

**NEXXUS PETRO INDUSTRIES LIMITED**  
**CIN: U50400GJ2021PLC126116**

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
B-811 Swati Trinity, Applewood Township Sanathal Sanand, Sarkhej, Ahmedabad, Dascroi, Gujarat, India, 382210	N.A.	Ms. Zehra Murtaza Ghadiali, Company Secretary and Compliance Officer	<b>E-mail:</b> <a href="mailto:cs@nexxusgroup.co.in">cs@nexxusgroup.co.in</a>  <b>Tel. No.:</b> +91 2717 454317	<a href="http://www.nexxusgroup.co.in">www.nexxusgroup.co.in</a>

**THE PROMOTERS OF OUR COMPANY ARE MR. HARESH MOHANLAL SENGHANI, MR. RAHUL MOHANLAL SENGHANI, MRS. HINABEN HARESH SENGHANI AND MRS. MANISHABEN RAHUL SENGHANI**

**DETAILS OF ISSUE TO PUBLIC, PROMOTER/SELLING SHAREHOLDERS**

TYPE	FRESH ISSUE SIZE	OFS SIZE	TOTAL ISSUE SIZE	ELIGIBILITY 229(1) / 229(2) & SHARE RESERVATION AMONG NII & RII
Fresh Issue	Upto 18,50,400 Equity Shares aggregating to ₹ 1,942.92 Lakhs.	N.A.	Upto 18,50,400 Equity Shares aggregating to ₹ 1,942.92 Lakhs.	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations. As the Company's post issue face value capital does not exceed ₹10.00 Crores.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES****RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is 10.5 times of the face value of the Equity Shares. The Issue Price (has been determined and justified by our Company in consultation with the Lead Manager as stated in "Basis for Issue Price" on page 68 of this Prospectus) 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 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 Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 22 of this Prospectus.


**ISSUER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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 Prospectus are proposed to be listed on SME Platform of BSE ("BSE SME"). Our Company has received "In-Principle" approval from the BSE for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated August 21, 2024. For the purpose of the Issue, the Designated Stock Exchange shall be BSE.

**LEAD MANAGER TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 <b>SRUJAN ALPHA CAPITAL ADVISORS</b> Adding Alpha to Value  <b>SRUJAN ALPHA CAPITAL ADVISORS LLP</b>	Mr. Jinesh Doshi	<b>E-mail:</b> <a href="mailto:jinesh@srujanalpha.com">jinesh@srujanalpha.com</a>  <b>Telephone:</b> 022-46030709

**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 <b>KFIN TECHNOLOGIES LIMITED</b>	Mr. M Murali Krishna	<b>E-mail:</b> <a href="mailto:npil.ipo@kfintech.com">npil.ipo@kfintech.com</a>  <b>Telephone:</b> +91 40 67162222

**ISSUE PROGRAMME**

<b>ISSUE OPENS ON: September 26, 2024</b>	<b>ISSUE CLOSSES ON: September 30, 2024</b>
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## NEXXUS PETRO INDUSTRIES LIMITED

Our Company was originally incorporated as “Nexus Petro Industries Private Limited” as a private limited company under the provisions of the Companies Act, 2013, pursuant to a Certificate of Incorporation dated October 5, 2021, issued by the Assistant Registrar of Companies, Central Registration Center. Thereafter, our Company was converted in to a public limited company under the name, “Nexus Petro Industries Limited” on July 18, 2023 vide Special Resolution passed by shareholders at the Extra Ordinary General Meeting of our Company held on July 13, 2023 and a fresh certificate of Incorporation dated July 18, 2023 was issued by Registrar of Companies, Ahmedabad, Gujarat vide CIN No. U50400GJ2021PLC126116. For further details on incorporation and registered office of our Company, see “History and Certain Corporate Matters” beginning on page 111 of this Prospectus.

**Registered Office:** B-811 Swati Trinity, Applewood Township Sanathal Sanand, Sarkhej, Ahmedabad, Dascroi, Gujarat, India, 382210

**Tel:** +91 02717 454317; **E-mail:** [info@nexusgroup.co.in](mailto:info@nexusgroup.co.in); **Website:** [www.nexusgroup.co.in](http://www.nexusgroup.co.in)

**Contact Person:** Ms. Zehra Murtaza Ghadiali, Company Secretary and Compliance Officer;

### OUR PROMOTERS: MR. HARESH MOHANLAL SENGHANI , MR. RAHUL MOHANLAL SENGHANI, MRS. HINABEN HARESH SENGHANI AND MRS. MANISHABEN RAHUL SENGHANI

INITIAL PUBLIC OFFERING OF UPTO 18,50,400 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF NEXXUS PETRO INDUSTRIES LIMITED (“NEXXUS” OR “OUR COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF ₹ 105 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 95 PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING TO ₹ 1,942.92 Lakhs (“THE ISSUE”) OF WHICH 93,600 EQUITY SHARES AGGREGATING TO ₹ 98.28 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 17,56,800 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT AN ISSUE PRICE OF ₹ 105 PER EQUITY SHARE AGGREGATING TO ₹ 1,844.64 LAKHS (“NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.62% AND 25.28% OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 199 OF THIS PROSPECTUS.

### THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS 10.5 TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including corporate bodies or institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the respective bank accounts and/or UPI IDs, in case of RII, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” beginning on page 208 of this Prospectus. A copy will be filed with the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

### RISK IN RELATION TO THE FIRST ISSUE

This being the first public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is Rs.10/- each and the Issue Price is 10.5 times of face value per Equity Share. The Issue Price determined and justified by our Company in consultation with the Lead Manager, as stated under chapter titled “Basis for Issue Price” beginning on page 68 of this Prospectus 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 and/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 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 Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 22 of this Prospectus.

### ISSUER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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 Prospectus are proposed to be listed on SME Platform of the BSE (“BSE SME”). Our Company has received “In-Principle” approval from the BSE for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated August 21, 2024. For the purpose of the Issue, the Designated Stock Exchange shall be BSE.

### LEAD MANAGER TO THE ISSUE

### REGISTRAR TO THE ISSUE



#### SRUJAN ALPHA CAPITAL ADVISORS LLP

112A, 1st floor, Arun Bazar, S.V. Road, Beside Bank of India, Malad (West), Mumbai -400 064

**Correspondence Address:** 824 & 825, Corporate Avenue, Sonawala Rd, Opposite Atlanta Centre, Goregaon, Mumbai- 400063

**Telephone:** 022-46030709

**E-mail:** [jinesh@srujanalpha.com](mailto:jinesh@srujanalpha.com)

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

**Contact Person:** Mr. Jinesh Doshi

**SEBI Registration Number:** INM000012829

**Investors Grievance e-mail:** [jinesh@srujanalpha.com](mailto:jinesh@srujanalpha.com)

#### KFIN TECHNOLOGIES LIMITED

Selenium Tower – B, Plot 31 & 32,

Gachibowli, Financial District,

Nanakramguda, Serilingampally,

Hyderabad – 500032,

Telangana, India.

**Tel:** +91 40 67162222

**E-mail:** [npil.ipo@kfintech.com](mailto:npil.ipo@kfintech.com)

**Investor grievance e-mail:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

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

**Contact Person:** Mr. M Murali Krishna

**SEBI Registration No.:** INR000000221

### ISSUE PROGRAMME

**ISSUE OPENS ON: September 26, 2024**

**ISSUE CLOSES ON: September 30, 2024**

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Possible Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigations and Material Developments*”, “*Key Industry Regulations and Policies*” and section titled “*Main Provisions of the Articles of Association*” on page 74, 135, 183, 99 and 232 respectively of this Prospectus, shall have the meanings ascribed to such terms in the respective sections.

#### GENERAL TERMS

Term	Description
Nexxus / The Company / Our Company / The Issuer / Nexxus Petro Industries Limited	Nexxus Petro Industries Limited, a company incorporated in India under the Companies Act, 2013 having its Registered Office at B-811, Swati Trinity, Applewood Town, Sanathal Sanand, Ahmedabad India 382210
We / us / our	Unless the context otherwise indicates or implies, refers to our Company
you / your / yours	Prospective Investors in this Issue

#### COMPANY RELATED TERMS

Term	Description
AoA / Articles / Articles of Association	The Articles of Association of our Company, as amended from time to time
Audit Committee	The Audit Committee of our Company, constituted on December 01, 2023 in accordance with Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 114 of this Prospectus
Auditors / Statutory Auditors	The statutory auditors of our Company, currently being M/s. Keyur Shah & Associates, Chartered Accountants.
Bankers to our Company	YES Bank Limited, ICICI Bank Limited are Bankers to our Company
Board of Directors / Board / Directors (s)	The Board of Directors of Nexxus Petro Industries Limited, including all duly constituted Committees thereof as the context may refer to
Chairman / Chairperson	The Chairman / Chairperson of Board of Directors of our Company being Mr. Haresh Mohanlal Senghani
Chief Financial Officer / CFO	The Chief Financial Officer of our Company is Mr. Gaurav Narendra Mehta.
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Ms. Zehra Murtaza Ghadiali
Corporate Identification Number / CIN	U50400GJ2021PLC126116
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each fully paid-up
Equity Shareholders / Shareholders	Persons / entities holding Equity Share of our Company
Executive Directors	Executive Directors are the Managing Director & Whole Time Directors of our Company
Group Companies	In terms of SEBI ICDR Regulations, the term “ <i>Group Companies</i> ” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable

<b>Term</b>	<b>Description</b>
	accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Company</i> ” beginning on page 132 of this Prospectus
Independent Director(s)	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 114 of this Prospectus
ISIN	International Securities Identification Number. In this case being INEQUL01011.
Kasar	Payment differences between vendors/ customers.
Key Management Personnel / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 114 of this Prospectus
Materiality Policy	The policy adopted by our Board on December 25, 2023 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Managing Director	The Managing Director of our Company being Mr. Haresh Mohanlal Senghani
MOA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on December 01, 2023 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 114 of this Prospectus
Non-Executive Director	A Director not being an Executive Director or is an Independent Director
Peer Reviewed Auditors	M/s. Keyur Shah & Associates, Chartered Accountants, 303, Shitiratna, Ambawadi, Ahmedabad, Gujarat, India 380006.
Promoters	The Promoters of our Company are Mr. Haresh Mohanlal Senghani, Mr. Rahul Mohanlal Senghani, Mrs. Hinaben Haresh Senghani and Mrs. Manishaben Rahul Senghani.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI ICDR Regulations as disclosed in the Chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 127 of this Prospectus
Registered Office	The Registered Office of our Company situated at B-811, Swati Trinity, Applewood Town, Sanathal Sanand, Ahmedabad India 382210.
Registrar of Companies / ROC	Registrar of Companies, Ahmedabad, situated at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India.
Restated Financial Statements	Restated Financial Statements of our Company as at Financial Years ended on March 31, 2024, 2023 and 2022 (prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with requirements of Companies Act 2013, as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019) issued by ICAI, as amended) which comprises the restated summary Statement of Assets & Liabilities, the restated summary Statement of Profit and Loss, the restated summary Statement of Cash Flows along with all the schedules, annexures and notes thereto
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on December 01, 2023 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 114 of this Prospectus.
Whole Time Director	The Whole Time Directors of our Company are Mr. Rahul Mohanlal Senghani.

## KEY PERFORMANCE INDICATORS



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

## ISSUE RELATED TERMS

<b>Term</b>	<b>Description</b>
Abridged Prospectus	Abridged Prospectus to be issued under SEBI ICDR Regulations and appended to the Application Forms
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allot / Allotment / Allotted / Allotment of Equity shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue for Sale to the successful applicants
Allotment Advice	A note or advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made
Allottees	The successful applicant to whom the Equity Shares are being / have been allotted
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus. All the applicants should make application through ASBA only
Application lot	1,200 Equity Shares and in multiples thereof
Application Amount	The amount at which the prospective investors shall apply for Equity Shares of our Company in terms of this Prospectus
Application Form	The form in terms of which the Applicant shall make an Application, including ASBA Form, and which shall be considered as the application for the Allotment pursuant to the terms of this Prospectus.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by UPI applicants using the UPI Mechanism, where the Application Amount shall be blocked upon acceptance of UPI Mandate Request by UPI applicants using UPI Mechanism
ASBA Account	A bank account maintained by ASBA Applicant with an SCSB and specified in the ASBA Form submitted by such ASBA Applicant in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Applicant and includes a bank account maintained by a UPI Applicant linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to an Application by a UPI Applicant
ASBA Applicant(s)	Any prospective investors in the Issue who intend to submit the Application through the ASBA process
ASBA Application / Application	An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus
ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicants and which will be considered as an application for Allotment in terms of the Prospectus

<b>Term</b>	<b>Description</b>
Banker(s) to the Issue	Collectively, being the Public Issue Bank and Sponsor Bank and in this case being ICICI Bank Limited.
Banker(s) to the Issue and Sponsor Bank Agreement	Agreement dated August 30, 2024, entered into between our Company, Lead Manager, the Registrar to the Issue, Banker to the Issue and Sponsor Bank for collection of the Application Amount on the terms and conditions thereof
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 208 of this Prospectus
Bidding Centres	The centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Broker Centres	Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchange ( <a href="http://www.bseindia.com">www.bseindia.com</a> )
BSE SME	SME Platform of BSE for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the respective website of the Stock Exchange, as updated from time to time
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable)
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the ASBA Forms and in case of UPI applicants only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchange ( <a href="http://www.bseindia.com">www.bseindia.com</a> )
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI applicants using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in Equity Shares will be Allotted in the Issue.
Designated Intermediaries / Collecting Agent	In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI applicants where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such UPI applicants using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.
Designated Market Maker	GreteX Share Broking Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange ( <a href="http://www.bseindia.com">www.bseindia.com</a> )

Designated Branches	SCSB	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by UPI applicants where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such UPI applicants using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Exchange	Stock	BSE SME (BSE Limited)
Eligible FPI(s)		FPI(s) that are eligible to participate in the Issue in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Application Form and the Prospectus constitutes an invitation to purchase the Equity Shares
Eligible NRI(s)		NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the Equity Shares
First Applicant		Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint Applications, whose name shall also appear as the first holder of the beneficiary account held in joint names
General Information Document or GID		The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time issued. The General Information Document is available on the websites of the Stock Exchange and the LM
Issue		This Initial Public Offer of upto 18,50,400 Equity Shares for cash at an Issue Price of ₹105 per Equity Share aggregating to ₹1,942.92 Lakhs
Issue Agreement		The agreement dated December 30, 2023 entered amongst our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing date		The date on which the Issue closes for subscription being September 30, 2024
Issue Opening date		The date on which the Issue opens for subscription being September 26, 2024
Issue Period		The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their applications inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of applicants.
Issue Price		The final price at which Equity Shares will be Allotted to the successful Applicants, as determined in accordance with the Fixed Price Method and determined by our Company, in consultation with the LM, in this case being ₹105 per Equity Share
Issue Proceeds		The gross proceeds of the Issue which shall be available to our Company, based on the total number of Equity Shares Allotted at the Issue Price. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” beginning on page 61 of this Prospectus
LM / Lead Manager		Lead Manager to the Issue, in this case being Srujan Alpha Capital Advisors LLP.
Listing Agreement		Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE Limited
Lot Size		The Market lot and Trading lot for the Equity Share is 1,200 and in multiples of 1,200 thereafter; subject to a minimum allotment of 1,200 Equity Shares to the successful applicants
Market Reservation Portion	Maker	The Reserved portion of 93,600 Equity shares of ₹10/- each at an Issue Price of ₹105 aggregating to ₹98.28 Lakhs for Designated Market Maker in the Public Issue of our Company
Market Making Agreement	Making	The Agreement among the Market Maker, the Lead Manager and our Company dated August 08, 2024.
Mobile App(s)		The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as may be updated from time to time, which may be used by UPI applicants to submit Applications using the UPI Mechanism. The mobile applications which may be used by UPI applicants to submit Applications using the UPI Mechanism as provided

<b>Term</b>	<b>Description</b>
	under 'Annexure A' for the SEBI number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Net Issue	The Net Issue (excluding Market maker portion) of upto 17,56,800 Equity Shares of ₹10/- each at price of ₹105 per Equity Shares aggregating to ₹1,844.64 Lakhs
Net Proceeds	The Gross Proceeds from the Issue less the Issue related expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see " <i>Objects of the Issue</i> " beginning on page 61 of this Prospectus
Non – Institutional Investor (NIIs)	All Investors including FPIs that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for a cumulative amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI and FVCIs registered with SEBI
OCB / Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. (A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.)
Person / Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 containing, inter alia, the Issue opening and closing dates and other information
Public Issue Account	The 'no-lien' and 'non-interest bearing' account to be opened, in accordance with Section 40(3) of the Companies Act, with the Public Issue Bank to receive monies from the ASBA Accounts on the Designated Date
Public Issue Bank	The banks which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account for collection of Application Amounts from ASBA Accounts will be opened, in this case being ICICI Bank Limited
Qualified Institutional Buyers / QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 issued by SEBI
Registrar Agreement	The agreement dated December 26, 2023 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents/RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar / Registrar to the Issue	Registrar to the Issue being KFin Technologies Limited.
Retail Individual Investors / RIIs	Individual Applicants or minors applying through their natural guardians (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 in this Issue
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Applicants and Non-Institutional Investors are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual

Term	Description
	Investors can revise their application during the Issue Period or withdraw their applications until Issue Closing Date
Self-Certified Syndicate Bank(s) / SCSBs	The banks registered with SEBI, offering services, in relation to ASBA where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or such other website as updated from time to time, and in relation to UPI applicants using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI applicants using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time
Specified Locations	Centres where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public Issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of UPI applicants as per the UPI Mechanism, in this case being ICICI Bank Limited.
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application
Underwriters	The Underwriters in this case are Srujan Alpha Capital Advisors LLP.
Underwriting Agreement	The Agreement among the Underwriters and our Company dated August 08, 2024
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India
UPI Applicants	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion, and (ii) Non-Institutional Investors with an application size of up to ₹ 5.00 lakhs on in the Non-Institutional Portion, and applying under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5.00 lakhs million using UPI Mechanism, shall provide their UPI ID in the application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	Circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as amended by its Circular number SEBI/HO/CED/DIL/CIR/2016/26 dated January 21, 2016 and Circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by SEBI as amended or modified by SEBI from time to time, including Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number 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/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no.

Term	Description
	SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, 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 and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the UPI applicant by way of a notification on the UPI application and by way of a SMS directing the UPI applicant to such UPI application) to the UPI applicant initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors, Using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43</a> ) respectively, as updated from time to time
UPI mechanism	The Application mechanism that may be used by an UPI applicant to make an application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price; and (ii) Issue Period, "Working Day" shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars

## INDUSTRY RELATED TERMS

Term	Description
EMDE	Emerging Market and developing economies is the economy of a developing nation that is becoming more engaged with global markets as it grows.
GDP	Gross Domestic Product is a monetary measure of the market value of all the final goods and services produced in a specific time period by a country or countries. It is most often used by the government of a single country to measure its economic health.
IMP	International Monetary Fund works to achieve sustainable growth and prosperity for all of its 190 member countries. It does so by supporting economic policies that promote financial stability and monetary cooperation, which are essential to increase productivity, job creation, and economic well-being.
WTO	World Trade Organisation is an intergovernmental organization that regulates and facilitates international trade.
IBEF	India Brand Equity Foundation is a Trust established by the Department of Commerce, Ministry of Commerce and Industry, Government of India. IBEF's primary objective is to promote and create international awareness of the Made in India label in markets overseas and to facilitate the dissemination of knowledge of Indian products and services.



HFI	High Frequency Indicators also known as High Frequency Data is a data that is collected at higher frequency or more often than traditional datasets.
CAD	Current Account Deficit occurs when the nation send more money in abroad than it receives.
CPI	Consumer Price Index is the measure of changes in the price level of a basket of consumer goods and services bought by households.
WPI	Wholesale Price Index measures overall change in producer prices over time. It is a measure of inflation based on the prices of goods before they reach consumers.
CAGR	The compound annual growth rate is the <u>rate of return</u> (RoR) that would be required for an investment to grow from its beginning balance to its ending balance, assuming the profits were reinvested at the end of each period of the investment's life span.
ITI	Industrial training institutes is a qualification and are post-secondary schools in India constituted under the Directorate General of Training
FDI	Foreign Direct Investment is <i>an ownership stake in a foreign company or project made by an investor, company, or government from another country.</i>

## CONVENTIONAL TERMS / ABBREVIATIONS

Term	Description
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949
BN	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016, as amended
Category I foreign portfolio investor(s) / Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II foreign portfolio investor(s) / Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III foreign portfolio investor(s) / Category III FPIs	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFPI	Consumer Food Price Index
CFO	Chief Financial Officer
CGST Act	Central Goods and Services Tax Act, 2017
CIBIL	Credit Information Bureau (India) Limited
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant's beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date
CSR	Corporate Social Responsibility
CST	Central Sales Tax

COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CPI	Consumer Price Index
CY	Calendar Year
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, CDSL and NSDL
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant's identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization and excluding Other Income
ECS	Electronic Clearing System
EGM/ EoGM	Extra-ordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FTP	Foreign Trade Policy
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
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
GST	Goods & Services Tax
HNIIs	High Net worth Individuals
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST Act	Integrated Goods and Services Tax Act, 2017
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
IPO	Initial Public Offer
IRDAI Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016
ISO	International Organization for Standardization



IST	Indian Standard Time
KM / Km / km	Kilo Meter
KMP	Key Managerial Personnel
KPI	Key Performance Indicators
Ltd	Limited
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NECS	National Electronic Clearing Service
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
PMI	Purchasing Managers' Index
RBI	Reserve Bank of India
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / 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
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI MB Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI PIT Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
Sec.	Section

Securities Act	U.S. Securities Act of 1933, as amended
SGST Act	State Goods and Services Tax Act, 2017
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST Act	Union Territory Goods and Services Tax Act, 2017
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account.
US/ United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax
VC	Venture Capital
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
WIP	Work in process
WHO	World Health Organization
WEO	World Economic Outlook
YoY	Year on Year
Wilful Defaulter(s) or Fraudulent Borrower	Wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations

## PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

### CERTAIN CONVENTIONS

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

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

Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus. In this Prospectus, our Company has presented numerical information in "lakhs" units. One lakh represents 1,00,000.

### FINANCIAL DATA

Unless stated otherwise, the financial statements in this Prospectus are derived from our Restated Financial Statements. The Restated Financial Statements as at Financial Years ended on March 31, 2024, 2023 and 2022 has been prepared in accordance with Indian GAAP and in terms of the requirements of the the Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI as amended from time to time. For further information, see please refer section titled "Restated Financial Statements" beginning on page 135 of this Prospectus.

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

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

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the Restated Financial Statements included in this 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 Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 22, 88 and 173 respectively, of this Prospectus, and elsewhere in this Prospectus have been calculated on the basis of the "Restated Financial statements" of our Company as beginning on page 135 of this Prospectus.

### CURRENCY AND UNITS OF PRESENTATION

All references to "Rupees", "Rs." Or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "US\$" or "US Dollars" or "USD" are to United States Dollars, the official currency of the United States of America, EUR or "€" are Euro currency.

All references to the word 'Lakh' or 'Lac', means 'One hundred thousand' and the word 'Million' means 'Ten Lakhs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.

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

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

## **DEFINITIONS**

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 2 of this Prospectus. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 232 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

## **INDUSTRY AND MARKET DATA**

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

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

## FORWARD LOOKING STATEMENTS

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

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

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

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

- Costs of the raw materials that we use in our manufacturing process are subject to volatility due to factors beyond our control;
- Any shortages, delay or disruption in the supply of the raw materials we use in our manufacturing process due to factors beyond our control;
- Any disruption, breakdown or shutdown of our manufacturing facilities; and
- Any change in government policies resulting in increases in taxes payable by us;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- Our ability to grow our business;
- Company’s ability to successfully implement its growth strategy and expansion plans;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- Global distress due to pandemic, war or by any other reason.;
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*” and chapter titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 22, 88 and 173 of this Prospectus, respectively. By their nature, certain market risk

disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Applicants that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Applicants are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect the current views as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our directors, our Promoters, the Lead Manager nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

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

## SECTION II – SUMMARY OF OFFER DOCUMENT

### SUMMARY OF OUR BUSINESS

Our Company is engaged in trading, manufacturing and selling of Petrochem products namely Bitumen products. Our product is widely used in infrastructure sector being road construction industry. Our range of products includes various grades of Bitumen which are classified on the base of viscosity and related properties of each grades. Presently, we procure bitumen via imports from Dubai as well as purchase from other domestic importers/sellers in India. We further process the bitumen procured at our processing units located at Mundra, Gujarat. Apart from sale of processed bitumen, we also trade in bitumen by directly selling it to customers as per the requirement. We endeavor to supply products to our Customers at competitive prices yet keeping quality standards.

For more details, please refer chapter titled “*Our Business*” beginning on page 88 of this Prospectus.

### SUMMARY OF OUR INDUSTRY

Asia-Pacific will exceed USD 35 Billion in 2027 driven by the growing application of bitumen products in various applications. The road and highway construction industry in APAC countries, such as China, India, and Australia, has been increasing rapidly and is driven by the growing automobile ownership and increasing urbanization in the region. The rise in freight and passenger road transportation in the country, followed by manufacturing activities will further propel road construction and development. Additionally, growing investment industrial sectors have significantly influenced the bitumen revenue in the country.

For more details, please refer chapter titled “*Industry Overview*” beginning on page 78 of this Prospectus.

### OUR PROMOTERS

The promoters of our company are Mr. Rahul Mohanlal Senghani, Mr. Haresh Mohanlal Senghani, Mrs. Hinaben Haresh Senghani and Mrs. Manishaben Rahul Senghani

For further details, see “*Our Promoters and Promoter Group*” beginning on page 127 of this Prospectus.

### SIZE OF ISSUE

<b>Present Issue of Equity Shares by our Company</b>	Upto 18,50,400 Equity shares of ₹10/- each for cash at a price of ₹105 per Equityshares aggregating to ₹1,942.92 Lakhs
<b>Of which:</b>	
<b>Market Maker Reservation Portion</b>	93,600 Equity shares of ₹10/- each for cash at a price of ₹105 per Equity shares aggregating to ₹98.28 Lakhs
<b>Net Issue</b>	17,56,800 Equity shares of ₹10/- each for cash at a price of ₹105 per Equity shares aggregating to ₹1,844.64 Lakhs

(1) The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on December 01, 2023 and by our Shareholder pursuant to a Special Resolution passed at the Extra-Ordinary General meeting held on December 20, 2023.

For further details, please refer to chapter titled “*Terms of the Issue*” beginning on page 199 of this Prospectus.

### OBJECTS OF THE ISSUE

The Net Proceeds are proposed to be utilised in the manner set forth below:

Particulars	Estimated amount (in ₹ lakhs)
Funding the working capital requirements of our Company	Upto 1600.00
General corporate purposes <sup>(1)</sup>	148.63
<b>Total</b>	<b>1,748.63</b>

<sup>(1)</sup> The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.

For further details, please refer to chapter titled “Objects of the Issue” beginning on page 61 of this Prospectus.

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

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

Category of Promoter	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post-Issue Capital
<b>Promoters</b>				
Haresh Mohanlal Senghani	19,00,000	37.25%	19,00,000	27.34%
Rahul Mohanlal Senghani	19,00,000	37.25%	19,00,000	27.34%
Hina Haresh Senghani	1,95,000	3.82%	1,95,000	2.81%
Manisha Rahul Senghani	1,95,000	3.82%	1,95,000	2.81%
<b>Promoter Group</b>				
Jignesh Mohanlal Senghani	3,90,000	7.65%	3,90,000	5.61%
Mohanlal Jivraj Senghani	2,60,000	5.10%	2,60,000	3.74%
Vijyaben Mohanlal Senghani	1,30,000	2.55%	1,30,000	1.87%
Haresh Mohanlal Senghani HUF	65,000	1.27%	65,000	0.94%
Rahul Mohanlal Senghani HUF	65,000	1.27%	65,000	0.94%
<b>Total</b>	<b>51,00,000</b>	<b>100.00%</b>	<b>51,00,000</b>	<b>73.38%</b>

#### SUMMARY OF RESTATED FINANCIAL STATEMENTS

The details are as follows:

(₹ in lakhs other than share data)

Particulars	For the year ended March 31		
	2024	2023	2022
Share Capital	510	10.00	10.00
Net worth#	863.40	264.93	54.06
Total Revenue\$	23,837.57	14,283.95	4,847.02
Profit after Tax	348.47	200.87	54.06
Earnings per share (Basic & diluted) (₹)(Post Bonus)@	8.99	7.73	2.08
Net Asset Value per Equity Share (₹) (PreBonus)*	16.93	10.19	2.46
Total borrowings^	2,161.43	835.10	369.83

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

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

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

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

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

#### QUALIFICATIONS OF AUDITORS

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

#### SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

For further details, please refer chapter titled “Outstanding Litigations and Material Developments” beginning on page 183 of this Prospectus.



## RISK FACTORS

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page 22 of this Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per Restated Financial Statements, no contingent liability exists for the period Financial Years ended on March 31, 2024, 2023 and 2022.

For details, please refer to Section titled “*Restated Financial Statements*” beginning on page 135 of this Prospectus.

## SUMMARY OF RELATED PARTY TRANSACTIONS

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

For details, please refer to Section titled “*Restated Financial Statements*” beginning on page 135 of this 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 (other than in the normal course of business of the relevant financing entity) during a period of six (6) months immediately preceding the date of this Prospectus.

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

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

Sr. No.	Name of the Promoters	Number of Equity Shares acquired in the one year preceding the date of this Prospectus	Weighted Average cost of Acquisition (in ₹)*
1.	Mr. Haresh Mohanlal Senghani	12,50,000	10.00
2.	Mr. Rahul Mohanlal Senghani	12,50,000	10.00
3.	Mrs. Hinaben Haresh Senghani	-	-
4.	Mrs. Manishaben Rahul Senghani	-	-

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

*\*As certified by our Statutory Auditors, by way of their certificate dated December 29, 2023.*

## AVERAGE COST OF ACQUISITION OF PROMOTERS

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

Sr. No.	Name of the Promoters	No of Equity Shares held	Average cost of Acquisition (in ₹)*
1.	Mr. Haresh Mohanlal Senghani	19,00,000	6.71
2.	Mr. Rahul Mohanlal Senghani	19,00,000	6.71
3.	Mrs. Hinaben Haresh Senghani	1,95,000	1.28
4.	Mrs. Manishaben Rahul Senghani	1,95,000	1.28

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

*\*As certified by our Statutory Auditors, by way of their certificate dated December 29, 2023.*

## DETAILS OF PRE-IPO PLACEMENT

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

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

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

<b>Date of Allotment</b>	<b>No. of Equity Shares</b>	<b>Face Value (Rs.)</b>	<b>Issue Price (Rs.)</b>	<b>Reasons of Allotment</b>	<b>Benefits accrued to company</b>	<b>Allottees</b>	<b>No. of Shares Allotted</b>
NA	NA	NA	NA	NA	NA	NA	NA
						NA	NA
						NA	NA
						NA	NA
						NA	NA
						NA	NA
						NA	NA
						NA	NA

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

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Prospectus.

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

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

## SECTION III – RISK FACTORS

*An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this issue including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment.*

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a better understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 88, “Our Industry” beginning on page 72 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 173 respectively, of this Prospectus as well as other financial information contained herein.*

*The following factors have been considered for determining the materiality of Risk Factors:*

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

*The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of our Company used in this section is derived from our Restated Financial Information prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviations” beginning on page 2 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. The Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Prospectus. The risk factors are classified as under for the sake of better clarity and increased understanding:*

### INTERNAL RISK FACTORS

#### **Business Risks:**

- 1. There is certain outstanding tax proceedings against our Promoters which may adversely affect our business, financial condition and results of operations.**

There are certain tax proceedings against our Promoters pending at different levels of adjudication before various authorities. Such proceedings could divert management time, attention and consume financial resources in their defense. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings against our Promoter and Managing Director Mr. Hareesh Mohanlal Senghani and Promoter Mrs. Hinaben Hareesh Senghani as disclosed in this Prospectus, to the extent quantifiable, have been set out below:

<b>Sr No.</b>	<b>Outstanding Proceedings</b>	<b>Number of Matter</b>	<b>Financial Implications to the Extent Quantifiable In INR</b>
<b>1.</b>	<b>Filed against the Promoters</b>		
	<i>Direct Tax</i>	2	33,34,793
	<b>Total</b>	<b>2</b>	<b>33,34,793</b>

The table above does not include those penalties, interests and costs, if any, which may be imposed or which may have been pleaded but not quantified in the course of legal proceedings, or which the Court / Tribunal otherwise has the discretion to impose. The imposition and amount of such penalties / interests / costs are at the discretion of the court / tribunal where the case is pending. Such liability, if any, would crystallize only on the order of the tribunal where the case(s) is / are pending.

For further details, please refer to section titled "Outstanding Litigation and Material Developments" beginning on page 183 of this Prospectus.

**2. We have experienced negative cash flows in the past.**

Our cash flow from our operating, investing and financing activities have been negative in the past. Following are the details of our cash flow position for the financial years ended on March 31, 2024, 2023 and 2022 based on restated financial statements. For further details, please see the chapter titled "Financial Information of our Company" on page 130 of this Prospectus. Any negative cash flows in the future could adversely affect our results of operations and consequently our revenues, profitability and growth plans.

(in lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Net cash flow from Operating activities	(892.38)	(376.81)	(254.12)
Net cash flow from Investing activities	(274.37)	(56.65)	(68.96)
Net cash flow from Financing activities	1,420.86	406.83	375.45

**3. We have a limited operating and financial history, which makes it difficult to accurately assess our future growth prospects.**

Our Company was incorporated in the year 2021 as a Private Limited Company in name and style of "Nexus Petro Industries Limited". Since then the initial years have been devoted to build the foundation of our Business. Although our Promoters-Directors Mr. Haresh Mohanlal Shengani and Mr. Rahul Mohanlal Shengani have been in the same line of business since 2016 but our company has limited operating history and this relatively limited history of our Company make it difficult to accurately assess our future prospects.

**4. Our main product Bitumen is a petrochemical product and considered hazardous in nature. In the event of any accidents involving any such hazardous materials and substances, our Company may be held liable for subsequent damages and litigations.**

Improper or negligent handling while using and/or storing Bitumen may cause personal injury or loss of life and may further lead to severe damage or destruction to property or equipment and environmental damage and may result in the suspension of operations and the imposition of civil and criminal liabilities. Although our product is not inflammable in normal conditions but must be handled with precaution at all stages of processing and transportation. Transportation by road, involves risks, including collision, grounding, storm, fire, explosion, lightning and operating restrictions/ lockdown consequent to outbreak of infectious diseases, such as the COVID-19 pandemic. Any delay or disruption caused to the transportation of materials could adversely impact our ability to procure the materials as well as to meet the delivery schedule of the customers in an economical manner. Any adverse risk that may arise due to nature of our product may result in negative impact on our operations and financial health.

**5. We have in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company's financial condition and results of operations.**

Our Company has entered into various transactions with our directors, relatives of directors, promoters, promoter group entities. These transactions, inter-alia includes sales, remuneration, loans and advances etc. For details, please refer to —Annexure -27 - Related Party Transactions under Section titled —Financial Information of the Company and Chapter titled —Capital Structure beginning on page 130 and 48 respectively of this Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution in accordance with Companies Act 2013 and other applicable laws. Additionally, while it is our belief that all our related party transactions have been conducted on an arm's-length basis, we cannot provide assurance that we could have achieved more favourable terms had such transactions been entered with third parties. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we

cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions are not entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

The percentage of related party transaction for purchase and sale as follows:

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
%age of Purchase from Related Party*	0.27	0.57	0.58
%age of Sale to Related Party <sup>§</sup>	10.68	10.65	8.54

\* %age of purchases represents purchases made from related parties in total purchases of respective period.

§ %age of sales represents sales made to related parties in total sales of respective period.

6. ***We rely significantly on some suppliers for the supply of our raw materials. If these suppliers are unable or unwilling to supply raw materials on time or otherwise fail to meet our requirements, our business will be harmed. An inability to procure the desired quality, quantity of our raw materials in a timely manner and at reasonable costs, or at all, may have a material adverse effect on our business, results of operations and financial condition.***

Although our supplier base is diversified, still we are dependent significantly on our suppliers. As per nature of our business, we do not have any contracts with our suppliers with any commitment to supply products to us. If our suppliers are unable to supply our products in sufficient quantities and on a consistent basis, we may not be able to sell our products to our customers in a timely manner. If we were to experience a supply disruption, it could take an extended period of time to find and qualify an alternate vendor. There is no guarantee that we would be able to obtain such alternative sources of supply on a timely basis, if at all. Our Company may experience significant business disruption if we are unable to secure necessary raw materials from our suppliers or suffer reduction in efficiency, the revenue from operations of the Company will get severely affected.

