified in Schedule-II of The Companies Act, 2013 for the relevant periods.

**5. BORROWING COSTS**

Borrowing costs that is directly attributable to the acquisition or construction of a qualifying asset is considered as part of the cost of the asset. All other borrowing costs are treated as period cost and charged to the profit and loss account in the year in which incurred.

## **6. IMPAIRMENT OF ASSETS**

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belong is less than it's carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account.

## **7. INVESTMENTS**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Non-Current Investments.

## **8. REVENUE RECOGNITION**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

## **9. EMPLOYEE BENEFITS**

Employee benefit expenses include Salary and Bonus to Staff, Director Remuneration & Staff Welfare Expenses.

### **Long term employee benefits:**

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan covering eligible employees. The benefit vests to employees after 5 years of continuous service. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) by an independent actuary at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

## **10. ACCOUNTING FOR TAXES ON INCOME**

Provision for current tax is made on the basis of estimated taxable income for the current period in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

The company elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by The Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the company has recognised provisions for Income tax using the new rates.

## **11. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

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 obligation can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date.

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.

#### **12. EARNINGS PER SHARE:**

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary/exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing diluted earnings per share comprises weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares or share split, the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

#### **13. CASH FLOW**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the company are segregated accordingly.

#### **14. GOVERNMENT GRANT**

The company had not received any government grant.

#### **15. INVENTORIES**

Inventories are valued at the lower of the cost and estimated net realizable value.

#### **16. Segment Information**

The company is engaged in the business of trading of Men Grooming Products and there is only one reportable Segment as per AS 17 "Segment Reporting". There is no other reportable segment.

## **C. CHANGES IN ACCOUNTING POLICIES IN THE YEARS/PERIODS COVERED IN THE RESTATED FINANCIALS**

There is no change in significant accounting policies.

## **D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS**

- 1.** Restated Financial statements for the period ended 31<sup>st</sup> March 2024 , 31st March 2023 and 31st March 2022 are prepared as per Schedule III of The Companies Act, 2013.
- 2. Material Regrouping**

The financial statement including financial information has been prepared after making such regroupings and adjustments considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/ information may not necessarily be same those appearing in the respective audited financial statements for the relevant years.
- 3. Employee benefits**

Employee Benefits expenses comprise of Director's Remuneration and Salary & Wages & other benefits to employees (including Gratuity) paid by the company.
- 4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)**

There are no contingent liabilities for the period reported in restated financial statements. (Refer **Annexure - V**).
- 5. Related Party Disclosure (AS 18)**

Related party transactions are already reported as per AS-18 of the Companies (Accounting Standards) Rules, 2021 as amended, in the **Annexure - X** of the enclosed restated financial statements.
- 6. Earnings Per Share (AS 20)**

Earnings per share have been calculated is already reported in the **Annexure - W** of the enclosed restated financial statements.
- 7. Material Adjustments [As Per SEBI (ICDR) Regulations, 2018]**

Appropriate adjustments have been made in the restated financial statements, whenever required, by Re-classification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule III and Accounting Standards.
- 8.** Statement of mandatory accounting ratios and ratio analysis have been reported in **Annexure - W & Y** respectively of the enclosed restated financial statements.

### **Realizations**

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

**Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**Amounts in the financial statements**

Amounts in the financial statements are in lakhs unless stated otherwise. Figures in brackets indicate negative values.

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**For, V Sahai Tripathi & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 000262N**  
**Peer Review No.: 015039**

**For and on behalf of the Board of Directors of**  
**Macobs Technologies Limited**

**CA Viahwas Tripathi**  
**Partner**  
**Membership No.: 086897**

**(Whole-Time Director)**  
**SHVAM BHATEJA**

**(Managing Director)**  
**DUSHYANT GANDOTRA**

**Date: 27-06-2024**  
**Place: New Delhi**  
**UDIN: 24086897BKCSUE4185**

**(CFO)**  
**Aditya Solanki**

**(Company Secretary)**  
**Ankita Soni**

## OTHER FINANCIAL INFORMATION

Particulars	For period ended		
	31-03-2024	31-03-2023	31-03-2022
<b>EBITDA</b>	341.25	285.62	56.37
<b>Earnings Per Share (EPS):</b>			
<b>Basic</b>	4.43	4.10	0.78
<b>Diluted</b>	4.43	4.10	0.78
<b>Return on Net Worth</b>	22.52	83.64	97.23
<b>Net Asset Value per share</b>	13.65	3.40	0.56

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**STATEMENT OF FINANCIAL INDEBTEDNESS**

To,  
**The Board of Directors,**  
**Macobs Technologies Limited**  
**(Formerly known as Macobs Technologies Private Limited),**  
 B-27, Acharya Vinobha Bhawe Nagar, Vaishali Nagar, Jaipur

Dear Sirs,

Based on the Restated Financial Statements and other documents of the company and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 31st March, 2024 are mentioned below.

**A. SECURED LOANS:**

**STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

**(Amt in Lacs.)**

Name of Lender	Purpose	Loan Acct. No. / Agreement No. / Ref. No	Sanctioned Amount	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.03.2024
ICICI Bank Ltd. *	Vehicle Loan	LAJAI00045334315	14.00	7.4% p.a.	Hypothecation of Vehicle (MG ASTOR & Sharp) & Personal Guarantee of Director (Dushyant Gandotra) of ₹14 Lacs	60 monthly installments of ₹0.28 lakhs commencing from 01.04.22 and ending in 01.03.27	N.A	9.02
ICICI Bank Ltd.*	Vehicle Loan	LAJAI00048725412	11.00	9.25% p.a.	Hypothecation of Vehicle (Nissan Magnite & Turbo) & Personal Guarantee of Director (Dushyant Gandotra) of ₹11 Lacs	60 monthly installments of ₹0.23 lakhs commencing from 05.11.23 and ending in 05.10.28	N.A	10.30
ICICI Bank Ltd.	Vehicle Loan	UA001045895	19.00	9.20% p.a	Hypothecation of Vehicle (Hyundai KONA) & Personal Guarantee of Director (Dushyant Gandotra) of ₹19 Lacs	60 monthly installments of ₹0.39 lakhs commencing from 01.12.23 and ending in 01.11.28	N.A	17.98
<b>Total (Fund Based)</b>								<b>37.30</b>
<b>Total (Non Fund Based)</b>								<b>-</b>
<b>Grand Total (Fund &amp; Non Fund Based)</b>								<b>37.30</b>

**B. UNSECURED LOANS:**

**(Amt in Lacs.)**



Name of Lender	Purpose	Loan Acct. No. / Agreement No. / Ref. No	Sanctioned Amount	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.03.2024
Aditya Birla Finance Ltd.	Term Loan (future cashflow discounting)	ABF/WST1/XTL/SEP23/N0001	150.00	11.00% p.a. on the Aggregate Annual Contract Value	Monthly installments upto 12 months from the date of a Drawdown request	NA	91.42
UGRO Capital Ltd.	Growth and Working capital expenditure	NA	50.00	8.55% p.a. flat on the Aggregate Annual Contract Value	Monthly installments upto 12 months from the date of a Drawdown request	NA	26.59
HDFC Term Loan	Business Loan	NA	50.00	13.50% p.a. flat on the Aggregate Annual Contract Value	Monthly installments upto 12 months from the date of a Drawdown request	NA	37.11
ICICI Term Loan	Growth and Working capital expenditure	NA	14.00	7.40% p.a. flat on the Aggregate Annual Contract Value	Monthly installments upto 12 months from the date of a Drawdown request	NA	44.31
ICICI Bank Ltd.	Overdraft (Credit card facility)	NA	NA	NA	NA	NA	13.41
<b>Total</b>							<b>212.83</b>

\* Company has not registered these charges with MCA because of negligence and there's a change in name of company from Private Ltd. to Limited due to which the Registration Certificate of car needs to be changed.

**For, V Sahai Tripathi & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 000262N**  
**Peer Review No.: 015039**  
**CA Vishwas Tripathi**  
**Partner**  
**Membership No.: 544530**  
**Place: New Delhi**

## **CAPITALISATION STATEMENT**

For details on Capitalisation Statement of our Company, please refer to “*Restated Financial Information – Notes to Restated Financial Information – Annexure X – Related Party Transactions*” at page 140 of this Red Herring Prospectus.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION 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 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023, and 31<sup>st</sup> March 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with the section titled "Restated Financial Information" on page 140 of the 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 20 of this Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer to the chapter titled "Forward-Looking Statements" of this Red Herring Prospectus. Unless otherwise stated, the Restated 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 MTL, our Company as on the date of this Red Herring Prospectus. Unless otherwise indicated, Restated Financial Information included herein are based on our Restated Financial Statements for period ended, 31<sup>st</sup> March 2024 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 included in this Red Herring Prospectus beginning on page 140 of this Red Herring Prospectus.*

### BUSINESS OVERVIEW

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of "Macobs Technologies Private Limited" bearing Corporate Identification Number U74999RJ2019PTC066608 dated October 14, 2019 issued by the Registrar of Companies, Rajasthan. Further, the name of our Company was changed to "Macobs Technologies Limited" and a fresh Certificate of Incorporation dated August 7, 2023 was issued by Registrar of Companies, Rajasthan. As on date of this Red Herring Prospectus, the Corporate Identification Number of our Company is U74999RJ2019PLC066608.