The following is the breakup of the top five and top ten Suppliers of our Company for the Fiscal 2024, 2023 and 2022:  
₹ in lakhs

Particulars	March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	In %	Amount	In %	Amount	In %
Top 5 Suppliers	14,113.79	60.55%	4,802.82	30.50	3,482.98	74.82
Top 10 Suppliers	18,335.90	78.66%	7,793.90	49.48	4,237.54	91.02

7. ***Our Registered office and factory are on rented premises.***

The Registered office situated at B-811 Swati Trinity, Applewood Township Sanathal Sanand, Sarkhej, Ahmedabad, Dascroi, Gujarat, India, 382210, Mundra factory of our company is situated at Plot No. 1/2, Mangalam Greens, Industrial Estate, Behind Port Plaza, Vill: Mota Kapaya Mundra- Kutch 370405 Gujarat and under development Bhopal factory at Halka No. 107, Khasra No. 275 316 112S, Ratua Ratanpur, Tehsil Berasiya, At Vill Ratua Ratanpur, Bhopal, Madhya Pradesh – 462101 are taken on rent. While there are lease agreements entered with the respective property owners but any adverse impact on the title /ownership rights/ development rights of our landlords may adversely affect our operations. Further in the event of non-renewal of these rent agreements, our operations and profitability may be adversely affected. We cannot assure you that we will be able to continue the above arrangement on commercially favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for our infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we do not comply with certain conditions of the rent agreement, it may lead to termination of the same which would have an adverse effect on our operations and there can be no assurance that renewal of rent agreement will be entered into. In the event of nonrenewal, we may be required to shift to a new location and there can be no assurance that the arrangement our Company entered into in respect of new premises would be on such terms and conditions as the present one. For details on properties taken on rent by us please refer to the section titled “Our Business” beginning on page 88 of this Prospectus.

8. ***A certain amount of our revenue is generated from certain key customers, and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.***

We are dependent on a limited number of customers for a certain portion of our revenues. Our top ten customers accounted for approximately 41.01%, 49.12 % and 60.28% of our revenue from operations for the year ending March 31, 2024, 2023 and 2024 respectively. There can be no assurance that our significant customers in the past will continue to place similar orders with us in the future. Also as per nature of our business, we do not have any firm agreements with our customers. A significant decrease in business from any such key customer, whether due to circumstances specific to such customer or adverse market conditions affecting the industry or the economic environment generally, such as the COVID-19 pandemic, may materially and adversely affect our business, results of operations and financial condition.

Our reliance on a select group of customers may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future. In addition, our revenues may be adversely affected if there is an adverse change in any of our customers supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers. The loss of one or more of our significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, to sustain or increase our revenue, we must add new customers and encourage existing customers to allocate a greater portion of their marketing spend to us.

#### **9. We operate in a competitive industry dominated by large integrated players.**

The Company was originally incorporated as a private limited company under the name and style of “Nexus Petro Industries Private Limited” on October 5, 2021. While the promoters of the company were in same line of business since year 2016, through their partnership firm. Post incorporation, the company has taken steady steps of growth in its business operations. The company is engaged in trading, manufacturing and selling of Petrochem products namely Bitumen products. While bitumen has various applications across various industries, presently the company supplies its product majorly to construction contractors engaged in infrastructure sector being road construction industry. Its range of products includes various grades of Bitumen which are classified on the base of viscosity and related properties of each grades. The Bitumen Industry in India which the company operates is experiencing significant growth due to rising demand for road construction driven by heavy infrastructure spending by the government. India's bitumen market, valued at USD 2.8 billion in 2018, is projected to reach USD 3.6 billion by 2026, growing at a CAGR of 2.8%, driven by national infrastructure projects. The National Highway (NH) network has expanded by 60% from 91,287 km in 2014 to 1,46,145 km by the year 2023. Furthermore, the highway construction sector is expected to see a remarkable 133% growth by 2025, outpacing any other country's growth in recent times. Although India's ambitious target of constructing 60 km of roads per day remains unmet, achieving an average of 30 km per day is already a significant milestone.

The industry is dominated by large integrated players such as Agarwal Industrial Corporation Ltd which is an integrated player in bitumen processing, owning shipping vessels for imports, manufacturing facilities and transportation vessel of supply of finished goods. Agarwal Industrial Corporation Ltd. has been operating in operating margin range of 4-5% and PAT margin range of 2-3%. The bitumen industry is characterized as large volume and low margin industry. With gain in size and integration in value chain, improvement in margin is witnessed.

The company is witnessing high demand for its products and is on a steady growth path. Our revenues have increased from Rs. 48.74 crores in the year of incorporation, FY 2022, to Rs. 237.78 crores in the FY 2024. Going further the company is projected to grow its business and improve its margin owing to following factors:

- a) Gradual shift of business from unorganized player to organized player in the bitumen industry.
- b) Negotiating better procurement terms from suppliers that will positively impact the operating margins.
- c) With growth in size, it will be able to negotiate better selling price with the customers that will positively impact the operating margins.
- d) Post IPO, with availability of funds, the company would have access to cheaper capital and thus reducing its finance costs that will positively impact the profit margins.
- e) With improved visibility and credibility post IPO, the company would get supply contracts with better margins over the competing firms from unorganized sector.

In conclusion, despite the low profit margin as the characterized of the Industry in which it operates, the company is well- positioned to capitalize on the industry's growth. By leveraging operational efficiencies, maintaining high product quality, and fostering strong supplier-customer relationships, the company aims to enhance its profitability over time. Additionally, strategic initiatives like forward and backward integration and potential IPOs will support

long-term sustainability and growth.

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

Our business and operations are affected by seasonal factors and in particular, the monsoon season in the second quarter of each Fiscal Year where the road construction activities slows down, there by our customers downsize the procurement from us. This may restrict our ability to carry on activities related to our supply and trading of bitumen and fully utilize our resources. During periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses, but our project related activities may be delayed or reduced. Such fluctuations may adversely affect our cash flows and business operations related to the toll roads operated and managed by us.

***11. Our Company is partly dependent on third party transportation providers for the supply of materials and delivery of our products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.***

Our Company avails services of our promoter group entities as well as third party transportation providers for the supply of our materials and delivery of our products to our domestic customers. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation disruption may have an adverse effect on the supplies from our suppliers and deliveries to our customers. These transportation facilities may not be adequate to support our existing and future operations. In addition, the materials, and products maybe lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. We procure our raw materials (Bitumen) from Dubai via imports and from other domestic suppliers / importers. There may also be delay in delivery of raw materials and products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our products to our customers may have an adverse effect on our business and results of operations. Further, disruptions of transportation services due to weather-related problems, high seas risk, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair our ability to supply our products to our customers. Any such disruptions could materially and adversely affect our business, financial condition, and results of operations.

***12. Growing demand of sustainable alternatives of Bitumen may adversely affect our business, results of operation, financial condition and cash flows***

Although Bitumen is by product obtained from distillation of oil and is not directly harmful to environment but owing to its origin to non renewable fossil fuels, there is growing demand for searching sustainable alternatives. While researchers and engineers are exploring various options such as using recycled materials, bio-based binders, and innovative technologies to reduce the environmental impact of bitumen usage but none such products are viable as replacement of bitumen in commercial and application sense. Presently, only Cement is the sustainable alternative to bitumen which is available in market. But use of cement is very expensive in major sectors such as road construction in comparison to bitumen. Other than cement other sustainable alternatives of bitumen available in the Indian market are Recycled Asphalt Pavement (RAP), Bio-binders, Geopolymers, Plastic Waste etc. RAP reuses existing asphalt, offering cost savings and environmental benefits, but it requires careful quality control to maintain performance. Bio-binders, made from renewable resources like vegetable oils and lignin, reduces reliance on fossil fuels and lowers emissions, though they are more expensive and need further research for consistent long-term use. Geopolymers, derived from industrial waste such as fly ash and slag, provide high durability and lower carbon emissions but are costlier and require more extensive field testing. Plastic waste can be incorporated into road construction to reduce both bitumen use and plastic pollution, presenting a cost-competitive option, however, it demands careful processing to ensure environmental safety and material performance. While each sustainable alternative offers unique benefits and challenges, there is a need for ongoing research and development to optimize their use in sustainable road construction thus making bitumen a more viable material for commercial road construction. In case of development of any commercial alternative of bitumen in future, or any new technology being implemented to replace bitumen, our business, results of operations, financial condition and cash flows may be adversely affected.

**13. Our Company does not have long-term agreements with any of our customers for purchasing its products and is subject to uncertainties in demand. There is no assurance that these customers will continue to purchase our products from us or that they will not scale down their orders. This could impact financial performance of our Company.**

Our Company has been dealing with some of our customers for past years, we do not have any long-term agreements with any of our customers. As a result, our customers can terminate their relationships with us due to a change in preference or any other reason on immediate basis, which could materially and adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand for our products. Our Company's customers have no obligation to place order with us and may either cancel, reduce or delay orders. The orders placed by our Company's customers are dependent on factors such as the customer satisfaction with the level of service that our Company provides, fluctuation in demand for our Company's products, customer's inventory management, amongst others.

Although, we have a strong emphasis on quality, timely delivery of our products and personal interaction by the top management with the customers, any change in the buying pattern of buyers can adversely affect the business of our Company.

**14. We have offered Equity Shares during the last one year at a price below the Issue Price.**

Our Company had allotted shares in Bonus issue on September 8, 2023 in the ratio of 25:1 and Rights Basis at issue price of Rs. 10/- on September 27, 2023 in the in the last 12 months which are at lower than the Issue Price. The Equity Shares allotted to shareholders pursuant to this Issue may be priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time. For further details, see "Capital Structure" on page 50 of this Prospectus.

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

Our Promoter's average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price as may be decided by the Company in consultation with the LM. This may put the new investors at disadvantage. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title "Capital Structure" beginning on page 50 of this Prospectus.

**16. There are some non-compliance noticed in our Company's records relating to the forms required to be filed with the Registrar of Companies. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.**

There are some non-compliances noticed in our Company's records relating to the forms required to be filed with the Registrar of Companies, including but not limited to the following:

As per the provisions of the Companies Act, 2013, all the charges created by the Company, in past and present, are required to be recorded in the register of charges and the forms required to be filed for creation, modification or release of charge with the ROC generally within the timeline. In one of the situations, our company has failed to file modification of charge for increase in cash credit limit from Rupees Three Crores Fifty Lakhs to Rupees Nine Crores Fifty Lakhs from ICICI Bank Limited. However, the same charge is already satisfied on 04th October, 2023. Till date, there has been no penalty levied on the Company for such default. However, it cannot be assured that even in future no such penalty will be levied. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent. Despite repeated request from the Company the lending bank has failed to file the modification of charge for increase in cash credit limit from Rupees 3.50 Crore to Rupees 9.50 Crore. However, the same charge has been satisfied on 04th October, 2023. As on the date the aforesaid credit limit facility is closed and the charge has been satisfied. Form CHG-4 has been duly filed for satisfaction of charge and taken by ROC on record.

The Company has filed all applicable forms with ROC as applicable till date and no penalties have been levied.



***17. Our Promoters, member of Promoter Group and Directors have interest in certain of our Promoter Group Entities/ Companies, which have objects similar to our Company, which may create a conflict of interest. Further we do not enjoy contractual protection by way of a non-compete or other agreement or arrangement with such Group Entities/ Companies.***

Our Promoter, members of Promoter Group and Directors are Promoter/ Partners of our Promoter Group Entity namely, Parito Industries LLP, Nexxus Petro Products LLP and NextG Petrochem LLP, which has the objects mostly similar to our Company. As this entity do not have any non-compete agreements in place amongst themselves, there is a conflict of interest between our Company and the said Promoter Group entity. For further details please refer to the chapters titled 'Our Promoter and Promoter Group' and 'Our Group Entities' beginning on page 127 and 132 respectively of the Prospectus.

***18. The Logo used by our Company "Nexxus Group" is currently not registered in the name of our Company, under Trade Marks Act, 1999. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.***

The trademark "Nexxus Group" was originally registered by our promoter group entity, Nexxus Petro Energy LLP. Vide deed of assignment dated December 9, 2023, the said trademark has been transferred to Nexxus Petro Industries Limited by Nexxus Petro Energy LLP. Our company has applied for transfers all the rights, title and ownership in the Tradename "Nexxus Group" pursuant to the deed of assignment dated December 9, 2023 vide application No 5081584 dated December 11, 2023 made to the Registrar of Trademarks. The said application is under process and the deed of assignment along with the Form TM-P has been filed with the respective authority. Therefore, as on date we do not enjoy the statutory provisions that are accorded to a registered trademark. Further, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects. Thus, we cannot guarantee that the application made for transfer of the trademark in our name will be allowed. In case we are unable to obtain the registration for the said trademark in our name, our business revenues and profitability may be impacted. For more information about the licenses and registrations obtained and pending applications, see the section titled "Government Approvals" beginning on Page 239.

***19. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.***

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. If we fail to get these approvals/licenses or if we fail to maintain such registrations and licenses or comply with applicable conditions, or a regulatory authority claims we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition, and results of operations. We cannot assure you that we will be able to obtain approvals in respect of such applications or any application made by us in the future. For more information about the licenses required in our business and the licenses and approvals applied for, please refer "Government and Other Approvals" on page 187 of this Prospectus, respectively.

***20. Our failure to accurately forecast and manage inventory could result in an unexpected shortfall and/or surplus products, which could harm our business.***

We monitor our inventory levels based on our own projections of future demand. An inaccurate forecast of demand for our product can result in the unavailability / surplus of products. This unavailability of products in high demand may depress sales volumes and adversely affect customer relationships. Conversely, an in accurate forecast can also result in an over-supply of products, which may increase costs, negatively impact cash flow, reduce the quality of inventory, erode margins substantially and ultimately create write-offs of inventory. Any of the aforesaid circumstances could have a material adverse effect on our business, results of operations and financial condition.

***21. Any change in government policies or quality norms by our customers, which we may not be able to adhere to, may affect our business growth, operations and financials.***

Substantial part of our revenue is received from our customers that are involved in road construction business and hence there is sectoral concentration of our customers. This puts our business to risk of exposure to one sector i.e. road

construction sector. Any change in the business cycle of this sector or any downturn owing to any policy change for the sector may put our business operations at risk. We cannot assure that we will be able to mitigate any such risk that may arise due to our sectoral concentration. For further information, please see “*Key Regulations and Policies in India*” on page 93 of this Prospectus.

**22. *Quality concerns and negative publicity, if any, would adversely affect the value of our brand, and our sales.***

Our business is dependent on the trust our customers have in the quality of our products as well as on our ability to protect our brand value. Any negative publicity regarding our Company, brands or products, including those arising from a drop in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation, our brand value, our operations and our results from operations.

**23. *We operate in an unorganized industry and face significant competition. Our inability to compete effectively, market our products relative to our competitors may lead to lower market share and adversely affect our operations and profitability.***

Our Industry consists of large established players and small players. The larger players are integrated in operations from procurement of raw materials to supply of final products. Whereas, the smaller players do not have the integrated operations. This puts the larger players at an advantage owing to their size and economies of scale. We have a number of competitors offering products similar to us. Further, there are no entry barriers in this industry and any expansion in capacity of the existing manufacturers would further intensify competition. The major key players operating in the Indian bitumen market are Agarwal Industries Corporation Ltd, Indian Oil Corporation Ltd., Hindustan Petroleum Corporation Limited, Bharat Petroleum Corporation Ltd., Oil & Natural Gas Corporation Ltd., Total India, Tiki Tar Industries India Ltd, Juno Bitumix Pvt Ltd., Universal Bituminous Industries Pvt. Ltd. and few other players. To stay ahead in the competition, we strive to differentiate based on our operational efficiencies, efficient procurement, supply of quality products and healthy relationships with suppliers and customers. In the event of price competition from our competitors, we may be required to reduce the price of our products while maintaining quality standards and our Company may not always be able to do so. Some of our competitors may have greater financial resources, generate higher revenues, and therefore, be able to better respond to market changes and shifts in consumer spending patterns and changes in consumer sentiments and tastes. They also may be in a better position than us to sustain losses in revenue due to pricing pressures. Accordingly, we cannot be certain that we will be able to compete effectively with these competitors or that we will not lose customers to these competitors. If we are not able to compete effectively, our business, results of operations and financial condition could be adversely affected.

The bitumen industry is characterized as unorganized due to its fragmented market structure and lack of standardized operations. The presence of numerous small and medium-sized enterprises that operate independently, without integrated processes from raw material procurement to final product supply, indicates a lack of cohesion and coordination, typical of unorganized sectors. Additionally, the absence of significant entry barriers results in high competition with varying quality and operational practices, further contributing to the industry's unorganized nature. Smaller players face substantial disadvantages compared to large, established companies that benefit from economies of scale and integrated operations. These larger competitors, with greater financial resources and market responsiveness, can better withstand pricing pressures and market fluctuations, leaving smaller, less organized firms struggling to maintain quality and profitability. This competitive disparity, coupled with the challenges of maintaining consistent supply chains and informal business practices, underscores the unorganized state of the bitumen industry.

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

Our business requires significant amount of working capital and major portion of our working capital is utilized towards raw material procurement, debtors and inventories. Presently we meet our working capital needs from internal accruals and banking arrangements. We have been sanctioned financing facilities from Banks and Financial Institutions. In future, our inability to maintain sufficient cash flow, credit facility and other sources of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, it may affect our business operations and financials.

**25. *Industry information included in this Prospectus has been derived from industry sources. There can be no assurance that such third-party statistical, financial and other industry information is complete, reliable or accurate.***

This Prospectus includes information on Industry in which we operate from various sources. For further details, please see “Industry Overview” beginning on page 78. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

***26. Our success depends largely upon the services of our Promoter, Managing Directors and other key managerial personnel and our ability to attract and retain them.***

We are dependent on our Promoter, Managing Director, WTD and Key Managerial Personnel for setting our strategic direction and managing our businesses. Our Promoter, Managing Director, WTD have over past years-build relations with suppliers, customers and other persons who are connected with us. Accordingly, our Company’s performance is dependent upon the services of our Promoter, our Managing Director, WTD, and other key managerial personnel. Our future performance will depend upon the continued services of these persons. Demand for key managerial personnel in the industry is intense and our inability to attract and retain key managerial personnel may affect the operations of our Company.

***27. The Objects of the Issue for which funds are being raised, are based on our management estimates and have not been appraised by any bank or financial institution or any independent agency.***

The deployment of funds will be entirely at our discretion, based on the parameters as mentioned in the chapter titled “Objects of the Issue”. The fund requirement and deployment, as mentioned in the section titled “Objects of the Issue” on page 61 of this 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 chapter “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 chapter “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.

***28. Our inability to manage growth could disrupt our business and reduce our profitability.***

A principal component of our strategy is to continue to grow by expanding the size and geographical scope of our businesses, as well as the development of our new products portfolio. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial, and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values, and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition, and adversely affect our results of operations.

***29. The prices we are able to obtain for the bitumen products depend largely on prevailing market prices.***

Bitumen have been subject to price fluctuations resulting from weather, domestic and foreign trade policies, shifts in supply and demand and other factors beyond our control. As a result, any fluctuation in prices could have a material adverse effect on our Company and our results of operations.

***30. Members of our Promoter Group will continue to retain significant control in our Company after the Issue, which will allow them to influence the outcome of matters submitted to shareholders for approval. Such a concentration of ownership may also have the effect of delaying, preventing, or deterring a change in control.***

After the completion of this Issue, our Promoter and Promoter Group will continue to hold significant ownership of our Company. As a result, our Promoter 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, and our other shareholders will be unable to affect the outcome of such voting. Our Promoter may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders, such as actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. We cannot assure you that our Promoter and members of our Promoter Group will act in our interest while exercising their rights in such entities, which may in turn materially and adversely affect our business and results of operations. We cannot assure you that our Promoter will act to resolve any conflicts of interest in our favor.

***31. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.***

Our operations may be subject to incidents of theft or damage to inventory. The business may also encounter some inventory loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations and financial condition. Though we have insurance losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

***32. Certain data mentioned in this Prospectus has not been independently verified.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

*The link related to “matters relating to India and its economy”:* **[Indian Economy Growth Rate & Economic System Insights | IBEF](#)**

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

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

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

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

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

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

**EXTERNAL RISK FACTORS**

***36. The continuing effect of the COVID-19 pandemic on our business, results of operations and financial condition is highly uncertain and cannot be predicted.***

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The outbreak of COVID 19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our consumers. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world.

If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID- 19 will cause an economic slowdown and it is possible that it could cause a global recession.

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

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investor's reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in 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, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter "Government and Other Statutory Approvals" on page 187 for details of the laws currently applicable to us. The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other

regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

***39. Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

***40. Natural calamities could have a negative impact on the Indian economy and cause Our Company's business to suffer.***

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

***41. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in affect in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the rupees proceeds from the sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the Income Tax authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained

***42. Our performance is linked to the stability of policies and the political situation in India.***

The Government of India has traditionally exercised, and continues to exercise, a significant 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. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

***43. Acts of terrorism, civil disturbance, communal conflicts, regional conflicts and other similar threats to security could adversely affect our Company's business, cash flows, results of operations and financial condition.***

Increased political instability and regional conflicts, evidenced by the threat or occurrence of terrorist attacks, enhanced national security measures, conflicts in several countries and regions in which our Company operates, strained relations

arising from these conflicts and the related decline in customer confidence may hinder our ability to do business. Any escalation in these events or similar future events may disrupt our Company's operations or those of our customers and suppliers. Further, certain events that are beyond the control of our Company, such as violence or war, including those involving India, the United Kingdom, the United States or other countries, may adversely affect worldwide financial markets and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy. Southern Asia has, from time to time, experienced instances of civil unrest and political tensions and hostilities among neighboring countries. Political tensions could create a perception that there is a risk of disruption of services provided by India-based companies, which could have an adverse effect on our business, future financial performance and price of the Equity Shares. Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that are protracted or involve the threat or use of nuclear weapons, the Indian economy and consequently Company operations might be significantly affected. India has from time to time experienced social and civil unrest and hostilities, including riots, regional conflicts and other acts of violence. Events of this nature in the future could have an adverse effect on our ability to develop our business. As a result, our business, results of operations and financial condition may be adversely affected. These events have had and may continue to have an adverse impact on the global economy and customer confidence, which could in turn adversely affect our Company's revenue, operating results and cash flows. 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 market price of the Equity Shares. The impact of

These events on the volatility of global financial markets could increase the volatility of the market price of securities and may limit the capital resources available to our Company and to our customers and suppliers.

***44. Rights of shareholders under Indian laws may differ from the laws of other jurisdictions.***

Our articles of association and Indian law govern our corporate affairs. Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions.

## SECTION IV – INTRODUCTION

### THE ISSUE

<b>Equity Shares Issued<sup>(1)</sup>: Present Issue of Equity Shares by our Company:<sup>(2)</sup></b>	Upto 18,50,400 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹105 per Equity Share aggregating ₹1,942.92 Lakhs
<b>Of which:</b>	
<b>Issue Reserved for the Market Maker</b>	93,600 Equity Shares of face value of ₹10/- each fully paid up for cash at a price of ₹105 per Equity Share aggregating ₹98.28 Lakhs
<b>Net Issue to Public</b>	17,56,800 Equity Shares of face value of ₹10/- each fully paid up for cash at a price of ₹105 per Equity Share aggregating ₹1844.64 Lakhs <i>Of which<sup>(3)</sup>:</i>
	8,78,400 Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹ 105 per Equity Share will be available for allocation for Investors of up to ₹2.00 Lakhs
	8,78,400 Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹105 per Equity Share will be available for allocation for Investors of above ₹2.00 Lakhs
<b>Equity shares outstanding prior to the Issue</b>	51,00,000 Equity Shares of face value of ₹10/- each fully paid-up
<b>Equity shares outstanding after the Issue</b>	Upto 69,50,400 Equity Shares of face value of ₹10/- each fully paid-up
<b>Use of Net Proceeds</b>	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 61 of this Prospectus

**Notes:**

- (1) This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. For further details, please see the chapter titled “Issue Structure” beginning on page 206 of this Prospectus.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated December 01, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on December 20, 2023.
- (3) Since present issue is a Fixed Price Issue, the allocation in the Net Issue to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations shall be made as follows:
  - a) Minimum fifty percent to Retail Individual Investors; and
  - b) Remaining to
    - (i) individual applicants other than Retail Individual Investors; and
    - (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

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

For details, including in relation to grounds for rejection of Applications, refer to “Issue Structure” and “Issue Procedure” beginning on page 206 and 208 of this Prospectus respectively. For details of the terms of the Issue, see “Terms of the Issue” beginning on page 199 of this Prospectus.



## SUMMARY OF FINANCIAL INFORMATION

### ANNEXURE – 1: RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Amount in Lakhs)

Particulars	Annexure	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>Equity and Liabilities</b>				
<b>Shareholders' Funds</b>				
Share Capital	5	510.00	10.00	10.00
Reserves and Surplus	6	353.40	254.93	54.06
<b>Total Equity</b>		<b>863.40</b>	<b>264.93</b>	<b>64.06</b>
<b>Non-Current Liabilities</b>				
Long-Term Borrowings	7	503.92	52.00	51.39
Deferred Tax Liabilities (Net)	8	-	-	0.63
Long-Term Provisions	9	3.44	0.63	-
<b>Total Non- Current Liabilities</b>		<b>507.36</b>	<b>52.63</b>	<b>52.02</b>
<b>Current liabilities</b>				
Short-term borrowings	7	1,657.51	783.10	318.44
Trade payables	10			
i) Total outstanding dues of micro enterprise and small enterprise		-	11.27	204.74
ii) Total outstanding dues other than micro enterprise and small enterprise		431.17	31.37	150.31
Other current liabilities	11	389.30	437.51	132.89
Short-term provisions	9	43.81	64.15	10.31
<b>Total Current Liabilities</b>		<b>2,521.79</b>	<b>1,327.40</b>	<b>816.69</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>3,892.55</b>	<b>1,644.96</b>	<b>932.77</b>
<b>Assets</b>				
<b>Non-Current Assets</b>				
Property, Plant and Equipment and Intangible Assets				
(i) Property, Plant and Equipment	12	331.51	100.85	66.21
Deferred tax assets (net)	8	5.47	1.70	-
Other Non-Current Assets	13	201.91	-	-
<b>Total Non-Current Assets</b>		<b>538.89</b>	<b>102.55</b>	<b>66.21</b>
<b>Current Assets</b>				
Inventories	14	876.79	320.12	118.49
Trade Receivables	15	1,321.27	584.33	504.62
Cash and Cash Equivalent	16	279.85	25.74	52.37
Short-Term Loans and Advances	17	735.55	611.17	169.45
Other Current Assets	13	140.20	1.05	21.63
<b>Total Current Assets</b>		<b>3,353.66</b>	<b>1,542.41</b>	<b>866.56</b>
<b>TOTAL ASSETS</b>		<b>3,892.55</b>	<b>1,644.96</b>	<b>932.77</b>

**Note:**The above statement should be read with the Statement of Notes to the Restated Financial Information in Annexure 4. As per our report of even date attached

**ANNEXURE – 2: RESTATED SUMMARY OF PROFIT AND LOSS**

(Amount in Lakhs)

<b>Particulars</b>	<b>Annexure</b>	<b>Year Ended 31st March, 2024</b>	<b>Year Ended 31st March, 2023</b>	<b>Year Ended 31st March, 2022</b>
<b>Revenue</b>				
Revenue from operations	<b>18</b>	23,778.48	14,280.56	4,847.02
Other income	<b>19</b>	59.09	3.39	-
<b>Total Income</b>		<b>23,837.57</b>	<b>14,283.95</b>	<b>4,847.02</b>
<b>Expenses</b>				
Cost of materials consumed	<b>20</b>	22,358.93	13,476.45	4,526.68
Employee Benefits Expense	<b>21</b>	107.16	91.85	17.13
Finance Costs	<b>22</b>	155.47	58.44	4.38
Depreciation and amortisation Expense	<b>12</b>	43.71	22.01	2.75
Other Expenses	<b>23</b>	698.25	355.60	221.68
<b>Total Expenses</b>		<b>23,363.52</b>	<b>14,004.35</b>	<b>4,772.62</b>
<b>PROFIT BEFORE EXCEPTIONAL &amp; EXTRAORDINARY ITEMS &amp; TAX</b>		<b>474.05</b>	<b>279.60</b>	<b>74.40</b>
Exceptional/Prior Period Items		-	-	-
<b>Profit Before Tax</b>		<b>474.05</b>	<b>279.60</b>	<b>74.40</b>
<b>Tax Expense</b>				
Current tax		129.36	81.06	19.71
Deferred tax (credit)/charge		(3.78)	(2.33)	0.63
<b>Total Tax Expenses</b>		<b>125.58</b>	<b>78.73</b>	<b>20.34</b>
<b>Profit for the Year</b>		<b>348.47</b>	<b>200.87</b>	<b>54.06</b>
<b>Earnings per equity share of Rs. 10/- each (in Rs.)</b>				
a) Basic/Diluted EPS	<b>24</b>	<b>8.99</b>	<b>200.87</b>	<b>54.06</b>
b) Adjusted/Diluted EPS (Post bonus Issue)	<b>24</b>	<b>8.99</b>	<b>7.73</b>	<b>2.08</b>

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4. As per our report of even date attached

**ANNEXURE – 3: RESTATED SUMMARY STATEMENT OF CASH FLOWS**

(Amount in Lakhs)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>A. Cash flow from operating activities</b>			
Profit before tax, as restated	474.05	279.60	74.40
<b>Adjustments for :</b>			
Depreciation and amortisation expense	43.71	22.01	2.75
Finance costs	155.47	58.44	4.38
<b>Operating profit before working capital changes</b>	<b>673.23</b>	<b>360.05</b>	<b>81.53</b>
<b>Changes in working capital:</b>			
(Increase) / decrease Inventories	(556.67)	(201.63)	(118.48)
(Increase) / decrease in Trade Receivables	(736.94)	(79.71)	(504.62)
(Increase) / decrease in Other Non Current Assets	(201.91)	-	-
(Increase) / decrease in Other Current Assets	(139.15)	20.58	(21.63)
Increase / (decrease) in Trade Payables	388.53	(312.41)	355.05
(Increase) / decrease in Short term Loans and Advances	(124.38)	(441.72)	(169.45)
Increase / (decrease) in Other Current Liabilities	(48.20)	304.62	132.89
Increase / (decrease) in Long Term Provision	2.81	0.63	-
Increase / (decrease) in Short Term Provision	(20.34)	53.84	10.30
<b>Cash generated from / (utilised in) operations</b>	<b>(763.02)</b>	<b>(295.75)</b>	<b>(234.41)</b>
Less : Income tax paid	(129.36)	(81.06)	(19.71)
<b>Net cash flow generated from/ (utilised in) operating activities (A)</b>	<b>(892.38)</b>	<b>(376.81)</b>	<b>(254.12)</b>
<b>B. Cash flow from investing activities</b>			
Purchase of property, plant and equipment	(274.37)	(56.65)	(68.96)
<b>Net cash flow utilised in investing activities (B)</b>	<b>(274.37)</b>	<b>(56.65)</b>	<b>(68.96)</b>
<b>C. Cash flow from financing activities</b>			
Proceeds from issuance of shares	250.00	-	10.00
Net of Repayment/Proceeds from Short Term Borrowings	874.41	464.66	318.44
Net of Repayment/Proceeds from Long Term Borrowings	451.92	0.61	51.39
Interest/Finance Charges Paid	(155.47)	(58.44)	(4.38)
<b>Net cash flow generated from/ (utilised in) financing activities (C)</b>	<b>1,420.86</b>	<b>406.83</b>	<b>375.45</b>
<b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>	<b>254.11</b>	<b>(26.63)</b>	<b>52.37</b>
Cash and cash equivalents at the beginning of the period/year	25.74	52.37	-
<b>Cash and cash equivalents at the end of the period/year</b>	<b>279.85</b>	<b>25.74</b>	<b>52.37</b>

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 1, 2 and 4

The Cash Flow Statement has been prepared under Indirect Method as set out in Accounting Standard 3, 'Cash Flow Statements' notified under Section 133 of the Companies Act, 2013

As per our report of even date attached

For, Keyur Shah & Associates  
F.R. No: 333288W  
Chartered Accountants

For & on behalf of Board of Directors

Sd/-  
Akhlq Ahmad Mutvalli  
Partner  
M No. : 181329  
UDIN: 24181329BKCCAT6713

Sd/-  
Rahul Senghani  
(Whole Time Director)  
DIN: 07563530

Sd/-  
Haresh Senghani  
(Managing Director)  
DIN: 08163360

Sd/-  
Gaurav Mehta  
Chief Financial Officer  
PAN: ALWPM7998N

Sd/-  
Zehra Murtuza Ghadiali  
Company Secretary  
PAN : BKRPR4272F

Place : Ahmedabad  
Date : July 19, 2024

## GENERAL INFORMATION

### REGISTERED OFFICE OF OUR COMPANY

**Nexxus Petro Industries Limited**

B-811 Swati Trinity, Applewood Township

Sanathal Sanand, Sarkhej,

Ahmedabad, Dascroi,

Gujarat, India, 382210

**Tel No.:** +91 02717 454317

**Email:** [info@nexxusgroup.co.in](mailto:info@nexxusgroup.co.in)

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

**Corporate Identity Number:** U50400GJ2021PLC126116

**Registration Number:** 126116

For further details regarding changes in the registered office of our Company, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 111 of this Prospectus

### CORPORATE OFFICE OF OUR COMPANY

N.A.

### REGISTRAR OF COMPANIES

**Registrar of Companies, Ahmedabad**

ROC Bhavan, Opp. Rupal Park Society,

Behind Ankur Bus Stop, Naranpura,

Ahmedabad-380013, Gujarat, India.

**Phone.:** 079-27438531

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

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

### DESIGNATED STOCK EXCHANGE

**BSE SME**

**BSE Limited**

25<sup>th</sup> Floor, Phiroze Jeejeebhoy

Towers, Dalal Street,

Mumbai – 400 001, Maharashtra, India

**Tel No:** 022 – 2272 1233/34

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

### BOARD OF DIRECTORS

As on the date of this Prospectus, the Board of Directors of our Company comprises of the following: (Contd.)

Name	Designation	DIN	Residential Address
Mr. Haresh Mohanlal Senghani	Chairman and Managing Director	08163360	138-B, Villa, Applewood Township, Sanathal, Sanand, Sanathal, Ahmedabad, Gujarat – 382210.
Mr. Rahul Mohanlal Senghani	Whole Time Director	07563530	138-A, Villa, Applewood Township, Sanathal, Sanand, Sanathal, Ahmedabad, Gujarat – 382210.
Mr. Parshwa Bhavikbhai Shah	Independent Director	07866765	D 702, Saransh Arth, Opposite Rajyash Reevanta, South Vasna Party Plot, Ahmedabad, Gujarat 380007.
Mr. Hussain Abdeali Bootwala	Independent Director	10375333	602/B, MB complex, Opposite Pushpak Building, Khanpur, Ahmedabad, Gujarat 380001
Ms. Dhruvi Rameshbhai Patel	Independent Director	10343920	139 Floris, Sky city, Shela Sanand, Ahmedabad, Gujarat 380058

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 114 of this Prospectus.

#### COMPANY SECRETARY AND COMPLIANCE OFFICER

**Ms. Zehra Murtaza Ghadiali**

B-811 Swati Trinity, Applewood Township  
Sanathal Sanand, Sarkhej,  
Ahmedabad, Dascroi,  
Gujarat, India, 382210  
**Tel. No.:** +91 02717 454317  
**Email:** [cs@nexxusgroup.co.in](mailto:cs@nexxusgroup.co.in)  
**Website:** [www.nexxusgroup.co.in](http://www.nexxusgroup.co.in)

#### CHIEF FINANCIAL OFFICER

**Mr. Gaurav Narendra Mehta**

B-811 Swati Trinity, Applewood Township  
Sanathal Sanand, Sarkhej,  
Ahmedabad, Dascroi,  
Gujarat, India, 382210  
**Tel. No.:** +91 02717 454317  
**Email:** [cfo@nexxusgroup.co.in](mailto:cfo@nexxusgroup.co.in)  
**Website:** [www.nexxusgroup.co.in](http://www.nexxusgroup.co.in)

#### INVESTOR GRIEVANCES

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Offer and/or Lead Manager in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders, non-receipt of funds by electronic mode etc.

All grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Application Form was submitted, giving full details such as name of the sole or First Applicant, Application Form number, Applicant’s DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Application Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Applicant shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms 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 SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the lead manager is required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

Further, the Applicant shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Applications submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

#### **LEAD MANAGER TO THE ISSUE**

##### **Srujan Alpha Capital Advisors LLP**

112A, 1st floor, Arun Bazar,  
S.V. Road, Beside Bank of India,  
Malad (West),  
Mumbai- 400064

**Correspondence Address:** 824 & 825, Corporate Avenue,  
Sonawala Rd, Opposite Atlanta Centre,  
Goregaon, Mumbai- 400063  
**Tel No:** 022-46030709

**Email:** [jinesh@srujanalpha.com](mailto:jinesh@srujanalpha.com)

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

**Investor Grievance E-mail:** [jinesh@srujanalpha.com](mailto:jinesh@srujanalpha.com)

**Contact Person:** Mr. Jinesh Doshi

**SEBI Registration Number:** INM000012829

#### **REGISTRAR TO THE ISSUE**

##### **KFin Technologies Limited**

Selenium Tower – B, Plot 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Serilingampally,  
Hyderabad – 500032,  
Telangana, India.