We operate an e-commerce platform Menhood.in specializing in below-the-belt grooming products for men. The website offers a curated selection of trimmers, cosmetics, and various grooming essentials. Operating within the legal framework, menhood.in provides a seamless online shopping experience for customers seeking quality products tailored to male grooming needs.

Menhood.in is the e-commerce platform through which Our Company offers a specialized range of male grooming products, with a particular focus on below-the-belt care. The website serves as the primary direct-to-consumer channel, ensuring that our innovative and safe grooming solutions are easily accessible to customers. Menhood.in is designed to provide a seamless and informative shopping experience, underpinned by educational content that addresses the nuances of male grooming and encourages open dialogue around topics that are often considered taboo. Through this platform, Our Company not only delivers grooming products but also fosters a community where men's grooming is normalized and discussed more openly. The site's interface and customer service are optimized to reflect Our Company's deep commitment to customer satisfaction and engagement, allowing us to understand and respond to consumer needs promptly.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

As per mutual discussion between the Board of the Company and Book Running Lead Manager, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months.

### STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure 4 of Restated Financial Statements under "Restated Financial Information" beginning on page 140 of this Red Herring Prospectus.

### FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "**Risk Factors**" beginning on page 20 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Uncertainty in relation to the continuing effect of the COVID-19 pandemic on our business and operations.
2. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
3. Fail to attract, retain and manage the transition of our management team and other skilled & unskilled employees;

4. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
5. Ability to respond to technological changes;
6. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
7. Inability to successfully obtain registrations in a timely manner or at all;
8. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
9. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
10. Recession in the market;
11. Changes in laws and regulations relating to the industries in which we operate;
12. Effect of lack of infrastructure facilities on our business;
13. Our ability to successfully implement our growth strategy and expansion plans;
14. Our ability to meet our capital expenditure requirements;
15. Our ability to attract, retain and manage qualified personnel;
16. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
17. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
18. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
19. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
20. Conflicts of interest with affiliated companies, the promoter group and other related parties;
21. The performance of the financial markets in India and globally;
22. Any adverse outcome in the legal proceedings in which we are involved;
23. Our ability to expand our geographical area of operation;
24. Concentration of ownership among our Promoters.

## DISCUSSION ON THE RESULTS OF OPERATIONS

Particulars	31-Mar-24	% of Revenue	% Change vis-à-vis FY 2023	31-Mar-23	% of Revenue	% Change vis-à-vis FY 2022	31-Mar-22	% of Revenue
<b>Income</b>								
Revenue from operations	2,061.79	99.38%	39.49%	1,478.08	99.68%	145.82%	601.29	99.83%
Other income	12.88	0.62%	172.44%	4.73	0.32%	369.49%	1.01	0.17%
<b>Total Income</b>	<b>2,074.67</b>	<b>100.00%</b>	<b>39.91%</b>	<b>1,482.81</b>	<b>100.00%</b>	<b>146.19%</b>	<b>602.30</b>	<b>100.00%</b>
<b>Expenses</b>								
Purchase of traded goods	841.66	40.57%	169.59%	312.20	21.05%	178.15%	112.24	18.64%
Changes in inventories	(238.01)	-11.47%	535.37%	(37.46)	-2.53%	-351.48%	(8.30)	-1.38%
Employee benefits expenses	104.53	5.04%	8.96%	95.93	6.47%	55.90%	61.53	10.22%
Finance costs	37.82	1.82%	140.64%	15.72	1.06%	6000.96%	0.26	0.04%
Depreciation and amortisation expenses	17.99	0.87%	73.75%	10.35	0.70%	225.80%	3.18	0.53%
Other expenses	1,011.72	48.77%	24.60%	811.96	54.76%	113.56%	380.19	63.12%
<b>Total Expenses</b>	<b>1,775.71</b>	<b>85.59%</b>	<b>46.91%</b>	<b>1,208.70</b>	<b>81.51%</b>	<b>120.12%</b>	<b>549.11</b>	<b>91.17%</b>
<b>Restated Profit/(Loss) before tax</b>	<b>298.96</b>	<b>14.41%</b>	<b>9.07%</b>	<b>274.11</b>	<b>18.49%</b>	<b>415.32%</b>	<b>53.19</b>	<b>8.83%</b>
<b>Tax expense</b>								
Current tax	82.50	3.98%	16.51%	70.81	4.78%	396.22%	14.27	2.37%
Deferred tax (benefit)/charge	(4.81)	-0.23%	300.83%	(1.20)	-0.08%	-4100.00%	0.03	0.00%
<b>Total tax expense</b>	<b>77.69</b>	<b>3.74%</b>	<b>11.61%</b>	<b>69.61</b>	<b>4.69%</b>	<b>386.78%</b>	<b>14.30</b>	<b>2.37%</b>
<b>Share of minority in profit</b>	-	-	-	-	-	-	-	-
<b>Restated Profit/(Loss) after tax</b>	<b>221.27</b>	<b>10.67%</b>	<b>8.20%</b>	<b>204.50</b>	<b>13.79%</b>	<b>425.81%</b>	<b>38.89</b>	<b>6.46%</b>

### **Key components of company's profit and loss statement:**

#### **Revenues**

##### **◆ Revenue from operations**

Our revenue primarily stems from online sales, both through our website and various online marketplaces, of our niche below-the-belt grooming products, driven by increasing demand and customer acceptance in the male grooming industry, particularly in regions where this aspect of personal care is emerging.

##### **◆ Other income**

Other income includes earnings from non-core business activities, such as interest income on investments, and any incidental gains related to our e-commerce operations.

#### **Expenditure**

##### **◆ Purchase of traded goods**

A substantial part of our expenditure is attributed to the purchase of traded goods. This investment is essential for maintaining a robust product inventory to meet the growing market demand and sustain our revenue growth.

##### **◆ Employment benefit expenses**

Employee benefit expenses includes Salaries, wages, and other welfare expenses. This reflects our investment in human resources to support business expansion.

##### **◆ Other expenses**

It mainly includes business promotion expenses, travelling expenses, rent, inspection expenses, professional & legal charges, office expenses, and other expenses.

##### **◆ Finance costs**

Finance costs includes bank interest, interest on loans, loan processing & services fee and interest on TDS and advance tax and GST.. This indicates the use of external financing to support growth and operational needs.

##### **◆ Depreciation and amortisation expenses**

Depreciation has been provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on written down value (WDV) method on a pro rata basis.

### **SUMMARY OF MAJOR ITEMS OF INCOME AND EXPENDITURE**

#### **FISCAL 2024 COMPARED WITH FISCAL 2023**

##### **Revenue from Operations**

In Fiscal 2024, our revenue from operations grew by 39.49%, rising from ₹1,478.08 lakhs in Fiscal 2023 to ₹2,061.79 lakhs. This increase is attributable to several factors:

- Expansion in the UAE and Dubai markets through our e-commerce portal.
- Expansion of geographical reach by increasing our fulfilment centres from four to seven.
- Organic growth in sales across all platforms due to increased brand recognition and higher sales and marketing expenditure.

##### **Other Income**

Other income increased significantly by 172.44%, from ₹4.73 lakhs in Fiscal 2023 to ₹12.88 lakhs in Fiscal 2024. This rise is primarily due to interest income received on fixed deposits.

##### **Purchase of Traded Goods**

The expenditure on purchased traded goods in Fiscal 2024 accounted for 40.57% of our revenue, marking a 169.59% increase over Fiscal 2023. This reflects our commitment to expanding our product inventory to meet growing market demand and maintaining healthy stock levels.

##### **Changes in Inventory**

Changes in inventory showed a substantial increase of 535.37%, from a negative ₹37.46 lakhs in Fiscal 2023 to a negative ₹238.01 lakhs in Fiscal 2024, indicating strategic inventory adjustments to align with sales trends.

##### **Employee Benefit Expenses**

Employee benefit expenses in Fiscal 2024 accounted for 5.04% of our revenue, reflecting an 8.96% increase over Fiscal 2023. This rise includes higher directors' remuneration, gratuity expenses, and additional employer contributions to the Employees' State Insurance (ESI).

#### ***Finance Costs***

Finance costs in Fiscal 2024, representing 1.82% of our revenue, increased by 140.64% over Fiscal 2023. This rise is due to fresh short-term borrowings, resulting in higher interest payments, and increased interest on Tax Deducted at Source (TDS), advance tax, and Goods and Services Tax (GST).

#### ***Depreciation and Amortization Expenses***

Depreciation and amortization expenses in Fiscal 2024, comprising 0.87% of our revenue, increased by 73.75% over Fiscal 2023. This reflects our ongoing investment in long-term assets and infrastructure essential for sustainable growth.