**Tel No:** +91 40 6716 2222

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

**Investor Grievance E-mail:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Website:** <https://www.kfintech.com/>

**Contact Person:** M Murali Krishna

**SEBI Registration Number:** INR000000221

#### **LEGAL ADVISOR TO THE ISSUE**

##### **M/s. J Mukherjee & Associates**

4A Council House Street, MMS  
chambers, Room no-D1.  
Kolkata -700001, West Bengal, India

**Tel:** +91 8967451802

**E-mail:** [jmukherjeeandassociates@gmail.com](mailto:jmukherjeeandassociates@gmail.com)

**Contact Person:** Mr. Jaybrata Mukherjee

#### **BANKERS TO THE ISSUE / REFUND BANK / SPONSOR BANK**

##### **ICICI Bank Limited**

ICICI Bank Tower, Near Chakli Circle,  
Old Padra Road Vadodara Gujarat 390 007

**Tel:** +91 91313 53318

**E-mail:** [ashutosh.yadav2@icicibank.com](mailto:ashutosh.yadav2@icicibank.com)

**Contact Person:** Ashutosh Yadav

## **BANKERS TO THE COMPANY**

### **Yes Bank Limited**

7<sup>th</sup> Floor, Times Square Grand,  
Sindhuhavan Road, Ahmedabad –  
380 210, Gujarat, India.

**Contact Person:** Nilay Patel

**Designation:** Relationship Manager

**Contact No.:** +91 7383889209

**Email:** [nilay.patel@yesbank.in](mailto:nilay.patel@yesbank.in)

### **ICICI Bank Limited**

Shop no. 2, Entice Building, Opp. Jayantilal Park  
BRTS Stand, Ambli Bopal Road, Ahmedabad  
380 058, Gujarat, India.

**Contact Person:** Hanifa Abdul Ghotlawala

**Contact No.:** +91 9727677022

**Email:** [hanifa.ghotlawala@icicibank.com](mailto:hanifa.ghotlawala@icicibank.com)

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

### **M/s Keyur Shah & Associates**

Chartered Accountants  
303, Shitiratana Complex  
B/s Radisson Blu Hotel,  
Near Panchavati Circle,  
Ambawadi, Ahmedabad –  
380 006, Gujarat, India

**Tel No.:** +91 7948999595

**Email:** [keyur@keyurshahca.com](mailto:keyur@keyurshahca.com)

**Contact Person:** Mr. Keyur Shah

**Firm Registration Number:** 333288W

**Peer Review Number:** 014877

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

Srujan Alpha Capital Advisors LLP is the sole Lead Manager to this Issue and all the responsibilities relating to coordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

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

The list of SCSBs notified by SEBI for the ASBA process is available at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Applicant (other than an UPI Applicants using the UPI mechanism), not applying through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms is available at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34) on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time. Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Applicants (other than UPI Applicants) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

## **SELF-CERTIFIED SYNDICATE BANKS ELIGIBLE AS ISSUER BANKS FOR UPI MECHANISM AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Applicants using the UPI mechanism may only apply through the SCSBs and mobile applications (apps) using the UPI handles whose name appears on the SEBI website. A list of SCSBs and mobile application, which,



are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. A list of SCSBs and mobile applications, which are live for applying public issues using UPI mechanism is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43), respectively and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

#### **SYNDICATE SCSB BRANCHES**

In relation to Applicants (other than Applications by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the Members of the Syndicate is available on the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35>, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35> or any such other website as may be prescribed by SEBI from time to time.

#### **REGISTERED BROKERS**

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Applicant can submit Application Form for the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Brokers 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 <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

#### **REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS ("RTA")**

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

#### **COLLECTING DEPOSITORY PARTICIPANTS ("CDP")**

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

#### **CREDIT RATING**

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

#### **IPO GRADING**

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

#### **DEBENTURE TRUSTEES**

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

#### **MONITORING AGENCY**

Since our Issue size does not exceed ₹10,000 Lakhs, we are not required to appoint monitoring agency for monitoring the

utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Offer

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

### **FILING OF THE PROSPECTUS**

The Prospectus shall be filed with BSE SME situated at 25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, DalalStreet, Fort, Mumbai - 400 001, Maharashtra, India.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Prospectus has not been submitted to SEBI, however, soft copy of Prospectus shall be submitted to SEBI pursuant to the SEBI master circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observation on the issue document in terms of Regulation 246(2) of the SEBI ICDR Regulations.

A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Ahmedabad situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India.

### **APPRAISING ENTITY**

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

### **TYPE OF ISSUE**

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

### **GREEN SHOE OPTION**

No green shoe option is contemplated under the Issue.

### **EXPERT OPINION**

Except as stated below, our Company has not obtained any expert opinions in connection with this Prospectus:

Our Company has received a written consent dated December 27, 2023 from the Peer Reviewed Auditors, namely M/s Keyur Shah & Associates, Chartered Accountants, who hold a valid peer review certificate from ICAI, to include their name as required under section 26(1)(a)(v) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as Peer Reviewed Auditor, and in respect of their (a) examination report dated July 19, 2024, on the Restated Financial Statements, and (b) report dated August 27, 2024 on the statement of special tax benefits.

Such consents have not been withdrawn as on the date of this Prospectus. However, the term "expert" and "consent" shall not be construed to mean an "expert" and "consent" as defined under the U.S. Securities Act.

## CHANGES IN AUDITORS

There has been change in the Statutory Auditors of our Company since incorporation of the Company as per following details:

Sr. No.	Date of Change	From	To	Reason for Change
1.	September 30, 2023	Tibrewal Bhagat & Associates, Chartered Accountant	Keyur Shah & Associates, Chartered Accountant	Due to pre-occupation of earlier Auditor

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten by Srujan Alpha Capital Advisors LLP in the capacity of Underwriter to the Issue.

Pursuant to the terms of the Underwriting Agreement dated August 08, 2024, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of Equity Shares Underwritten	Amount Underwritten	% of total Issue size underwritten
Srujan Alpha Capital Advisors LLP	18,50,400	1,942.92 Lakhs	100%
<b>Total</b>	<b>18,50,400</b>	<b>1,942.92 Lakhs</b>	<b>100%</b>

*\*Includes upto 93,600 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.*

In accordance with Regulation 260(2) of the SEBI ICDR Regulations, this Issue has been 100% underwritten and shall not be restricted to the minimum subscription level.

In the opinion of the Board of our Directors of our Company, the resources of the underwriters are sufficient to enable them to discharge their respective underwriting obligations in full.

## MARKET MAKER

Gretext Share Broking Limited

Address: A-401, Floor 4<sup>th</sup>, Plot FP – 616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (W), Delisle Road, Mumbai, Maharashtra, India - 400013  
Tel: 022 - 69308500

Email: support@gretextbroking.com

Website: <http://www.gretextbroking.com/>

Contact Person: Mr. Prem Kumar Harikrishnan

SEBI Registration No.: INZ000166934

BSE Clearing No.: 6176

MM BSE Registration No.: SMEMM0617628062012

## DETAILS OF THE MARKET MAKING AGREEMENT

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with BSE to fulfil the obligations of Market Making) dated August 08, 2024 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue.

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

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of BSE SME 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 issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ 105 per share the minimum lot size is 1,200 Equity Shares thus minimum depth of the quote shall be 1,200 until the same, would be revised by BSE.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
7. 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.
8. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE SME from time to time.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
10. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
11. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
12. 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.
13. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from

the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

14. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
15. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.
16. **Risk containment measures and monitoring for Market Maker:** BSE SME will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
17. **Punitive Action in case of default by Market Maker:** BSE SME will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
18. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:
  - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

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

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	7
4.	Above 100	6

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

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

Above ₹80 Crore	12%	11%
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21. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ BSE from time to time.
22. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.
23. On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

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## CAPITAL STRUCTURE

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

(₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
<b>A.</b>	<b>Authorized Share Capital</b>		
	70,00,000 Equity Shares of face value of ₹10/- each	700.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Equity Capital before the Issue</b>		
	51,00,000 Equity Shares of face value of ₹10/- each	510.00	-
<b>C.</b>	<b>Present Issue in Terms of this Prospectus</b>		
	Issue of Upto 18,50,400 Equity Shares of face value of ₹10/- each <sup>(1)</sup>	185.04	1,942.92
	<i>Of which:</i>		
	93,600 Equity Shares of face value of ₹10/- each at a price of ₹105 per Equity Share reserved as Market Maker Portion	9.36	98.28
	Net Issue to Public of Upto 17,56,800 Equity Shares of ₹10/- each at a price of ₹105 per Equity Share to the Public	175.68	1,844.64
	<i>Of which:</i> <sup>(2)</sup>		
	Upto Allocation to Retail Individual Investors of 8,78,400 Equity Shares	87.84	922.32
	Upto Allocation to other than Retail Individual Investors of 8,78,400 Equity Shares	87.84	922.32
<b>D.</b>	<b>Paid-up Equity Capital after the Issue</b>		
	Upto 69,50,400 Equity Shares of face value of ₹10/- each	695.04	-
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		Nil
	After the Issue		1,757.88

(1) The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on December 01, 2023 and by our Shareholders pursuant to a Special Resolution passed at the Extra Ordinary General meeting held on December 20, 2023.

(2) Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Size. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

### CLASS OF SHARES

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

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Changes in Authorized Share Capital

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

- a) The initial authorized share capital of ₹ 10,00,000/- divided into 1,00,000 Equity Shares of ₹10/- each.
- b) The Authorized Share Capital was increased from ₹ 10,00,000/- divided into 1,00,000 Equity Shares of ₹ 10/- each to ₹3,00,00,000/- divided into 30,00,000 Equity Shares of ₹10/- each vide Shareholders' Resolution dated July 13, 2023.



- c) The Authorized Share Capital was then increased from ₹ 3,00,00,000 /- divided into 30,00,00 Equity Shares of ₹ 10/- each to ₹ 7,00,00,000 /- divided into 70,00,000 Equity Shares of ₹10/- each vide Shareholders' Resolution dated September 11, 2023.

## 2. Equity Share Capital History of our Company

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation	1,00,000	10/-	10/-	Cash	Subscription to MOA <sup>(i)</sup>	1,00,000	10,00,000	Nil
September 08, 2023	25,00,000	10/-	Nil	Other than Cash	Bonus Issue <sup>(ii)</sup>	26,00,000	2,60,00,000	Nil
September 27, 2023	25,00,000	10/-	10/-	Cash	Rights Issue <sup>(iii)</sup>	51,00,000	5,10,00,000	Nil

(i) Initial Subscribers to the Memorandum of Association of our company:

Sr No	Name	No of Equity Shares
1.	Haresh Mohanlal Senghani	25,000
2.	Rahul Mohanlal Senghani	25,000
3.	Hinaben Haresh Senghani	25,000
4.	Manishaben Rahul Senghani	25,000
	<b>Total</b>	<b>1,00,000</b>

(ii) Bonus Issue of 25,00,000 Equity Shares of face value of Rs. 10/- each in the ratio of 25:1 i.e., 25 Bonus Equity Shares for 1 Equity Shares held allotted on September 08, 2023.

Sr No	Name	No of Equity Shares
1.	Haresh Mohanlal Senghani	625,000
2.	Rahul Mohanlal Senghani	625,000
3.	Jignesh Mohanlal Senghani	375,000
4.	Mohanlal Jivraj Senghani	250,000
5.	Hinaben Haresh Senghani	187,500
6.	Manishaben Rahul Senghani	187,500
7.	Vijyaben Mohanlal Senghani	125,000
8.	Rahul Senghani HUF	62,500
9.	Haresh Senghani HUF	62,500
	<b>Total</b>	<b>25,00,000</b>

(iii) Rights Issue\* of 25,00,000 Equity Shares of face value of ₹10/- each fully paid allotted on September 27, 2023 as per details given below:

Sr. No	Name	Equity Shares Offered
1.	Haresh Mohanlal Senghani	12,50,000
2.	Rahul Mohanlal Senghani	12,50,000
	<b>Total</b>	<b>25,00,000</b>

\*our Company allotted 25,00,000 Equity shares of face value of ₹10/- each fully paid allotted on September 27, 2023 on proportionate basis to all shareholders as on date of the issue. Jignesh Mohanlal Senghani, Mohanlal Jivraj Senghani, Hinaben Haresh Senghani, Manishaben Rahul Senghani, Vijyaben Mohanlal Senghani, Rahul Senghani HUF, Haresh Senghani HUF renounced their rights in favour of Mr. Haresh Mohanlal Senghani and Mr. Rahul Mohanlal Senghani.

3. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
September 08, 2023	25,00,000	10/-	Nil	Bonus Issue	Capitalisation of Reserves	Haresh Mohanlal Senghani	625,000
						Rahul Mohanlal Senghani	625,000
						Jignesh Mohanlal Senghani	375,000
						Mohanlal Jivraj Senghani	250,000
						Hinaben Haresh Senghani	187,500
						Manishaben Rahul Senghani	187,500
						Vijyaben Mohanlal Senghani	125,000
						Rahul Senghani HUF	62,500
						Haresh Senghani HUF	62,500

4. No equity shares have been allotted in terms of any scheme approved under sections 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
6. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
7. Except as disclosed below, we have not issued any Equity Shares at price below Issue price within last one year from the date of this Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
September 27, 2023	25,00,000	10/-	10/-	Rights Issue	Capital Expansion	Haresh Mohanlal Senghani	12,50,000
						Rahul Mohanlal Senghani	12,50,000

## 8. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as per Regulation 31 of SEBI LODR Regulations as on the date of this Prospectus:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Underlying Outstanding convertible securities	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XD)= (VII)+(X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class-Equity	No of Voting Rights		Total as a % of (A+B+C)			No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
A	Promoter & Promoter Group	9	51,00,000	-	-	51,00,000	100.00	51,00,000	-	100.00	100.00	-	100.00	-	-	-	-	51,00,000
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non - Promoter Non - Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>9</b>	<b>51,00,000</b>	<b>-</b>	<b>-</b>	<b>51,00,000</b>	<b>100.00</b>	<b>51,00,000</b>	<b>-</b>	<b>100.00</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>51,00,000</b>

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

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Haresh Mohanlal Senghani	19,00,000	37.25%
2.	Rahul Mohanlal Senghani	19,00,000	37.25%
3.	Jignesh Mohanlal Senghani	3,90,000	7.65%
4.	Hina Haresh Senghani	1,95,000	3.82%
5.	Manisha Rahul Senghani	1,95,000	3.82%
6.	Mohanlal Jivraj Senghani	2,60,000	5.10%
7.	Vijya Mohanlal Senghani	1,30,000	2.55%
8.	Haresh Mohanlal Senghani HUF	65,000	1.27%
9.	Rahul Mohanlal Senghani HUF	65,000	1.27%
	<b>Total</b>	<b>51,00,000</b>	<b>100%</b>

10. List of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Haresh Mohanlal Senghani	25,000	25%
2.	Rahul Mohanlal Senghani	25,000	25%
4.	Hina Haresh Senghani	25,000	25%
5.	Manisha Rahul Senghani	25,000	25%
	<b>Total</b>	<b>1,00,000</b>	<b>100%</b>

11. List of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of one year prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Haresh Mohanlal Senghani	25,000	25%
2.	Rahul Mohanlal Senghani	25,000	25%
4.	Hina Haresh Senghani	25,000	25%
5.	Manisha Rahul Senghani	25,000	25%
	<b>Total</b>	<b>1,00,000</b>	<b>100%</b>

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

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Haresh Mohanlal Senghani	19,00,000	37.25%
2.	Rahul Mohanlal Senghani	19,00,000	37.25%
3.	Jignesh Mohanlal Senghani	3,90,000	7.65%
4.	Hina Haresh Senghani	1,95,000	3.82%
5.	Manisha Rahul Senghani	1,95,000	3.82%
6.	Mohanlal Jivraj Senghani	2,60,000	5.10%
7.	Vijya Mohanlal Senghani	1,30,000	2.55%
8.	Haresh Mohanlal Senghani HUF	65,000	1.27%
9.	Rahul Mohanlal Senghani HUF	65,000	1.27%
	<b>Total</b>	<b>51,00,000</b>	<b>100%</b>

13. Our Company has not made any public Issue (including any rights issue to the public) since its incorporation, except as stated above.

14. Our Company does not have any intention or proposal to alter our capital structure within a period of six (6) months from the date of opening of the issue by way of split/consolidation of the denomination of Equity Shares or further Issue of

Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise., except that if our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

## 15. Shareholding of our Promoters

As on the date of this Prospectus, our Promoters hold 82.16 % of the pre-Issue, subscribed and paid-up equity share capital of our Company.

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

Date of Allotment / Transfer	Nature of Issue /Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital	Pledge
<b>Haresh Mohanlal Senghani</b>									
Upon Incorporation	Subscription to MOA	Cash	25,000	25,000	10/-	10/-	0.49%	0.36%	No
September 8, 2023	Bonus Issue	Other than cash	6,25,000	6,50,000	10/-	-	12.25%	8.99%	No
September 27, 2023	Rights Issue	Cash	12,50,000	19,00,000	10/-	10/-	24.51%	17.98%	No
<b>Total</b>			<b>19,00,000</b>				<b>37.25%</b>	<b>27.34%</b>	
<b>Rahul Mohanlal Senghani</b>									
Upon Incorporation	Subscription to MOA	Cash	25,000	25,000	10/-	10/-	0.49%	0.36%	No
September 8, 2023	Bonus Issue	Other than cash	625,000	6,50,000	10/-	-	12.25%	8.99%	No
September 27, 2023	Rights Issue	Cash	1,250,000	19,00,000	10/-	10/-	24.51%	17.98%	No
<b>Total</b>			<b>19,00,000</b>				<b>37.25%</b>	<b>27.34%</b>	
<b>Hina Haresh Senghani</b>									
Upon Incorporation	Subscription to MOA	Cash	25,000	25,000	10/-	10/-	0.49%	0.36%	No
June 26, 2023	Transfer to Haresh Mohanlal Senghani HUF	Other than cash	2,500	22,500	10/-	10/-	(0.05)%	(0.04)%	No
June 26, 2023	Transfer to Mohanlal Senghani	Other than cash	10,000	12,500	10/-	10/-	(0.20)%	(0.14)%	No
June 26, 2023	Transfer to Vijya Mohanlal Senghani	Other than cash	5,000	7,500	10/-	10/-	(0.10)%	(0.07)%	No
September 8, 2023	Bonus Issue	Other than cash	1,87,500	1,95,000	10/-	10/-	3.68%	2.70%	No
<b>Total</b>			<b>1,95,000</b>				<b>3.82%</b>	<b>2.81%</b>	

<b>Manisha Rahul Senghani</b>									
Upon Incorporation	Subscription to MOA	Cash	25,000	25,000	10/-	10/-	0.49%	0.36%	No
June 26, 2023	Transfer to Rahul Mohanlal Senghani HUF	Other than cash	2,500	22,500	10/-	10/-	(0.05)%	(0.04)%	No
June 26, 2023	Transfer to Jignesh Mohanlal Senghani	Other than cash	15,000	7,500	10/-	10/-	(0.29)%	(0.22)%	No
September 8, 2023	Bonus Issue	Other than cash	1,87,500	1,95,000	10/-	10/-	3.68%	2.70%	No
<b>Total</b>			<b>1,95,000</b>				<b>3.82%</b>	<b>2.81%</b>	

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

Category of Promoter	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post-Issue Capital
<b>Promoters</b>				
Haresh Mohanlal Senghani	19,00,000	37.25%	19,00,000	27.34%
Rahul Mohanlal Senghani	19,00,000	37.25%	19,00,000	27.34%
Hina Haresh Senghani	1,95,000	3.82%	1,95,000	2.81%
Manisha Rahul Senghani	1,95,000	3.82%	1,95,000	2.81%
<b>Promoter Group</b>				
Jignesh Mohanlal Senghani	3,90,000	7.65%	3,90,000	5.61%
Mohanlal Jivraj Senghani	2,60,000	5.10%	2,60,000	3.74%
Vijyaben Mohanlal Senghani	1,30,000	2.55%	1,30,000	1.87%
Haresh Mohanlal Senghani HUF	65,000	1.27%	65,000	0.94%
Rahul Mohanlal Senghani HUF	65,000	1.27%	65,000	0.94%
<b>Total</b>	<b>51,00,000</b>	<b>100.00%</b>	<b>51,00,000</b>	<b>73.38%</b>

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

Sr. No.	Name of the Promoters	No of Equity Shares held	Average cost of Acquisition (in ₹)*
1.	Mr. Haresh Mohanlal Senghani	19,00,000	6.71
2.	Mr. Rahul Mohanlal Senghani	19,00,000	6.71
3.	Mrs. Hinaben Haresh Senghani	1,95,000	1.28
4.	Mrs. Manishaben Rahul Senghani	1,95,000	1.28

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

\*As certified by our Statutory Auditors, by way of their certificate dated December 29, 2023.

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

Name	Designation	No. of Equity Shares held	% of pre issue paidup capital	% of post issue paid-up capital
Haresh Mohanlal Senghani	Chairman and Managing Director	19,00,000	37.25%	27.34%
Rahul Mohanlal Senghani	Whole Time Director	19,00,000	37.25%	27.34%

19. There were no equity shares purchased/sold by the Promoter(s) and Promoter Group, Directors of our Company and their relatives during last six months from the date of this Prospectus.
20. None of our Promoters, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of this Prospectus.

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

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

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of Allotment in this Issue. As on date of this Prospectus, our Promoters hold 41,90,000 Equity Shares constituting 82.16% of the Post Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter's Contribution.

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

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

Name of Promoters	Date of Allotment	No of Equity shares Allotted	No of Equity shares locked in	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotment	% Of Post-Issue Paid-up Capital	Lock-in Period
Haresh Mohanlal Senghani	Upon Incorporation	25,000	6,50,000	10/-	10/-	Upon Incorporation	9.35%	3 Years
	September 8, 2023	6,25,000			-	Bonus Issue		
Rahul Mohanlal Senghani	Upon Incorporation	25,000	6,50,000	10/-	10/-	Upon Incorporation	9.35%	3 Years
	September 8, 2023	6,25,000			-	Bonus Issue		
Hina Haresh Senghani	September 8, 2023	1,87,500	50,000	10/-	-	Bonus Issue	0.72%	3 Years
Manisha Rahul Senghani	September 8, 2023	1,87,500	50,000	10/-	-	Bonus Issue	0.72%	3 Years
Total	-	-	14,00,000	-	-	-	20.14%	-

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

- Equity Shares acquired three years preceding the date of this Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoters' Contribution.
- The Equity Shares acquired during the year preceding the date of this Prospectus, at a price lower than the price at which the Equity Shares are being issued to the public in this issue is not part of the minimum promoter's contribution.

- The Equity Shares held by the Promoters and issued for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.
- Specific written consent has been obtained from the Promoters for inclusion of 14,00,000 Equity Shares for ensuring lock-in of three years to the extent of minimum 20.00% of post issue Paid-up Equity Share Capital from the date of allotment in the public Issue.
- We further confirm that our Promoters' Contribution of minimum 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.

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

Pursuant to Regulation 238(b) and 239 of the SEBI ICDR Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-issue 37,00,000 (including shares held by promoter group) Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

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

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

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

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

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

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

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

- Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
- Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

- Neither the Company, nor its Promoters, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
- All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Applicants will be issued fully paid-up Equity Shares.
- As on the date of this Prospectus, the Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course



of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

25. As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
26. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "*Basis of Allotment*" in the chapter titled "*Issue Procedure*" beginning on page 208 of this Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI ICDR Regulations, as amended from time to time.
27. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
28. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
29. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
30. We have 9 (Nine) Shareholders as on the date of filing of this Prospectus.
31. As per RBI regulations, OCBs are not allowed to participate in this Issue.
32. Our Company has not raised any bridge loans against the proceeds of the Issue. No loans are proposed to be repaid from issue proceeds.
33. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
34. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
35. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
36. Our Promoters and Promoter Group will not participate in the Issue.
37. There are no safety net arrangements for this Public Issue.

**SECTION V - PARTICULARS OF THE ISSUE  
OBJECTS OF THE ISSUE**

The Issue is a Fresh Issue of up to 18,50,400 Equity Shares, aggregating up to ₹ 1,942.92 lakhs by our Company. The details of the proceeds from the Fresh Issue are summarised in the following table:

Particulars	Estimated amount (in ₹ lakhs)
Gross proceeds of the Fresh Issue	Up to 1,942.92
(Less) Issue expenses in relation to the Fresh Issue <sup>(1)</sup>	194.29
Net Proceeds <sup>(2)</sup>	1,748.63

<sup>(1)</sup> For details with respect to issue expenses please refer to “**Issue Related Expenses**” on page 61.

<sup>(2)</sup> To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

**Requirement of funds**

Our Company proposes to utilise the Net Proceeds towards funding the following objects (collectively referred to as the “Objects”):

1. Funding the working capital requirements of our Company; and
2. General corporate purposes.

In addition, we expect to achieve the benefits of listing of the Equity Shares on the BSE SME platform. Our company believes that listing will result in the enhancement of our brand name, recognition and creation of a public market for our Equity Shares.

The main objects clause and the objects incidental and ancillary to the main objects as set out in the Memorandum of Association enables us: (i) to undertake our existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds (including the activities for which the funds earmarked towards general corporate purposes shall be used);

**Utilisation of Net Proceeds**

The Net Proceeds are proposed to be utilised in the manner set forth below:

Particulars	Estimated amount (in ₹ lakhs)
Funding the working capital requirements of our Company	Upto 1600.00
General corporate purposes <sup>(1)</sup>	148.63
<b>Total <sup>(1)</sup></b>	<b>1748.63</b>

(1) The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.

**Proposed schedule of implementation and deployment of Net Proceeds**

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds as follows: (in ₹ lakhs)

Particulars	Total estimated amount	Estimated deployment of the Net Proceeds	
		Fiscal 2025	Fiscal 2026
Funding the working capital requirements of our Company	Upto 1600.00	Upto 1050.00	Upto 550.00
General corporate purposes <sup>(1)</sup>	148.63	148.63	-
<b>Total<sup>(1)</sup></b>	<b>1748.63</b>	<b>1198.63</b>	<b>550.00</b>

<sup>(1)</sup> The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.

The fund requirements, deployment of funds and the intended use of the Net Proceeds as described in this Prospectus are based on our current business plan, management estimates, prevailing market conditions and other commercial & business considerations. However, such fund requirements and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent agency. We may have to revise our funding requirements and deployment on account of factors such as our financial and market condition, our business and growth plan, competition scenario, other factors affecting our results of operations, and other external factors such as changes in the business environment or regulatory regime, which may not be within the control of our management. This may require us to reschedule the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

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 Offer, 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 Offer Proceeds. Our Company proposes to deploy the entire Net Proceeds towards the Objects as per the schedule provided above. In the event that the estimated utilization is not completed as per the aforementioned schedule, due to the reasons stated above, such funds shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable law. Depending upon such factors, we may have to reduce or extend the utilisation period for any of the stated Objects beyond the estimated time period, at the discretion of our management, in accordance with applicable law. Further, such factors could also require us to advance the utilisation before the scheduled deployment as disclosed above towards any particular or all Objects. As such change will be subject to compliance with applicable laws,

### **Means of Finance**

The entire fund requirements for our Objects are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, under Regulation 230 (1)(e) of the SEBI ICDR Regulations 2018. Subject to applicable laws, in case of a shortfall in the Net Proceeds, our Company may explore a range of options including utilizing our internal accruals and/or seeking additional debt from existing and/or other lenders.

### **Details of the Objects**

#### **1. Funding the working capital requirements of our Company**

Our Company proposes to utilise upto ₹ 1600.00 lakhs from the Net Proceeds towards funding its working capital requirements in Fiscal Year 2025 and 2026.

Our business has significant working capital requirements, and we fund our working capital requirements in the ordinary course of business from our internal accruals/equity and financing facilities from various banks and financial institutions. Our business requires working capital majorly for investment in trade receivables, inventories and payments to trade payables and funding day to day operations. Our Company requires additional working capital for funding future growth requirements of our Company.

## Basis of estimation of working capital requirement

The details of our Company's working capital estimation is as follows: (*₹ in Lakhs*)

S. No.	Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at March 31, 2025	As at March 31, 2026
		Actual	Actual	Actual	Estimated	Estimated
<b>(A)</b>	<b>Current assets</b>					
(a)	Inventories	118.49	320.12	876.79	1,357.11	1,862.02
(b)	Financial assets					
	(i) Trade receivables	504.62	584.32	1,321.27	2,454.09	3,619.67
	(ii) Cash and Bank Balance	52.37	25.74	279.85	6.28	5.40
	(iii) Advance to Suppliers	169.44	611.18	735.55	1,127.11	1,684.08
(c)	Other current assets	21.63	1.05	140.20	288.89	533.34
	<b>Total current assets (A)</b>	<b>866.55</b>	<b>1,542.41</b>	<b>3,353.66</b>	<b>5,233.48</b>	<b>7,704.52</b>
<b>(B)</b>	<b>Current liabilities</b>					
(a)	Financial liabilities					
	(i) Trade payables	355.05	42.64	431.17	561.59	762.83
	(ii) Advance from Customers	132.89	417.00	389.30	301.28	413.37
(b)	Other current liabilities and Provision	10.31	84.66	43.81	287.79	560.11
	<b>Total current liabilities (B)</b>	<b>498.25</b>	<b>544.30</b>	<b>864.28</b>	<b>1,150.66</b>	<b>1,736.31</b>
<b>(C)</b>	<b>Total working capital requirements (C = A – B)</b>	368.30	998.11	2,489.38	4,082.81	5,968.21
<b>(D)</b>	<b>Funding pattern</b>					
(a)	Working capital funding from banks	297.97	783.10	1,657.51	1,499.86	1,385.15
(b)	Internal accruals and Equity	70.32	215.02	831.87	1,532.95	2,983.06
(c)	Proceeds from IPO	-	-	-	1,050.00	1,600.00

## Assumptions for our estimated working capital requirements (*Holding Period in Days*)

Days	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2026
	(Actual)	(Actual)	(Actual)	(Estimated)	(Estimated)
Inventories	9	9	14	14	14
Trade receivables	38	15	20	24	26
Advance from Customers	10	11	6	3	3
Trade payables	28	1	7	6	6
Advance to Suppliers	13	16	12	12	13

**The table below sets forth the key assumptions for our working capital projections:**

S. No.	Particulars	Rationale
1.	Inventories	<p>The holding levels of Inventories were at 9 days in Fiscal 2022 and Fiscal 2023 and at 14 days in Fiscal 2024. Considering the nature of business, the inventories mainly comprise of Raw materials. Company majorly operates on order basis hence Raw material is procured, processed and finished goods is sold and dispatched immediately. However, company realised that if sufficient stock of Raw material is not available, company may end up losing opportunity that market was offering. Hence management infused fund through bank and own funding and increased inventory levels in Fiscal 2024. We have assumed that the Company will continue with almost same level of Inventories and accordingly, the inventory days are estimated at 14 days for Fiscal 2025 and for Fiscal 2026, respectively, in line with sales projections.</p>
2.	Trade receivables & Advance from Customers	<p>Trade receivables primarily comprises of receivables from buyer of the products of the company. Company sells its product to big OEMs who have standard credit period of 30 (thirty) days, however Company also sells to small local companies or contractors who need to pay on immediate basis and hence average trade receivable of company falls in range of 15-20 days. In Fiscal 2023 &amp; 2024, Trade Receivable stood at 15 &amp; 20 days respectively, i.e. with infusion of working capital company has increased its credit period offering to strengthen its position in market. Thus, in Fiscal 2025 &amp; 2026, we anticipate marginal increase in Trade Receivable to 24 &amp; 26 days respectively which is strategically increased to provide marginally higher credit period to customers to boost Sales.</p> <p>However, in fiscal 2022, company operated for around 6 months and hence trade receivable of 38 days are not in average range of company.</p> <p>As company also sells to small local companies or contractors, company also collects advances from such unknown customers to manage its working capital requirement. In Fiscal 2022 &amp; 2023, company had Advance from customer for 10 &amp; 11 days respectively. However, company managed to reduce the same to 6 days in Fiscal 2024. Further company plans to reduce these advances to 3 days for fiscal year 2025 &amp; 2026 respectively. With fund infusion, company will be able to increase its risk taking capacity with such small contractors also and the same will enable company take huge market share. i.e. with infusion of working capital, company is planning to offer more credit period to OEMs or known customers/reduce advance from small customers so as to boost its sales.</p>
3.	Trade Payable & Advance to Suppliers	<p>Company's Raw Material is majorly imported directly from countries such as Dubai or other gulf countries or procured locally from domestic importers.</p> <p>In case of Import, company need to pay advance before 15-20 days of scheduled import. Thus, Supplier to advances includes advance payments made to suppliers abroad. In Fiscal 2022, 2023 &amp; 2024, Advance to Supplier was 13 days, 16 days and 12 days respectively. However, in Fiscal years 2025 and 2026, It is expected to be at 12 days &amp; 13 days respectively. This marginal increase in Advances' days represent company's move to offer more advance to get better deal from suppliers gradually.</p> <p>In case where company procures raw material from local importers, company pays on unloading of material i.e. on immediate basis in order to get cash discount to increase its gross margins. In the Fiscal year 2023, the company had working capital support to procure raw materials from local importers and availed cash discounts. Thus, company's Trade Payables were at 1(one) day only in Fiscal year 2023. However, this cash discount can be availed only on immediate payment which is possible only with sufficient</p>

		<p>availability of working capital. Accordingly, in Fiscal 2024, company has witnessed its average trade payable to be at 7 days. However, with access to IPO funds and internal accruals, company anticipates to make faster payments to suppliers to get cash discount in future years and hence company expects its holding period for trade payable to be at 6 days respectively in Fiscal 2025 &amp; 2026.</p> <p>However, in year 2022, which was 1<sup>st</sup> year of company where company operated for around 6 months only and in absence of adequate working capital, company had Trade payable at 28 days in Fiscal 2022.</p>
4.	Cash and Bank Balance	Cash and Bank Balance include balances in current account with scheduled bank, Bank Balance in Credit & Wallet balance and cash in hand. Cash and Cash Equivalent balance is estimated based on previous years outstanding amount and for expected Business requirement of company.
5.	Loans and Advances	Loans and advances mainly include Earnest Money Deposit, Prepaid Expenses, Loan to employees, Advance to creditors, Balance with Govt. Authority and Loans & Advances to Employee. Loans and advances is estimated based on previous years outstanding amount and for expected Business requirement of company.
6.	Other Current Liabilities & Short-term provisions	Other Liabilities mainly include Advance from customers, statutory liabilities, Security deposits, Balance payable to public bodies, Interest accrued but not due and Gratuity payables to employees. Other current liabilities are estimated based on previous years outstanding amount and for expected Business requirement of company Short-term provisions mainly include Provision for Bonus/Dividend, Gratuity, income tax and provision of other expenses. Short-term provisions is estimated based on previous years outstanding amount and for expected Business requirement of company.
7.	Other Current Assets	Other Current Assets mainly include Unbilled Revenue. Unbilled revenue constitutes work done by our company in for which invoicing will be done in next months.

Note: 1. Holding period level (in days) of Inventory is calculated by dividing Closing Inventory by Cost of Material Consumed multiplied by number of days in the year/period. 2. Holding period level (in days) of Trade Receivables is calculated by dividing Closing trade receivables by revenue from operations multiplied by number of days in the year/period. 3. Holding period level (in days) of Advance from Customers is calculated by dividing Advance from Customer by Revenue from operations multiplied by number of days in the year/period. 4. Holding period level (in days) of Trade Payables is calculated by dividing average trade payables by Cost of Material Consumed multiplied by number of days in the year/period. 5. Holding period level (in days) of Advance to Suppliers is calculated by dividing Advance to suppliers by Cost of material consumed multiplied by number of days in the year/period.

## 2. General corporate purposes

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating ₹ 148.63 Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, funding growth opportunities, servicing of borrowings, including payment of interest, brand building and making marketing expenses and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual Offer expenses turn to be lesser than the estimated Offer expenses of ₹ 194.29 lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Prospectus/ Prospectus, shall not exceed 25% of the amount raised by our Company through this issue.

## Issue Related Expenses

The total estimated Issue Expenses are ₹ 194.29 lakhs, which is around 10% of the total Issue Size. The details of the Issue Expenses are tabulated below:

S. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Issue Size
1	Issue Management fees including Merchant Banking fees, Underwriting fees, Selling Commission and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses	164.09	84.46%	8.45%
2	Advertising and Marketing Expenses	20.00	10.29%	1.03%
3	Fees payable to the stock exchange(s)	5.00	2.57%	0.26%
4	Printing & Stationery, Distribution, Postage, etc.	5.00	2.57%	0.26%
5	Brokerage and selling commission*	0.20	0.10%	0.01%
<b>Total Estimated Issue Expense</b>		<b>194.29</b>	<b>100.00%</b>	<b>10.00%</b>

SCSBs will be entitled to a processing fee of ₹ 10 per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them. Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01 % on the Allotment Amount. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them. The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

## Funds Deployed and Source of Funds Deployed:

Keyur Shah & Associates, Chartered Accountants vide their certificate dated August 31, 2024 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (Rs. in Lakhs)
Issue Expenses	27.53
Total	27.53

## Sources of Financing for the Funds Deployed

Till date, no funds have been allocated from internal accruals toward the proposed object of the Issue.

## Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

## Shortfall of Funds

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

## Bridge Financing Facilities

As on the date of the Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

## Monitoring Utilization of Funds

As the size of the issue will not exceed Rs. 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per the regulation 262 (1) of the SEBI ICDR Regulations. The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Regulation 32 of SEBI Listing Regulation 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 the 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 of funds utilized will be certified by the Statutory Auditors of our Company.

## Interim Use of Proceeds

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

**Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would 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**

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



## BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the LM on the basis of an assessment of market demand for the Equity Shares issued through the fixed price method and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price is 10.5 times of the face value.

Investors should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 22, 135, 173 and 88 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

### QUALITATIVE FACTORS

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

- Management Experience;
- Quality focused business delivery;
- Existing relationship with suppliers and customers;
- Strategic location of the existing and upcoming manufacturing unit;
- Optimal Utilization of Resources; and
- Scalable Business Model.

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Our Business” beginning on page 88 of this Prospectus.

### QUANTITATIVE FACTORS

The information presented in this chapter is derived from company’s Restated Financial Statements as at Financial Years ended on March 31, 2024, 2023 and 2022, has been prepared in accordance with Indian GAAP and in terms of the requirements of the the Companies Act, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI as amended from time to time. For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 135 of this Prospectus.

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

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

#### 1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”) as restated – Post Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2024	8.99	3
March 31, 2023	7.73	2
March 31, 2022	2.08	1
<b>Weighted Average</b>	<b>7.42</b>	

#### Notes:

1. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.
2. Earnings per Equity Share = Profit for the year / Weighted average number of equity shares outstanding during the year.
3. Basic and diluted Earnings per Equity Share are computed in accordance with Accounting Standard.
4. The basic and diluted Earnings per Equity Share for the current year and previous year presented have been calculated/restated after considering the bonus issue subsequent to September 08, 2023.
5. The face value of each Equity Share is ₹10/-.

2. **Basic and Diluted Earnings / (Loss) Per Share (“EPS”) as restated – Pre Bonus**

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2024	8.99	3
March 31, 2023	200.87	2
March 31, 2022	54.06	1
<b>Weighted Average</b>	<b>80.46</b>	

3. **Price Earnings Ratio (“P/E”) in relation to the Issue Price of ₹ 105 per Equity share of ₹ 10/- each fully paid-up**

Particulars	P/E Ratio
<b>Based on Restated Financial Statements- Post Bonus</b>	
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	11.68
P/E ratio based on the Weighted Average Basic & Diluted EPS	16.77

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

4. **Industry P/E ratio**

Particulars	P/E Ratio
Highest	NA
Lowest	NA
Average	NA

Notes:

(1) Our industry comprises of only one listed company hence industry P/E ratio is not applicable.

5. **Return on Net worth (RoNW) As per Restated Financial Statements**

Particulars	RoNW (%)	Weights
March 31, 2024	40.36%	3
March 31, 2023	75.82%	2
March 31, 2022	84.39%	1
<b>Weighted Average</b>	<b>78.68 %</b>	

Note: Return on Net Worth (%) = Profit for the year / Net Worth at the end of the year.

6. **Net Asset Value (NAV) of face value of ₹10/- each- Pre Bonus**

Financial Year	NAV (₹)
March 31, 2024	16.93
March 31, 2023	264.93
March 31, 2022	64.06
Issue Price	105

Note: Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the year / Weighted number of equity shares outstanding at the end of the year.

7. **Comparison of Accounting Ratios with listed Industry Peer**

Name of Company	CMP (₹)	Face Value (₹)	Basic EPS (₹)	P/E Ratio	RoNW (%)	NAV per Share (₹)
Nexus Petro Industries Limited	105*	10.00	8.99	11.68	40.36%	16.93
<b>Peer Group</b>						
Agarwal Industrial Corporation Ltd	925.10	10.00	32.70	28.29	16.58%	19.90

\*Issue Price

Source: [www.bseindia.com](http://www.bseindia.com) as on August 2024 except RoNW and NAV

Notes:

(1) The peer company is not strictly comparable with our company in size of operations but we have considered them as peer for better disclosures.

- (2) The figures for our company are based on Restated Financial Statements for the year ended March 31, 2024.
- (3) The figures for the Peer Group are based on the Standalone Financial Statements filed for the financial year ended March 31, 2024.
- (4) The Issue Price determined by our Company in consultation with the Lead Manager is justified by our Company in consultation with the Lead Manager on the basis of the above parameters.

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

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 01, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by M/s Keyur Shah & Associates, Chartered Accountants, Peer Review by their certificate dated August 07, 2024.

The KPIs of our Company have been disclosed in the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 88 and 173 of this Prospectus, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page 2 of this Prospectus.

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

#### a) Key Performance Indicators of our Company.

##### As per Restated Financial Statements

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations	23,778.48	14,280.56	4847.02
EBITDA <sup>(1)</sup>	614.14	356.66	81.53
EBITDA Margin (%) <sup>(2)</sup>	2.58%	2.50%	1.68%
Restated profit for the period/year	348.47	200.87	54.06
Restated profit for the period/year Margin <sup>(3)</sup>	1.47%	1.41%	1.12%
Return on Average Equity (“ROAE”) (%) <sup>(4)</sup>	61.77%	122.12%	168.78%
Return on Capital Employed (“ROCE”) (%) <sup>(5)</sup>	20.81%	30.73%	18.16%
Net Debt/EBITDA Ratio	3.06	2.27	3.89

#### Notes:

- (1) EBITDA is calculated as restated profit for the period / year plus tax expenses plus depreciation and amortization plus finance costs plus exceptional items less other income.
- (2) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (3) Restated profit for the period / year margin is calculated as restated profit for the period / year divided by revenue from operations.
- (4) ROAE is Calculated as Net profit after tax divided by Average Equity.
- (5) ROCE is calculated as Earning before interest and taxes (EBIT) Divided by Capital Employed

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

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Financial Information. We use these KPIs to evaluate our performance. Some of these KPIs are not defined under applicable Accounting Standards and are not presented in accordance with applicable Accounting Standards. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Although these KPIs are not a measure of performance

calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing results, when taken collectively with financial measures prepared in accordance with applicable Accounting Standards.

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

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations represent total turnover of the business as well as provides information regarding the year over year growth of the our Company
EBITDA	EBITDA is calculated as restated profit for the period / year plus tax expenses plus depreciation and amortization plus finance costs plus exceptional items. EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin is calculated as EBITDA divided by Revenue from Operations and is an indicator of the operational profitability of our business before interest, depreciation, amortization and taxes.
Restated profit for the period/year	Restated profit for the period/year represent the profit / loss that our company makes for the financial year during a given period. It provides information regarding the profitability of the business of our Company.
Restated profit for the period/year Margin	Restated profit for the period/year Margin is the ratio of the Restated profit for the period/year to the total revenue of the company. It provides information regarding the profitability of the business of our Company as well as to compare against the historical performance of our business.
Return on Average Equity ("ROCE")	ROAE refers to Restated profit for the period/year divided by Average Equity for the period. Average Equity is calculated as average of the total equity at the beginning and ending of the period. ROAE is an indicator of our Company's efficiency as it measures our Company's profitability. RoAE is indicative of the profit generation by our Company against the equity contribution.
Return on Capital Employed ("ROCE")	ROCE is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed by the Company for the period. ROCE is an indicator of our Company's efficiency as it measures our Company's profitability. ROCE is indicative of the profit generation by our Company against the capital employed.
Net Debt / EBITDA Ratio	Net Debt to EBITDA is a measurement of leverage, calculated as a company's borrowings minus cash or cash equivalents, divided by its EBITDA. It shows how many years it would take for a company to pay back its debt if net debt and EBITDA are held constant.

#### c) Comparison with Listed Industry Peers

##### As on March 31, 2024:

Key Financial Performance (Rs. In Lakhs, Otherwise mentioned)	Nexus Petro Industries Limited	Agarwal Industrial Corporation Limited*
Revenue from Operations	23,778.48	1,79,431.84
EBITDA <sup>(1)</sup>	614.14	9,172.92
EBITDA Margin (%) <sup>(2)</sup>	2.58%	5.11%
Restated profit for the period/year	348.47	4,960.91
Restated profit for the period/year Margin <sup>(3)</sup>	1.47%	2.76%
Return on Average Equity ("ROAE") (%) <sup>(4)</sup>	61.77%	15.47%
Return on Capital Employed ("ROCE") (%) <sup>(5)</sup>	20.81%	
Net Debt / EBITDA Ratio	3.06	92.09

##### As on March 31, 2023:

Key Financial Performance (Rs. In Lakhs, Otherwise mentioned)	Nexus Petro Industries Limited	Agarwal Industrial Corporation Limited*
Revenue from Operations	14,280.56	176,145.13
EBITDA <sup>(1)</sup>	356.66	8,920.01
EBITDA Margin (%) <sup>(2)</sup>	2.50%	5.06%
Restated profit for the period/year	200.87	4,934.64
Restated profit for the period/year Margin <sup>(3)</sup>	1.41%	2.80%
Return on Average Equity ("ROAE") (%) <sup>(4)</sup>	122.12%	18.44%
Return on Capital Employed ("ROCE") (%) <sup>(5)</sup>	30.73%	21.21%
Net Debt / EBITDA Ratio	226.93	35.58

**As on March 31, 2022:**

<b>Key Financial Performance</b> (Rs. In Lakhs, Otherwise mentioned)	<b>Nexus Petro Industries Limited</b>	<b>Agarwal Industrial Corporation Limited*</b>
Revenue from Operations	4,847.02	140,530.06
EBITDA <sup>(1)</sup>	81.53	7,717.17
EBITDA Margin (%) <sup>(2)</sup>	1.68%	5.49%
Restated profit for the period/year	54.06	3,856.52
Restated profit for the period/year Margin <sup>(3)</sup>	1.12%	2.75%
Return on Average Equity (“ROAE”) (%) <sup>(4)</sup>	168.78%	19.14%
Return on Capital Employed (“ROCE”) (%) <sup>(5)</sup>	18.16%	17.45%
Net Debt / EBITDA Ratio	389.39	101

\* from Standalone financials of Agarwal Industrial Corporation Limited

**Notes:**

- (1) EBITDA is calculated as restated profit for the period / year plus tax expenses plus depreciation and amortization plus finance costs plus exceptional items less other income.
- (2) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (3) Restated profit for the period / year margin is calculated as restated profit for the period / year divided by revenue from operations.
- (4) ROAE is Calculated as Net profit after tax divided by Average Equity.
- (5) ROCE is calculated as Earning before interest and taxes (EBIT) Divided by Capital Employed

**9. Weighted average cost of acquisition**

- a) **The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares**

Except as mentioned below, there has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares), during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

<b>Date of allotment</b>	<b>Number of Equity shares Allotted</b>	<b>Face Value Per Equity share</b>	<b>Issue price per Equity Share</b>	<b>Nature of allotment</b>
September 27, 2023	25,00,000	10/-	10/-	Rights Issue
<b>Weighted Average Cost of Issuance</b>				<b>10/-</b>

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

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this 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 share capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) Since there is an eligible transaction of our Company reported in (a) above in accordance with the SEBI ICDR Regulations and no transaction to report under (b) therefore, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoters/Promoter Group entities, Shareholder(s) having the right to nominate director(s) on the Board are a party to the transaction) not older than three years prior to the date of this Prospectus, irrespective of the size of transactions, has not been computed.

- d) **Weighted average cost of acquisition, Issue Price**

Based on the disclosures in (a) above, the weighted average cost of acquisition of Equity Shares as compared with the Issue Price is set forth below:

<b>Types of transactions</b>	<b>Weighted average cost of acquisition (₹ per Equity Share)</b>	<b>Issue Price (₹105)</b>
Weighted average cost of acquisition of primary issuances	10/-	10.5 times
Weighted average cost of acquisition for secondary transactions	N.A.	N.A.
Weighted average cost of acquisition of primary issuance/ secondary transaction as per 9 c) above	N.A.	N.A.

The Issue Price of ₹ 105 has been determined by our Company in consultation with the LM and will be justified by us in consultation with the LM on the basis of the above information. Investors should read the abovementioned information along with "Our Business", "Risk Factors" and "Restated Financial Statements" on page 88, 22 and 135 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,  
Nexxus Petro Industries Limited  
(Formerly known as Nexxus Petro Industries Private Limited)  
B-811 Swati Trinity,  
Applewood Township Sanathal Sanand, Sarkhej,  
Ahmedabad, Dascroi, Gujarat, India, 382210

Dear Sir,

**Subject: Statement of possible tax benefits ('the Statement') available to Nexxus Petro Industries Limited (formerly known as Nexxus Petro Industries Private Limited) ('the Company') and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ('the Regulation')**

We hereby confirm that the enclosed Annexure 1 and 2 (together "the Annexures"), prepared by the Company, provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 ('the Act') as amended by the Finance Act 2023, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), as amended by the Finance Act 2023 circular and notifications issued from time to time, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India (together, the "Tax Laws"). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are 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.
2. We do not express any opinion or provide any assurance as to whether:
  - i) the Company or its shareholders will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been / would be met with; and
  - iii) the revenue authorities/courts will concur with the views expressed herein.
3. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.
4. 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 updates the views consequent to such changes.
5. 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.
6. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

**For Keyur Shah & Associates  
Chartered Accountants  
FRN.: 333288W**

**Sd/-**

**Akhlaq Ahmad Mutvalli  
Partner  
Membership No.: 181329  
UDIN – 24181329BKCCQ7088**

**Date: August 27, 2024  
Place: Ahmedabad**



## ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

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

### **YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION A. SPECIAL TAX BENEFITS TO THE COMPANY**

Outlined below are the special tax benefits available to Nexxus Petro Industries Limited (the “Company”), its Shareholders under the Income-tax Act, 1961 (the “Act”) as amended by the Finance Act, 2023 applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25.

- **Lower corporate tax rate under section 115BAA**

Section 115BAA has been inserted in the Act w.e.f. FY 2019-20. It gives an option to domestic company to be governed by this section from a particular assessment year. If a company opts for section 115BAA of the Act, the company can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). However once opted for reduced rate of taxation under the said section, it cannot be subsequently withdrawn.

Section 115BAA further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their ‘book profits’ under section 115JB of the Act. However, such a company will no longer be eligible to avail any specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available.

Further, it shall not be allowed to claim set-off of any brought forward losses arising to it on account of additional depreciation and other specified incentives.

As of now Company has not furnished prescribed form to adopt taxation u/s 115BAA.

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the Act

**Note:**

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

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Prospectus.

## **ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS**

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the GST Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

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

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the GST Act

**Note:**

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

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Prospectus.

## SECTION VI – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

The information in this chapter 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.

#### GLOBAL ECONOMIC OVERVIEW

The baseline forecast is for global growth to slow from 3.5 percent in 2022 to 3.0 percent in 2023 and 2.9 percent in 2024, well below the historical (2000–19) average of 3.8 percent. Advanced economies are expected to slow from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024 as policy tightening starts to bite. Emerging market and developing economies are projected to have a modest decline in growth from 4.1 percent in 2022 to 4.0 percent in both 2023 and 2024. Global inflation is forecast to decline steadily, from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024, due to tighter monetary policy aided by lower international commodity prices. Core inflation is generally projected to decline more gradually, and inflation is not expected to return to target until 2025 in most cases.

Monetary policy actions and frameworks are key at the current juncture to keep inflation expectations anchored. It emphasizes the complementary role of monetary policy frameworks, including communication strategies, in helping achieve disinflation at a lower cost to output through managing agents' inflation expectations. Given increasing concerns about geoeconomic fragmentation.

#### **Resilient global economy is limping along, with growing divergences**

The global economy continues to recover slowly from the blows of the pandemic, Russia's invasion of Ukraine, and the cost-of-living crisis. In retrospect, the resilience has been remarkable. Despite the disruption in energy and food markets caused by the war, and the unprecedented tightening of global monetary conditions to combat decades-high inflation, the global economy has slowed, but not stalled. Yet growth remains slow and uneven, with growing global divergences. The global economy is limping along, not sprinting.

According to the projections, global growth will slow from 3.5 percent in 2022 to 3 percent this year and 2.9 percent next year, a 0.1 percentage point downgrade for 2024 from our July projections. This remains well below the historical average. Headline inflation continues to decelerate, from 9.2 percent in 2022, on a year-over-year basis, to 5.9 percent this year and

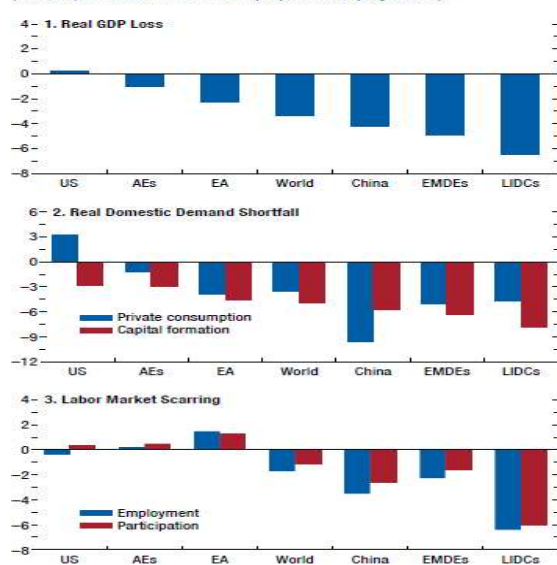
4.8 percent in 2024. Core inflation, excluding food and energy prices, is also projected to decline, albeit more gradually than headline inflation, to 4.5 percent in 2024.

As a result, projections are increasingly consistent with a “soft landing” scenario, bringing inflation down without a major downturn in activity, especially in the United States, where the forecast increase in unemployment is very modest, from 3.6 to 3.9 percent by 2025.

#### **Growing Global Divergences**

After a strong initial rebound from the depths of the COVID-19 pandemic, the pace of recovery has moderated. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, Russia's war in Ukraine, and increasing geoeconomic fragmentation. Others are more cyclical, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events. Despite signs of economic resilience earlier this year and progress in reducing headline inflation, economic activity is still generally falling short of pre-pandemic (January 2020) projections, especially in emerging market and developing economies (Figure 1.1, panel 1).

**Figure 1.1. Incomplete Recovery: Scarring from the Shocks of 2020–22**  
(Percent; deviation in 2023 from pre-pandemic projections)

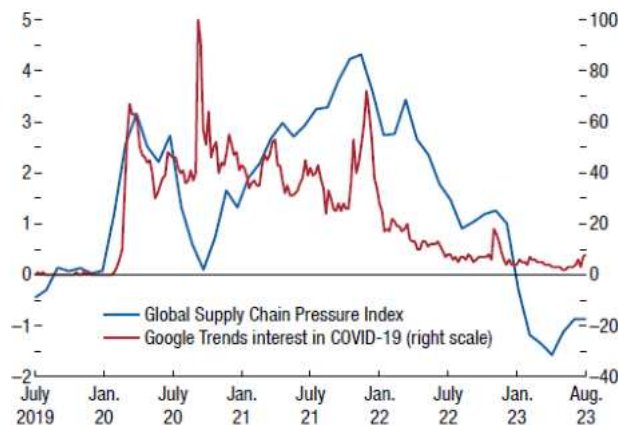


Source: IMF staff calculations.  
Note: “Pre-pandemic projections” refers to those in the January 2020 *World Economic Outlook Update*. AEs = advanced economies; EA = euro area; EMDEs = emerging market and developing economies; LIDCs = low income developing countries.

The strongest recovery among major economies has been in the United States, where GDP in 2023 is estimated to exceed its prepandemic path. The euro area has recovered, though less strongly—with output still 2.2 percent below prepandemic projections, reflecting greater exposure to the war in Ukraine and the associated adverse terms-of-trade shock, as well as a spike in imported energy prices. In China, the pandemic-related slowdown in 2022 and the property sector crisis contribute to the larger output losses of about 4.2 percent, compared with prepandemic predictions. Other emerging market and developing economies have seen even weaker recoveries, especially low-income countries, where output losses average more than 6.5 percent. Higher interest rates and depreciated currencies have exacerbated the difficulties of low-income countries, placing more than half either at high risk of distress or already in distress. Overall, global output for 2023 is estimated at 3.4 percent (or about \$ 3.6 trillion in 2023 prices) below prepandemic projections. Private consumption has also recovered faster in advanced economies than in emerging market and developing economies, owing to an earlier reopening in the former group facilitated by greater availability of effective vaccines, stronger safety nets, more ample policy stimulus, and greater feasibility of remote work. These factors supported livelihoods during the pandemic, and household consumption is now broadly back to prepandemic trends. Among advanced economies, private consumption has been stronger in the United States than in the euro area, with households receiving larger fiscal transfers early in the pandemic and spending the associated savings more quickly; being better insulated from the rise in energy prices resulting from the war in Ukraine; and feeling relatively confident amid historically tight US labor markets, which have supported real disposable incomes (Figure 1.1, panel 2). Among emerging market and developing economies, the consumption shortfall is particularly large in China, reflecting tight restrictions on mobility during the COVID-19 crisis.

Investment, on the other hand, has uniformly fallen short of prepandemic trends across regions. Businesses have shown

**Figure 1.2. The COVID-19 Shock: Returning to Normal**  
*(Standard deviations from average value; index, 100 = highest point worldwide during 2008–23, on right scale)*



Sources: Federal Reserve Bank of New York, Global Supply Chain Pressure Index; Google Trends.  
 Note: On right scale, numbers represent search interest relative to the highest point (100) during 2008–23 worldwide.

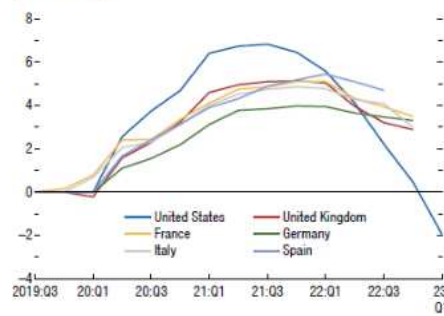
less enthusiasm for expansion and risk taking amid rising interest rates, withdrawal of fiscal support, dimmer prospects for product demand, stricter lending conditions, and growing uncertainties. 75 million to 95 million more people were living in extreme poverty in 2022 compared with prepandemic estimates. Spikes in food prices and related insecurities following Russia’s invasion of Ukraine, as well as bouts of extreme weather, have accentuated these difficulties. The global average temperature in July 2023 was the highest on record for any month, amid reports of catastrophic flooding, heat waves, and wildfires in many regions. Overall, the global prevalence of undernourishment is significantly higher than before the pandemic (FAO and others 2023).

### **Resilient start to 2023, signs of slowdown**

Despite these persistent challenges, several headwinds to global growth subsided earlier this year. The World Health Organization announced in May that it no longer considered COVID-19 a global health emergency, and infections and hospitalizations appear to remain relatively limited, despite a recent uptick in some regions. Supply chains, which the pandemic disrupted, have largely normalized, with shipping costs and suppliers’ delivery times back to prepandemic levels. And global financial conditions eased after Swiss and US authorities took strong action in March to contain turbulence in their banking sectors.

Amid these conditions, global GDP expanded by 3.4 percent in the second quarter of 2023 compared with a year earlier outperforming forecasts, including those in the April 2023 WEO. The resilience reflected strong consumption amid tight labor markets in the United States and robust activity in economies with large travel and tourism sectors, such as Italy, Mexico, and Spain. These developments offset a slowdown in more interest-rate-sensitive manufacturing sectors.

**Figure 1.3. Cumulative Excess Savings in Advanced Economies**  
(Percent of GDP)



**China: Slower Growth**

China’s growth momentum is fading following a COVID-19 reopening surge in early 2023. Growth slowed from 8.9 percent in the first quarter of 2023 (seasonally adjusted annualized quarterly rate) to 4.0 percent in the second quarter. With ample economic slack and declining energy and food prices, inflation fell to an estimated 0.2 percent (year over year) in the second quarter of 2023. Country Garden China’s largest property developer and a major beneficiary of government support—is facing severe liquidity stress, a sign that real estate distress is spreading to stronger developers, despite policy easing measures. Meanwhile, real estate investment and housing prices continue to decline, putting pressure on local governments’ revenues from land sales and threatening already fragile public finances. Commodity exporters and countries that are part of the Asian industrial supply chain are the most exposed to China’s loss of momentum.

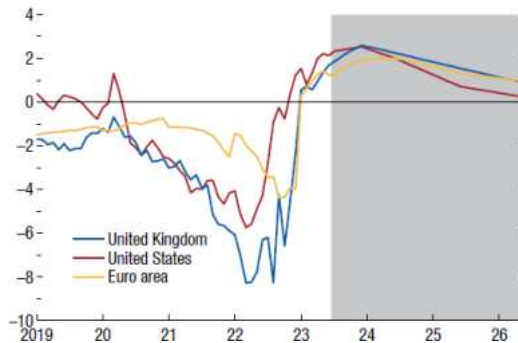
**Figure 1.6. China's Economy Losing Momentum**



**Tighter Monetary Policy, Tighter Credit**

Acute stress in the banking sector has receded. The March 2023 banking scare remained contained and limited to problematic regional banks in the United States and Credit Suisse a Swiss globally systemically important bank on account of swift reaction by authorities in both countries. However, rapid rate hikes in major advanced economies over the past 18 months, a necessary response to rapidly rising inflationary pressures, have resulted in a tight monetary policy stance real rates above neutral rates that is expected to endure well into 2025.

**Figure 1.13. Monetary Policy to Remain Tight**  
(Percentage points)



(Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/10/10/world-economic-outlook-october-2023>)

## INDIAN ECONOMY OVERVIEW

### Introduction

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Real GDP at constant prices in the second quarter of 2022–23 is estimated at US\$ 1.94 trillion (Rs. 160.06 trillion), showing a growth of 7.2% as compared to the First Revised Estimates of GDP for the year 2021-22 of US\$ 1.81 trillion (Rs. 149.26 trillion), indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. In FY22, India's service exports stood at US\$ 254.4 billion. Furthermore, India's overall exports (services and merchandise) was estimated at US\$ 770.18 billion in FY23. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-December 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

### Market Size

India's nominal gross domestic product (GDP) at current prices is estimated to be at US\$ 3.31 trillion (Rs. 272.41 trillion) in FY22. Additionally, the Nominal GDP at current prices in Q3 of 2022-23 was US\$ 874.84 billion (Rs. 71.82 trillion), as against US\$ 792.3 billion (Rs. 65.05 trillion) in 2021-22, estimating a growth of 10.4%. With 115 unicorns valued at more than US\$ 350 billion, as of February 2023, India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3<sup>rd</sup> in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 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. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at US\$ 1.3 billion, 0.2% of GDP in the fourth quarter of FY23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.

### Recent Developments

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

- As of January 6, 2023, India's foreign exchange reserves stood at US\$ 561,583 million.
- 1,261 deals were recorded of more than US\$ 46 billion of Private Equity (PE) – Venture Capitalist (VC) investments in 2022. 111 mega transactions (rounds of US\$ 100 million or more) totalling US\$ 31 billion were completed in 2022.
- Merchandise exports in March 2023 stood at US\$ 38.38 billion, with total merchandise export of US\$ 447.46 billion during the period of April-March 2023. The overall exports (merchandise and service exports) in 2022-23 was estimated at US\$ 770.18, exhibiting a positive growth of 13.84%.

- India ranks 3rd position in the global number of scientific publications further improving India's Global Innovation Index (GII) rank from 81st in 2014 to 40th in 2022.
- PMI Services remained comfortably in the expansionary zone at 57.8 in the month of June 2023.
- In June 2023, the gross Goods and Services Tax (GST) revenue collection stood at US\$ 19.63 billion (Rs.1,61,497 crore), of which CGST is US\$ 3.77 billion (Rs. 31,013 crore), SGST is US\$ 4.65 billion (Rs. 38,292 crore), IGST is US\$ 9.76 billion (Rs. 80,292 crore).
- Between April 2000 – March 2023, cumulative FDI equity inflows to India stood at US\$ 9919.63 billion.

### **Government Initiatives**

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

- From April 1st, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- In order to enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of US\$ 182.35 million (Rs. 1,500 crore).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from 1st January 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on 29th December 2022 by the Ministry of Railways.
- On 7th October 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on 11 July 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.



- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of biocapsule, an encapsulation technology for bio-fertilization on 30 June 2022.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/Semi-Nomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.



- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4trillion (US\$ 53.58 billion) in the next three years.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

### **Road Ahead**

In the second quarter of FY23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In June 2023 (Provisional), CPI-C inflation was 4.81%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: <https://www.ibef.org/economy/indian-economy-overview> )

### **BITUMEN INDUSTRY**

Bitumen is a black to dark brown sticky material, composed principally of high molecular weight hydrocarbons. It is a semi-solid hydrocarbon product of crude oil distillation, which is produced by removing the lighter fractions (such as liquid petroleum gas, petrol, and diesel) from heavy crude oil during the refining process. The physical properties of bitumen include adhesion, resistance to water, hardness and higher softening point.

Bitumen refers to a substance produced through the distillation of crude oil. Bitumen is known for its waterproofing and adhesive properties and is commonly finds its application in the construction industry. Bitumen is most essential property while constructing road and bridges. It is primarily used for road construction, roofing, waterproofing, in railways, industrial flooring, adhesives and soundproofing.

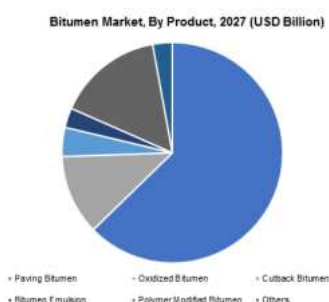
Characteristics of Bitumen include viscosity, water resistance, durability, adhesiveness. Bitumen has ductility and viscoelastic properties, owing to which when bitumen is deformed by traffic load, it can return to its original shape without damage or cracks. Bitumen is a durable material that can withstand a variety of environmental conditions.

#### **Features:**

- Durability
- Adhesiveness
- Water Resistant

#### **Market Outlook**

Most of the bitumen consumed is processed into asphalt for road construction. Asphalt is a mixture of rock aggregates and bitumen. Bitumen serves as a binding agent and is responsible for the stability of asphalt. Depending on the type of bitumen or composition of the mixture used, asphalt roads can be made suitable for regions with different climatic conditions or various levels of operational demands. Asphalt is also used for airport runways, parking decks, and working areas in ports.

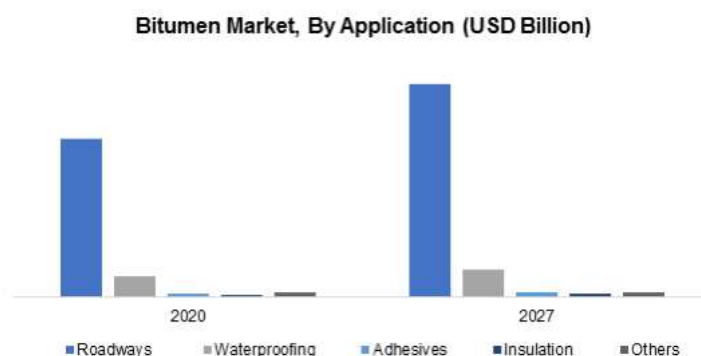


(Source: <https://www.gminsights.com/industry-analysis/bitumen-market> )

Based on product, the bitumen will hold the largest market share of close to 60% in terms of value in 2027. Around 85% of all the bitumen manufactured is used as binder in asphalt concrete for roads, car parks, airport runways, and footways due to the sturdiness and ability to be repaired quickly.

With rising number of automobile vehicles in the world, mostly in the developing economies of Latin America and Asia Pacific, the demand for road construction will witness a significant rise in the upcoming years. Global vehicle sales reached 77.62 million units in 2020 and is expected to reach 125.43 million units by end of the forecast period, thus generating a need for broader and superior quality roads. Easy availability and low cost of paving grade bitumen will enhance the bitumen market value in road construction activities around the world. Owing to its versatile applications, the demand for paving based bitumen is expected to grow with a 4.2% CAGR over the forecast period.

The global bitumen market is projected to grow from USD 51.69 billion in 2021 to USD 67.14 billion in 2028 at a CAGR of 3.8% during the 2021-2028 period. The global impact of COVID-19 has been unprecedented and staggering, with witnessing a negative impact on demand across all regions amid the pandemic. The global market exhibited a lower growth of 2.91% in 2020 as compared to the average year-on-year growth during 2017-2019. The rise in CAGR is attributable to this market's demand and growth, returning to pre-pandemic is over. The global market is projected to grow significantly, owing to the rapid growth in demand from the construction sector.



(Source: <https://www.gminsights.com/industry-analysis/bitumen-market> )

Based on application, the global bitumen market is categorized into roadways, waterproofing, adhesives, insulation and others. The roadways application segment accounted for the highest share in 2020 and generated revenue of over USD 41.69 billion in the same year. Road construction has the most extensive use of bitumen where it is used as a binder to process asphalt concrete. This segment includes the application of bitumen in the repair works and new construction of roads and pavements including airport runways, motorways, flyovers and platforms.

Increasing automotive traffic throughout the world driven by the increasing Purchasing Power Parity (PPP) in the emerging economies will result in the demand for a more extensive road and highway network with multiple lanes to accommodate all cars during peak hours. Moreover, rapid urbanization and moderation will also increase the connectivity of rural and urban areas, thus boosting the demand for road development activities.

Paving-grade bitumen has garnered more than two-thirds of the market share in 2022 and is projected to grow at a CAGR of 3.3% during the forecasted period. Rapid urbanization and population growth, particularly in emerging economies, have led to a significant increase in infrastructure development. Governments are investing in the construction and expansion of roads, highways, airports, and other transportation networks to meet the growing demand for efficient transportation. Paving grade bitumen is a crucial component in road construction, and the surge in infrastructure projects has resulted in increased demand for bitumen.

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The road construction segment has garnered more than three-fourths of the market share and is projected to grow at a CAGR

of 3.7% during the forecasted period. Many emerging economies, particularly in Asia and Africa, have seen a surge in road construction projects in the past couple of decades. Nations like China and India have massively invested in improving their infrastructure to support their burgeoning populations and growing economies. International institutions like the World Bank and Asian Development Bank provide significant funding for road construction projects, especially in developing nations. Their investments often aim to facilitate trade, connectivity, and socio-economic development.

Asia-Pacific has garnered more than two-fifths of the market share and is projected to grow at a CAGR of 3.7% during the forecast period. China continues its rapid urbanization and industrialization processes, there's an ever-increasing need for roads, highways, and modern infrastructure. Bitumen is a primary component of road construction. China's relentless urbanization and infrastructural development have amplified its demand for bitumen. As the world's most populous country and the second-largest economy, China's focus on constructing highways, airports, and urban roads underscores its priority to bolster both intra and inter-city connectivity. Bitumen, with its primary use as a binder in road asphalt, is fundamental to this vision. This increasing demand is also influenced by China's Belt and Road Initiative (BRI), a monumental infrastructural project spanning numerous countries. This initiative, aiming to enhance trade routes and connectivity, involves extensive road and infrastructure development, naturally pushing the bitumen demand even higher.

Major players operating in the Bitumen market are Hindustan Petroleum Corporation Limited, Royal Dutch Shell, Asphalt & Bitumen West Co ., TotalEnergies, GOIL PLC, Exxon Mobil Corporation., RAHA Bitumen, Inc.

### **Bitumen Market, By Region**



(Source: <https://www.gminsights.com/industry-analysis/bitumen-market> )

Asia-Pacific will exceed USD 35 Billion in 2027 driven by the growing application of bitumen products in various applications. The road and highway construction industry in APAC countries, such as China, India, and Australia, has been increasing rapidly and is driven by the growing automobile ownership and increasing urbanization in the region. The rise in freight and passenger road transportation in the country, followed by manufacturing activities will further propel road construction and development. Additionally, growing investment industrial sectors have significantly influenced the bitumen revenue in the country.

### **Growth Drivers**

The demand for road building will significantly increase in the next years due to the increasing number of automobiles in the world, particularly in the expanding economies of Latin America and the Asia Pacific. Only 2.5% of all new automobiles delivered in 2019 were electric vehicles, or 2.2 million units.

Although the global auto market shrank in 2020, sales of electric vehicles defied the trend, increasing to 3 million units and accounting for 4.1 percent of all vehicle sales. Sales of electric vehicles increased by twice to 6.6 million in 2021, accounting for nearly 9% of the global auto market. Electric vehicles accounted for the whole net increase in worldwide auto sales in 2021.

To improve wayside accommodations on national highways, the administration announced its intention in October 2021 to install charging stations once each 40 to 60 kilometers. According to this, 700 e-vehicle charging points are expected to be implemented by 2023, covering 35,000 to 40,000 km of major highways.

Hence, the rising sale of electric cars, along with the rising development of charging stations for vehicles, has led to an increase in the demand for the market to rapid growth in the construction of roads.