#### ***Other Expenses***

Other expenses in Fiscal 2024, accounting for 48.77% of our revenue, increased by 24.60% compared to Fiscal 2023. This includes:

- Advertising expenses increased from ₹503.09 lakhs in Fiscal 2023 to ₹553.93 lakhs in Fiscal 2024.
- Promotional expenses increased from ₹2.95 lakhs in Fiscal 2023 to ₹4.37 lakhs in Fiscal 2024.
- Commission paid to other selling agents increased from ₹15.45 lakhs in Fiscal 2023 to ₹30.58 lakhs in Fiscal 2024.
- Courier charges increased from ₹1.71 lakhs in Fiscal 2023 to ₹22.00 lakhs in Fiscal 2024.
- Freight charges decreased from ₹25.98 lakhs in Fiscal 2023 to ₹21.16 lakhs in Fiscal 2024.
- IT and internet expenses increased from ₹1.40 lakhs in Fiscal 2023 to ₹3.83 lakhs in Fiscal 2024.
- Addition of electricity and water expenses of ₹1.20 lakhs and IPO-related expenses of ₹5.39 lakhs in Fiscal 2024.
- Rent increased from ₹1.83 lakhs in Fiscal 2023 to ₹5.84 lakhs in Fiscal 2024.
- Online shipment expenses increased from ₹160.99 lakhs in Fiscal 2023 to ₹273.76 lakhs in Fiscal 2024.
- MCA filing expenses increased from ₹0.01 lakhs in Fiscal 2023 to ₹11.26 lakhs in Fiscal 2024.

#### ***Tax Expenses***

Tax expenses in Fiscal 2024, comprising 3.74% of our revenue, increased by 11.61% compared to Fiscal 2023. This rise aligns with our higher profitability and reflects our adherence to fiscal responsibilities.

#### ***Profit after Tax***

Profit after tax for Fiscal 2024, representing 10.67% of our revenue, grew by 8.20% over Fiscal 2023. This increase highlights our successful business strategy and operational efficiency, positioning us for sustained growth and value creation. However, our Profit after Tax margin decreased due to competitive pricing pressures and increased interest costs.

## **FISCAL 2023 COMPARED WITH FISCAL 2022**

### ***Revenue from Operation***

In Fiscal 2023, our revenue primarily stemmed from online sales of our niche below-the-belt grooming products through our website and various online marketplaces. We observed a substantial growth of 145.82% in revenue from operations compared to Fiscal 2022, highlighting the increasing demand and acceptance of our products in the male grooming industry. The growth was also as a result of our strategic move of selling our products on various new marketplaces.

### ***Other Income***

The increase in other income, rising from ₹ 1.01 Lakhs in Fiscal March 2022 to ₹ 4.73 Lakhs in Fiscal March 2023, representing a growth of 369.49 %, can be primarily attributed to interest income.

### ***Purchase of traded goods***

The expenditure on purchased traded goods in Fiscal 2023 accounted for 21.05% of our revenue, marking a 178.15% increase over Fiscal 2022. This reflects our commitment to expanding our product inventory to meet the growing market demand and maintaining healthy investment.

### ***Changes in Inventory***

As of March 2023, the changes in inventory reflect a strategic adjustment in our stock levels, aligning with the demand dynamics and operational efficiency. The negative value (-2.53% of revenue) indicates effective inventory management and optimization compared to Fiscal 2022.

### ***Employee Benefit Expenses***

Employee benefit expenses as of March 2023, accounting for 6.47% of our revenue, saw a 55.91% increase over Fiscal 2022. This rise demonstrates our commitment to investing in our workforce, ensuring we have the necessary talent and skills to support business growth and meet expanding operational needs.

### ***Finance Costs***

Finance costs as of March 2023, representing 1.06% of our revenue. This rise compared to FY2022 number underscores our strategic use of external financing to fund growth initiatives and manage operational expenditures.

### ***Depreciation and Amortization Expenses***

Depreciation and amortisation expenses as of March 2023, comprising 0.70% of our revenue, increased by 225.47% over Fiscal 2022. This increase reflects our ongoing investment in long-term assets and infrastructure, essential for sustainable growth.

### ***Other Expenses***

Other expenses as of March 2023, accounting for 54.76% of our revenue, increased by 113.57% compared to Fiscal 2022. These expenses include marketing, online advertisement, operational costs, and digital platform development, key for expanding our market presence and enhancing customer experience.

### ***Tax Expenses***

Tax expenses as of March 2023, comprising 4.69% of our revenue, saw an increase of 386.78% compared to Fiscal 2022. This rise in tax expenses aligns with our higher profitability and reflects our adherence to fiscal responsibilities.

### ***Profit after Tax***

Profit after tax as of March 2023, representing 13.79% of our revenue, showed an impressive growth of 425.84% over Fiscal 2022. This increase in profitability highlights our successful business strategy and operational efficiency, positioning us for sustained growth and value creation.

## **Cash Flows**

(₹ in Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Net Cash from Operating Activities	(226.64)	(33.83)	54.19
Net Cash from Investing Activities	(63.03)	(2.82)	(24.05)
Net Cash used in Financing Activities	617.40	70.79	15.52

### ***Cash Flows from Operating Activities***

The company experienced negative cash flows from operating activities for the fiscal year ending March 2024, with a deficit of ₹226.64 lakhs, and for the fiscal year ending March 2023, with a deficit of ₹33.83 lakhs. This indicates that more cash was spent on operations than was generated during these periods. In contrast, the fiscal year 2022 saw a positive cash flow of ₹54.19 lakhs from operating activities, suggesting better management of working capital or higher profitability in that year.

### ***Cash Flows from Investing Activities***

There has been consistent negative cash flow from investing activities across all periods: ₹63.03 lakhs for the fiscal year ending March 2024, ₹2.82 lakhs in fiscal 2023, and ₹24.05 lakhs in fiscal 2022. This suggests ongoing investments in assets, which could be crucial for long-term growth, such as capital expenditures for expanding operational capacity or technology investments.



### ***Cash Flows from Financing Activities***

The company reports positive cash flows from financing activities, with ₹617.40 lakhs for the fiscal year ending March 2024 and ₹70.79 lakhs for the fiscal year 2023. This significant inflow indicates capital injections, possibly from equity financing or debt, to support operations and investments. Fiscal year 2022 recorded a lower positive cash flow from financing activities of ₹15.52 lakhs, indicating lesser financing needs or activities during that initial year.

### **INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:**

**1. Unusual or infrequent events or transactions**

Except as described in this Red Herring Prospectus, Our Company has not engaged in any transactions or events during the periods under review that, 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 “*Risk Factors*” beginning on page 20 of this Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as described in this Red Herring Prospectus, particularly in the sections “*Risk Factors*” on pages 20, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

**4. Income and Sales on account of major product/main activities**

For a detailed breakdown of the revenue by major products and main activities, please refer to the "Our Business" chapter on page 20 of this Red Herring Prospectus.

**5. Future relationship between Costs and Income**

Our Company’s future costs and revenues will be determined by the growth of the industry in which we operate.

**6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

**7. Status of any publicly announced new products or business segments**

Our Company has not announced any new products, services, or business segments that are separate from our ongoing operations, as detailed in the "Our Business" section on page 94 of this Red Herring Prospectus. However, it is pertinent to note that Our Company regularly updates its product offerings on our platform/website to meet customer needs and market trends.

**8. The extent to which the business is seasonal**

The business of Our Company is not seasonal, as the demand for grooming products is consistent throughout the year. However, our business may be influenced by the promotions and offers provided by the online marketplaces and platforms where our products are listed. These promotional activities can lead to variations in sales volume across different periods.

**9. Any significant dependence on a single or few suppliers or customers**

Our Company is significantly dependent on a few suppliers. For further details, refer to the chapter titled “*Risk factors*” on page 20 of Red Herring Prospectus.

**10. Competitive Conditions**

Competitive conditions have been discussed in sections titled “*Our Business*” and “*Our Industry*” on pages 94 and 87 of this Red Herring Prospectus.

## SECTION VIII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as disclosed in this section, there is no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes; and (iv) other pending litigation as determined to be material pursuant to the Materiality Policy in each case involving our Company, our Directors, and our Promoters ("Relevant Parties"). Further, there is no pending litigation involving Our Group Companies, the adverse outcome of which may have a material impact on our Company.

Pursuant to the SEBI ICDR Regulations and the Materiality Policy adopted by our Board of Directors on September 1, 2023 for the purposes of disclosure, any pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, including outstanding action, and tax matters, would be considered 'material' where:

- i. the claim/dispute amount, to the extent quantifiable, exceeds 10% of the total trade payables of the Company as per the last restated financial statements of the Company for a complete Financial Year would be considered 'material' for disclosure in this Red Herring Prospectus; and
- ii. the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but an outcome in any such litigation would materially and adversely affect the Company's business, operations, cash flows, financial position or reputation of the Company.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds 10 % of the total trade payables of the Company as per the latest restated financial statements of the Company shall be considered as 'material'. 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 Auditor.

It is clarified that pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, our Directors or Our Group Companies shall not be considered as litigation until such time that any of our Company, our Directors or Our Group Companies, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or any judicial authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced. All terms defined in a particular litigation disclosure pertain to that litigation only.

#### II. LITIGATIONS INVOLVING THE COMPANY: 1

##### 1. Litigation Involving Criminal Laws

Nil

##### 2. Litigation Involving Actions By Statutory/ Regulatory Authorities

Nil

##### 3. Disciplinary Actions By Authorities

Nil

##### 4. Litigation Involving Tax Liability

Nil

##### 5. Other Pending Litigation Based On Materiality Policy Of Our Company

1

By/ Against	Name of the Opponent	Civil/ Criminal/ Tax proceedings AND Applicable Laws	Updated status/ Court	Amount involved (INR)
Against	Aegis Personal Care LLP	Civil/Commercial Suit	10.11.2022 [Last date of hearing before the Bombay High Court   To appear for trial of the suit in usual course   Next date of hearing	2 Crore [The amount refers to 'damages' claimed in a Copyright Suit as an alternative remedy to rendering of accounts and not a liquidated

			(NDOH) not given by the Court]	claim/ operational or financial debt]
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### **Commercial IP (Intellectual Property) Suit bearing No. 350/2022**

Aegis Personal Care LLP filed a Commercial IP (Intellectual Property) Suit bearing No. 350/2022 in the Bombay High Court against the Company and its Promoter/ Directors (Defendant Nos.1 to 3) alleging copyright violation of a cinematograph film titled 'Ballistic Manscaping Body Trimmer | Zlade' purportedly owned by it (Aegis). It is further alleged that the Defendant Nos. 1 to 3 unauthorizedly reproduced the same/ significant portion thereof on the social media platforms like Facebook or Youtube for promotion of products manufactured or marketed by the Defendant Nos. 1 to 3. Aegis claimed restraint orders on publication of the cinematograph film and damages of ₹ 2 Crore. The Defendant Nos. 1 to 3 have voluntarily undertaken to takedown the film from all social media platforms during pendency of the suit without admitting any wrongdoing or liability. Now the suit is to be adjudicated on whether any copyright violation, as alleged in the plaint, at all took place or not and whether Aegis is entitled to any damages and/or the quantum thereof, if at all. The suit is at pre-admission stage and no next date of hearing is available/ fixed.

### **II.LITIGATIONS INVOLVING THE PROMOTER OF THE COMPANY: 1**

#### *1. Litigation Involving Criminal Laws*

Nil

#### *2. Litigation Involving Actions By Statutory/ Regulatory Authorities*

Nil

#### *3. Disciplinary Actions By Authorities*

Nil

#### *4. Litigation Involving Tax Liability*

Nil

#### *5. Other Pending Litigation Based On Materiality Policy Of Our Company*

1

<b>By/ Against</b>	<b>Name of the Opponent</b>	<b>Civil/ Criminal/ Tax proceedings AND Applicable Laws</b>	<b>Updated status/ Court</b>	<b>Amount involved (INR)</b>
Against	Aegis Personal Care LLP	Civil/Commercial Suit	10.11.2022 [Last date of hearing before the Bombay High Court   To appear for trial of the suit in usual course   Next date of hearing (NDOH) not given by the Court]	2 Crore [The amount refers to 'damages' claimed in a Copyright Suit as an alternative remedy to rendering of accounts and not a liquidated claim/ operational or financial debt]

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**III.LITIGATIONS INVOLVING THE DIRECTORS OF THE COMPANY OTHER THAN PROMOTER OF THE COMPANY: NIL**

*1. Litigation Involving Criminal Laws*

*Nil*

*2. Litigation Involving Actions By Statutory/ Regulatory Authorities*

*Nil*

*3. Disciplinary Actions By Authorities*

*Nil*

*4. Litigation Involving Tax Liability*

*Nil*

*5. Other Pending Litigation Based On Materiality Policy Of Our Company*

*Nil*

**IV.LITIGATIONS INVOLVING GROUP ENTITIES: NIL**

*1. Litigation Involving Criminal Laws*

*Nil*

*2. Litigation Involving Actions By Statutory/ Regulatory Authorities*

*Nil*

*3. Disciplinary Actions By Authorities*

*Nil*

*4. Litigation Involving Tax Liability*

*Nil*

*5. Other Pending Litigation Based On Materiality Policy Of Our Company*

*Nil*

**V.LITIGATIONS RELATING TO THE DIRECTORS OF GROUP ENTITIES: NIL**

*1. Litigation Involving Criminal Laws*

*Nil*

*2. Litigation Involving Actions By Statutory/ Regulatory Authorities*

*Nil*

*3. Disciplinary Actions By Authorities*

*Nil*

*4. Litigation Involving Tax Liability*

*Nil*

*5. Other Pending Litigation Based On Materiality Policy Of Our Company*

*Nil*

**VI.LITIGATIONS RELATING TO THE SUBSIDIARY COMPANY AND HOLDING COMPANY: NIL**

*1. Litigation Involving Criminal Laws*

*Nil*

*2. Litigation Involving Actions By Statutory/ Regulatory Authorities*

*Nil*

*3. Disciplinary Actions By Authorities*

*Nil*

*4. Litigation Involving Tax Liability*

*Nil*

*5. Other Pending Litigation Based On Materiality Policy Of Our Company*

*Nil*

**VII.LITIGATIONS RELATING TO THE DIRECTORS OF SUBSIDIARY COMPANY: NIL**

*1. Litigation Involving Criminal Laws*

*Nil*

*2. Litigation Involving Actions By Statutory/ Regulatory Authorities*

*Nil*

*3. Disciplinary Actions By Authorities*

*Nil*

4. *Litigation Involving Tax Liability*

Nil

5. *Other Pending Litigation Based On Materiality Policy Of Our Company*

Nil

**VIII.DETAILS OF THE PAST PENALTIES IMPOSED ON THE COMPANY / DIRECTORS: NIL**

**OTHER LITIGATIONS INVOLVING ANY OTHER ENTITIES WHICH MAY HAVE A MATERIAL ADVERSE EFFECT ON THE COMPANY**

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offenses, tax liabilities, prosecution under any enactment in respect of the Companies Act, Show Cause Notices or Legal Notices pending against any company whose outcome could affect the operation or finances of the Company or have a material adverse effect on the position of the Company.

**DETAILS OF THE PAST PENALTIES IMPOSED ON THE COMPANY / DIRECTORS: NOT APPLICABLE**

**Outstanding dues to Creditors**

As per the materiality policy adopted by the Board of our Company in its meeting held on November 28, 2023 the outstanding dues to creditors in excess of 10% of the profit after tax (PAT) of the Company, as per the last audited financial statements; or where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed the above mentioned thresholds, if similar litigations put together collectively exceed 10% of the profit after tax of the Company will be considered material.

Based on the same, as on March 31, 2024, our Company had outstanding dues to creditors as follows:

<b>Nature of Creditors</b>	<b>Amount (Rs. In Lakh)</b>
Micro, Small and Medium Enterprises	-
Others	13.48

Further, on March 31, 2024 the Company has no outstanding amount to any micro-enterprises and small enterprises and medium enterprises based on the available information and records.

Details of Material Dues to creditors as required under the SEBI (ICDR) Regulations have been disclosed on the company's website at <https://macobstech.com>.

**Material developments occurring after the last balance sheet date, that is, March 31, 2024:**

Except as disclosed in the "*Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company*" beginning on page number 145 of this Red Herring Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this Red Herring Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its assets or its ability to pay its material liabilities within the next 12 months.

**We further confirm that except as stated hereinabove:**

- a. Litigations or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against the Promoters of the Company during the last five years.
- b. Directions issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action
- c. Pending proceedings initiated against the Company for economic offences;
- d. Default and non-payment of statutory dues by the Company
- e. Inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous Act in the last five years against the Company and Subsidiary including fines imposed or compounding of offenses done in those five years;
- f. Material frauds committed against the Company in the last five years;

g. Cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company. \*

h. Pending litigation against the Promoters/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.

i. Pending proceedings initiated for economic offenses against the Directors, Promoters, Companies, and firms promoted by the Promoters.

j. Outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.

**We further confirm that except as stated hereinabove:**

a. MTL/the Company, its Promoters, and other Companies with which Promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken against them or either of them by SEBI.

b. There has been no material regulatory or disciplinary action by a Stock Exchange or Regulatory Authority in the past years in respect of the Promoters of the Company, group company's entities, entities promoted by the Promoters of the Company.

c. Further, none of the Directors of the Company has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.

d. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoters, Group Companies, companies promoted by the Promoters during the past three years except as under:

e. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.

f. There is no pending litigation against the Promoters/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.

g. There are no pending proceedings initiated for economic offenses against the Directors, Promoters, Companies, and firms promoted by the Promoters.

h. There is no outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.

i. There are no litigations against the Promoters / Directors in their capacity.

j. There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors. Further, none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.

k. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.

l. There is no pending litigation against the Promoters/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.

m. There are no pending proceedings initiated for economic offenses against the Directors, Promoters, Companies, and firms promoted by the Promoters.

n. There is no outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.

o. There are no litigations against the Promoters / Directors in their capacity.

p. There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors. Further, none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.

## GOVERNMENT AND OTHER APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Regulation and Policies” beginning on page 110 of the Red Herring Prospectus.