## **Indian Bitumen Market**

The India bitumen market was valued at \$2.8 billion in 2018, and is projected to reach \$3.6 billion by 2026, growing at a CAGR of 2.8% from 2019 to 2026.

The Indian bitumen market size is segmented on the basis of type, end-use industry, and region. Depending on type, the market is classified into paving grade bitumen, oxidized bitumen, polymer modified bitumen, and bitumen emulsions. By end-use industry, it is classified into road construction, waterproofing, and others. Region wise, it is analyzed across North India, East India, Northeast India, South India, and West India.

The growth of Indian bitumen market is majorly driven by increase in road and building construction activities. Construction of various national highways, expressways, and airport runways boosts the demand for bitumen across the country. Bitumen is processed into asphalt for road construction. In addition, rise in investments by the government for the development of national highways and expressways, which include projects relating two-laning of highways, the National Highways Development Project, six-laning of crowded stretches of the Golden Quadrilateral, special program for the development of road connectivity in affected areas, development of Vijayawada-Ranchi road, and for providing last mile connectivity, is anticipated to drive the growth of the market. Furthermore, bitumen is widely used in the construction industry for roofs, owing to its physical properties such as adhesion, resistance to water, hardness, ductility, and higher softening point. Therefore, growth in the construction industry due to growth in population across the cities and demand for new houses led to increase in demand for bitumen across the country.

The major key players operating in the Indian bitumen market include Agarwal Industries Corporation Ltd, Indian Oil Corporation Ltd., Hindustan Petroleum Corporation Limited, Bharat Petroleum Corporation Ltd., Oil & Natural Gas Corporation Ltd., Total India, Tiki Tar Industries India Ltd, Juno Bitumix Pvt Ltd., Universal Bituminous Industries Pvt. Ltd., and Swastik Tar Industries. Other players operating in this market include Hincol, Jalnidhi Bitumen Specialities Pvt. Ltd., OOMS Polymer Modified Bitumen Pvt Ltd., Sapco, and UFTI.

## **Bitumen Market Regional Insights**

North India accounted for the major India bitumen market share in 2018, owing to major road network development initiatives undertaken by the Government of India (GoI) in the North India Region, which include national highways projects in Uttar Pradesh and Punjab. In addition, maintenance and repair of rural roads constructed under Pradhan Mantri Gram Sadak Yojana (PMGSY) in Haryana, Rajasthan, Uttarakhand, and Himachal Pradesh is anticipated to increase the demand for bitumen across these states; thereby, driving the growth of the bitumen market across North India

## OUR BUSINESS

*This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled “Risk Factors” and chapters titled “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 22, 135 and 173 respectively, of this Prospectus.*

*Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements for Financial Years ended on March 31, 2024, 2023 and 2022 included in this Prospectus. For further information, see “Restated Financial Statements” beginning on page 135 of this Prospectus.*

### OVERVIEW

Our Company was originally incorporated as a private limited company under the name and style of “Nexus Petro Industries Private Limited” on October 5, 2021 bearing Registration No. 126116. Thereafter, our Company was converted in to a public limited company “M/s. Nexus Petro Industries Limited” on July 18, 2023 pursuant to the provisions of the Companies Act and fresh a certificate of Incorporation dated July 18, 2023 was issued by Registrar of Companies, Central Registration Centre vide CIN No. U50400GJ2021PLC126116. Prior to incorporation of our company, our promoters were carrying on the same business in our promoter group entities namely, Nexus Petro Energy LLP and Nexxus Petro Products LLP. Post incorporation of Nexus Petro Industries Limited, the entire business has been gradually shifted to it.

Our registered office is located at B-811 Swati Trinity, Applewood Township Sanathal Sanand, Sarkhej, Ahmedabad, Dascroi, Gujarat, India, 382210.

#### **Our present manufacturing and processing unit are located at:**

- a. Mundra, Gujarat- Plot No. 1/2, Mangalam Greens, Industrial Estate, Behind Port Plaza, Vill: Mota Kapaya Mundra-Kutch 370405 Gujarat.
- b. Pali, Rajasthan- Located at KHASRA NO. 555/36, GAJANGARH, Pooja Kangan Store, Rohat, Pali, Rajasthan, 306421
- c. Bhopal, Madhya Pradesh- Halka No. 107, Khasra No. 275 316 112S, Ratua Ratanpur, Tehsil Berasiya, At Vill Ratua Ratanpur, Bhopal, Madhya Pradesh – 462101.

Our Company is engaged in trading, manufacturing and selling of Petrochem products namely Bitumen products. Our product is widely used in infrastructure sector being road construction industry. Our range of products includes various grades of Bitumen which are classified on the base of viscosity and related properties of each grades. Presently, we procure bitumen via imports from Dubai as well as purchase from other domestic importers/sellers in India. We further process the bitumen procured at our processing units located at Mundra, Gujarat; Pali, Rajasthan; Bhopal, Madhya Pradesh. Apart from sale of processed bitumen, we also trade in bitumen by directly selling it to customers as per the requirement. We endeavor to supply products to our Customers at competitive prices yet keeping quality standards.

Bitumen, is a sticky, black, and highly viscous liquid or semi-solid form of petroleum, has various applications across following industries:

1. **Road Construction:** Bitumen is widely used in road construction as asphalt. It binds the aggregate together, forming asphalt concrete. This durable and flexible material is used for surfacing roads, highways, airport runways, and parking lots.
2. **Waterproofing:** Bitumen's waterproofing properties make it ideal for sealing and protecting surfaces against moisture. It's used in roofing materials, damp-proofing basements, and lining water tanks.
3. **Adhesives:** Bitumen is an essential component in manufacturing adhesives and sealants. It's used in products like roofing adhesives, carpet tiles, and flooring adhesives.
4. **Insulation:** In some instances, bitumen is used as insulation material, especially in the roofing industry. It helps insulate buildings and maintain consistent temperatures indoors.
5. **Paving:** Beyond roads, bitumen is also used for paving pathways, biking trails, and playgrounds due to its durability and weather-resistant properties.
6. **Paints and Coatings:** Bitumen-based paints and coatings provide protection against corrosion for metals and concrete surfaces. They're used in industries like marine, automotive, and construction.
7. **Polymer Modification:** Bitumen can be modified with polymers to enhance its properties, such as improving durability, elasticity, and temperature resistance. These modified bitumen find applications in high-stress areas of roads, bridges, and airports.

8. **Soundproofing:** Bitumen-based materials are used in soundproofing applications, especially in building materials designed to reduce sound transmission.
9. **Industrial Applications:** Bitumen is used in various industrial processes, such as in the production of electrical cables, sound-deadening materials for automotive parts, and anti-corrosion pipe coatings.
10. **In agriculture:** Bitumen can be used in farming for various purposes, including sealing ponds or reservoirs to prevent water seepage and in protecting wooden fence posts from rotting.  
These diverse applications make bitumen a valuable material across different sectors due to its waterproofing, adhesive, and durable properties. Presently we supply bitumen to our customers who are engaged in road construction sector. So while bitumen has wide scale application, our exposure is presently limited to road construction industry.

**Presently, we offer following grades of bitumen to our customers:**

Bitumen VG 10	Bitumen 60/70	Bitumen Emulsion RS1
Bitumen VG 30	Bitumen 80/100	Bitumen Emulsion RS2
Bitumen VG 40	-	Bitumen Emulsion SS1
-	-	Bitumen Emulsion SS2

We hold BIS and ISO certification for our products and process. Our products are supplied to our customers as per the quantity ordered. Over the years we have developed expertise and upgraded our processing unit by adding required machineries and equipment, which has helped us to boost our production capacity, grades and the quality of our products. Over the last years, our Company has been able to add customers, due to good will and good approach towards clients.

Our present manufacturing and processing units are well equipped with the required facilities including machinery, other handling equipments to facilitate smooth manufacturing process and easy logistics. We endeavor to maintain safety in our premises by adhering to key safety norms, established through our internal safety protocols. We have well equipped testing laboratory. Our present manufacturing and processing units are equipped with required testing facilities to ensure that all products meet the standards and specifications.

Our Company is led by our Managing Director, Mr. Haresh Mohanlal Senghani and our Whole Time Directors, Mr. Rahul Mohanlal Senghani. They are involved in the critical aspects of our business, including expansion, processes, plant management, finance, sales and marketing functions. We further believe that our present volume of business has been achieved by adherence to the vision of our Promoters and their combined experience in the industry in which our Company operates.

Our Managing Director and Promoter, Mr. Haresh Mohanlal Senghani has expertise of manufacturing process, customer engagement and administration. He ensures that all activities conform to applicable norms as well as follow company standards and requirements. He always makes sure operations adhere to goals, objectives and mission of the company. Our Whole Time Director and Promoter, Mr. Rahul Mohanlal Senghani has expertise of raw material procurement and supplier management. He actively leads these two important functions.

We constantly engage with our customers through marketing via personal interactions with them. Our sales team works closely with our customers to obtain their insights and feedbacks about the upcoming trends in the industry which enables us to develop and improve our products to fulfil the requirements of the market.

**Key Performance Indicators of our Company.**

As per Restated Financial Statements (₹ in Lakhs, otherwise mentioned)

Key Financial Performance	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations	23778.48	14,280.56	4,847.02
EBITDA	614.14	356.66	81.53
EBITDA Margin (%)	2.58%	2.50%	1.68%
Profit After Tax	348.47	200.87	54.06
Profit After Tax Margin (%)	1.47%	1.41%	1.12%
Return on Average Equity ("ROAE") (%)	61.77%	122.12%	168.78%
Return on Capital Employed ("ROCE") (%)	20.81%	30.73%	18.16%

**Notes:**

- (1) EBITDA is calculated as restated profit for the period / year plus tax expenses plus depreciation and amortization plus finance costs plus exceptional items less other income.
- (2) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (3) Restated profit for the period / year margin is calculated as restated profit for the period / year divided by revenue from operations.
- (4) ROAE is Calculated as Net profit after tax divided by Average Equity.
- (5) ROCE is calculated as Earning before interest and taxes (EBIT) Divided by Capital Employed

**SWOT ANALYSIS**

<b>STRENGTHS</b> Manufacturing and processing unit near port for effective and optimum handling of bitumen imports. Healthy Suppliers & Client relationship. Optimum use of resources.	<b>WEAKNESS</b> Working Capital Intensive Industry. Imports exposure
<b>OPPORTUNITIES</b> Directly related to Infrastructure projects which are under Govt's priority agenda. High opportunities for expansion of Bitumen products as road construction within the ambit of infrastructural growth. Tremendous demand of value added Product such as Bitumen Emulsion with potential of high margins.	<b>THREATS</b> Impact due to fluctuations in the economy caused by changes in global and domestic economies, competition in the industry, changes in government policies and regulations, fluctuations etc. which are common to all sectors

**OUR STRENGTHS**

We possess following competitive strengths, which enable us to successfully execute our business strategies:

**1. Management Experience:**

Our management team is experienced in the industry in which we are operating and has been responsible for the growth of our operations and financial performance. Our Promoters, Mr. Haresh Mohanlal Senghani and Mr. Rahul Mohanlal Senghani, lead the company with their vision. They are having an adequate experience in the line of the business undertaken by the Company and look after the strategic as well as day to day business operations. We believe that our management team's experience and their understanding of our industry and will enable us to continue to take advantage of both current and future market opportunities.

**2. Existing relationship with suppliers:**

We believe in maintaining good relationship with our suppliers and customers which is the most important factor to keep our Company growing. We believe that our strong relationships with suppliers will enable us to continue to grow our business. Due to our relationships with our suppliers, we get quality and timely supplies of our raw materials. This enables us to manage our inventories and supply quality products on timely basis to our customers. This in turn has enabled us to generate repeat business.

**3. Location of the manufacturing and processing unit, in-house testing facility with equipped machines and processes**

Factories situated at Kutch district in Gujarat, Pali District in Rajasthan and Bhopal District in Madhya Pradesh are well equipped with machines and processes. With diversified locations we will get advantages in terms of economies of scale and proximity to customers. This will help us to expand our business in future.

**4. Scalable Business Model**

We believe that our business model is scalable as our main product bitumen finds application in various industries across applications. This will provide us with ample opportunities to grow our operations, diversify our product portfolio and add new customers.



## OUR STRATEGIES

The following are the key strategies of our Company for its business:

### 1. *Expanding our clientele Network by Geographic expansion:*

The major customers of our Company are present in the states of Gujarat, Chhattisgarh, Delhi, Uttar Pradesh, Maharashtra etc. We believe that our growth in other states in the country can fetch us new business expansion and opportunities. Going forward we intend to establish our presence in few other locations in the country. Our emphasis is on scaling of our operations in other markets shall provide us with attractive opportunities to grow our client base and revenues.

### 2. *Maintaining and enhancing relationship with customers and suppliers:*

We believe that developing and maintaining long term sustainable relationships with our suppliers, customers and employees will help us in achieving our long term objective of business growth and sustainability.

### 3. *Focus on quality parameters for our products:*

Our management puts emphasis on maintaining quality standards of our products both in terms of procurement from suppliers and sale to customers. As our product finds application in infrastructure, maintaining quality is very important for our business.

## OUR PRESENT MANUFACTURING AND PROCESSING UNITS

Presently we have units located at three locations namely, Mundra-Gujarat, Pali-Rajasthan and Bhopal-Madhya Pradesh.

Snapshot of our unit at Mundra-Gujarat: Plot No 1/2, Mangalam Greens Industrial Estate, Behind Port Plaza, Vill: Mota Kapaya, Mundra- Kutch 370405, Gujarat

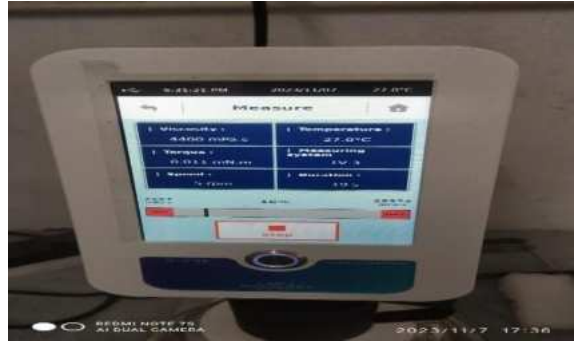
### Images of the unit:







Laboratory



Viscosity Meter Reading Machine



Emulsion Unit



Weighing Machine



Storage Area



Storage Area



Emulsion Bitumen Loading Point



Unit Overview

Snapshot of our Unit at Bhopal, Madhya Pradesh-  
**Images of the unit:**



Snapshot of our Unit at Pali, Rajasthan-  
**Images of the unit:**



### **OUR MANUFACTURING PROCESS**

- Depending on the nature of procurement- Imported bitumen is received at Mundra port and brought to our manufacturing unit, in case the bitumen is procured from domestic supplies/ other importers, the same is supplied to our manufacturing unit by the supplier or is collected by us from the consignment of the importer or its location.
- After reaching our unit, the bitumen is loaded into the decanter plant, where with the help of thermic fluid heater, bitumen undergoes transitions from solid to liquid state at 150-160 degree Celsius. The thermic fluid heater plays a vital role in providing the necessary heating to transform the bitumen into its liquid state within the decanter plant.
- The resulting liquid bitumen from this process is used as a base for further grading.
- To manufacture other grades of bitumen and bitumen emulsion, we utilize the Bitumen base and then implement a blowing process. This process is integral for customizing the bitumen to achieve different grades and for manufacturing of bitumen emulsion.
- We possess an in-house testing facility equipped with a viscosity meter utilized to determine the grade of bitumen.
- The finished product is stored in storage tanks located within our facility. The processed bitumen is then loaded into tankers and subsequently dispatched to our customers.

**Presently, we manufacture following grades of bitumen:**

Bitumen VG 10	Bitumen 60/70	Bitumen Emulsion RS1
Bitumen VG 30	Bitumen 80/100	Bitumen Emulsion RS2
Bitumen VG 40	-	Bitumen Emulsion SS1
-	-	Bitumen Emulsion SS2

### **QUALITY ASSURANCE POLICY**

Our management puts emphasis on maintaining quality standards of our products both in terms of procurement from suppliers and sale to customers. As our product finds application in infrastructure, maintaining quality is very important for our business.

### **INVENTORY MANAGEMENT**

Our raw materials are stored on-site at our manufacturing and processing facility. We process the raw materials based on supply order received from our customers. The manufacturing process majorly involves changing the grade of bitumen as measured by viscosity level. We produce finished products based on a combination of confirmed and expected orders.

### **PROCUREMENT OF RAW MATERIALS**

The first step in the manufacturing process, is the procurement of raw materials. Our principal raw materials used by us is bitumen which is procured through both import and local purchase from domestic suppliers/importers. Under the import route, we book the import consignment from the supplier. All our imports are from Dubai. In case of procurement from domestic suppliers/ importers, we place purchase order with the domestic supplier/ importer who in turn imports/ had imported the consignment. The purchase price of our raw materials generally follows market prices. We do not have any long-term supply contracts with any of our raw material suppliers. However, our relationship with our suppliers and repeat business from them allowed us to develop a long-standing relationship with various raw materials suppliers.

<b>Bifurcation of Imported and Domestically Sourced Bitumen as Raw Material (In Rs. Lakhs)</b>				
<b>Financial Year</b>	<b>Import</b>	<b>% of total raw material cost</b>	<b>Domestically Sourced</b>	<b>% of total raw material cost</b>
2021-2022	-	-	4,645.17	100%
2022-2023	2,918.72	22%	10,424.02	78%
2023-2024	3,624.24	15.81%	19,291.36	84.19%

### **CAPACITY AND CAPACITY UTILISATION\***

Below are the details of the estimated installed and the utilized capacity of our Mundra unit:



Sr. No.	Financial Year	Installed Capacity (MT)	Utilized Capacity (MT)	Utilized Capacity (%)
1.	2021-2022	90,000	14,500	16%
2.	2022-2023	90,000	42,300	47%
3.	2023-2024	2,00,000	1,27,750	63.87%

\*Our capacity is measured in our total capacity of production in terms of sales.

### PLANT AND MACHINERY

The below mentioned plant and machineries are installed at our manufacturing unit of Mundra, Gujarat.

Sr. No.	Description	Process	Quantity/Units
1	Bitumen Decanter	Bitumen Decanter Machine	3
2	Thermic Fuel Heater	Heating Process	2
3	Water Pump Motors -2 Hp	Cooling Process	1
4	DG Set (80 Kva)	Power Generation	1
5	Weighbridge (60 MT)	Weighing Scales	1
6	Storage Tank- Bitumen (Capacity: 80 MT)	Storage Tank	2
7	Storage Tank- Emulsion (Capacity: 100 MT)	Storage Tank	3
8	Forklift	Material Loading and Unloading	1
9	Loader	Material Loading and Unloading	1
10	Emulsion Plant	Production of Emulsion	1

The below mentioned plant and machineries are installed at our manufacturing unit of Pali, Rajasthan.

Sr. No.	Description	Process	Quantity/Units
1	Bitumen Decanter	Bitumen Decanter Machine	2
2	DG Set (80 Kva)	Power Generation	1
3	Weighbridge (60 MT)	Weighing Scales	1
4	Bitumen Storage Tank	Storage Tank	1

The below mentioned plant and machineries are installed at our manufacturing unit of Bhopal, Madhya Pradesh.

Sr. No.	Description (including make, model etc.)	Process	Quantity/Units
1	Bitumen Decanter	Bitumen Decanter Machine	2
2	DG Set (80 Kva)	Power Generation	1
3	Container	Office Use	1

### PRICING

Our pricing decisions are made after considering the costs associated with procurement cost of raw materials, logistics cost, process cost and other parameters such as competitive landscape. Our pricing policy aims to achieve sustainable profitability while considering market dynamics, competitive landscape, and customer demand.

### LOGISTICS

Logistics and transportation is a critical aspect of our business. Logistics is involved both in procurement of raw material and supply to customers. We rely on a mix of logistics support from third party logistic providers and our group entities namely, Vimoson Logistics and Aadesh Logistics. We believe that “through our dedication, experience and professional attitude we are able to offer optimal solutions, to our customers.

### REPAIR AND MAINTENANCE

We conduct regular and need basis repair and maintenance programs through vendors for our manufacturing facilities.

## **UTILITIES**

Our registered office and present processing units is located at Ahmedabad, Mundra, Pali and Bhopal. Those are well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities which are required for our business operations to function smoothly. Our offices are well equipped with requisite utilities and facilities including the following:

### **Power:**

Our power requirements at both the locations are met through the local state electricity board.

### **Water:**

Our registered office and manufacturing unit have adequate water supply arrangements for human consumption and commercial purpose. The requirements are fully met at the existing premises. Water requirement for the manufacturing and allied processes is minimal and the same is procured locally by way of existing water supply network in that area.

## **INFORMATION TECHNOLOGY**

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. Our company has sufficient IT infrastructure to support our operations. Our IT infrastructure enables us to track procurement of raw materials, sale of finished goods, payments to vendors and receivables from customers. We are using Tally Accounting & Billing Software for our accounting solutions and invoicing.

## **ENVIRONMENT, HEALTH & SAFETY**

We aim to comply with regulations and other requirements as applicable to our operations. Further, we aim to comply with the legislative requirements, requirements of our licenses, approvals, and various certifications and ensure the safety of our employees and people working in our manufacturing facilities or under our management. For further information, see “*Government and Other Statutory Approvals*” beginning on page 187 and “*Key Industry Regulations and Policies*” beginning on page 99 of this Prospectus. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations.

## **QUALITY CONTROL**

We hold BIS Certificate, ISO 9001:2015 certification for Quality Management System and ISO Certificate 14001:2015 certification for Environmental Management System. Our business success depends on the quality of our products. We are committed to maintain quality and at all steps from procurement till dispatch. We have developed systems to ensure product quality and customer satisfaction, which are focused on providing products conforming to the norms of self-certification, meeting customers’ requirements, and minimizing risks and ensuring the safety of our products. The quality control of our products starts from the procurement of basic raw material and continues right up to all stages of production down to finished product testing.

## **HUMAN RESOURCE**

Human resources are an important factor in developing a company's growth strategy and managing day-to-day operations in the organization. We focus on attracting and retaining the best talent possible. We consider our human resource as a critical factor to our success and engage in a human resource strategy that focuses on recruiting, training and retaining our employees, as well as offering them competitive compensation. Our team is a combination of experienced, professionals. Our qualified resources as well as strong management team have enabled us to successfully execute our growth plans. As on date of this Prospectus, we had a workforce of 17 permanent employees. The supply of labour staff at our manufacturing and processing unit is ensured through labour contractors with whom we have labour supply agreements.

As on date following are the details of our human resources on the pay roll of the company:

<b>Department/Function</b>	<b>No of Personnel</b>
Finance Department	5
Factory & Quality	5
Sales Department	3
Company Secretary	1
Logistics Department	2
Administration	1
<b>Total</b>	<b>17</b>

The laborers employed at the factory on daily basis are permanent employees. The demand for daily laborers is met through labor contractor who manages the labor needs across all factory locations.

**The average daily labor requirements at each location are as follows:**

1. Mundra Location: 9-10 laborers
2. Bhopal Location: 7-8 laborers
3. Pali Location: 5-6 laborers

**SALES & MARKETING STRATEGY**

Our Company believes that quality of our products and our relationship with the customers will be key parameters for our recognition as a reliable player in our industry. The sales and customer relationship department is headed by our Whole-Time Director and Promoter Mr. Rahul Mohanlal Senghani. He has expertise in the domain and leads the initiatives. Our flexible approach and ability to serve our clients with effective lead times has helped us to build reputation that has further helped us to gain new clients.

**COMPETITION**

Our Industry consists of large established players and small players. The larger players are integrated in operations from procurement of raw materials to supply of final products. Whereas, the smaller players do not have the integrated operations. This puts the larger players at an advantage owing to their size and economies of scale. We have a number of competitors offering products similar to us. Further, there are no entry barriers in this industry and any expansion in capacity of the existing manufacturers would further intensify competition.

The major key players operating in the Indian bitumen market are Agarwal Industries Corporation Ltd, Indian Oil Corporation Ltd., Hindustan Petroleum Corporation Limited, Bharat Petroleum Corporation Ltd., Oil & Natural Gas Corporation Ltd., Total India, Tiki Tar Industries India Ltd, Juno Bitumix Pvt Ltd., Universal Bituminous Industries Pvt. Ltd. and few other players.

To stay ahead in the competition, we strive to differentiate based on our operational efficiencies, efficient procurement, supply of quality products and healthy relationships with suppliers and customers.

**EXPORT AND EXPORT OBLIGATIONS**

As on date of this Prospectus, our Company does not have any export and export obligations.

**COLLABORATION**

As on date of this Prospectus, our Company has not entered into any technical or financial collaboration agreements.

**INSURANCE**

We believe that we maintain all Insurance policies that are customary for companies operating in similar business. We believe that our company is sufficiently insured against risk as perceived by our management. A brief description of our policies is as follows:

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Policy No.	Sum Insured (₹ in Lakhs)	Premium p.a. (₹ in Lakhs)
1.	Tata AIG General Insurance Company Ltd.	Open Marine Policy	01/02/2024 to 31/01/2025	0865095191	14,500.00	472000
2.	SBI General Insurance	Building, Furniture, Plant & Machinery	28/08/2024 to 27/08/2025	0000000034815437	501.00	0.54
3.	Tata AIG General Insurance Company Ltd	Fire and Burglary	26/08/2024 to 25/08/2025	5182401430	130.00	0.03
4.	Tata AIG General Insurance Company Ltd	Bodily Injury & Property Damage Defense Costs	27/01/2024 to 26/01/2025	6730000013	500.00	16,520
5.	SBI General Saral Bharat Sookshma Udyam Suraksha	Building, Plant & Machinery, stocks	28/08/2024 to 27/08/2025	0000000039382067	220.00	0.08
6.	SBI General Saral Bharat Sookshma Udyam Suraksha	Building, Plant & Machinery, stocks	28/08/2024 to 27/08/2025	0000000039437457	180.00	0.65

## DETAILS OF OUR IMMOVEABLE PROPERTIES

Following are the details of material immoveable properties of our Company:

Sr. No.	Nature of Property and Purpose	Seller/ Lessor	Consideration/ Rent	Address	Area of Property	Date of Agreement and Period of Lease
1.	Registered Office- Leased	Haresh Mohanlal Senghani- Lessor	Rs-95,000/- per month	B-811, Swati Trinity, Sardar Patel Ring Road, Near Shantipura Circle, Applewood Township, Sanathal, Ahmedabad, Gujarat-382210	1,253 Sq.ft	27-12-2023 11 Month Lease- Renewable
2.	Manufacturing and Processing Unit- Mundra- Leased	Mohanlal Jivraj Senghani- Lessor	Rs-50,000/- per month	Plot No 1,2 285/3, Mangalam Industrial Green Estate , Adani Port Road , Motakapaya , Mundra- Kachchh, Gujarat	53,706 Sq ft	03-09-2024 11 Month Lease- Renewable
3.	Manufacturing and Processing Unit- Bhopal- Leased	Mohammed Khalilkha- Lessor	Rs-25,000/- per month	Halka no 107 , Khasra No 275,316,Ratua , Ratanpur, Berasiya , Bhopal- Madhya Pradeh	1.25 acre	20-10-2023 11 Month Lease- Renewable
4.	Manufacturing and Processing Unit- Pali- Owned	Purchased from Mr. Devaram son of Mr. Dungaram vide sale deed dated 17-07-2023	Consideration: Rs-85,10,000/- & Stamp Duty and Registration fee – Rs-4,32,064/- Total- 89,42,064/-	KHASRA NO. 555/36, GAJANGARH, Pooja Kangan Store, Rohat, Pali, Rajasthan, 306421	1,74,235.42 Sq.ft	17-07-2023

## INTELLECTUAL PROPERTY

The trademark “Nexus Group” was originally registered by our promoter group entity, Nexxus Petro Energy LLP. Vide deed of assignment dated December 9, 2023, the said trademark has been transferred to Nexxus Petro Industries Limited by Nexxus Petro Energy LLP. Our company has applied for transfers all the rights, title and ownership in the Tradename "Nexus Group" pursuant to the deed of assignment dated December 9, 2023 vide application No 5081584 dated December 11,2023 made to the Registrar of Trademarks. The said application is under process and the deed of assignment along with the Form TM-P has been filed with the respective authority.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of certain sector-specific statutes, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to us in order to carry out our business and operations in India. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The description set out below is only intended to provide general information to the investors and may not be exhaustive and is neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and other Approvals” on page 187.*

### APPROVALS

*For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and other Approvals” beginning on page number 187 of this Prospectus.*

### APPLICABLE LAWS AND REGULATIONS:

#### **BUSINESS/TRADE RELATED LAWS/REGULATIONS**

##### **The Micro, Small and Medium Enterprises Development Act, 2006**

It consists of six chapters which are further divided into 32 sections. This Act also provides for the formation of the National Board of Micro, Small and Medium Enterprises. The head office of the Board is in Delhi. Section 3 of the Act defines the members of the board. The Central Government, by notification, can constitute an advisory committee. Registration of micro, small and medium enterprises is replaced with the filling of the memorandum. To avail the benefit of the Act, it is always recommended to register the enterprises as a micro, small or medium enterprise. The concept is important for the promotion of industrial development in rural areas, use of traditional or inherited skills, use of local resources and mobilization of resources and exportability of products. It provides maximum opportunities for employment outside the agriculture sector as well.

##### **Industries (Development and Regulation) Act, 1951, as amended (“IDR Act”)**

The IDR Act has been liberalized under the New Industrial Policy dated July 24, 1991 and all industrial undertakings are exempt from licensing except for certain industries, including, among others, all types of electronic aerospace, defence equipment, ships and other vessels drawn by power. The IDR Act is administered by the Ministry of Commerce and Industry, Government of India, through the Department for Promotion of Industry and Internal Trade (DPIIT). The main objectives of the IDR Act are to empower the Government to take necessary steps for the development of industries, to regulate the pattern and direction of industrial development, and to control the activities, performance and results of industrial undertakings in the public interest. The DPIIT is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector.

##### **The Bureau of Indian Standards Act, 2016**

The Bureau of Indian Standards Act, 2016 (“BIS Act”) provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, inter-alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

##### **Bureau of Indian Standards Rules, 2018 (the “Bureau of Indian Standards Rules”).**

The Bureau of India Standards Rules, 2018, as amended, have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things



done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

### **Consumer Protection Act, 2019 (“COPRA, 2019”)**

The CPA came into effect on December 24, 1986. It aims to reinforce the interests and rights of consumers by laying down a mechanism for speedy consumer grievance redressal. A consumer, his legal heir or representative, as defined under the CPA including a person who avails of any services for a consideration which has been paid in full or part or promised to be paid, any voluntary consumer association registered under any applicable law or numerous consumers having the same interest, or the Central or State Government may lodge a complaint before the district forum or any other appropriate forum under CPA, *inter alia*, for:

- i. Defective or spurious goods or services;
- ii. Unfair or restrictive trade practices;
- iii. Deficiency in services hired or availed;
- iv. Manufacture or provision of hazardous goods/services; and
- v. Misleading or false warranties or guarantee or representations by the manufacturer/service provider. In addition to awarding compensations and/or corrective orders, the forums and commissions under CPA are empowered to impose imprisonment of not less than a month, but not exceeding three years, or a fine of not less than two thousand rupees, but not more than ten thousand rupees, or both.

### **Legal Metrology Act, 2009 (the “Metrology Act”)**

The "Legal Metrology Act, 2009" (referred to as the "Metrology Act"), as amended, was established to set and enforce standards for weights and measures. It aims to regulate trade and commerce involving goods that are sold or distributed by weight, measure, or number. The Metrology Act governs transactions and contracts related to goods or specific classes of goods, ensuring that they adhere to the weight, measurement, or number standards prescribed by the Act. The exact details regarding the denominations of weight for goods involved in transactions are determined by individual state rules and regulations.

### **The Petroleum Act, 1934 (“Petroleum Act”) and the Petroleum Rules, 2002 (“Petroleum Rules”)**

The Petroleum Act regulates the import, transport and storage of petroleum. Persons intending to use petroleum in the manner provided need to acquire a license for the same from relevant authorities.

The Central Government, may from time to time, declare by rules and notifications places where petroleum may be imported, the periods within which license shall be applied for, regulations relating to transport of petroleum, nature and conditions in which they may be stored etc.

The Petroleum Rules seek to regulate the delivery and dispatch of petroleum and the importation of petroleum through licenses. Under the Petroleum Rules, no person is permitted to deliver or dispatch any petroleum to anyone in India other than the holder of a storage licence issued under the Petroleum Rules or his authorized agent or a port authority or railway administration or a person who is authorized under the Petroleum Act to store petroleum without a licence. The Petroleum Rules, *inter alia*, prohibit the employment of children under the age of eighteen years and a person who is in a state of intoxication.

### **The Boilers Act, 1923 (“Boilers Act”)**

The Boilers Act and rules thereof encompass rules and regulations for the safe and proper construction, erection, repair, use and operation of boilers. The Boilers Act also lays down the process for formulation of boiler rules, examination by and appointment of boiler inspectors, provisions for inspection certifications and imposition of penalties for the violations of any provisions of the Boilers Act.

### **The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996 (the “Chemical Accidents Rules”)**

The Chemical Accidents Rules, formulated pursuant to the provisions of the Environment Protection Act, seek to manage

the occurrence of chemical accidents, by, *inter alia*, setting up a central crisis group and a central crisis alert system. The functions of the central crisis group *inter alia* include, (i) conducting post-accident analysis of major chemical accidents; (ii) rendering infrastructural help in the event of a chemical accident; and (iii) review district off site emergency plans.

### **Electricity Act, 2003 (“Electricity Act”) and Electricity Rules, 2005**

Electricity Act is an act to consolidate the laws relating to generation, transmission, distribution, trading and use of electricity. The Electricity Rules, 2005 were formulated in exercise of the powers under 176 of the Electricity Act. The Electricity Act states that, no person other than central transmission utility or state transmission utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts which is a factory within the meaning of Factories Act, 1948 without giving before the transmission or use of electricity not less than 7 days’ notice in writing of his intention to the electrical inspector and to the district magistrate or the commissioner of police, as the case may be, containing the particulars of electrical installation or plant and the nature and purpose of supply of such electricity.

### **The Factories Act, 1948**

The Factories Act defines a factory’s to be any premises including the precincts thereof, on which on any day in the previous 12 months, 10 or more workers are or were working and in which a manufacturing process is being carried on or is ordinarily carried on with the aid of power; or where at least 20 workers are or were working on any day in the preceding 12 months and on which a manufacturing process is being carried on or is ordinarily carried on without the aid of power. State governments prescribe rules with respect to the prior submission of plans, their approval for the establishment of factories and the registration and -licensing of factories.

The Factories Act provides that the occupier’ of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers’ health and safety, cleanliness and safe working conditions. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both. Further, the state government has enacted the Gujarat Factories Rules, 1963, which seek to regulate labour employed in factories in the State of Gujarat and makes provisions for the safety, health and welfare of the workers. The said Rules also mandate maintenance of certain statutory registers in the factory.

### ***Highways-related laws***

#### ***National Highways Act, 1956***

The Central Government is responsible for the development and maintenance of ‘National Highways’ and may delegate any function relating to development of ‘National Highways’ to the relevant state government in whose jurisdiction the ‘National Highway’ falls, or to any officer or authority subordinate to the central or the concerned state government.

The Central Government may also enter into an agreement with any person (being, either an individual, a partnership firm, a company, a joint venture, a consortium or any other form of legal entity, Indian or foreign, capable of financing from own resources or funds raised from financial institutions, banks or open market) in relation to the development and maintenance of the whole or any part of a ‘National Highway’. Such agreement may provide for designing and building a project and operating and maintaining it, collecting fees from users during an agreed period, which period together with construction period is usually referred to as the ‘concession period’. Upon expiry of the ‘concession period’, the right of the person to collect fees and his obligation to operate and maintain the project ceases and the facility stands transferred to the central government.

Under the National Highways Act, 1956 (the “**NH Act**”), the Central Government is vested with the power to declare a highway as a national highway and also to acquire land for this purpose. The Central Government may, by notification, declare its intention to acquire any land when it is satisfied that for a public purpose such land is required to be acquired for the building, maintenance, management or operation of a national highway or part thereof. The NH Act prescribes the procedure for such land acquisition which *inter alia* includes entering and inspecting such land, hearing of objections, declaration of acquisition and the mode of taking possession. The NH Act also provides for payment of compensation to owners and any other person whose right of enjoyment in that land has been affected.

#### ***National Highways Fee (Determination of Rates and Collection) Rules, 2008***

The National Highways Fee (Determination of Rates and Collection) Rules, 2008 (the “**NH Fee Rules**”) regulate the

collection of fee for the use of a national highway. Pursuant to the NH Fee Rules, Central Government may, by a notification, levy fee for use of any section of a national highway, permanent bridge, bypass or tunnel forming part of a national highway, as the case may be. However, the Central Government may, by notification, exempt any section of a national highway, permanent bridge, bypass or tunnel constructed through a public funded project from levy of fees. The NH Fee Rules do not apply to the concession agreements executed or bids invited prior to the publication of such rules i.e. December 5, 2008.