### CORPORATE APPROVALS FOR THIS ISSUE

- a. The Board of Directors have, pursuant to resolutions passed at its meeting held on November 28, 2023 has approved the Issue, subject to the approval by the shareholders of the Company under Section 62 (1) (c) of the Companies Act 2013.
- b. The Shareholders have, pursuant to the resolution dated November 29, 2023 under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

### IN-PRINCIPLE APPROVAL

The Company has obtained approval from NSE vide its letter dated April 23, 2024 to use the name of NSE in this Issue document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

### AGREEMENTS WITH NSDL AND CDSL

- The Company has entered into an agreement dated August 28, 2023, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Maashitla Securities Private Limited, for the dematerialization of its shares.
- The Company has also entered into an agreement dated August 28, 2023, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Maashitla Securities Private Limited, for the dematerialization of its shares.
- The Company’s International Securities Identification Number (ISIN) is INE0R0J01010

### INCORPORATION DETAILS OF OUR COMPANY

S.No	Nature of registration or licence	Registration Number	Governing Law	Issuer	Date of issue	Expiry
1.	Original Certificate of Incorporation issued to Macobs Technologies Private Limited	U74999RJ2019PTC066608	Companies Act, 1956	Registrar of Companies, Rajasthan	14.10.2019	07.08.2023
2.	Fresh Certificate of Incorporation upon conversion into public company Macobs Technologies Limited	U74999RJ2019PLC066608	Companies Act, 2013	Registrar of Companies, Rajasthan	07.08.2023	Till Cancelled

### TAX RELATED AUTHORISATIONS OF COMPANY

S.No	Nature of registration or licence	Registration Number	Issuer	Date of Issue	Validity
1.	Permanent Account Number (PAN)	AANCM0020G	Income Tax Department, Government of India	14.10.2019	Till Cancelled

2.	Tax Deduction and Collection Account Number (TAN)	JPRM10330F	Income Tax Department, Government of India	14.10.2019	Till Cancelled
3.	Goods and Services Tax Registration Number (GSTIN/UIN)	36AANCM0020G1ZU [Telangana]	Goods and Services Tax Department, Government of India	12.10.2023	Till Cancelled
4.	Goods and Services Tax Registration Number (GSTIN/UIN)	08AANCM0020G1ZT [Rajasthan]	Goods and Services Tax Department, Government of India	19.10.2023	Till Cancelled
5.	Goods and Services Tax Registration Number (GSTIN/UIN)	27AANCM0020G1ZT [Maharashtra]	Goods and Services Tax Department, Government of India	18.10.2023	Till Cancelled
6.	Goods and Services Tax Registration Number (GSTIN/UIN)	29AANCM0020G1ZP [Karnataka]	Goods and Services Tax Department, Government of India	03.10.2023	Till Cancelled
7.	Goods and Services Tax Registration Number (GSTIN/UIN)	06AANCM0020G1ZX [Haryana]	Goods and Services Tax Department, Government of India	18.10.2023	Till Cancelled
8.	Goods and Services Tax Registration Number (GSTIN/UIN)	19AANCM0020G1ZQ [West Bengal]	Goods and Services Tax Department, Government of India	04.12.2023	Till Cancelled

#### LABOUR LAW RELATED APPROVALS

S. No.	Nature of registration or licence	Registration Number	Issuer	Date of Issue	Validity
1	Employee State Insurance	15001030540001002	Regional Office Employee State Insurance Corporation	20/12/2023	Valid Till Cancellation



2	Shop and Establishments Registration	SCA/2023/14/136487	Department of Labour	20/12/2023	Valid Till Cancellation
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#### BUSINESS RELATED CERTIFICATIONS

S. No	Nature of registration or licence	Registration Number	Issuer	Date of Issue	Validity
1	Certificate of Producer	1.1611831308592E+20	Central Pollution Control Board under the Ministry of Environment, Forest and Climate Change	19.07.2023	Till Cancelled
2	EPR Registration Certificate of Producer	B-29016(2873)/(EPR)/23/WM-III	Central Pollution Control Board under the Ministry of Environment, Forest and Climate Change	14.07.2023	13.07.2028 [Valid for 5 years]
3	Certificate of Registration	GOI/RJ/2023/2351	Department of Consumer Affairs/Weights and Measures Unit under Ministry of Consumer Affairs, Food & Public Distribution	18.04.2023	Till Cancelled
4	License	R-41256510	Bureau of Indian Standards under Ministry of Consumer Affairs, Food & Public Distribution	23.05.2023	22.05.2025
5	UDYAM Registration Certification	UDYAM-RJ-17-0066934	Ministry of Micro, Small and Medium Enterprises	18.05.2021	Till Cancelled
6	Cosmetic License	GC/1262	Office of the Commissioner, Food & Drug Control, Administration	20.09.2023	Till Cancelled

7	Import Export Code	AANCM0020G	Directorate General of Foreign Trade	20.11.2019	Till Cancelled
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## INTELLECTUAL PROPERTIES

Nature of Intellectual Property	Class	Description	Owner	Application Number and Date	Status
Trademark	35	Menhood (Device)	Macobs Technologies Private Limited	4984838	Opposed
Trademark	35	MENHOOD	Macobs Technologies Private Limited	5683044	Accepted & Advertised
Trademark	3	MENHOOD	Macobs Technologies Private Limited	5651363	Opposed
Trademark	8	MENHOOD	Macobs Technologies Private Limited	5651364	Opposed
Trademark	3	MENHOOD THE HUSTLER (Device)	Macobs Technologies Private Limited	5935815	Objected
Trademark	3	Menhood (Device)	Macobs Technologies Private Limited	6116806	Objected
Trademark	42	Menhood (Device)	Macobs Technologies Private Limited	6124006	Registered
Trademark	42	Menhood (Word)	Macobs Technologies Private Limited	6124882	Objected
Trademark	8	Menhood (Device)	Macobs Technologies Private Limited	6125366	Accepted and Advertised
Trademark	8	Macob Technologies (Word)	Macobs Technologies Private Limited	6129644	Accepted and Advertised
Trademark	3	Macob Technologies (Word)	Macobs Technologies Private Limited	6129643	Accepted and Advertised
Trademark	3	Macobs (Word)	Macobs Technologies Private Limited	6129645	Accepted and Advertised
Trademark	8	Macobs (Word)	Macobs Technologies Private Limited	6129646	Accepted and Advertised

Trademark	42	Womenhood	Macobs Technologies Private Limited	6130386	Accepted and Advertised
Opposition	8	MenHood	Swizz Creation	5602898	Abandoned

**DOMAINS**

Domain Name	Registered Date	Expiration Date
macobs.in	12.07.2023	23.08.2025
macobstech.com	12.07.2023	15.10.2025
womenhood.in	12.07.2023	09.01.2025
menhood.in	12.07.2023	23.01.2025
nayab.in	12.07.2023	30.08.2025
nayab.art	12.07.2023	23.06.2026

**IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE- MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.**

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

- a. This Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on November 28, 2023.
- b. The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013, at its EGM held on November 29, 2023, and authorised the Board to take decisions in relation to this Issue.
- c. The Company has obtained approval from NSE vide its letter dated April 23, 2024 to use the name of NSE in this Issue document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.
- d. Our Board has approved this Red Herring Prospectus through its resolution dated July 06 2024.
- e. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “*Government and Other Approvals*” beginning on page number 157 of this Red Herring Prospectus.

### PROHIBITION BY SEBI

Our Company, Directors, Promoters, members of the Promoter Group and Group Companies or the Director and Promoters of our Promoters Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as Promoters, directors or persons in control of any other company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

### PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Our Company, our Promoters or their relatives (as defined under the Companies Act) and Our Group Companies have confirmed that they have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereof are pending against them.

Our Directors have not been declared as wilful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, and our Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018, upon notification of the relevant forms, as may be applicable to them.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

We confirm that none of our Directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Red Herring Prospectus.

### ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the post Issue paid up capital is less than ₹ 1,000 Lakh. Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares.

We confirm that:

- a. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the BRLM to the Issue will underwrite at least 15% of the Total Issue Size. For further details, pertaining to said underwriting please refer to “General Information” Underwriting on page 444 of this Red Herring Prospectus.
- b. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of four (4) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
- c. In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the BRLM shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/ Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/ Prospectus with the Registrar of Companies.
- d. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the BRLM will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled “General Information”, “Details of the Market Making Arrangements for this Issue” on page 44 of this Red Herring Prospectus.

- e. In accordance with Regulation 228 (a) of the SEBI (ICDR) Regulations, Neither the issuer, nor any of its Promoters, promoter group or directors are debarred from accessing the capital market by the Board;
- f. In accordance with Regulation 228 (b) of the SEBI (ICDR) Regulations, none of the Promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board;
- g. In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its Promoters or directors is a wilful defaulter or fraudulent borrower.
- h. In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, None of the Issuer's Promoters or directors is a fugitive economic offender.
- i. In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to National Stock Exchange of India Limited and National Stock Exchange of India Limited is the Designated Stock Exchange.
- j. In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.
- k. In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.
- l. In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the Promoters are already in dematerialized form.

### NSE ELIGIBILITY NORMS:

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on Emerge Platform of NSE India which states as follows:

1. **The issuer should be a Company incorporated Under Companies Act, 2013.**  
Our company is incorporated under the Companies Act, 2013 on 14/10/2019.
2. **The post issue paid up capital of the company (face value) shall not be more than ₹ 25 crores.**  
The post issue paid up capital of the Company will be less than ₹ 25 crores.
3. **Track Record**
  - A) **Our Company has a (combined) track record of at least 3 years**
  - B) **The company should have positive cash accruals (earnings before interest, depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive.**

Particulars (₹ Lakh)	March 31, 2024	March 31, 2023	March 31, 2022
EBITDA as per Restated Financial Statement	341.25	285.62	56.37

4. **The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**  
To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent. The Company's shares bear an ISIN: INE0R0J01010
5. **The company shall mandatorily have a website.**  
Our Company has a live and operational website – <https://macobstech.com>
6. **Other Listing Conditions**
  - a. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
  - b. There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.
  - c. There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to NSE India for listing on Emerge Platform of NSE India.
  - d. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
  - e. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
  - f. None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrower.
  - g. 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

**We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the NSE EMERGE.**

#### **COMPLIANCE UNDER REGULATION 300 OF SEBI(ICDR) REGULATIONS**

No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations with respect to the Issue.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE 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 THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, SKI CAPITAL SERVICES LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.**

#### **DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, its Directors and the BRLM accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website <https://macobstech.com> and <https://www.skicapital.net/> would be doing so at his or her own risk.

#### **CAUTION**

The BRLM accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the BRLM shall make all information available 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 or at collection centers, etc. The BRLM and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the 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.**

#### **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 authorized to invest in shares, Mutual

Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakh, pension funds with minimum corpus of ₹2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this 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 Jaipur 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, except that the Red Herring Prospectus had been filed with NSE Emerge for its observations and NSE Emerge gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Red Herring Prospectus in each jurisdiction, including India.

#### **Disclaimer Clause of the Emerge Platform of NSE**

National Stock Exchange of India Limited (NSE) has given vide its letter dated April 23, 2024 permission to this Company to use its name in this offer document as one of the stock exchange on which this company's securities are proposed to be listed on the Emerge Platform. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. National Stock Exchange of India Limited does not in any manner:-

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Issue or will continue to be listed on NSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by NSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE, whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. NSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the Emerge platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by NSE / other regulatory authority. Any use of the Emerge platform and the related services are subject to Indian Laws and Courts exclusively situated in Delhi.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended ("U.S. 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 under the U.S. Securities Act), except pursuant to exemption from, or in a

transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares will be offered and sold only outside the United States in offshore transaction in compliance with Regulation of the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

Sr. No.	Issue Name	Issue Size	Issue Price	Listing Date	Opening Price on listing	+/- change in closing price, +/- change in benchmark]		+/- change in closing price, +/- change in benchmark]		+/- change in closing price, +/- change in benchmark]	
						- 30 <sup>th</sup> calendar day from listing	- 90 <sup>th</sup> calendar day from listing	- 180 <sup>th</sup> calendar day from listing			
NIL											

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to the website of the Book Running Lead Manager at [www.skicapital.net](http://www.skicapital.net).

#### **FILING**

This Draft Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the Prospectus shall be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus, required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Rajasthan ROC-cum-Official Liquidator, Ministry of Corporate Affairs, C/6-7, 1st Floor, Residency Area, Civil Lines, Jaipur-302001, Rajasthan.

#### **LISTING**

Application will be made to the National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of National Stock Exchange of India Limited has given its in-principle approval for using its name in our Issue documents vide its letter no. Ref: NSE/LIST/3381 dated April 23, 2024.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the Applicant in pursuance of the Red Herring Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.



Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within six 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 of the Companies Act, 2013.

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount, if fraud involves an amount of at least ₹ 10 Lakhs or one-percent of the turnover of the company, whichever is lower.

Provided that where 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 for an imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

### **CONSENTS**

Consents in writing of: (a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) BRLM, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing Red Herring prospectus to ROC) and will be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013 and such consents shall not be withdrawn at the time of delivery of the Red Herring Prospectus for registration with the RoC.

Our Auditors have given their written consent for the inclusion of their report in the form and context in which it appears in the Red Herring Prospectus/ Red Herring Prospectus/ Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with NSE.

### **EXPERT OPINION**

Our Company has received written consent dated June 27, 2024 from Peer Reviewed Auditor namely, **V Sahai Tripathi & Co. Chartered Accountants**, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this 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 Auditor and in respect of its (i) examination report dated June 27, 2024 on our Restated Financial Information; and (ii) its report dated June 27, 2024 on the statement of Special Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received a written consent dated January 18, 2024 from **M/s. Vakalat India, Advocates**, having registration number F/1564/1093/2011 (WB) to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the Legal Litigations being subsisting by the Company, against the Company, by the Promoters, against the Promoters, by the Directors and against the Directors of the Company and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received a written consent dated January 18, 2024 from **Manthan Negandhi & Co., Company Secretaries**, having registration number S2018MH640600 to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the ROC and Secretarial Search Report Dated July 05, 2024 and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

### **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION**

We have not made any previous rights and/or public issues since incorporation and are an Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an Initial Public Offering in terms of the SEBI (ICDR Regulations).

#### **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Other than as detailed under chapter titled “Capital Structure” beginning on page 54 of the Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Red Herring Prospectus.

#### **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARY/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:**

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made / Section 186 of the Companies Act, 2013, has made any public issue or rights issue during the last three years.

#### **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/RIGHTS ISSUE OF THE LISTED SUBSIDIARY OF OUR COMPANY**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as on date of this Red Herring Prospectus our Company has no listed corporate Promoters and no listed subsidiary company.

#### **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

#### **OUTSTANDING CONVERTIBLE INSTRUMENTS**

Our Company does not have any outstanding convertible instruments as on the date of filing this Red Herring Prospectus.

#### **PARTLY PAID-UP SHARES**

As on the date of this Red Herring Prospectus, there are no partly paid up Equity Shares of our Company.

#### **OPTION TO SUBSCRIBE**

Equity Shares being offered through this Red Herring Prospectus can be applied for in dematerialized form only.

#### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this Issue is an Initial Public Offering in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

#### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, 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 date 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 Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

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 shall obtain authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply 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 prior to filing of the Red Herring Prospectus/ Prospectus with the RoC. Our Company has not received any complaints as on the date of this Red Herring Prospectus/Prospectus.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Issue for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ankita Soni as the Company Secretary and Compliance Officer and may be contacted at the following address:

Ankita Soni  
Plot No. A-305, Backside National Handloom Corp, Vaishali Nagar, Jaipur, Rajasthan, India-302021  
Tel: 8062195177;  
E-mail: [compliance@macobstech.com](mailto:compliance@macobstech.com)

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Red Prospectus.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY**

We do not have any listed company under the same management.

#### **CHANGE IN AUDITORS DURING THE LAST THREE (3) YEARS**

Except as disclosed in "**General Information**" beginning on Page 44 of this Red Herring Prospectus; there are no changes in the Auditors of the company during the last three years.

## **CAPITALIZATION OF RESERVES OR PROFITS**

Except as disclosed under “*Capital Structure*” beginning on page 54 of this Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

## **REVALUATION OF ASSETS**

Our Company has not revalued its assets in five (5) years preceding the date of this Red Herring Prospectus.

## **TAX IMPLICATIONS**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the “*Statement of Possible Tax Benefits*” beginning on page 84 of this Red Herring Prospectus.

## **PURCHASE OF PROPERTY**

Other than as disclosed in “*Our Business*” on page 94 of the Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of the Prospectus, other than property, in respect of which:

- The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.
- Except as stated elsewhere in the Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

## **SERVICING BEHAVIOR**

Except as stated in this Red Herring Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

## **PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in “*Our Management*” beginning on page 121 and “*Restated Financial Information*” beginning on page 140 of the Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

## **EXEMPTION FROM COMPLYING WITH ANY PROVISION OF SECURITY LAWS, IF ANY GRANTED BY SEBI**

As on date of Red Herring Prospectus, our company has not availed any exemption from complying with any provision of security laws granted by SEBI.

## SECTION IX – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued, offered and Allotted pursuant to the Issue are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue and offer of capital and listing and trading of issued securities enacted from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of the Issue and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Issue.*

#### The Issue

The present Public Issue of up to 25,95,200 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on November 28, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on November 29, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

#### Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to, '**Main Provisions of Article of Association**', beginning on page 207 of this 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 any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation 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 and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors for further details, please refer to "**Dividend Policy**" and "**Main Provisions of Article of Association**" beginning on page 139 and 207 respectively of this 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 all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper, 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 their 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 websites 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 for Issue Price**" beginning on page 79 of this Red Herring Prospectus.

#### Compliance with SEBI ICDR Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Compliance with Disclosure and Accounting Norms**

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:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) 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, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to "**Main Provisions of the Articles of Association**" beginning on page 207 of this Red Herring Prospectus.

### **Allotment only in Dematerialized Form**

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must 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. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated August 28, 2023 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated August 28, 2023 between CDSL, our Company and Registrar to the Issue.