The collection of fees in case of a public funded project shall commence within 45 days from the date of completion of the project. In case of a private investment project, the collection of such fee shall be made in accordance with the terms of the agreement entered into by the concessionaire. The NH Fee Rules further provide for the base rate of fees applicable for the use of a section of the national highway, permanent bridge, bypass or tunnel, as the case may be, for different categories of vehicles.

### ***National Highways Authority of India Act, 1988***

The National Highways Authority of India Act, 1988 (the “NHAI Act”) provides for the constitution of an authority for the development, maintenance and management of National Highways. Pursuant to the same, the National Highways Authority of India (“NHAI”), was constituted as an autonomous body in 1989 and operationalized in 1995. Under the NHAI Act, Central Government carries out development and maintenance of the national highways system, through NHAI. The NHAI has the power to enter into and perform any contract necessary for the discharge of its functions under the NHAI Act.

The NHAI Act prescribes a limit in relation to the value of the contracts that may be entered into by NHAI. However, the NHAI may enter into contracts exceeding the value so specified, on obtaining prior approval of the Central Government. NHAI Act provides that the contracts for acquisition, sale or lease of immovable property on behalf of the NHAI cannot exceed a term of 30 years unless previously approved by the Central Government.

### ***National Highways Development Project***

The Government of India, under the Central Road Fund Act, 2000 created a dedicated fund for NHDP (the “Fund”). Certain sources for financing of NHDP are through securitization of cess as well as involving the private sector and encouraging Public Private Partnership (PPP). The NHDP is also being financed through long-term external loans from the World Bank, the ADB and the JBIC as well as through tolling of roads.

### ***Private Participation in NHDP***

In an effort to attract private sector participation in the NHDP, the NHAI has formulated model concession agreements where a private entity (the “Concessionaire”) is awarded a concession to build, operate and collect toll on a road for a specified period of time, which is usually up to 30 years.

The bidding for the projects takes place in two stages as per the process provided below:

- in the pre-qualification stage, NHAI selects certain bidders on the basis of technical and financial expertise, prior experience in implementing similar projects and previous track record; and
- in the second stage, NHAI invites commercial bids from the pre-qualified bidders on the basis of which the right to develop the project is awarded.

In a BOT project, the Concessionaire meets the up-front cost and expenditure on annual maintenance and recovers the entire cost along with the interest from toll collections during the concession period. To increase the viability of the projects, a capital grant is provided by the NHAI / GoI on a case to case basis. The Concessionaire at the end of the concession period transfers the road back to the Government. The Concessionaire’s investment in the road is recovered directly through user fees by way of tolls.

In annuity projects, the private entity is required to meet the entire upfront cost (no grant is paid by NHAI / GoI) and the expenditure on annual maintenance. The Concessionaire recovers the entire investment and pre-determined return on investments through annuity payments by NHAI / GoI.

In hybrid annuity projects, 40% of the total project cost is to be funded by the government and the remaining by the Concessionaire.

The NHAI also forms SPVs for funding road projects. This method of private participation involves very less cash support from the NHAI in the form of equity / debt. Most of the funds come from ports/financial institutions/beneficiary organisations in the form of equity / debt. The amount spent on developments of roads/highways is to be recovered in the

prescribed concession period by way of collection of toll fee by the SPV.

Tax incentives which are being provided to the private entity are eligible for 100% exemption for any consecutive 10 years out of the first 20 years after completion of a project. The Government has also allowed duty free import of specified modern high capacity equipment for highway construction.

### ***Control of National Highways (Land and Traffic) Act, 2002***

The Control of National Highways (Land and Traffic) Act, 2002 (the “**Control of NH Act**”) provides for control of land within national highways, right of way and traffic moving on national highways and also for removal of unauthorised occupation thereon.

In accordance with the provisions of the Control of NH Act, the Central Government has established Highway Administrations. Under the Control of NH Act, all land that forms part of a highway which vests in the Central Government, or that which does not already vest in the Central Government but has been acquired for the purpose of highways shall be deemed to be the property of the Central Government. The Control of NH Act prohibits any person from occupying any highway land or discharging any material through on such land without the permission of the Highway Administration. The Control of NH Act permits the grant of lease and license for use of highway land for temporary use.

### ***Indian Tolls Act, 1851***

Pursuant to the Indian Tolls Act, 1851, (the “**Tolls Act**”) the State Governments have been vested with the power to levy tolls at such rates as they deem fit, to be levied upon any road or bridge, made or repaired at the expense of the Central or any state government. The tolls levied under the Tolls Act, are deemed to be ‘public revenue’. The collection of tolls can be placed under any person as the state governments deem fit under the Tolls Act, and they are enjoined with the same responsibilities as if they were employed in the collection of land revenue. Further, all police officers are bound to assist the toll collectors in the implementation of the Tolls Act. The Tolls Act further gives power for recovery of toll and exempts certain category of people from payment of toll.

### ***Provisions under the Constitution of India and other legislations on collection of toll:***

Entry 59, List II of Schedule VII read with Article 246 of the Constitution of India vests the States with the power to levy tolls. Pursuant to the Indian Tolls Act, 1851, the State Governments have been vested with the power to levy tolls at such rates as they deem fit.

### ***Other legislations relevant to the road sector***

In addition to the above, there are also certain other legislations that are relevant to the road sector which include the Road Transport Corporation Act, 1950, National Highways Rules, 1957, National Highways (Temporary Bridges) Rules, 1964, National Highways (Fees for the Use of National Highways Section and Permanent Bridge Public Funded Project) Rules, 1997, National Highways (Rate of Fee) Rules, 1997, National Highways Tribunal (Procedure) Rules, 2003, Central Road and Infrastructure Act, 2000, Central Road Fund (State Roads) Rules 2007 and Green Highways (Plantation, Transplantation, Beautification & Maintenance) Policy, 2015.

## **EMPLOYMENT AND LABOUR LAWS**

### **The Code on Wages, 2019 (the “Code”)**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees’ and allows the Central Government to set a minimum statutory wage.

### **The four existing laws are as follows:**

#### **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them.

The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

### **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

### **The Payment of Bonus Act, 1965 (the “PoB Act”)**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

### **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

### **Industrial Relations Code, 2020**

The Government of India enacted ‘The Industrial Relations Code, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows:

#### **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labor court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while proceeding is pending. The labor courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

#### **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

#### **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves,

conditions of termination of employment and means of redressed for workmen in different.

### **Code on Social Security, 2020**

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows:

#### **Employee's Compensation Act, 1923**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

#### **Employee's State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

#### **Employee's Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

#### **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

#### **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

### **The Employees' Pension Scheme, 1995**

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

### **Employees' Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013 (the "Act")**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

### **Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")**

The "CLPR Act" seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

### **Fire Prevention Laws and The National Building Code of India, 2016**

State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centres and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance. the National Building Code (NBC) promulgates legal provisions governing the safety of individuals within specific categories of structures, encompassing public, residential, industrial buildings and others as stated within categories provided therein. These provisions encompass a wide array of critical aspects, including but not limited to fire safety, disaster management and precautions, as well as accessibility.

### **Certain other laws and regulations that may be applicable to our Company in India include the following:**

- Public Liability Insurance Act, 1991 ("PLI Act")
- Industrial (Development and Regulation) Act, 1951 ("IDRA")
- Industrial Disputes Act, 1947 ("ID Act")
- Payment of Bonus Act, 1965 ("POB Act")
- Payment of Gratuity Act, 1972.
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Equal Remuneration Act, 1976 ("ER Act")
- Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition)
- Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 ("WCA")
- Maternity Benefit Act, 1961 ("Maternity Act")

- Industrial Employment Standing Orders Act, 1946
- The Employees Compensation Act, 1923 (“EC Act”) and the rules framed thereunder
- Minimum Wages Act, 1948 (“MWA”) and the rules framed thereunder.

### **Inter State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979 (“ISMW Act”)**

The ISMW Act regulates the employment of inter-state migrant workmen and provides for their conditions of services and for matter connected therewith. Under the provisions of the ISMW Act, every principal employer of an establishment which employs five or more inter-state migrant workmen (whether or not in addition to other workmen) on any day of the preceding 12 months has to register his establishment under ISMW Act. The ISMW Act also requires the principal employers and contractors to maintain registers with such details of the migrant workmen as may be prescribed. Any violation of the provisions of the ISMW Act and Rules prescribed thereunder is imprisonment which may extend to two years or with fine which may extend to ` 2,000 or with both.

## **ENVIRONMENT RELATED LAWS**

### **Environment Protection Act, 1986 and Environment (Protection) Rules, 1986**

The Environmental Protection Act, 1986 is an “umbrella”; legislation designed to provide a framework for coordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with “environment” defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

### **The Environmental Impact Assessment Notification, 2006 (the “Notification”)**

As per the Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central Government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, MoEF issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central Government to streamline the permissions for buildings and construction sector so that affordable housing can be provided to weaker sections in urban area under the scheme ‘Housing for All by 2022’ and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square metre and 150,000 square metre, apart from adhering to the relevant byelaws of the concerned State authorities.

### **The Water (Prevention and Control of pollution) Act, 1974 (the “Water Act”)**

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with.

### **The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)**

The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

### **The Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)**

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation



Rules shall be under the provisions of the Environment (Protection) Act, 1986.

The Municipal Solid Wastes (Management and Handling) Rules, 2000 (“Waste Management Rules, 2000”) as superseded by Solid Waste Management Rules, 2016 (“Waste Management Rules, 2016”)

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 make the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

### **Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 (“Hazardous Wastes Rules”)**

The Hazardous Wastes Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state PCB for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste.

### **The Public Liability Insurance Act, 1991**

The Public Liability Insurance Act places responsibility on those who own or control hazardous substances for any damage resulting from accidents involving such substances. A roster of hazardous substances falling under the scope of this law is outlined through government notifications. The owner or handler of these substances is additionally mandated to acquire an insurance policy that covers liability in connection with the act. Rules established under the Public Liability Act dictate that the employer is obligated to contribute to the environmental relief fund, an amount equivalent to the premium paid for insurance policies. This contribution is payable to the insurer.

## **GENERAL CORPORATE COMPLIANCE**

### **The Companies Act, 2013**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors, the procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

### **The Registration Act, 1908**

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **Shops and commercial establishments legislations**

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, 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 shops and establishments and other

rights and obligations of the employers and employees. All establishments must be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations, as well as the procedures for appeal in relation to such contravention of the provisions.

## **ANTI-TRUST LAWS**

### **Competition Act, 2002 (the “Act”)**

The Act is to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The Act deals with prohibition of anti- competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

## **TAX RELATED LEGISLATIONS**

### **Income-tax Act, 1961 (“Income Tax Act”)**

The Income Tax Act is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc.

### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company desirous of importing or exporting any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

### **Central Goods and Services Tax Act, 2017 (the “GST Act”)**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

## **INTELLECTUAL PROPERTY LEGISLATIONS**

### **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 grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of such marks. An application for the registration of trademarks has to be made to Controller General of Patents, Designs and Trade Marks who is the Registrar of Trade Marks for the purposes of the Trade Marks Act. It also provides for penalties for infringement, falsifying, and falsely applying trademarks and using them to cause confusion among the public. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks (“the Registrar”), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

## **GENERAL LAWS**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Negotiable Instrument Act 1881, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, Indian Contract Act, 1872, Transfer of Property Act, 1882, Information Technology Act, 2000 etc.

## **REGULATIONS REGARDING FOREIGN INVESTMENT**

Foreign Exchange Management Act, 1999 and Consolidated Foreign Direct Investment Policy Circular of 2017 (as amended from time to time)

Foreign investment in companies in the manufacturing sector is governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) read with the applicable regulations. The Department of Industrial Policy and Promotion (“DIPP”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment (“FDI Policy”), with effect from August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 27, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue of security to a person resident outside India. The Company is engaged in the activity of wholesale trading and multi-brand retail trading. The FDI Policy issued by the DIPP permits foreign investment up to 100% in the Cash and Carry Wholesale Trading/ Wholesale Trading (“WT”) sector under the automatic route. Further, the FDI Policy permits foreign investment up to 51% in the multi-brand retail sector under the government route subject to certain conditions which are mentioned below.

### **Other regulations:**

In addition to the above, the Company is required to comply with the provisions of the Companies Act, and other applicable statutes imposed by the Centre or the State for its day-to-day operations.

## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as a private limited company under the name and style of “*Nexus Petro Industries Private Limited*” on October 5, 2021 bearing Registration No. 126116. Thereafter, our Company was converted in to a public limited company “*M/s. Nexus Petro Industries Limited*” on July 18, 2023 pursuant to the provisions of the Companies Act and fresh a certificate of Incorporation dated July 18, 2023 was issued by Registrar of Companies, Central Registration Centre vide CIN No. U50400GJ2021PLC126116.

Our Company is engaged in trading, manufacturing and selling of Petrochem products namely Bitumen products. Our product is widely used in infrastructure sector being road construction industry. Our range of products includes various grades of Bitumen which are classified on the base of viscosity and related properties of each grades. Presently, we procure bitumen via imports from Dubai as well as purchase from other domestic importers/sellers in India. We further process the bitumen procured at our processing units located at Mundra, Bhopal and Pali. Apart from sale of processed bitumen, we also trade in bitumen by directly selling it to customers as per the requirement. We endeavor to supply products to our Customers at competitive prices yet keeping quality standards.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 88, 78, 114, 135 and 173 respectively of this Prospectus.

Our Company has 9 (Nine) Shareholders as on the date of filing of this Prospectus.

### CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

The following changes were made in the location of our Registered Office:

From	To	With effect from	Reason for Change
807, 8 <sup>th</sup> Floor, B Square Nr Neptune House, Iscon-Ambli BRTS, Road, Ahmedabad – 380 058 Gujarat, India.	B-811 Swati Trinity, Applewood Township Sanathal Sanand, Sarkhej, Ahmedabad, Dascroi, Gujarat, India, 382210	October 20, 2023	Administrative Purpose

### MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events/Milestones/Achievements
October, 2021	Incorporation of our Company as “ <i>Nexus Petro Industries Private Limited</i> ”
May, 2023	ISO 14001:2015 Certification for Environmental Management System
January, 2023	Participation in REX Fuels, Solvex Global Conference 2023
July, 2023	Conversion of Company from Private Limited into Public Limited Company in the name and style of “ <i>Nexus Petro Industries Limited</i> ”
December, 2023	Secured factory license for processing unit at Bhopal
July, 2024	Secured factory license for processing unit at Pali
July, 2024	Empanelment as supplier of Bitumen with PWD department, Government of Rajasthan

### MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

*To carry on the business of buying, selling, reselling, importing, transporting, storing, promoting, marketing or supplying, trading and dealing in any manner whatsoever in solid, liquid and gaseous fuels and related products. To carry on trading of bituminous and related products for supply in industries as Industrial Fuels making such goods purify, storing for supply and to undertake necessary activities to promote sales of goods and services.*

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE INCORPORATION

The following changes have been made in the Memorandum of Association of our Company since Incorporation:

<b>Date of Meeting</b>	<b>Type</b>	<b>Nature of Amendment</b>
July 13, 2023	EOGM	<b>Clause V of our Memorandum of Association was amended to reflect:</b> Increase in Authorised Share Capital of our Company from ₹10.00 Lakh divided into 1,00,000 equity shares of ₹10/- each to ₹300.00 Lakhs divided into 30,00,000 equity shares of ₹10/- each.
September 11, 2023	EOGM	<b>Clause V of our Memorandum of Association was amended to reflect:</b> Increase in Authorised Share Capital of our Company from ₹300.00 Lakh divided into 30,00,000 equity shares of ₹10/- each to ₹700.00 Lakhs divided into 70,00,000 equity shares of ₹10/- each.

#### **OUR HOLDING COMPANY**

As on the date of this Prospectus, our Company does not have any Holding Company.

#### **OUR SUBSIDIARY COMPANY**

As on the date of this Prospectus, our Company does not have any Subsidiary Company.

#### **OUR ASSOCIATE COMPANY**

As on the date of this Prospectus, our Company does not have any Associate Company.

#### **ACQUISITION OF BUSINESSES/UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS**

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years as mentioned under the Major Events table forming part of this chapter.

#### **SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS**

We do not have any financial or strategic partnerships as on the date of this Prospectus.

#### **SHAREHOLDERS' AGREEMENT**

Our Company has not entered into any Shareholders Agreement as on the date of this Prospectus.

#### **LOCK OUTS AND STRIKES**

There have been no lock outs or strikes at any of the location of our Company as on the date of this Prospectus.

#### **TIME/COST OVERRUN IN SETTING UP PROJECTS**

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

#### **LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/ FACILITY CREATION OR LOCATION OF PLANTS**

For details of launch of key products or services, entry into new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled "Our Business" beginning on page 88 of this Prospectus.

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

There has been no change in the business activities of our Company during last five (5) years from the date of this Prospectus which may have had a material effect on the profit/loss account of our Company including discontinuance of lines of business, loss of agencies or markets and similar factors except as mentioned in Material development in chapter titled "Management's discussion and analysis of financial conditions & results of operations" beginning on page 173 of this Prospectus.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS**

Our Company has not made any defaults / re-scheduling of its borrowings as on the date of this Prospectus.

## **JOINT VENTURES**

As on the date of this Prospectus, there are no joint ventures of our Company.

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, DIRECTOR, PROMOTERS OR ANY OTHER EMPLOYEE**

Neither our Promoters, nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

## **MATERIAL AGREEMENTS**

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any material agreement / contract as on the date of this Prospectus.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Prospectus, our Company has 5 (Six) Directors on the Board, 1 (one) as Chairman & Managing Director, 1 (one) as Whole Time Director, 2 (two) as Non-Executive Independent Directors and 1 (one) as Non-Executive Independent Woman Director.

Details regarding our Board as on the date of this Prospectus are set forth below:

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p><b>Name:</b> Mr. Haresh Mohanlal Senghani</p> <p><b>Father's Name:</b> Mr. Mohanlal Jivraj Senghani</p> <p><b>Age:</b> 41 Years</p> <p><b>Date of Birth:</b> January 28, 1983</p> <p><b>Designation:</b> Chairman and Managing Director</p> <p><b>Address:</b> 138-B, Villa, Applewood Township, Sanathal, Sanand, Sanathal, Ahmedabad, Gujarat - 382210</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Managing Director for a period of 3 (three) years commencing from November 01, 2023 to October 31, 2026.</p> <p><b>DIN:</b> 08163360</p>	<p>Originally Appointed as Director on October 05, 2021.</p> <p>Re-designated as Chairman and Managing Director on November 01, 2023</p>	<p>1. Nexxus Namkeen India Private Limited</p> <p>2. Parito Industries LLP</p> <p>3. Nexxus Petro Energy LLP</p>
<p><b>Name:</b> Mr. Rahul Mohanlal Senghani</p> <p><b>Father's Name:</b> Mr. Mohanlal Jivraj Senghani</p> <p><b>Age:</b> 40 Years</p> <p><b>Date of Birth:</b> July 04, 1984</p> <p><b>Designation:</b> Whole Time Director</p> <p><b>Address:</b> 138-A, Villa, Applewood Township, Sanathal, Sanand, Sanathal, Ahmedabad, Gujarat - 382210.</p> <p>Occupation: Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Whole Time Director for a period of 3 (three) years commencing from November 01, 2023 to October 31, 2026.</p> <p><b>DIN:</b> 07563530</p>	<p>Originally Appointed as Director of the Company on October 05, 2021.</p> <p>Re-designated as Whole time Director on November 01, 2023</p>	<p>1. Nexxus Namkeen India Private Limited</p> <p>2. Nexxus Petro Products LLP</p> <p>3. Parito Industries LLP</p>

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p><b>Name:</b> Mr. Parshwa Bhavikbhai Shah</p> <p><b>Father's Name:</b> Mr. Bhavikbhai Shah</p> <p><b>Age:</b> 31 years</p> <p><b>Date of Birth:</b> February 09, 1993</p> <p><b>Designation:</b> Non- Executive Independent Director</p> <p><b>Address:</b> D 702, Saransh Arth, Opposite Rajyash Reevanta, South Vasna Party Plot, Ahmedabad, Gujarat 380007.</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Non-Executive Independent Director for a period of 5 years with effect from November 01, 2023</p> <p><b>DIN:</b> 07866765</p>	<p>Appointed as Non-Executive Independent Director of the Company on November 01, 2023</p>	<ol style="list-style-type: none"> <li>1. Dynamic Assignments Private Limited</li> <li>2. Rohan Dyes and Intermediates Ltd</li> <li>3. Jyoti Resins and Adhesives Ltd</li> </ol>
<p><b>Name:</b> Mr. Hussain Abdeali Bootwala</p> <p><b>Father's Name:</b> Mr. Abdeali Bootwala</p> <p><b>Age:</b> 29 years</p> <p><b>Date of Birth:</b> March 14, 1995</p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Address:</b> 602/B, MB complex, Opposite Pushpak Building, Khanpur, Ahmedabad, Gujarat 380001</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Non-Executive Independent Director for a period of 5 years with effect from November 01, 2023</p> <p><b>DIN:</b> 10375333</p>	<p>Appointed as Non-Executive Independent Director of the Company on November 01, 2023</p>	<p>Nil</p>
<p><b>Name:</b> Ms. Dhruvi Rameshbhai Patel</p> <p><b>Father's Name:</b> Mr. Rameshbhai Madhubhai Patel</p> <p><b>Age:</b> 30 years</p> <p><b>Date of Birth:</b> March 06, 1994</p> <p><b>Designation:</b> Non-Executive Independent Woman Director</p> <p><b>Address:</b> 139 Floris, Sky city, Shela Sanand, Ahmedabad, Gujarat 380058</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p>	<p>Appointed as Non-Executive Independent Director of the Company on November 01, 2023</p>	<ol style="list-style-type: none"> <li>1. DCG Cables &amp; Wires Limited</li> </ol>



<p><b>Term:</b> Appointed as Non-Executive Independent Director for a period of 5 years with effect from November 01, 2023</p> <p><b>DIN:</b> 10343920</p>		
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## BRIEF PROFILE OF OUR DIRECTORS

**Mr. Haresh Mohanlal Senghani**, aged 40 years, is one of the Promoter, Chairman and Managing Director of our Company. He possesses a total business experience of around 22 years. He started his enterpreneur journey in the year 2003 where he started a business in wholesale and retail of footwears and scaled it during the year 2003 to 2012. During the years 2012 to 2016 he was working in the transport industry in the field of operations. Thereafter, in the year 2016 he incorporated Nexxus Petro Energy LLP which was in the business of trading in Bitumen products. After incorporation of Nexxus Petro Industries Limited in the year 2021 he has been focusing on growing the business and has been associated with our Company since incorporation as Director. He is actively involved in the day to day operations of our Company and looks after the overall business of our Company.

**Mr. Rahul Mohanlal Senghani**, aged 40 years is one the Promoters and Whole Time Director of our Company. He has completed his graduation in Bachelors of Arts from Ambedkar University and has completed an Executive diploma in Export/Import Management from National Institute, Ahmedabad. He has around 21 years of experience in the Construction and bitumen industry in various roles in Operations and Sales. He is one of the founders of our company. He has been associated with the Company since its incorporation as a Director. He oversees the operational, procurement and sales of our company.

**Mr. Parshwa Bhavikbhai Shah**, aged 31 years is an Independent Director of our Company. He holds degree of Bachelors of Commerce (B.Com), Bachelors of Law (LLB) and is a fellow member of the Institute of Company Secretaries of India (ICSI). He is associated with our Company w.e.f. October 06, 2023.

**Mr. Hussain Abdeali Bootwala**, aged 29 years is the Independent Director of our company. He holds degree of Bachelor of Commerce and Bachelor of Law from Gujarat University, Gujarat. He is Proficient in field of Compliance and corporate laws, Mergers and amalgamation. He has been associated with our Company w.e.f. November 01,2023.

**Ms. Dhruvi Rameshbhai Patel**, aged 30 years is an Independent Director of our Company. She holds degree of Bachelor of Commerce from H.L Institute of Commerce, University of Ahmedabad, in the year 2014, apart from this she also holds a degree in Law from Gujarat University and is a Company Secretary byprofession and is an Associate Member of Institute of Company Secretaries of India. She hold about 7 years of experience as company Secretary and holds expertise in corporate law. She has been associated with our Company w.e.f. October 06, 2023.

## CONFIRMATIONS

As on the date of this Prospectus:

- Except as disclosed below, none of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.
  - Mr. Haresh Mohanlal Senghani and Mr. Rahul Mohanlal Senghani are brothers;
- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the directors were selected as a director or member of senior management.
- The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- None of our Directors are categorized as a wilful defaulter or fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.

- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of the Promoters or Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

#### **DETAILS OF BORROWING POWERS**

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on July 13, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained/to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 1,000 Crores.

#### **REMUNERATION OF OUR DIRECTORS**

The compensation package payable to our Managing Director and Wholetime Directors from F.Y. 2023-24 onwards as resolved in the Extra-Ordinary General Meeting held on November 01, 2023 is stated hereunder:

##### **Mr. Haresh Mohanlal Senghani**

The total remuneration payable to Mr. Haresh Mohanlal Senghani, Managing Director, shall be a sum of not exceeding ₹ 10.00 Lakhs per month (inclusive of all salary, perquisites, benefits, incentives and allowances).

##### **Mr. Rahul Mohanlal Senghani**

The total remuneration payable to Mr. Rahul Mohanlal Senghani, Wholetime Director, shall be a sum not exceeding ₹10.00 Lakhs per month (inclusive of all salary, perquisites, benefits, incentives and allowances).

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, for the time being in force). The Remuneration / Sitting Fees paid to the current Directors last F.Y. 2023-24 is as follows:

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Remuneration paid (₹ in Lakhs)</b>
1.	Mr. Haresh Mohanlal Senghani	Chairman and Managing Director	7.50
2.	Mr. Rahul Mohanlal Senghani	Wholetime Director	7.50

#### **SITTING FEES**

Pursuant to the resolution passed by the Board of Directors of our Company on December 25, 2023, the Independent Directors of our Company would be entitled to a sitting fee shall not exceed of ₹1,00,000/- for attending every meeting of Board or its committee thereof.

#### **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 Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

#### **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS**

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

#### **BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS**

None of the Directors are party to any bonus or profit-sharing plan of our Company.

#### **SHAREHOLDING OF OUR DIRECTORS**

Our Articles of Association do not require our directors to hold any qualification shares.

The details of the shareholding of our directors as on the date of this Prospectus are as follows:

<b>Name of the Director</b>	<b>Designation</b>	<b>No. of Equity Shares held</b>	<b>% of pre issue paid up capital</b>	<b>% of post issue paid up capital</b>
Mr. Haresh Mohanlal Senghani	Chairman, Managing Director	19,00,000	37.25%	27.34%
Mr. Rahul Mohanlal Senghani	Whole Time Director	19,00,000	37.25%	27.34%

#### **INTEREST OF OUR DIRECTORS**

All our Independent Directors may be deemed to be interested to the extent of sitting fees, payable to them for attending meetings of the Board or a Committee thereof as well as to the extent and reimbursement of expenses payable to them and also to other Non-Executive Director under the Articles of Association. Further our directors may be deemed to be interested to the extent shareholding held by them, their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future.

Our directors deemed to be interested to the extent of remuneration payable to them pursuant to Articles of the Company and resolution approved by the Board of Directors/ Members of our Company, as the case may be, time to time for services rendered as an officer or employee of our Company.

Except mentioned in the Restated Financial Statements, no loans have been availed by our directors or the Key Managerial Personnel from our Company. Our directors' may also be deemed to be interested to the extent of guarantees given by them for secured loans availed by our Company.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

For the shareholding of our directors, please refer chapter titled "*Our Management*" on page 114 of this Prospectus.

#### ***Interest in the property of the Company***

Except as stated in the heading titled "*Properties*" under the chapter titled "*Our Business*", beginning on page 88 of this Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company.

#### ***Interest in Business of the Company***

Except as stated in the chapter titled "*Our Business*" and "*Restated Financial Statements*" beginning on page 88 and 135 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

#### ***Interest in promotion of the Company***

Except for Mr. Haresh Mohanlal Senghani, and Mr. Rahul Mohanlal Senghani who are the Promoters of our Company,

none of the other Directors are interested in the promotion of our Company.

#### CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Sr. No.	Name of the Director	Date of Appointment /Change in designation	Reason for Change
1.	Mrs. Hinaben Haresh Senghani	October 05, 2021	Appointed as Director upon incorporation
		April 01, 2023	Resignation as Director
2.	Mrs. Manishaben Rahul Senghani	October 05, 2021	Appointed as Director upon incorporation
		April 01, 2023	Resignation as Director
3.	Mr. Haresh Mohanlal Senghani	October 05, 2021	Appointed as Director upon incorporation
		November 01, 2023	Change in designation as Managing Director and Chairman
4.	Mr. Rahul Mohanlal Senghani	October 05, 2021	Appointed as Director upon incorporation
		November 01, 2023	Change in designation as Whole Time Director
5.	Mr. Jignesh Mohanlal Senghani	July 01, 2023	Appointed as Additonal Director
		September 30, 2023	Designated as Non-Executive Director
		July 01, 2024	Resignation as Director
6.	Mr. Parshwa Bhavikbhai Shah	October 06, 2023	Appointed as additional Director
		November 01, 2023	Regularised as Independent Director
7.	Ms. Dhruvi Rameshbhai Patel	October 06, 2023	Appointed as additional Director
		November 01, 2023	Regularised as Independent Director
8.	Mr. Hussain Bootwala	November 01, 2023	Appointed as Independent Director

#### CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act with respect to corporate governance, provisions of SEBI LODR Regulations to the extent applicable to the entity whose shares are listed on Stock Exchange and shall be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including SEBI LODR Regulations, SEBI ICDR Regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI LODR Regulations. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Prospectus, our Company has six (6) Directors on the Board, 1 (One) as Chairman and Managing Director, 1 (one) as Whole Time Directors and 3 (Three) as Non-Executive Independent Directors including one Women Director.

#### COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI LODR Regulations: (i) Audit Committee, (ii) Stakeholders' Relationship Committee and (iii) Nomination and Remuneration Committee.

##### Audit Committee

Our Board has constituted the Audit Committee vide Board Resolution dated December 01, 2023 which was in accordance with Section 177 of the Companies Act, 2013. The committee was reconstituted upon change in directors vide resolution passed at the meeting of the board of directors held on August 01, 2024:

The audit committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Hussain Abdeali Bootwala	Non-Executive Independent Director	Chairman
Mr. Parshwa Shah	Non-Executive Independent Director	Member
Ms. Dhruvi Rameshbhai Patel	Non-Executive Independent Director	Member

The Company Secretary & Compliance Officer of our Company will act as the Secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - iii) Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv) Significant adjustments made in the financial statements arising out of audit findings;
  - v) Compliance with listing and other legal requirements relating to financial statements;
  - vi) Disclosure of any related party transactions;
  - vii) Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
10. Discussion with internal auditors any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism;
15. Approval of appointment of CFO (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;

16. Approval or any subsequent modification of transactions of the Company with related parties;
17. Scrutiny of inter-corporate loans and investments;
18. Valuation of undertakings or assets of the Company, wherever it is necessary;
19. Evaluation of internal financial controls and risk management systems;
20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

*Explanation (i): The term “related party transactions” shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.*

*Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.*

The Audit Committee enjoys following powers:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
  - ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - iv) Internal audit reports relating to internal control weaknesses; and
  - v) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
  - vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations. (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.
22. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

#### ***Meeting of Audit Committee and Relevant Quorum***

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

#### **Stakeholders’ Relationship Committee**

Our Board has constituted the Stakeholders’ Relationship Committee vide Board Resolution dated December 01, 2023 pursuant to Section 178 of the Companies Act, 2013. The committee was reconstituted upon change in directors vide resolution passed at the meeting of the board of directors held on August 01, 2024:

The Stakeholders’ Relationship Committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Parshwa Shah	Non-Executive Independent Director	Chairman
Mr. Rahul Mohanlal Senghani	Wholetime Director	Member

Ms. Dhruvi Rameshbhai Patel	Non-Executive Independent Director	Member
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The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
2. review of measures taken for effective exercise of voting rights by shareholders;
3. review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;
4. review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
5. formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. approve, register, refuse to register transfer or transmission of shares and other securities;
7. sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. allotment and listing of shares;
9. authorise affixation of common seal of the Company;
10. issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. dematerialize or rematerialize the issued shares;
13. ensure proper and timely attendance and redressal of investor queries and grievances;
14. carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and
15. further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

***Meeting of Stakeholders' Relationship Committee and Relevant Quorum***

The stakeholders' Relationship committee shall meet once in a year. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

**Nomination and Remuneration Committee**

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated December 01, 2023 pursuant to section 178 of the Companies Act, 2013. The committee was reconstituted upon change in directors vide resolution passed at the meeting of the board of directors held on August 01, 2024

The Nomination and Remuneration Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Ms. Dhruvi Rameshbhai Patel	Non-Executive Independent Director	Chairman
Mr. Hussain Bootwala	Non-Executive Independent Director	Member

Mr. Parshwa Shah	Non-Executive Independent Director	Member
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The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

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

#### ***Meeting of Nomination and Remuneration Committee and Relevant Quorum***

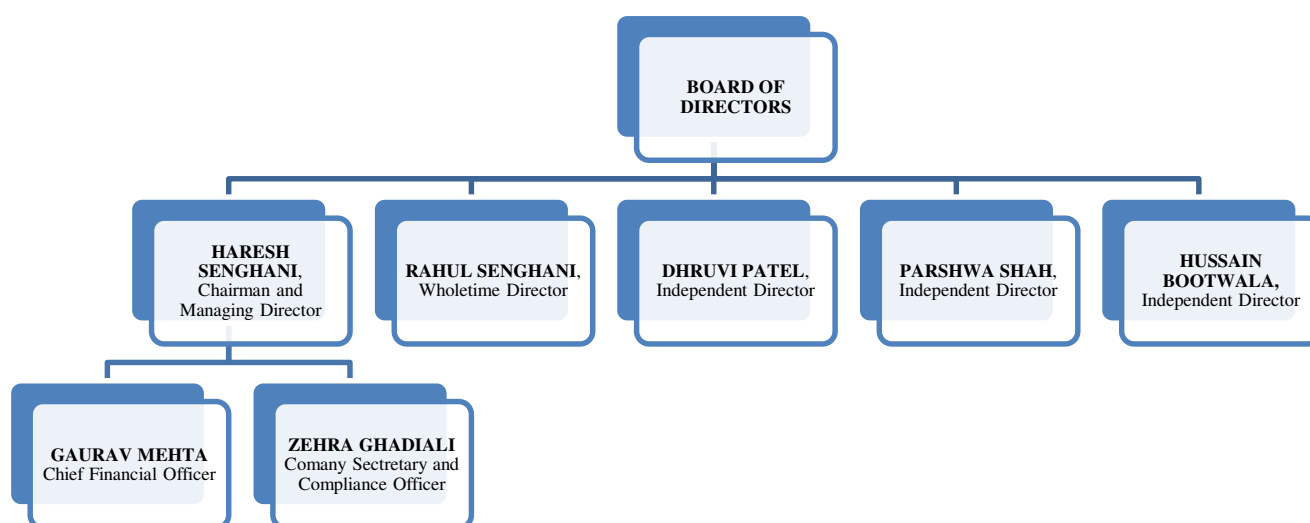
The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

#### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the BSE SME. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. 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.

#### **ORGANIZATIONAL STRUCTURE**





## KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and Senior Managerial Personnel of our Company:

### Key Managerial Personnel and Senior Managerial Personnel of our Company:

**Mr. Haresh Mohanlal Senghani** is the Chairman and Managing Director of our Company, **Mr. Rahul Mohanlal Senghani** is the Whole Time Director of our Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 108 of this Prospectus.

**Ms. Zehra Murtaza Ghadiali**, aged 31 years, is the Company Secretary and Compliance Officer of our Company with effect from October 06, 2023. She has completed her Bachelor of Commerce from Gujarat University in the year 2013 and is an Associate member of the Institute of Company Secretaries of India. She is responsible for the Secretarial, Legal and Compliance division of our Company. She has around 8 years of experience in secretarial and compliance. Prior to joining our Company, she was associated with Z M & Associates, her own practicing firm since October, 2018.

**Mr. Gaurav Mehta**, aged 42 years, is the Chief Financial Officer of our Company with effect from November 01, 2023. He has completed MBA from South Gujarat University in the year 2005 and his Bachelor of Commerce from Saurashtra University in the year 2003. He is responsible for forecasting the organization's financial standing based on financial and operational data and reports provided by the finance and accounting teams and advising the Company and board on strategic direction. He has around 17 years of experience in Banking, Accounting, MIS and Finance. Prior to joining our company, he was associated with Indusind Bank and LIC.

**Mr. Mukesh Mishra**, Factory Head as responsible in charge of operation & safety for all the 3 units. He is responsible for safety measures of workers and quality control.

## STATUS OF OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

All our Key Managerial Personnel and Senior Managerial Personnel are permanent employees of our Company.

## RELATIONSHIP BETWEEN OUR DIRECTORS AND KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

Except stated below none of the Directors and Key Managerial Personnel and Senior Managerial Personnel of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.