### **Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE EMERGE (SME platform of NSE) 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 is 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**

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Jaipur.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to,

registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States 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.

### 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.

### Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) 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.

### Period of Subscription List of Public Issue

Issue Opening Date	July 16, 2024
Issue Closing Date	July 19, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	on or about July 22, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	on or about July 22, 2024
Credit of Equity Shares to Demat Accounts of Allottees	on or about July 23, 2024
Commencement of Trading of The Equity Shares on the Stock Exchange	on or about July 24, 2024

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

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST.

Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the 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 Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

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

\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the 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 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

### **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer 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.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer to the “**General Information**” on page 44 of this Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.



## **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 NSE 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 promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE 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.

If the Paid-up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **Market Making**

The shares offered through this Issue are proposed to be listed on the SME Platform of NSE (NSE EMERGE), wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE.

For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to "**General Information**" on page 44 of this 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 National Stock Exchange of India Limited.

## **As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provide 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 Investor

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.

## **Allotment of Equity Shares in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

## **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

## **Application by Eligible NRI's, FPI's, VCF's, AIF's 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.

### **Restrictions 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 Promoters minimum contribution in the Issue as detailed under "*Capital Structure*" beginning on page 54 of this Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to the "*Main Provisions of the Articles of Association*" beginning on page 207 of this Red Herring Prospectus.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

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 and regulations, which may occur after the date of this 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 and regulations.

## ISSUE STRUCTURE

*This Issue is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up face value capital is less than ₹10 Crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE EMERGE Platform of NSE). For further details regarding the salient features and terms of such an issue please refer “Terms of the Issue “and “Issue Procedure” on page 171 and 181 of the Red Herring Prospectus.*

The Issue comprise of a Public Issue of 25,95,200 Equity Shares of Face Value of ₹10/- each fully paid (The “Equity Shares”) for cash at a price of ₹ [●]/- per Equity Shares (including a premium of ₹ [●]/- per equity share) aggregating to ₹ [●]/-Lakhs (“the Issue”) by our Company.

The Issue comprises a reservation of which 1,31,200 Equity Shares of ₹ 10/- each will be reserved for subscription by Market Maker Reservations Portion and a Net Issue to the public of 24,64,000 Equity Shares of ₹ 10/- each is hereinafter referred to as the net issue. The Issue and the Net Issue will constitute 26.49% and 25.15% respectively of the post issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Book Building Process.

Particulars of the Issue	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	1,31,200 Equity Shares	7,39,200 Equity Shares.	8,62,400 Equity Shares	8,62,400 Equity Shares
Percentage of Issue Size available for allocation	5% of the Issue Size	Not more than 30% of the Net Issue being available for allocation to QIB Bidder  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	Not less than 35% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment	Firm Allotment	Proportionate as follows: (excluding Anchor Investor Portion) a) 14400 Equity Shares shall be available for allocation on a	Proportionate	Proportionate

		<p>proportionate basis to Mutual Funds only; and</p> <p>b) 281600 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>443200 Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid bids received from Mutual Funds at or above the Anchor Investor Allocation Price.</p>		
Mode of Application	Through ASBA Process Only	Through ASBA Process Only (Except for Anchor Investor)	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Application Size	[●] 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 and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount does not exceed ₹ 200,000
Maximum Application Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount does not exceed ₹ 200,000
Trading Lot	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof

Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) 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.
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- This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- 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.
- 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 Managers and the Designated Stock Exchange, subject to applicable laws.
- Our Company, in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI (ICDR) Regulations, 2009, 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.
- 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 181 of the Red Herring Prospectus;

#### Withdrawal of the Issue

The Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi).

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 the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh 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 approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final RoC approval to the Prospectus after it is filed with the RoC.

#### Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Jaipur.

#### Issue Programme:

Events	Indicative Dates
<b>Bid/Issue Opening Date</b>	July 16, 2024
<b>Bid/Issue Closing Date</b>	July 19, 2024
<b>Finalization of Basis of Allotment with Designated Stock Exchange</b>	on or about July 22, 2024
<b>Initiation of Allotment/Refunds/Unblocking of funds from ASBA Account or UPI ID linked bank account</b>	on or about July 22, 2024
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	on or about July 23, 2024

<b>Listing Date</b>	on or about July 24, 2024
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*Note: Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.*

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE 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 application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

*This space has been left blank intentionally*

## ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issue prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. Investors should note that the details and process provided in the General Information Document should be read along with this section. Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("UPI Phase I"), until June 30, 2019. Subsequently, for applications by Retail Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and RIBs submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with existing timeline of T+6 days until further notice pursuant to SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 ("UPI Phase II"). SEBI vide press release bearing number 12/2023 had approved the proposal for reducing the time period for listing of shares in public issue from the existing six working days to three working days. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023. The Issue will be made under UPI Phase II, subject to the timing of the Issue and any circulars, clarification or notification issued by the SEBI from time to time, including SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. Further, SEBI vide its 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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. 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 Red Herring Prospectus. The provisions of the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 are also deemed to form part of this Red Herring Prospectus. Further, 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.

Our Company, the Promoter and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

Further, our Company, the Promoter and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

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 or 15% per annum on the Bid Amount 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, unless otherwise prescribed under applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay

*in unblocking. 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 sizes are up to ₹0.5 million 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). The Registrar and SCSBs will comply with any additional circulars or other Applicable Law, and the instructions of the BRLMs, as may be issued in connection with this circular. Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

## **BOOK BUILDING PROCEDURE**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price.

Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and Selling Shareholder in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**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 Book Running 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 NSE i.e. [www.nseindia.com](http://www.nseindia.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 SCSB’s 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 Red Herring Prospectus. The Application Form shall contain space for indicating the 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 by introducing an alternate payment mechanism using UPI. 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 the ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:



- a. **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB also had the option to submit the ASBA Form with any of the Designated Intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.
- b. **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by an RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Subsequently, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, individual investors Bidding up to ₹ 500,000 shall use UPI and provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, CDPs and RTAs.
- c. **Phase III:** In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days. SEBI vide press release bearing number 12/2023 had approved the proposal for reducing the time period for listing of shares in public issue from existing six working days to three working days and pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the reduce time period of three working days has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023.

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 (other than for Anchor Investors) 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 websites of NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. The RIBs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

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

\* Electronic Bid Cum Application Forms will also be available for download on the website of the NSE ([www.nseindia.com](http://www.nseindia.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 intermediaries 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 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)

*Retail 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:**

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the 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.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, the respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of the stock exchange. Stock exchange shall share application details including the UPI ID with the sponsor bank on a continuous basis, to enable the sponsor bank to initiate mandate requests on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor Investor to accept a 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 Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidder

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 a 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 RHP for more details.**

**Subject to the above, an illustrative list of Bidders is as follows:**

1. Indian nationals’ resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The 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 Kartal. Applications by HUFs would be considered at par with those from individuals;

3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-
10. Institutional Bidder 's category;
11. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
12. Foreign Venture Capital Investors registered with the SEBI;
13. 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;
14. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
15. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
16. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. 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;
18. 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;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **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 Red Herring Prospectus.**

**The above information is given for the benefit of the Bidder. 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 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 published in All editions of The Financial Express (a widely circulated English national daily newspaper), and All editions of Jansatta (a widely circulated Hindi national daily newspaper), (Hindi being the regional language of Rajasthan, 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.

1. The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period may be extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published The Financial Express (a widely circulated English national daily newspaper), and All editions of Jansatta (a widely circulated Hindi national daily newspaper), (Hindi being the regional language of Rajasthan, where our Registered Office is located), each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
2. 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.
3. 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”.
4. 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
5. 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.
6. 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.
7. 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.
8. 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**

1. 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 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 is 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.
2. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidder

3. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
4. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

**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**

1. 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.
2. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
3. 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:**

- a) Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) with wide circulation. This advertisement shall be in prescribed format.
- b) Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- c) Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the 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.
- d) Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
- e) Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
- f) 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.
- g) 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.
- h) 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.
- i) 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 Bidder
- j) 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 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 under-subscription 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: Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.

1. 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
2. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
3. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
4. Our Company and Selling Shareholder in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - a) where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investor
  - b) 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
  - c) where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation 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.
5. 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.
6. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
7. 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.
8. 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.
9. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
10. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
12. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **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 205. 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 derivate 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:

- such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- 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 utilise 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 utilise 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 Subsidiary, 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 Subsidiary 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 110.

### **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 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, 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:**

- 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.
- 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 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 Bidder

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 Bidder

#### **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 Investor

For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- In case of resident Anchor Investors: — “Macobs Technologies Limited IPO – Anchor Account- R”
- In case of Non-Resident Anchor Investors: — “Macobs Technologies Limited IPO – Anchor Account- NR”

Bidders 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 Investor

#### **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,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or

- d) 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,
- The applications accepted by any Designated Intermediaries
  - The applications uploaded by any Designated Intermediaries or
  - 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 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 Members, 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 in 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 an 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 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 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**

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.

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**

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.

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**

1. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price and the Anchor Investors Issue Price.
2. 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.
3. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer 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.
4. In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.
5. In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
6. Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to Compliance with SEBI Regulations.