-Mr. Haresh Mohanlal Senghani and Mr. Rahul Mohanlal Senghani are brothers;

## **SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONAL**

None of our Key Managerial Personnel and Senior Management holds any shares of our Company as on the date of this Prospectus except as stated in the below table:

<b>Name</b>	<b>Designation</b>	<b>No. of Equity Shares held</b>	<b>% of pre issue paid up capital</b>	<b>% of post issue paid up capital</b>
Mr. Haresh Mohanlal Senghani	Chairman, Managing Director	19,00,000	37.25%	27.34%
Mr. Rahul Mohanlal Senghani	Whole Time Director	19,00,000	37.25%	27.34%

For further details please see chapter titled “*Capital Structure*” on page 50 of this Prospectus.

## **SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL**

Our Key Managerial Personnel and Senior Managerial Personnel have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

## **INTEREST OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL**

None of our Key Management Personnel and Senior Managerial Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel and Senior Management may also be deemed to be interest to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of Equity Shares.

## **ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management has been selected as the Key Managerial Personnel of our Company.

## **BONUS OR PROFIT-SHARING PLAN OF KEY MANAGEMENT PERSONNEL AND SENIOR MANAGERIAL PERSONNEL**

None of our Key Managerial Personnel and Senior Managerial Personnel are party to any bonus or profit-sharing plan of our Company.

## **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL**

There is no contingent or deferred compensation payable to our Directors, Key Managerial Personnel and Senior Managerial Personnel, which does not form part of their remuneration.

## **EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN**

Our Company does not have an employee stock option scheme as on the date of this Prospectus.

## **PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL**

No non salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

## **CHANGES IN OUR KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS FROM THE DATE OF FILING OF THIS PROSPECTUS**

The changes in our Key Managerial Personnel during the 3 (three) years immediately preceding the date of filing of this Prospectus are set forth below:

<b>Name</b>	<b>Designation</b>	<b>Date of Appointment/ Change in designation</b>	<b>Reason for Change</b>
Ms. Zehra Murtaza Ghadiali	Company Secretary and Compliance Officer	October 06, 2023	Appointed as Company Secretary and Compliance Officer
Mr. Haresh Mohanlal Senghani	Chairman and Managing Director	November 01, 2023	Appointed as Chairman and Managing Director
Mr. Rahul Mohanlal Senghani	Whole Time Director	November 01, 2023	Appointed as Whole Time Director
Mr. Gaurav Mehta	Chief Financial Officer	November 01, 2023	Appointed as Chief Financial Officer



#### **ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL**


The attrition of Key Managerial Personnel and Senior Managerial Personnel is not high in our Company compared to the industry.

## OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Prospectus, our Promoters and Promoter Group hold 51,00,000 Equity Shares, representing 100.00% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please see "*Capital Structure*" beginning on page 50 of this Prospectus.

The details of our Promoters are as under:

<b>1. Mr. Haresh Mohanlal Senghani</b>	
	<p><b>Mr. Haresh Mohanlal Senghani</b>, aged 41 years, is one of the Promoter, Chairman and Managing Director of our Company.</p> <p><b>Date of Birth:</b> January 28, 1983.</p> <p><b>Nationality:</b> Indian</p> <p><b>PAN:</b> AXCPS5634H</p> <p><b>Residential Address:</b> 138-B, Villa, Applewood Township, Sanathal, Sanand, Ahmedabad, Gujarat – 382 210</p> <p><b>Other Interests:</b> Nexxus Namkeen India Private Limited, Parito Industries LLP &amp; Nexxus Petro Energy LLP</p> <p>For the complete profile of our promoters, see "<i>Our Management</i>" on page 114 of this Prospectus.</p>
<b>2. Mr. Rahul Mohanlal Senghani</b>	
	<p><b>Mr. Rahul Mohanlal Senghani</b>, aged 40 years, is one of the Promoters and Whole Time Director of our Company.</p> <p><b>Date of Birth:</b> July 04, 1984.</p> <p><b>Nationality:</b> Indian</p> <p><b>PAN:</b> BRTPS4093J</p> <p><b>Residential Address:</b> 138-A, Villa, Applewood Township, Sanathal, Sanand, Sanathal, Ahmedabad, Gujarat - 382210.</p> <p><b>Other Interests:</b> Nexxus Namkeen India Private Limited &amp; Nexxus Petro Products LLP</p> <p>For the complete profile of our promoters, see "<i>Our Management</i>" on page 114 of this Prospectus.</p>

	<p><b>Mrs. Hina Haresh Senghani</b>, aged 41 years, is one of the Promoters.</p> <p><b>Date of Birth:</b> May 11, 1983.</p> <p><b>Nationality:</b> Indian</p> <p><b>PAN:</b> ELYPS3262R</p> <p><b>Residential Address:</b> 138-B, Villa, Applewood Township, Sanathal, Sanand, Sanathal, Ahmedabad, Gujarat - 382210</p> <p><b>Other Interests:</b> Nexxus Petro Energy LLP</p>
	<p><b>Mrs. Manisha Rahul Senghani</b>, aged 38 years, is one of the Promoters.</p> <p><b>Date of Birth:</b> January 02, 1986.</p> <p><b>Nationality:</b> Indian</p> <p><b>PAN:</b> ELYPS3261N</p> <p><b>Residential Address:</b> 138-A, Villa, Applewood Township, Sanathal, Sanand, Sanathal, Ahmedabad, Gujarat - 382210</p> <p><b>Other Interests:</b> Nexxus Petro Products LLP.</p>

## DECLARATION

1. We confirm that the Permanent Account Number, Bank Account number, Passport number, Driving License number Aadhaar Card number of our Promoters have been submitted to the Stock Exchange at the time of filing of the Prospectus with the Stock Exchange.
2. Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters or fraudulent borrowers by the RBI or any other governmental authority.
3. Our Promoters have not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.
4. No violations of securities law have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or is currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

## CHANGE IN CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the five years immediately preceding the date of this Prospectus.

## EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter “*Our Management*” beginning on page 114 of this Prospectus.

## **INTEREST OF OUR PROMOTERS**

Our Promoters do not have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by them or their relatives but used by our company, any consideration paid for business transactions and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Restated Financial Statements*” and “*Our Management*” beginning on pages 50, 135 and 114 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please see chapter titled “*Restated Financial Statements*” beginning on page 135 of this Prospectus.

### ***Interest of Promoters in the Promotion of our Company***

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

### ***Interest of Promoters in the Property of our Company***

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 88 and 135 respectively, of this Prospectus, our Promoters have confirmed that they don’t have any interest in any property acquired by our Company within three years preceding the date of this Prospectus or proposed to be acquired by our Company as on the date of this Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” beginning on page 88 of this Prospectus, our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

### ***Interest in our Company arising out of being a member of a firm or company***

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

### ***Interest in our Company other than as Promoters***

Except as mentioned in this chapter and chapters titled “*Our Business*”, “*History and Certain Corporate Matters*”, “*Our Management*” and “*Restated Financial Statements*” beginning on pages 88, 111, 114 and 135, respectively, our Promoters do not have any other interest in our Company.

## **COMMON PURSUITS OF OUR PROMOTERS**

Our promoter group entities Nexxus Petro Energy LLP and Nexxus Petro Products LLP have presence in the same line of products. The business operations in Nexxus Petro Energy LLP has gradually discontinued and it has surrendered its GST Registration. Our Company has been involved in business transactions with Nexxus Petro Products LLP of very insignificant proportion as compared to our overall size of operations. For further details please see the “*Annexure 27- Related Party Transaction*” of chapter titled “*Restated Financial Statements*” beginning on pages 135 of this Prospectus.

Except as disclosed above, our Promoters are not involved with any ventures which are in the same line of activity or business as that of our Company.

## **BUSINESS INTERESTS**

Except as disclosed in the “*Annexure 27- Related Party Transaction*” of chapter titled “*Restated Financial Statements*” beginning on pages 135 of this Prospectus, our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by it or by such firm or company in connection with the promotion or formation of our Company.

Our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of filing of this Prospectus or proposes to enter into any such contract in which our Promoter are directly or indirectly interested and no payments have been made to it in respect of the contracts, agreements or arrangements which are proposed to be made with it.

## PAYMENTS OF AMOUNTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 135 of this Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Prospectus.

## MATERIAL GUARANTEES

Except as stated in the chapter titled “*History and Certain Corporate Matters*” and “*Restated Financial Statements*” beginning on pages 111 and 135 of this Prospectus, our Promoters have not given any material guarantee to any thirdparty with respect to the Equity Shares as on the date of this Prospectus.

## OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

### A. Natural Persons who are Part of the Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Promoter/Relationship	Haresh Mohanlal Senghani	Rahul Mohanlal Senghani	Hinaben Haresh Senghani	Manishaben Rahul Senghani
Father	Mohanlal Jivraj Senghani	Mohanlal Jivraj Senghani	Ratilal Hansraj Pokar	Arvindbhai Kanjibhai Vasani
Mother	Vijayaben Mohanlal Senghani	Vijayaben Mohanlal Senghani	Rashilaben Ratilal Pokar	Shantaben Arvinbhai Vasani
Spouse	Hinaben Haresh Senghani	Manishaben Rahul Senghani	Haresh Mohanlal Senghani	Rahul Mohanlal Senghani
Brother	Rahul Mohanlal Senghani	Hareshbhai Mohanlal Senghani	Mitesh Ratilal Pokar	Dipesh Arvindbhai Vasani
	Jignesh Mohanlal Senghani	Jigneshbhai Mohanlal Senghani	Vishal Ratilal Pokar	-
Sister	-	-	Manishaben Senghani	Mita Sanjay Dholu
	-	-	Kalpanaben Shaileshbhai Patel	Rashmiben Kirit Pokar
Daughter	Rutviben Hareshbhai Senghani	-	Rutviben Hareshbhai Senghani	-
Son	Soham Hareshbhai Senghani	Shaurya Rahul Senghani	Soham Hareshbhai Senghani	Shaurya Rahul Senghani
	-	Yagna Rahul Senghani	-	Yagna Rahul Senghani
Spouse's Father	Ratilal Hansraj Pokar	Arvindbhai Kanjibhai Vasani	Mohanlal Jivraj Senghani	Mohanlal Jivraj Senghani
Spouse's Mother	Rashilaben Ratilal Pokar	Shantaben Arvinbhai Vasani	Vijayaben Mohanlal Senghani	Vijayaben Mohanlal Senghani
Spouse's Brother	Mitesh Ratilal Pokar	Dipesh Arvindbhai Vasani	Rahul Mohanlal Senghani	Hareshbhai Mohanlal Senghani
	Vishal Ratilal Pokar	-	Jignesh Mohanlal Senghani	Jigneshbhai Mohanlal Senghani
Spouse's Sister	Manishaben Senghani	Mita Sanjay Dholu	-	-
	Kalpanaben Shaileshbhai Patel	Rashmiben Kirit Pokar	-	-

### **B. Companies / Corporate Entities Forming Part of the Promoter Group**

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

<b>Sr. No.</b>	<b>Name of Promoter Group Entity/Company</b>
1.	Haresh Mohanlal Senghani HUF
2.	Rahul Mohanlal Senghani HUF
3.	Parito Industries LLP
4.	Nexus Petro Energy LLP
5.	Nexus Petro Products LLP
6.	CRP Fuel Industries LLP
7.	NEXTG Petrochem LLP
8.	Vimoson Logistics
9.	Adesh Logistics
10.	Nexus Namkeen India Private Limited
11.	Nexus Foundation

**C. All persons whose shareholding is aggregated pursuant to Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations for the purpose of disclosing in the Prospectus under the heading “shareholding of the promoter group:**

<b>Sr. No.</b>	<b>Name</b>
1.	Nil

### **SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY**

For details of shareholding of members of our Promoter Group as on the date of this Prospectus, please see the chapter titled “*Capital Structure*” beginning on page 50 of this Prospectus.

### **COMPANIES/FIRM WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three year preceding the date of this Prospectus.

### **OUTSTANDING LITIGATIONS**

There is no other outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and chapter titled “*Outstanding Litigations and Material Developments*” beginning on pages 22 and 183 respectively of this Prospectus.



## OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations and pursuant to the resolution passed by our Board at its meeting held on December 25, 2023 the term “group companies”, includes (i) such companies (other than joint ventures) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of our Company.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated December 25, 2023 our Group Companies includes:

- (i) Those companies disclosed as related parties in accordance with Accounting Standard (“AS 18”) issued by the Institute of Chartered Accountants of India, during the period for which Financial Information is disclosed.
- (ii) All such companies which are deemed to be material by the Board of Directors.

Accordingly, based on the parameters outlined above, our Company has following Group Company as on the date of this Prospectus.

1. Nexus Namkeen India Private Limited

### DETAILS OF OUR GROUP COMPANIES

#### 1. Nexus Namkeen India Private Limited (NNIPL)

NNIPL was incorporated on October 21, 2021 under the provisions of Companies Act, 2013. The Registered Office of NNIPL is situated at 8th Floor-807 B Square, Near Neptune House Iscon-Ambli Brts Road, Ahmedabad - 380058, Gujarat, India. The CIN of NNIPL is U15209GJ2021PTC126556. The Company is engaged in the business of Manufacturing and Trading of Food items like Peanuts, Gram and other Snacks.

#### Board of Directors

Name of Director	Designation
Mohanlal Babulal Diwani	Director
Haresh Mohanlal Senghani	Director
Rahul Mohanlal Senghani	Director

#### List of Shareholders

Name of Shareholder	No. of Shares Held	Percentage (%)
Haresh Mohanlal Senghani	3,500	35%
Rahul Mohanlal Senghani	3,500	35%
Mohanlal Babulal Diwani	3,000	30%

#### Audited Financial Information

The Audited financial statements of NNIPL for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 are as below:

Particulars	Amount in Lakhs (₹)	
	As at March 2023	As at March 2022
Reserves	(36.88)	(3.90)
Sales	98.89	3.16
Profit After Tax	(32.98)	(3.90)
Earning Per Share	Nil	Nil
Diluted Earning Per Share	Nil	Nil
Net Assets Value	(358.80)	(2.90)

\*Financial information for 2021 not applicable as company incorporated on October 21, 2023.

### NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

None of our Group Companies have any interest in the promotion of our Company. Except as disclosed in this Prospectus, none of our Group Companies are interested in the properties acquired by our Company in the three years preceding the filing of this Red Herring Prospectus or proposed to be acquired by our Company. None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery etc.

### OUTSTANDING LITIGATIONS

Other than as disclosed in “Outstanding Litigations and Material Developments” on page 183 of this Prospectus, our Group Companies are not party to any litigation which may have material impact on our Company.

#### **COMMON PURSUITS BETWEEN OUR GROUP COMPANY AND OUR COMPANY**

Our Group Company is not involved in similar business activities as that of our Company.

#### **RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY**

Other than the transactions disclosed in “Annexure 27 - Restated Financial Statements” beginning on page 135 there are no other business transactions between our Company and the Group Companies which are significant to the financial performance of our Company.

#### **BUSINESS INTERESTS OR OTHER INTERESTS**

Except as disclosed in “Annexure 27- Restated Financial Statements” beginning on page 135 our Group Companies do not have any business interest in our Company.

#### **OTHER CONFIRMATIONS**

Our Group Companies are not listed on any stock exchange. Our Group Companies have not made any public or rights issue of securities in the preceding three years.

## **DIVIDEND POLICY**

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The 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. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

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.

**SECTION VII – FINANCIAL INFORMATION**  
**RESTATED FINANCIAL STATEMENTS**

**Auditor's Report on the Restated Statement of Assets and Liabilities as on March 31, 2024, March 31, 2023, and March 31, 2022, Profit and Loss and Cash Flows for each of the years ended on March 31, 2024, March 31, 2023, and March 31, 2022, of Nexxus Petro Industries Limited (collectively, the "Restated Summary Statements")**

To,  
**The Board of Directors**  
**Nexxus Petro Industries Limited**  
**(Formerly known as Nexxus Petro Industries Private Limited)**  
**B-811 Swati Trinity, Applewood Township Sananthal Sanand,**  
**Sarkhej, Ahmedabad, Dascroi,**  
**Gujarat, India, 382210.**

Dear Sir/Ma'am

We have examined the attached Restated Summary Statements along with significant accounting policies and related notes of **Nexxus Petro Industries Limited (Formerly known as Nexxus Petro Industries Private Limited) (the "Company")** for years ended on March 31, 2024, March 31, 2023, and March 31, 2022 annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offer ("IPO") on the SME Platform of BSE Limited.

1. These Restated Summary Statements have been prepared in accordance with the requirements of
  - (i) Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - (iii) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Draft Red Herring Prospectus /Red Herring Prospectus/ Prospectus (Collectively called as "Offer Document") being issued by the Company for its proposed IPO of equity share on SME Platform of BSE Limited.
  - (iv) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("Guidance Note").
2. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022.
3. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
  - (i) The "Restated Summary Statement of Assets and Liabilities" as set out in **Annexure 1** to this report, of the Company as at March 31, 2024 and March 31, 2023, and March 31, 2022 and are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4 (B)** to this Report.
  - (ii) The "Restated Summary Statement of Profit and Loss" as set out in **Annexure 2** to this report, of the Company for the period ended on March 31, 2024 and years ended March 31, 2023, and March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4 (B)** to this Report.
  - (iii) The "Restated Standalone Summary Statement of Cash Flow" as set out in **Annexure 3** to this report, of the Company for the period ended on March 31, 2024 and years ended March 31, 2023, and March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our

opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4 (B)** to this Report.

4. Based on the above and also as per the reliance placed by us on the audited financial statements of the Company and report thereon given by the Statutory Auditor of the Company for the Financial Period/Year ended March 31, 2024, March 31, 2023, March 31, 2022 we are of the opinion that:
  - a. The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting period/years, if any;
  - b. The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial period/years to which they relate and there are no qualifications which require adjustments;
  - c. Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
  - d. There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial period/year ended March 31, 2024, March 31, 2023, And March 31, 2022 which would require adjustments in this Restated Financial Statements of the Company;
  - e. Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure 4 (B)** to this report;
  - f. Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Summary Statements;
  - g. There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements except mentioned in clause (f) above;
  - h. There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - i. The company has no proposed dividend.

5. Opinion:

In our opinion and to the best of information and explanation provided to us, and also as per the reliance placed on reports submitted by previous auditors, the restated financial information of the Company, read with significant accounting policies and notes to accounts as appearing in **Annexure 4(B)** are prepared after providing appropriate adjustments and regroupings as considered appropriate and disclosed in **Annexure 4(B)**.

6. Audit for the Financial Period ended on March 31, 2024 have been Audited by us and Audit for the Financial Year, 2022-23 and 2021-22, have been conducted by **Tibrewalbhagat & Associates**, Chartered Accountants. Accordingly, reliance has been placed on the financial information examined by these auditors for the said years.

The financial report included for these years is based solely on the report submitted by these auditors for the said years.

7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the period ended March 31, 2024 and years ended March 31, 2023, And March 31, 2022 proposed to be included in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus (“Offer Document”) for the proposed IPO.

Annexure of Restated Standalone Financial Statements of the Company: -

- a. Significant Accounting Policies and Notes to Accounts as restated in Annexure 4(B);
- b. Reconciliation of Restated Profit and Loss as appearing in Annexure 4 H (a) to this report.
- c. Reconciliation of Restated Equity/Net worth as appearing in Annexure 4 H (c) to this report.
- d. Details of Share Capital as Restated appearing in Annexure 5 to this report;
- e. Details of Reserves and Surplus as Restated appearing in Annexure 6 to this report;
- f. Details of Long Term/Short Term Borrowings as Restated appearing in Annexure 7 to this report;
- g. Nature of Security and Terms of Repayment for Long Term/ Short Term Borrowings appearing in Annexure 7.1/7.2/7.3/7.4 to this report;
- h. Details of Deferred Tax Assets/Liabilities (Net) as Restated appearing in Annexure 8 to this report;
- i. Details of Long Term/Short Term Provisions as Restated appearing in Annexure 9 to this report;
- j. Details of Trade Payables as Restated appearing in Annexure 10 to this report;
- k. Details of Other Current Liabilities as Restated appearing in Annexure 11 to this report;
- l. Details of Property Plant & Equipment as Restated appearing in Annexure 12 to this report;
- m. Details of Other Non-current/Current Assets as Restated appearing in Annexure 13 to this report;
- n. Details of Inventories as Restated appearing in Annexure 14 to this report;

- o. Details of Trade Receivables as Restated appearing in Annexure 15 to this report;
  - p. Details of Cash and cash equivalent as Restated appearing in Annexure 16 to this report;
  - q. Details of Long/Short term loans & Advances as Restated appearing in Annexure 17 to this report;
  - r. Details of Revenue from operations as Restated appearing in Annexure 18 to this report;
  - s. Details of Other Income as Restated appearing in Annexure 19 to this report;
  - t. Details of Cost of Material Consumed as restated appearing in Annexure 20 to this report;
  - u. Details of Employee Benefit Expense as restated appearing in Annexure 21 to this report;
  - v. Details of Finance Cost as restated appearing in Annexure 22 to this report;
  - w. Details of Depreciation as restated appearing in Annexure 12 to this report;
  - x. Details of Other Expense as restated appearing in Annexure 23 to this report;
  - y. Details of Statement of Accounting and other Ratios as Restated appearing in Annexure 24 to this report;
  - z. Details of Statement of Tax Shelter as Restated appearing in Annexure 25 to this report;
  - aa. Statement of Capitalization as Restated appearing in Annexure 26 to this report;
  - bb. Details of Related Party transactions as Restated appearing in Annexure 27 to this report;
  - cc. Details of Additional Notes as Restated appearing in Annexure 28 to this report;
  - dd. Details of Statement of Ratios as Restated appearing in Annexure 29 to this report;
8. We, Keyur Shah & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
  9. The preparation and presentation of the Restated Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Restated Financial Statements and information referred to above is the responsibility of the management of the Company.
  10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
  11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
  12. In our opinion, the above financial information contained in Annexure 1 to 29 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
  13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing

**For, Keyur Shah & Associates**  
**Chartered Accountants**  
**Firm’s Registration No.: 333288W**

**Sd/-**

**Akhlaq Ahmad Mutvalli**  
**Partner**  
**Membership No.: 181329**  
**UDIN - 24181329BKCCAT6713**

**Date: 19<sup>th</sup> July, 2024**  
**Place: Ahmedabad**

**Annexure1: Restated Summary Statement of Assets and Liabilities**

Particulars	Annexure	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>Equity and Liabilities</b>				
<b>Shareholders' Funds</b>				
Share Capital	5	510.00	10.00	10.00
Reserves and Surplus	6	353.40	254.93	54.06
<b>Total Equity</b>		<b>863.40</b>	<b>264.93</b>	<b>64.06</b>
<b>Non-Current Liabilities</b>				
Long-Term Borrowings	7	503.92	52.00	51.39
Deferred Tax Liabilities (Net)	8	-	-	0.63
Long-Term Provisions	9	3.44	0.63	-
<b>Total Non- Current Liabilities</b>		<b>507.36</b>	<b>52.63</b>	<b>52.02</b>
<b>Current liabilities</b>				
Short-term borrowings	7	1,657.51	783.10	318.44
Trade payables	10			
i) Total outstanding dues of micro enterprise and small enterprise		-	11.27	204.74
ii) Total outstanding dues other than micro enterprise and small enterprise		431.17	31.37	150.31
Other current liabilities	11	389.30	437.51	132.89
Short-term provisions	9	43.81	64.15	10.31
<b>Total Current Liabilities</b>		<b>2,521.79</b>	<b>1,327.40</b>	<b>816.69</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>3,892.55</b>	<b>1,644.96</b>	<b>932.77</b>
<b>Assets</b>				
<b>Non-Current Assets</b>				
Property, Plant and Equipment and Intangible Assets				
(i) Property, Plant and				
Equipment	12	331.51	100.85	66.21
Deferred tax assets (net)	8	5.47	1.70	-
Other Non-Current Assets	13	201.91	-	-
<b>Total Non-Current Assets</b>		<b>538.89</b>	<b>102.55</b>	<b>66.21</b>
<b>Current Assets</b>				
Inventories	14	876.79	320.12	118.49
Trade Receivables	15	1,321.27	584.33	504.62
Cash and Cash Equivalent	16	279.85	25.74	52.37
Short-Term Loans and Advances	17	735.55	611.17	169.45
Other Current Assets	13	140.20	1.05	21.63
<b>Total Current Assets</b>		<b>3,353.66</b>	<b>1,542.41</b>	<b>866.56</b>
<b>TOTAL ASSETS</b>		<b>3,892.55</b>	<b>1,644.96</b>	<b>932.77</b>

**Note:**

As per our report of even date attached

**For, Keyur Shah & Associates**  
**F.R. No: 333288W**  
**Chartered Accountants**

**For & on behalf of Board of Directors**

Sd/-  
**Akhlaq Ahmad Mutvalli**  
**Partner**  
**M No. : 181329**  
**UDIN:24181329BKCCAT6713**

Sd/-  
**Rahul Senghani**  
**(Whole Time Director)**  
**DIN: 07563530**

Sd/-  
**Haresh Senghani**  
**(Managing Director)**  
**DIN: 08163360**

Sd/-  
**Gaurav Mehta**  
**Chief Financial Officer**  
**PAN: ALWPM7998N**

Sd/-  
**Zehra Murtuza Ghadiali**  
**Company Secretary**  
**PAN : BKRPR4272F**

**Place : Ahmedabad**  
**Date : July 19, 2024**

**Place : Ahmedabad**  
**Date : July**  
**19, 2024**



Particulars	Annexure	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Revenue</b>				
Revenue from operations	18	23,778.48	14,280.56	4,847.02
Other income	19	59.09	3.39	-
<b>Total Income</b>		<b>23,837.57</b>	<b>14,283.95</b>	<b>4,847.02</b>
<b>Expenses</b>				
Cost of materials consumed	20	22,358.93	13,476.45	4,526.68
Employee Benefits Expense	21	107.16	91.85	17.13
Finance Costs	22	155.47	58.44	4.38
Depreciation and amortisation Expense	12	43.71	22.01	2.75
Other Expenses	23	698.25	355.60	221.68
<b>Total Expenses</b>		<b>23,363.52</b>	<b>14,004.35</b>	<b>4,772.62</b>
<b>PROFIT BEFORE EXCEPTIONAL &amp; EXTRAORDINARY ITEMS &amp; TAX</b>		<b>474.05</b>	<b>279.60</b>	<b>74.40</b>
Exceptional/Prior Period Items		-	-	-
<b>Profit Before Tax</b>		<b>474.05</b>	<b>279.60</b>	<b>74.40</b>
<b>Tax Expense</b>				
Current tax		129.36	81.06	19.71
Deferred tax (credit)/charge		(3.78)	(2.33)	0.63
<b>Total Tax Expenses</b>		<b>125.58</b>	<b>78.73</b>	<b>20.34</b>
<b>Profit for the Year</b>		<b>348.47</b>	<b>200.87</b>	<b>54.06</b>
<b>Earnings per equity share of Rs. 10/- each (in Rs.)</b>				
a) Basic/Diluted EPS	24	8.99	200.87	54.06
b) Adjusted/Diluted EPS (Post bonus Issue)	24	8.99	7.73	2.08

**Note:**

As per our report of even date attached

For, Keyur Shah &amp; Associates

F.R. No: 333288W

Chartered Accountants

UDIN:24181329BKCCAT6713

Sd/-

Akhlq Ahmad Mutvalli

Partner

M No. : 181329

Place : Ahmedabad Date : July 19, 2024

For &amp; on behalf of Board of Directors

Sd/-

Rahul Senghani  
(Whole Time Director)  
DIN: 07563530

Sd/-

Gaurav Mehta  
Chief Financial  
Officer

Sd/-

Haresh Senghani  
(Managing Director)  
DIN: 08163360

Sd/-

Zehra Murtuza Ghadiali  
Company Secretary

Annexure 3: Restated Summary Cash Flow Statement

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>A. Cash flow from operating activities</b>			
Profit before tax, as restated	474.05	279.60	74.40
Adjustments for :			
Depreciation and amortisation expense	43.71	22.01	2.75
Finance costs	155.47	58.44	4.38
<b>Operating profit before working capital changes</b>	<b>673.23</b>	<b>360.05</b>	<b>81.53</b>
<b>Changes in working capital:</b>			
(Increase) / decrease Inventories	(556.67)	(201.63)	(118.48)
(Increase) / decrease in Trade Receivables	(736.94)	(79.71)	(504.62)
(Increase) / decrease in Other Non Current Assets	(201.91)	-	-
(Increase) / decrease in Other Current Assets	(139.15)	20.58	(21.63)
Increase / (decrease) in Trade Payables	388.53	(312.41)	355.05
(Increase) / decrease in Short term Loans and Advances	(124.38)	(441.72)	(169.45)
Increase / (decrease) in Other Current Liabilities	(48.20)	304.62	132.89
Increase / (decrease) in Long Term Provision	2.81	0.63	-
Increase / (decrease) in Short Term Provision	(20.34)	53.84	10.30
<b>Cash generated from / (utilised in) operations</b>	<b>(763.02)</b>	<b>(295.75)</b>	<b>(234.41)</b>
Less : Income tax paid	(129.36)	(81.06)	(19.71)
<b>Net cash flow generated from/ (utilised in) operating activities (A)</b>	<b>(892.38)</b>	<b>(376.81)</b>	<b>(254.12)</b>
<b>B. Cash flow from investing activities</b>			
Purchase of property, plant and equipment	(274.37)	(56.65)	(68.96)
<b>Net cash flow utilised in investing activities (B)</b>	<b>(274.37)</b>	<b>(56.65)</b>	<b>(68.96)</b>
<b>C. Cash flow from financing activities</b>			
Proceeds from issuance of shares	250.00	-	10.00
Net of Repayment/Proceeds from Short Term Borrowings	874.41	464.66	318.44
Net of Repayment/Proceeds from Long Term Borrowings	451.92	0.61	51.39
Interest/Finance Charges Paid	(155.47)	(58.44)	(4.38)
<b>Net cash flow generated from/ (utilised in) financing activities (C)</b>	<b>1,420.86</b>	<b>406.83</b>	<b>375.45</b>
<b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>	<b>254.11</b>	<b>(26.63)</b>	<b>52.37</b>
Cash and cash equivalents at the beginning of the period/ year	25.74	52.37	-
<b>Cash and cash equivalents at the end of the period/ year</b>	<b>279.85</b>	<b>25.74</b>	<b>52.37</b>

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 1, 2 and 4. The Cash Flow Statement has been prepared under Indirect Method as set out in Accounting Standard 3, 'Cash Flow Statements' notified under Section 133 of the Companies Act, 2013.

As per our report of even date attached

For, Keyur Shah & Associates  
F.R. No: 333288W  
Chartered Accountants  
Sd/-  
Akhlaq Ahmad Mutvalli  
Proprietor  
M.No.: 153774  
UDIN:24181329BKCCAT6713

For & on behalf of Board of Directors

Sd/-  
Rahul Senghani  
(Whole Time Director)  
DIN: 07563530

Sd/-  
Haresh Senghani  
(Managing Director)  
DIN: 08163360

Sd/-  
Gaurav Mehta  
Chief Financial Officer  
PAN: ALWPM7998N  
Place : Ahmedabad  
Date : July 19, 2024

Sd/-  
Zehra Murtuza  
Ghadiali  
Company Secretary  
PAN : BKRPR4272F

Place : Ahmedabad  
Date : July 19, 2024

## **Annexure 4: NOTES TO THE RESTATEMENT**

### **A. Background of the Company**

'NEXXUS PETRO INDUSTRIES LIMITED. Is A Company Domiciled In India Having Cin: U50400GJ2021PLC126116 The Registered Office Of The Company is Located at B-811 Swati Trinity, Applewood Township Sananthal Sanand, Sarkhej, Ahmedabad, Dascroi, Gujarat, India, 382210. The Company Is Engaged in the Business of Manufacture and trading of Bitumen and other similar items.

### **B. SIGNIFICANT ACCOUNTING POLICIES**

#### **a. BASIS OF PREPARATION**

The summary statement of restated assets and liabilities of the Company as at 31st March 2024, 31st March 2023 and 31st March, 2022 and the related summary statement of restated profit and loss and cash flows for the year ended 31 st March 2024, 31st March 2023 and 31st March, 2022 (collectively referred to as the "Restated summary financial information") have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO'). The restated summary financial information has been prepared by applying necessary adjustments to the financial statements ('financial statements') of the Company. The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the accounting standards specified under section 133 of the Companies Act, 2013, of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations 2009, as amended (the "Regulations"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistently applied.

#### **b. USE OF ESTIMATES**

The preparation of the financial statements is in conformity with Indian GAAP (Generally Accepted Accounting Principles) which requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities as on the date of the financial statements. The estimates and assumptions made and applied in preparing the financial statements are based upon management's best knowledge of current events and actions as on the date of financial statements. However, due to uncertainties attached to the assumptions and estimates made actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

#### **c. REVENUE RECOGNITION:**

(i) Revenue from sale of goods is recognised when significant risk and rewards of ownership of the goods have been passed to the buyer and it is reasonable to expect ultimate collection. Sale of goods is recognised net of GST and other taxes as the same is recovered from customers and passed on to the government.

(ii) Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(iii) Rent on immovable properties is recognised on accrual basis as per the agreement with the party.

(iv) Dividend income is recognised when right to receive is established.

#### **d. FOREIGN CURRENCY TRANSACTIONS:**

##### **Initial recognition**

Transactions in foreign currency are accounted for at exchange rates prevailing on the date of the transaction.

##### **Measurement of foreign currency monetary items at Balance Sheet date**

Foreign currency monetary items (other than derivative contracts) as at Balance Sheet date are restated at the period end rates.

##### **Exchange difference**

Exchange differences arising on settlement of monetary items are recognised as income or expense in the period in which they arise.

Exchange difference arising on restatement of foreign currency monetary items as at the year end being difference between exchange rate prevailing on initial recognition/subsequent restatement on reporting date and as at current reporting date is adjusted in the Statement of Profit & Loss for the respective year.

Any expense incurred in respect of Forward contracts entered into for the purpose of hedging is charged to the Statement of Profit and loss.

##### **Forward Exchange Contract**

The Premium or discount arising at the inception of the Forward Exchange contracts entered into to hedge an existing asset/liability, is amortized as expense or income over the life of the contract. Exchange Differences on such contracts are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change. Any Profit or Loss arising on cancellation or renewal of such a forward contract is recognized as income or expense in the period in which such cancellation or renewal is made.

#### **e. INVESTMENTS**

Non-Current/ Long-term Investments are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Current investments are carried at lower of cost and fair value determined on an individual basis. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

#### **f. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**

##### **(i) Tangible Assets**

Property, plant and equipment are stated at historical cost less accumulated depreciation, and accumulated impairment loss, if any. Historical cost comprises of the purchase price including duties and non-refundable taxes, borrowing cost if capitalization criteria are met, directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management and initial estimate of decommissioning, restoring and similar liabilities.

Subsequent costs related to an item of property, plant and equipment are recognized as a separate asset, as appropriate, only when it is probable

that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in statement of profit and loss during the reporting period when they are incurred.

An item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from de-recognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is de-recognized.

**g. DEPRECIATION AND AMORTISATION**

The Company provides for depreciation on tangible assets to the extent of depreciable amount on written down value method. Depreciation is provided based on useful life and residual value of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on additions to assets or on sale / discardment of assets is provided on pro rata basis from the month in which assets have been put to use, up to the month prior to the month in which assets have been disposed off. Depreciation on additions to assets is provided over the residual life of the respective asset.

Leasehold improvements are amortised over of the lease or life of the asset whichever is less.

**h. INVENTORIES:**

Inventories of traded goods are valued at lower of cost and net realizable value. Cost comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition . Cost formula used is First in First Out Method.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make the sale.

**i. IMPAIRMENT OF ASSETS:**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the statement of profit and loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

**j. EMPLOYEE BENEFITS:**

(i) Short-term employee benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of Profit and loss for the year which includes benefits like salary, wages, bonus and are recognised as expenses in the period in which the employee renders the related service

(ii) Post employment benefits:

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit Plans

Unfunded Plan: The Company has a defined benefit plan for Post-employment benefit in the form of Gratuity.

Liability for the above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit method.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company recognises termination benefit as a liability and an expense when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

**k. BORROWING COST**

Borrowing costs are interest, commitment charges and other costs incurred by an enterprise in connection with Short Term/ Long Term borrowing of funds. Borrowing cost directly attributable to acquisition or construction of qualifying assets are capitalized as a part of the cost of the assets, upto the date the asset is ready for its intended use. All other borrowing costs are recognized in the Statement of Profit and Loss in the year in which they are incurred.

**I. EARNINGS PER SHARE:**

The earnings in ascertaining the Company's EPS comprises the net profit after tax attributable to equity shareholders and includes the post tax effect of any extraordinary items. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax attributable to Equity Shareholders (including the post tax effect of extra ordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period.