**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 Investor 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 Investor**

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.

#### GENERAL INSTRUCTIONS

*Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.*

#### Do's:

- Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
- 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 (other than Anchor) through the ASBA process only;
- Ensure that you have Bid within the Price Band;
- Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
- 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;
- 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;
- 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;
- 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;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
- 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;
- 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;
- 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;
- Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
- 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;
- 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;

- 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.
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
- Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
- 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;
- 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;
- 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 authorise blocking of funds equivalent to the revised Bid Amount in the RIB’s ASBA Account;
- 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;
- 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;
- 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 SEBI at [www.sebi.gov.in](http://www.sebi.gov.in)); and
- 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:**

- Do not Bid for lower than the minimum Bid size;
- Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
- Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
- Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
- Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not submit the Bid for an amount more than funds available in your ASBA account.
- 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;
- In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
- If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
- Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
- Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the General Index Register (GIR) number instead of the PAN;
- 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;

- 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;
- 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);
- Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
- Do not submit a Bid using UPI ID, if you are not a RIB;
- Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
- Do not Bid for Equity Shares in excess of what is specified for each category;
  
- 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;
- 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;
- Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
- 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;
- Do not Bid if you are an OCB; and
- 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 44 and 121 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 44.

#### **GROUNDINGS 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 44.

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 circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no.



SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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.

Names of entities responsible for finalising 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 finalised 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**

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 RHP. For details in relation to allocation, the Bidder may refer to the RHP.

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.

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. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.

#### **BASIS OF ALLOTMENT**

**The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.**

##### **1. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional 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.

##### **2. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

##### **3. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP/ Prospectus.

Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together

to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for 5% of the Net QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds 5% of the Net QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the Net QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than 5% of the Net 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;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
  - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, 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 Bidder
  - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

#### 4. Allotment to Anchor Investor (If Applicable)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
  - i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - 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.

#### 5. 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 NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this RHP.

**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 NSE.**

**The Executive Director / Managing Director of NSE - 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.
3. 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.
4. 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 the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**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 websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)**

**Bidder's Depository Account and Bank Details**

**Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the BidCum 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 NSE Emerge 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:

- a) Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- b) 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
- c) 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.

#### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the NSE (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:
4. Each successful applicant shall be allotted [●] equity shares; and
5. 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.
6. 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.
7. 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 NSE - 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:

1. We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on August 28, 2023.
2. We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on August 28, 2023.
3. The Company's Equity shares bear an ISIN No. INE0R0J01010.
  - 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 Investor

#### **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 Financial Express (a widely circulated English national daily newspaper), and All editions of Jansatta (a widely circulated Hindi national daily newspaper), (Hindi being the regional language of Rajasthan, 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.

#### **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.

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:

- a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 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;
- 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.
- 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 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.

## RESTRICTION 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 DIPP, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The 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 and Master Direction –Foreign Investment In India (updated upto March 08, 2019). 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 and Master Direction.

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.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

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.

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 2020 and amendments from time to time thereupon, 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, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. 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.

### ***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% and 24% 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.

***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 recognized 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 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

***Investment by NRI or OCI on non-repatriation basis***

As per current FDI Policy 2020, 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. 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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus.

Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

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## SECTION X - MAIN PROVISIONS OF OUR ARTICLE OF ASSOCIATION

### SHARE CAPITAL AND VARIATION OF RIGHTS

**II. 1.** Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

**2.** (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

**3.** (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

**4.** Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

**5.** (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

**6.** (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

**7.** The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

**8.** Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

## LIEN

**9. (i)** The company shall have a first and paramount lien—

- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

**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—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

**11. (i)** To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

**12. (i)** The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

## CALLS ON SHARES

**13. (i)** The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

**14.** A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

**15.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

**16. (i)** If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

**17. (i)** Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

**18.** The Board—

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.
- (c)

### **TRANSFER OF SHARES**

**19.** (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

**20.** The Board may, subject to the right of appeal conferred by section 58 declines to register—

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

**21.** The Board may decline to recognize any instrument of transfer unless—

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

**22.** On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

### **TRANSMISSION OF SHARES**

**23.** (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

**24.** (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

**25.** (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

**26.** A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

**27.** In case of a One Person Company—

- (i) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;
- (ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;
- (iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;
- (iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

#### **FORFEITURE OF SHARES**

**28.** If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

**29.** The notice aforesaid shall—

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

**30.** If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

**31.** (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

**32.** (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

**33.** (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### ALTERATION OF CAPITAL

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

### CAPITALISATION OF PROFITS

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

**40.** (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

### **BUY-BACK OF SHARES**

**41.** Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### **GENERAL MEETINGS**

**42.** All general meetings other than annual general meeting shall be called extraordinary general meeting.

**43.** (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### **PROCEEDINGS AT GENERAL MEETINGS**

**44.** (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

**45.** The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

**46.** If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

**47.** If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

**48.** In case of a One Person Company—

(i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the member;

(iii) the resolution shall become effective from the date of signing such minutes by the sole member.

### **ADJOURNMENT OF MEETING**

**49.** (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## VOTING RIGHTS

**50.** Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

**51.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

**52. (i)** In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

**53.** A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

**54.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

**55.** No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

**56. (i)** No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

## PROXY

**57.** The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

**58.** An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

**59.** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## BOARD OF DIRECTORS

**60.** The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

61. Unless otherwise provided under the Companies Act, 2013, the number of Directors shall not be less than three and more than twelve. The first Directors of the Company are:

**1.DUSHYANT GANDOTRA**

**2.SHIVAM BHATEJA**

62. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.

63. The Board may pay all expenses incurred in getting up and registering the company.

64. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

65. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

66. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

67. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

## **PROCEEDINGS OF THE BOARD**

68. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

69. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

70. 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.

71. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

72. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.



**73.** (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

**74.** (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

**75.** All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

**76.** Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

**77.** In case of a One Person Company—

(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the director;

(iii) the resolution shall become effective from the date of signing such minutes by the director.

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

**78.** Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

**79.** A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **THE SEAL**

**80.** (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **DIVIDENDS AND RESERVE**

**81.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

**82.** Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

**83.** (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for 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, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

**84.** (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

**85.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

**86.** (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

**87.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

**88.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

**89.** No dividend shall bear interest against the company.

## ACCOUNTS

**90.** (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

## WINDING UP

**91.** Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## **INDEMNITY**

**92.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## SECTION XI - 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 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 to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: Plot No. A-305, Backside National Handloom Corp, Vaishali Nagar, Jaipur, Rajasthan, India-302021.*

*From the date of filing this Red Herring Prospectus with the Stock Exchange to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.*

### MATERIAL CONTRACTS

1. Issue Agreement dated January 20, 2024 between our company and the Book Running Lead Manager.
2. Agreement dated January 17, 2024 between our company and the Registrar to the Issue.
3. Public Issue Agreement dated May 20, 2024 among our Company, the Book Running Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated July 04, 2024 between our company and the Underwriters.
5. Market making Agreement dated July 04, 2024 between our company, the Book Running Lead Manager and the Market Maker.
6. Tripartite Agreement dated August 28, 2023 between NSDL, our Company and Registrar to the Issue; and
7. Tripartite Agreement dated August 28, 2023 between CDSL, our Company and Registrar to the Issue.

### MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated November 28, 2023 in relation to the Issue and other related matters
3. Shareholders' resolution dated November 29, 2023 in relation to the Issue and other related matters
4. Consents of Promoters, Promoter Group, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor, Legal Advisor, Secretarial Advisor and Market Maker to act in their respective capacities.
5. Peer Review Auditors Report dated June 27, 2024 on Restated Financial Statements of our Company for the period ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022.
6. The Report dated June 27, 2024 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Prospectus.
7. The Report dated July 05, 2024 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
8. The Search cum Due Diligence Report dated July 05, 2024 by Secretarial Advisor to the Company.
9. Due Diligence Certificate from Book Running Lead Manager dated July 08, 2024 addressing NSE
10. Copy of approval from NSE vide letter dated April 23, 2024 to use the name of NSE EMERGE in this offer document for listing of Equity Shares on the SME Platform of NSE.

*Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.*

## DECLARATION

We, hereby declare that, all the relevant provisions of Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.

<b>Signed by the Directors of our Company</b>				
<b>Sr. No.</b>	<b>Name of Director</b>	<b>Category</b>	<b>Designation</b>	<b>Signature</b>
1.	Dushyant Gandotra	Executive	Managing Director	Sd/-
2.	Shivam Bhateja	Executive	Whole Time Director	Sd/-
3.	Divya Gandotra	Non-Executive	Director	Sd/-
4.	Priya Goel	Non-Executive	Additional Independent Director	Sd/-
5.	Sunil Kumar Rana	Non-Executive	Additional Independent Director	Sd/-

<b>Signed by the Key Managerial Personnel of our Company</b>				
<b>Sr. No.</b>	<b>Name of KMP</b>	<b>Category</b>	<b>Designation</b>	<b>Signature</b>
1.	Aditya Solanki	KMP	Chief Financial Officer	Sd/-
2.	Ankita Soni	KMP	Company Secretary and Compliance Officer	Sd/-

**Dated: July 08, 2024**

**Place: Jaipur**