**m. TAXATION:**

Tax expense for the year comprising current tax & deferred tax are considered in determining the net profit for the year. Provision is made for current tax and based on tax liability computed in accordance with relevant tax laws applicable to the Company. Provision is made for deferred tax for all timing difference arising between taxable incomes & accounting income at currently enacted or substantively enacted tax rates, as the case may be. Deferred tax assets (other than in situation of unabsorbed depreciation and carry forward losses) are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date. Deferred tax assets, in situation of unabsorbed depreciation and carry forward losses under tax laws are recognised only to the extent that where is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be recognised. Deferred Tax Assets and Deferred Tax Liability are been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liability and where the Deferred Tax Asset and Deferred Tax Liability relate to Income taxes is levied by the same taxation authority.

**n. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:****(i) Provisions**

A provisions is recognized when the Company has a present obligation as a result of past event, if it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation.

**(ii) Contingent Liability**

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only on the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**(ii) Contingent Assets**

Contingent Assets are neither recognised nor disclosed in the financial statements.

**o. CASH & CASH EQUIVALENTS**

Cash & cash equivalents comprise cash and cash on deposit with banks and corporations. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amount of cash to be cash equivalents.

**Annexure 4: Statement of Notes to the Restated Financial Information****C. Contingent liabilities and commitments****(i) Contingent liabilities****(Amount in Lakhs)**

Particulars	As at 31 March,2024	As at 31 March,2023	As at 31 March,2022
<b>Claims against the Company not acknowledged as debt</b>			
Bank Guarantees	-	-	-
Indirect Tax Liability	-	-	-
Direct Tax Liability	-	-	-
	-	-	-

**D. Earning & Expenditure in foreign currency on accrual basis****(Amount in Lakhs)**

Particulars	As at 31 March,2024	As at 31 March,2023	As at 31 March,2022
<b>Foreign Currency Expenditure (Net off Remittance Charges)</b>			
Earning	-	-	-
Purchase	2,712.02	2,237.15	-
Expenses	-	-	-

**E. The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:****(Amount in Lakhs)**

Particulars	As at 31 March,2024	As at 31 March,2023	As at 31 March,2022
Foreign Currency Exposure that have not been Hedged by Derivative Instruments	-	-	-

**F. Changes in Accounting Policies in the Years Covered In The Restated Financials**

There is no change in significant accounting policies adopted by the Company.

## G. Notes On Restatement Made In The Restated Financials

- The financial statements including financial information have 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 as those appearing in the respective audited financial statements for the relevant years.
- Contingent liabilities and commitments (to the extent not provided for) - A disclosure for a contingent liability is also made when there is a possible obligation that may, require an outflow of the Company's resources.
- Figures have been rearranged and regrouped wherever practicable and considered necessary.
- The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.
- The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.
- Realizations: In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.
- 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 rounded off to nearest lakhs. Figures in brackets indicate negative values.

## H. Restatement adjustments, Material regroupings and Non-adjusting items

### (a) Impact of restatement adjustments

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective years and its impact on profits.

Particulars	(Amount in Lakhs)		
	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Profit after tax as per audited financial statements	352.00	201.11	56.27
<b>Adjustments to net profit as per audited financial statements</b>			
Increase / Decrease in Expenses/Income (refer note (b)(i) below)	(4.38)	(0.49)	(1.65)
Excess / Short Provision for Tax/MAT (refer note (b)(ii) below)	0.85	(0.20)	(0.00)
Differed Tax Liability / Assets Adjustments (refer note (b)(iii) below)	0.00	0.45	(0.55)
<b>Total adjustments</b>	<b>(3.53)</b>	<b>(0.24)</b>	<b>(2.21)</b>
<b>Restated profit after tax for the years</b>	<b>348.47</b>	<b>200.87</b>	<b>54.06</b>

Note:

- A positive figures represents addition and figures in brackets represents deletion in the corresponding head in the audited financial statements for respective reporting periods to arrive at the restated numbers.

### (b) Explanatory notes for the restatement adjustments

- The Amount relating to the Income / Expenses have been adjusted in the year to which the same related to & under which head the same relates to.
- The Company has provided Excess or Short Provision/MAT in the year in which the Income Tax Return has been filled for the respective financial year But in the Restated Financial Information the company has provided Excess or Short Provision/MAT in the year to which it relates to.
- There is change in deferred tax assets / liabilities as per audited books of accounts and as per restated books for respective financial covered under the restated financial information and the same has been given effect in the year to which the same relates to.

### To give Explanatory Notes Regarding Adjustment :-

Appropriate adjustment have been made in the restated financial statement, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them I line with the groupings asper audited financail of the company for all the years and teh requirements of teh Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulation 2018.

(c)	Reconciliation of restated Equity / Networth:	(Amount in Lakhs)		
		As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
	Particulars			
	<b>Equity / Networth as per Audited Financials</b>	869.38	267.38	66.27

	<u>Adjustment for:</u>			
	Difference Pertaining to changes in Profit / Loss due to Restated Effect for the Year covered in Restated Financial	(5.98)	(2.45)	(2.21)
	Equity / Networth as Restated	<b>863.40</b>	<b>264.93</b>	<b>64.06</b>

**To give Explanatory Notes Regarding Adjustment :-**

Appropriate adjustment have been made in the restated financial statement, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them I line with the groupings as per audited financial of the company for all the years and the requirements of the Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulation 2018.

<b>Annexure 5: Restated Statement of Share capital</b>				<b>(Amount in Lakhs)</b>
<b>Particulars</b>		<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
<b>Authorised share capital</b>				
Equity shares of Rs. 10 each				
- Number of shares		70,00,000	1,00,000	1,00,000
- Amount in Rs.		700.00	10.00	10.00
		<b>700.00</b>	<b>10.00</b>	<b>10.00</b>
<b>Issued, subscribed and fully paid up</b>				
Equity shares of Rs. 10 each				
- Number of shares		51,00,000	1,00,000	1,00,000
- Amount in Rs.		510.00	10.00	10.00
		<b>510.00</b>	<b>10.00</b>	<b>10.00</b>
<b>Reconciliation of equity share capital</b>				
<b>Particulars</b>		<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
<b>Balance at the beginning of the year</b>				
- Number of shares		1,00,000	1,00,000	-
- Amount in Rs.		10.00	10.00	-
<b>Add: Shares issued during the year</b>				
- Number of shares		25,00,000	-	1,00,000
- Amount in Rs.		250.00	-	10.00
<b>Add: Bonus Shares issued during the year</b>				
- Number of shares		25,00,000	-	-
- Amount in Rs.		250.00	-	-
<b>Balance at the end of the year</b>				
- Number of shares		<b>51,00,000</b>	<b>1,00,000</b>	<b>1,00,000</b>
- Amount in Rs.		<b>510.00</b>	<b>10.00</b>	<b>10.00</b>

Note :

- The company has allotted 25,00,000 Bonus equity shares of Rs. 10/- each to the existing shareholders of the Company in the ratio of 25:1 (25 equity shares for every 1 equity shares) ranked pari passu to existing equity share in every aspect in the board meeting dated September 08, 2023.
- The company has allotted 25,00,000 Right equity shares of Rs. 10/- each to the existing shareholders of the Company ranked pari passu to existing equity share in every aspect in the board meeting dated September 27, 2023.

<b>Shareholders holding more than 5% of the shares of the Company</b>				
<b>Particulars</b>		<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
<b>Equity shares of Rs. 10 each</b>				
<b>Hareesh Senghani</b>				
- Number of shares		19,00,000	25,000	25,000
- Percentage holding (%)		37.25%	25.00%	25.00%
<b>Hinaben Senghani</b>				
- Number of shares		1,95,000	25,000	25,000
- Percentage holding (%)		3.82%	25.00%	25.00%
<b>Manishaben Senghani</b>				
- Number of shares		1,95,000	25,000	25,000
- Percentage holding (%)		3.82%	25.00%	25.00%
<b>Rahul Senghani</b>				
- Number of shares		19,00,000	25,000	25,000
- Percentage holding (%)		37.25%	25.00%	25.00%



<b>Jignesh Senghani</b>				
- Number of shares		3,90,000	-	-
- Percentage holding (%)		7.65%	0.00%	0.00%
<b>Mohanlal Senghani</b>				
- Number of shares		2,60,000	-	-
- Percentage holding (%)		5.10%	0.00%	0.00%
<b>Particulars</b>	<b>Shares held by Promoters at the end of the Year</b>			
	<b>For the Year ended 31 March 2024</b>			
		<b>No of Shares</b>	<b>% of total Shares</b>	<b>% Change during the Year</b>
Haresh Senghani		19,00,000	37.25%	12.25%
Hinaben Senghani		1,95,000	3.82%	-21.18%
Manishaben Senghani		1,95,000	3.82%	-21.18%
Rahul Senghani		19,00,000	37.25%	12.25%
<b>Particulars</b>	<b>Shares held by Promoters at the end of the year</b>			
	<b>For the year ended 31 March 2023</b>			
		<b>No of Shares</b>	<b>% of total Shares</b>	<b>% Change during the year</b>
Haresh Senghani		25,000	25.00%	0.00%
Hinaben Senghani		25,000	25.00%	0.00%
Manishaben Senghani		25,000	25.00%	0.00%
Rahul Senghani		25,000	25.00%	0.00%
<b>Particulars</b>	<b>Shares held by Promoters at the end of the year</b>			
	<b>For the year ended 31 March 2022</b>			
		<b>No of Shares</b>	<b>% of total Shares</b>	<b>% Change during the year</b>
Haresh Senghani		25000	25.00%	100.00%
Hinaben Senghani		25000	25.00%	100.00%
Manishaben Senghani		25000	25.00%	100.00%
Rahul Senghani		25000	25.00%	100.00%

#### Terms & Rights attached to Equity Shares.

The Company has only one class of share referred to as Equity Shares having a par value of Rs.10/- each. Each holder of Equity Shares is entitled to one vote per share. Dividend on such shares is payable in proportion to the paid up amount. Dividend (if any) recommended by board of directors (other than interim dividend) is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of winding up of the company, the holder of Equity Shares will be entitled to receive any of the remaining assets of the company after all preferential amounts and external liabilities are paid in full. However, no such preferential amount exists currently. The distribution of such remaining assets will be on the basis of number of Equity Shares held and the amount paid up on such shares.

(i) The Figures disclosed above are based on the summary statement of assets and liabilities of the company

(ii) The above statement should be read with the restated statement of assets & liabilities, Restated statement of Profit & Loss, Restated statement of Cashflow, significant accounting policies & notes to restated summary statements as appearing in annexures 1, 2, 3 & 4 respectively.

#### Annexure 6: Restated Statement of Reserves and surplus

(Amount in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>A. Securities premium account</b>			
Balance at the beginning of the year	-	-	-
Add : On Shares Issued	-	-	-
Less : Issue of Bonus Shares	-	-	-
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B. Surplus in the Restated Summary Statement of Profit and Loss</b>			
Balance at the beginning of the year	254.93	54.06	-
Add / Less :-Prior Period Expense/ Income	-	-	-
Less : Issue of Bonus Shares	250.00	-	-
Add : Transferred from the Restated Summary Statement of Profit and Loss	348.47	200.87	54.06
<b>Balance at the end of the year</b>	<b>353.40</b>	<b>254.93</b>	<b>54.06</b>
<b>Total (A+B)</b>	<b>353.40</b>	<b>254.93</b>	<b>54.06</b>

Note:

1. The Figures disclosed above are based on the summary statement of assets and liabilities of the company

2. The above statement should be read with the restated statement of assets & liabilities, Restated statement of Profit & Loss, Restated statement of Cashflow, significant accounting policies & notes to restated summary statements as appearing in annexures 1, 2, 3 & 4 respectively.

<b>Annexure 7: Restated Statement of Long-term / Short-term borrowings</b>					<b>(Amount in Lakhs)</b>	
<b>Particulars</b>	<b>As at 31st March, 2024</b>		<b>As at 31st March, 2023</b>		<b>As at 31st March, 2022</b>	
	<b>Long-term</b>	<b>Short-term</b>	<b>Long-term</b>	<b>Short-term</b>	<b>Long-term</b>	<b>Short-term</b>
<b>Secured</b>						
(a) Loans from Banks	68.44	1,201.50	-	783.10	-	297.97
Current Maturity	(7.77)	7.77	-	-	-	-
	<b>60.67</b>	<b>1,209.27</b>	<b>-</b>	<b>783.10</b>	<b>-</b>	<b>297.97</b>
<b>Unsecured</b>						
<b>(b) Loans from , Directors, Members, Related Parties, &amp; Inter Corporate Deposit</b>						
From Directors, Members, & Related Parties	51.75	-	52.00	-	51.39	20.47
(C) From banks and NBFC's	839.74					
Current Maturity	(448.24)	448.24				
	<b>443.25</b>	<b>448.24</b>	<b>52.00</b>	<b>-</b>	<b>51.39</b>	<b>20.47</b>
<b>Total Borrowings</b>	<b>503.92</b>	<b>1,657.51</b>	<b>52.00</b>	<b>783.10</b>	<b>51.39</b>	<b>318.44</b>

(Amount in Lakhs)

## NOTE - 7.1: Statement of Details regarding Loan From Banks (Secured)

Long Term Borrowing									
Sr No.	Lender	Nature of Facility	Type of Limit	Loan	Outstanding as on 31st March, 2024	Rate of Interest/Margin	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	ICICI Bank Limited	Term Loan	Main Limit	70.00	68.44	9.50%	60M	Exclusive Charge i.e Lien Marking on ICICI Bank Non Callable FD Rs.17 Mn. Total SL Rs.17 Mn (Rs.10 OD and Rs.7 Mn TL) against Callable FD Rs.17 Mn with Collateral cover of 100%. PERSONAL GUARANTEE OF HARESH SENGHANI, RAHUL SENGHANI & JIGNESH SENGHANI.	Borrower to maintain collateral cover at 100 % during currency of bank finance and proportionate limit disbursement shall be done keeping collateral cover 100%.

## NOTE - 7.2: Statement of Details regarding Loan From Banks &amp; NBFCs (Unsecured)

(Amount in Lakhs)

Long Term Borrowing									
Sr No.	Lender	Nature of Facility	Type of Limit	Loan	Outstanding as on 31st March, 2024	Rate of Interest/Margin	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	AXIS BANK	BUSINESS LOAN	Main Limit	58.90	52.22	14.75%	24M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
2	BAJAJ FINANCE LIMITED	BUSINESS LOAN OD	Main Limit	43.95	39.37	16.50%	18M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
3	CHOLAMANDALAM FINANCE	BUSINESS LOAN	Main Limit	50.00	46.18	16.00%	24M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
4	GODREJ FINANCE LIMITED	BUSINESS LOAN	Main Limit	40.00	36.95	16.00%	24M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
5	HDFC BANK LIMITED	BUSINESS LOAN	Main Limit	72.62	61.58	14.50%	18M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF	N A

								HARESH SENGHANI & RAHUL SENGHANI	
6	ICICI BANK TERM LOAN	BUSINESS LOAN	Main Limit	90.00	83.73	15.00%	36M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
7	IDFC FIRST BANK LTD	BUSINESS LOAN	Main Limit	76.50	70.96	15.00%	24M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
8	INDUSIND BANK LTD	BUSINESS LOAN	Main Limit	50.00	44.88	15.50%	18M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
9	KISETU SAISON FINSERVE	BUSINESS LOAN	Main Limit	26.30	24.30	16.00%	24M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
10	KOTAK MAHINDRA BANK LTD	BUSINESS LOAN	Main Limit	75.00	58.26	15.00%	13M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
11	L AND T FINANCE	BUSINESS LOAN	Main Limit	75.00	66.08	15.50%	24M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
12	POONAWALA FINANCE	BUSINESS LOAN	Main Limit	40.10	37.01	15.00%	24M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
13	SHRIRAM FINANCE LTD	BUSINESS LOAN	Main Limit	50.00	46.17	16.00%	24M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
14	SMFG	BUSINESS LOAN	Main Limit	75.12	69.32	15.00%	25M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
15	TATA CAPITAL FINANCE	BUSINESS LOAN	Main Limit	60.00	55.38	15.25%	24M	NO SECURITY GIVEN - PERSONAL	N A

								GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	
16	UNITY SMALL	BUSINESS LOAN	Main Limit	51.00	47.34	16.00%	24M	NO SECURITY GIVEN - PERSONAL GUARANTEE OF HARESH SENGHANI & RAHUL SENGHANI	N A
<b>Total</b>					<b>839.74</b>				

**NOTE - 7.3: Statement of Details regarding Loan From Related Party (Unsecured)**

(Amount in Lakhs)

Long Term Borrowing									
Sr No.	Lender	Nature of Facility	Type of Limit	Loan	Outstanding as on 31st March, 2024	Rate of Interest/Margin	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	Haresh Senghani	Unsecured Loan	Main Limit	31.75	31.75	0.00%	Repayable On Demand	No security given	N A
2	Hinaben Senghani	Unsecured Loan	Main Limit	20.00	20.00	0.00%	Repayable On Demand	No security given	N A
<b>Total</b>					<b>51.75</b>				

**NOTE - 7.4: Statement of Details regarding Loan From Bank (Secured and Unsecured)**

(Amount in Lakhs)

Short Term Borrowing									
Sr No.	Lender	Nature of Facility	Type of Limit	Loan	Outstanding as on 31st March, 2024	Rate of Interest/Margin	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	YES BANK	Cash Credit	Main Limit	1,000.00	649.48	9.00%	12M	1. Plot No 1 and 2, R S No 285/3 Mangalam Green B/H Port Plaza Complex Mota Kapaya Mundra Kachchh- 370415 Self occupied by Nexxus Petro Industries Pvt Ltd Equitable/Registered mortgage to be done 2. Plot No 68 Paiki North part and Plot no 69 paiki south part Sr no (68/1,68/3 and 69/1)Final Sr No 68/1 Diya Park 02 Mundra Kachchh, 370421- Self occupied by Mr. Mohanlal Senghani	Personal Guarantee: 1 Mohanlal Jivraj Senghani 2 Manishaben Rahul Senghani 3 Haresh Mohanlal Senghani 4 Hinaben Haresh Senghani 5 Rahul Mohanlal Senghani 6 Vijyaben Senghani 7 Jignesh
	YES BANK	Import Bill Financing	(Sub limit) of Cash credit	- 1,000.00	506.78	8.00%	90D		
	YES BANK	Letter Of Credit - Domestic Usance	(Sub limit) of Cash credit	- 800.00	-	1.25%	90D		
	YES BANK	Letter Of Credit - Foreign Usance	(Sub limit) of Cash credit	- 800.00	-	1.25%	90D		

	YES BANK	Stand By Letter Of Credit	(Sub limit) of Cash credit	- <b>800.00</b>	-	1.25%	30D	father of promoter Equitable/Registered mortgage to be done 3. Office no 807 8th floor B square-1 Binori business square, survey no378/1 (old sr no 1051,1055) TPS no 51 FP no 64/1 Mouje- Jodhpur Ahmedabad- 380054 Self occupied by Mr. Rahul Senghani Equitable/Registered mortgage to be done	Mohanlal Senghani
	YES BANK	Working Capital Demand Loan	(Sub limit) of Cash credit	- <b>800.00</b>	-	8.90%	90D		
	YES BANK	Import Bill Financing	Main Limit	<b>469.50</b>	-	8.00%	90D		
	YES BANK	Term Loan	Main Limit	<b>5.00</b>		11.70%	24M	4. Equitable/Registered mortgage to be done on Plot No 4 and 5 Sr no 71/2 Vishvas Commercial Adani Port Road Near Shiv temple Nana Kapaya Mundra Kachchh 370421 5. Plot No 3 Sr No 285/3 Mangalam Green B/H Port Plaza Complex Mota Kapaya- Self occupied by Nexxus Petro Industries Pvt Ltd Equitable/Registered mortgage to be done 6. Exclusive charge on current assets and MFA for both present and future	
2	ICICI Bank Limited	Working Capital	Main Limit	<b>100.00</b>	45.24	9.50%	Repayable On Demand	Exclusive Charge i.e Lien Marking on ICICI Bank Non Callable FD Rs.17 Mn. Total SL Rs.17 Mn (Rs.10 OD and Rs.7 Mn TL) against Callable FD Rs.17 Mn with Collateral cover of 100%. PERSONAL GUARANTEE OF HARESH SENGHANI, RAHUL SENGHANI & JIGNESH SENGHANI.	Borrower to maintain collateral cover at 100 % during currency of bank finance and proportionate limit disbursement shall be done keeping collateral cover 100%.
<b>Total</b>					<b>1,201.50</b>				

<b>Annexure 8: Deferred Tax Assets/Liabilities</b>				<b>(Amount in Lakhs)</b>		
<b>Particulars</b>	<b>As at 31st March, 2024</b>		<b>As at 31st March, 2023</b>		<b>As at 31 March, 2022</b>	
	<b>Deferred Tax Assets &amp; Liabilities Provision</b>					
Dep As Per Companies Act 2013	43.71		22.01		2.75	
Dep As Per Income Tax Act	31.58		14.28		5.17	
<b>Difference in WDV</b>	<b>(12.13)</b>		<b>(7.73)</b>		<b>2.42</b>	
Gratuity Expense	(2.87)		(0.63)		-	
Unabsorbed Depreciation & Business Loss			-		-	
<b>Total Timming Differece</b>	<b>(15.00)</b>		<b>(8.36)</b>		<b>2.42</b>	
Tax Rate as per Income Tax	25.17%		27.82%		26.00%	
(DTA) / DTL	(3.78)		(2.33)		0.63	
<b>Deferred Tax Assets &amp; Liabilities Summary</b>						
<b>Opening Balance of (DTA) / DTL</b>	<b>(1.70)</b>		<b>0.63</b>		<b>-</b>	
Add: Provision for thePeriod	(3.78)		(2.33)		0.63	
<b>Closing Balance of (DTA) / DTL</b>	<b>(5.47)</b>		<b>(1.70)</b>		<b>0.63</b>	
<b>Note:</b>						
In accordance with accounting standard 22, Accounting for taxes on income, issued by the institute of Chartered Accountant of India, the Deferred Tax Laibilities (net of Assets) is provided in the books of account as at the end of the year						
<b>Annexure 9: Restated Statement of Provisions</b>				<b>(Amount in Lakhs)</b>		
<b>Particulars</b>	<b>As at 31st March, 2024</b>		<b>As at 31st March, 2023</b>		<b>As at 31 March, 2022</b>	
	<b>Long-term</b>	<b>Short-term</b>	<b>Long-term</b>	<b>Short-term</b>	<b>Long-term</b>	<b>Short-term</b>
<b>Provision for employee benefits:</b>						
Provision for gratuity & Leave Encashment	3.44	0.06	0.63	0.00	-	-
Tds / Tcs Payables		9.98		4.49		5.18
Provision for Expenses & Others		11.44	-	0.70	-	0.70
Provision For Income Tax (Net of advance tax & Tds)		22.33	-	58.96		4.43
	<b>3.44</b>	<b>43.81</b>	<b>0.63</b>	<b>64.15</b>	<b>-</b>	<b>10.31</b>

**Note:**

- The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
- The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

<b>Annexure 9.1: Restated Statement of Provisions</b>				<b>(Amount in Lakhs)</b>		
<b>The following table sets out the status of the Gratuity Scheme in respect of employees of the Company:</b>						
<b>Particulars</b>	<b>As at 31st March, 2024</b>		<b>As at 31 March, 2023</b>		<b>As at 31 March, 2022</b>	
<b>Change in the present value of obligation:</b>						
Present value of obligation as at the beginning of the Year		0.63		-		-
Interest cost		0.05		-		-
Current service cost		1.59		0.63		-
Benefits paid		-		-		-
Actuarial gain on obligation		1.23		-		-
<b>Present value of obligation as at the end of the Year</b>		<b>3.50</b>		<b>0.63</b>		<b>-</b>
Funding Status		Non Funded		Non Funded		-
Fund Balance		-		-		-
Current Liability		0.06		0.00		-
Non Current Liability		3.44		0.63		-
<b>Expense recognized in the statement of profit and loss:</b>						
Current service cost		1.59		0.63		-
Interest cost		0.05		-		-
Net actuarial gain recognized in the Year		1.23		-		-
<b>Total expense recognized in the statement of profit and loss</b>		<b>2.87</b>		<b>0.63</b>		<b>-</b>

<b>The actuarial assumptions used in accounting for the gratuity plan were as follows:</b>				
	<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31 March, 2023</b>	<b>As at 31 March, 2022</b>
<b><u>Demographic Assumption:</u></b>				
	Mortality Rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	-
	Retirement Age	60 Years	60 Years	-
	Attrition Rate	Age 25 & Below : 10% 25 to 35 : 8% 35 to 45 : 6% 45 to 55 : 4% 55 & Above : 2%	Age 25 & Below : 10% 25 to 35 : 8% 35 to 45 : 6% 45 to 55 : 4% 55 & Above : 2%	-
<b><u>Financial Assumption:</u></b>				
	Salary Escalation Rate	7.00%	7.00%	-
	Discount Rate	7.25%	7.50%	-
<b>Annexure 10: Restated Statement of Trade payables</b>				<b>(Amount in Lakhs)</b>
	<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31 March, 2023</b>	<b>As at 31 March, 2022</b>
	Dues of micro and small enterprises (refer note below)	-	11.27	204.74
	Dues to others	431.17	31.37	150.31
		<b>431.17</b>	<b>42.64</b>	<b>355.05</b>
<b>Annexure 10.1: Trade payables ageing schedule</b>				<b>(Amount in Lakhs)</b>
	<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31 March, 2023</b>	<b>As at 31 March, 2022</b>
<b><u>Disputed Dues</u></b>				
<b><u>Undisputed Dues</u></b>				
<b>(a) Micro, Small &amp; Medium Enterprise</b>				
	Less than 1 year	-	10.49	204.74
	1 to 2 years	-	0.78	-
	2 to 3 years	-	-	-
	More than 3 Years	-	-	-
<b>(b) Other</b>				
	Less than 1 year	430.39	31.37	150.31
	1 to 2 years	0.78	-	-
	2 to 3 years	-	-	-
	More than 3 Years	-	-	-

**Note: Micro and Small Enterprises**

- The Company is in the process of obtaining necessary confirmations from suppliers regarding their status under the Micro, Small and Medium Enterprises (MSME) Development Act, 2006 (the 'Act') and to extent available bifurcation is disclosed however disclosures regarding the following have not been made:
  - Amount due and outstanding to MSME suppliers as at the end of the accounting year.
  - Interest paid during the year to MSME.
  - Interest payable at the end of the accounting year to MSME.
  - Interest accrued and unpaid at the end of the accounting year to MSME.
Management believes that the figures for disclosures, if any, will not be significant.
- Trade Payables as on 31st March 2024, has been taken as certified by the management of the company

**Annexure 11: Restated Statement of Other Current Liabilities**

**(Amount in Lakhs)**

<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31 March, 2023</b>	<b>As at 31 March, 2022</b>
<b>Other Current Liabilities</b>			
Statutory dues	3.83	20.50	-
Advance from customers	385.47	417.00	132.89
	<b>389.30</b>	<b>437.51</b>	<b>132.89</b>

**Notes:**



1. Advance received from the customers have been taken as certified by the management of the company and no security has been offered by the company against the same.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
3. The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 12: Restated Statement of Property, Plant and Equipment**

(Amount in Lakhs)

Gross block	Land	Factory Building	Computers & Printers	Furniture & Fixture	Plant and Machinery	Moblie	Vehicles	Total
<b>Balance as at 31 March 2021</b>	-	-	-	-	-	-	-	-
Additions	-	-	-	-	66.24	1.28	1.44	68.96
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	-	-	-	-	<b>66.24</b>	<b>1.28</b>	<b>1.44</b>	<b>68.96</b>
Additions	-	-	4.35	0.49	50.56	0.72	0.53	56.65
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	-	-	<b>4.35</b>	<b>0.49</b>	<b>116.80</b>	<b>2.00</b>	<b>1.97</b>	<b>125.61</b>
Additions	89.42	43.83	4.18	6.96	127.88	-	2.10	274.37
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2024</b>	<b>89.42</b>	<b>43.83</b>	<b>8.53</b>	<b>7.45</b>	<b>244.68</b>	<b>2.00</b>	<b>4.07</b>	<b>399.98</b>
<b>Balance as at 31 March 2021</b>	-	-	-	-	-	-	-	-
Depreciation charge	-	-	-	-	2.56	0.09	0.10	2.75
Deduction/ Adjustment	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	-	-	-	-	<b>2.56</b>	<b>0.09</b>	<b>0.10</b>	<b>2.75</b>
Depreciation charge	-	-	0.72	0.06	19.83	0.75	0.66	22.01
Deduction/ Adjustment	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	-	-	<b>0.72</b>	<b>0.06</b>	<b>22.38</b>	<b>0.84</b>	<b>0.76</b>	<b>24.76</b>
Depreciation charge	-	1.34	3.86	0.96	36.04	0.62	0.89	43.71
Deduction/ Adjustment	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2024</b>	-	<b>1.34</b>	<b>4.58</b>	<b>1.02</b>	<b>58.42</b>	<b>1.46</b>	<b>1.65</b>	<b>68.47</b>
<b>Net block</b>								
<b>Balance as at 31 March 2022</b>	-	-	-	-	<b>63.68</b>	<b>1.19</b>	<b>1.34</b>	<b>66.21</b>
<b>Balance as at 31 March 2023</b>	-	-	<b>3.63</b>	<b>0.43</b>	<b>94.42</b>	<b>1.16</b>	<b>1.21</b>	<b>100.85</b>
<b>Balance as at 31 March 2024</b>	<b>89.42</b>	<b>42.49</b>	<b>3.95</b>	<b>6.43</b>	<b>186.26</b>	<b>0.54</b>	<b>2.42</b>	<b>331.51</b>

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
2. The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 13: Other Current Assets** (Amount in Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Deposit	201.91	-	-	-	-	-
Prepaid Expenses	-	43.76	-	0.57	-	1.14
Balance with Revenue Authorities	-	95.16	-	-	-	20.49
Other Receivables	-	1.28	-	0.48	-	-
	<b>201.91</b>	<b>140.20</b>	<b>-</b>	<b>1.05</b>	<b>-</b>	<b>21.63</b>

**Note :-**

- The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
- The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 14: Restated Statement of Inventories** (Amount in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Raw Materials & Packing Material	876.79	320.12	118.49
	<b>876.79</b>	<b>320.12</b>	<b>118.49</b>

**Note :-**

Value of Inventories as on 31st March 2024 has been taken as certified by the management of the company.

**Annexure 15: Restated Statement of Trade Receivables** (Amount in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b><u>Undisputed - Considered Good</u></b>			
<b>I. From Others</b>			
upto Six Months	656.32	452.19	-
6 Months to 1 Year	271.10	83.99	504.62
1 Year to 2 Years	240.72	48.15	-
2 Years to 3 Years	69.13	-	-
More Than 3 Years	-	-	-
(ii) Undisputed – which have significant increase in credit risk	-	-	-
(iii) Undisputed – credit impaired	-	-	-
(iv) Disputed – considered good (More Than 3 Years)	84.00	-	-
(v) Disputed – which have significant increase in credit risk	-	-	-
(vi) Disputed – credit impaired	-	-	-
	<b>1,321.27</b>	<b>584.33</b>	<b>504.62</b>

**Note :-**

As per the view of the Management of the Company there is no doubtful debts and hence provision for doubtful debts have not been made.

Trade Receivables as on 31st March, 2024, has been taken as certified by the Management of the Company.

The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 16: Restated Statement of Cash and Cash Equivalent** (Amount in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>Cash and cash equivalents</b>			
Cash on hand	10.60	9.53	1.37
<b>Balances with Banks</b>			
In Current Accounts	206.03	16.21	51.00
In Fixed Deposit (Maturity Less than 3 Months)	63.22	-	-
	<b>279.85</b>	<b>25.74</b>	<b>52.37</b>

**Note :-**

The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 17: Restated Statement of Loans and advances** (Amount in Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Loans and advance Given		5.76	-	-	-	-
Advance to Suppliers (Net off Provision)		729.09	-	611.17	-	169.45
Advances to employee		0.70	-	-	-	-
	-	<b>735.55</b>	-	<b>611.17</b>	-	<b>169.45</b>

**Note :-**

- 1) Advance given to suppliers have been taken as certified by the management of the company.
- 2) No Securities have been taken by the company against advances given to suppliers.
- 3) The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
- 4) The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 18: Restated Statement of Revenue from operations**

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023	(Amount in Lakhs)
			Year Ended 31st March, 2022
<b>Revenue from operations</b>			
Manufacturing Sales	12,423.13	9,050.82	3,513.09
Trading Sales	11,283.97	5,152.55	1,333.93
Sale of Scrap	71.38	77.20	-
	<b>23,778.48</b>	<b>14,280.56</b>	<b>4,847.02</b>

- 1 The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
- 2 The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 19: Restated Statement of Other Income**

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023	(Amount in Lakhs)
			Year Ended 31st March, 2022
<b>Other Non Operating Income</b>			
Rate Difference	-	3.39	-
Detention Charges	0.36	-	-
Discount	49.51	-	-
Interest On FD	5.67	-	-
Interest Income	3.55	-	-
	<b>59.09</b>	<b>3.39</b>	<b>-</b>
<b>Profit before tax</b>	474.05	279.60	74.40
<b>% of other income to profit before tax</b>	12.46%	1.21%	0.00%

**Note:**

- 1 The classification of 'Other income' as recurring or non-recurring and related or non-related to business activity is based on the current operations and business activities of the Company, as determined by the management.
- 2 The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
- 3 The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 20: Cost of Material Consumed**

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023	(Amount in Lakhs)
			Year Ended 31st March, 2022
Opening Stock	320.12	118.49	-
Add: Purchases	22,915.60	13,678.08	4,645.17
Less: Closing Stock	876.79	320.12	118.49
	<b>22,358.93</b>	<b>13,476.45</b>	<b>4,526.68</b>

- 1 The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
- 2 The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 21: Restated Statement of Employee Benefits Expense**

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023	(Amount in Lakhs)
			Year Ended 31st March, 2022
Director Remuneration	60.00	62.40	15.60
Salaries, wages and bonus	43.77	28.81	1.53
Contributions to Provident Fund and Other Fund	0.52	-	-

Gratuity and Leave Encashment / Reversal	2.87	0.63	-
	<b>107.16</b>	<b>91.85</b>	<b>17.13</b>

- The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
- The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

#### Annexure 22: Restated Statement of Finance Costs

Particulars	Year Ended 31st	Year Ended 31st	(Amount in Lakhs)
	March, 2024	March, 2023	Year Ended 31st March, 2022
Interest On Working Capital	114.40	58.44	4.38
Interest On Unsecured Loan	37.21	-	-
Bank & Loan Charges	1.92	-	-
Interest On Term Loan	1.94	-	-
	<b>155.47</b>	<b>58.44</b>	<b>4.38</b>

- The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
- The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

#### Annexure 23: Restated Statement of Other Expenses

Particulars	Year Ended 31st	Year Ended 31st	(Amount in Lakhs)
	March, 2024	March, 2023	Year Ended 31st March, 2022
<b>Direct Expenses</b>			
Electricity & Fuel Expenses	69.88	49.72	102.24
Job Work Expenses	9.94	-	-
Labour Expenses	26.92	15.65	17.15
Factory Rent Expenses	10.02	10.80	3.10
Other Manufacturing Expense	54.68	35.78	5.44
<b>Total</b>	<b>171.44</b>	<b>111.95</b>	<b>127.93</b>
<b>Administrative, Selling and Other Expenses</b>			
Sales, Commission & Business Development Expenses	4.05	6.31	18.03
Maintenance Exp	1.37	-	-
Provision for Doubtful Advance to supplier	17.31	-	-
Commission Exp.	3.60	-	-
Rent	5.70	-	-
Foreign Exchange Loss	3.99	5.89	0.42
Interest on late Payment	0.40	-	-
Repair & Maintenance Expense	1.16	1.71	-
Office Expense	7.14	10.01	0.40
Legal & Professional Fees	10.40	2.30	0.69
Rates and Taxes	7.21	-	3.83
Insurance Expenses	4.49	7.12	0.20
Auditor Fees	1.00	0.40	0.40
Loan processing charge	16.77	7.19	3.97
Other Expenses	1.57	-	-
Telephone And Postage Expenses	0.27	-	-
Stamp Duty	14.06	-	-
Software Expense	1.61	-	-
Travelling Expense	8.02	6.78	1.26
Transportation Exp	416.69	195.94	64.56
<b>Total</b>	<b>526.81</b>	<b>243.65</b>	<b>93.75</b>
<b>Grand Total</b>	<b>698.25</b>	<b>355.60</b>	<b>221.68</b>

- The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
- The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

#### Annexure 24: Restated Statement of Accounting and Other Ratios

Sr. no.	Particulars	Year Ended	Year Ended 31st	(Amount in Lakhs)
		31st March, 2024	March, 2023	Year Ended 31st March, 2022
A	Net worth, as restated (₹)	863.40	264.93	64.06
B	Profit after tax, as restated (₹)	348.47	200.87	54.06

#### Weighted average number of equity shares

<b>outstanding during the year</b>			
<b>C</b>	For Basic/Diluted earnings per share (Prior to Bonus Issue)	38,77,322	1,00,000
<b>D</b>	For Basic/Diluted earnings per share (Post Bonus Issue)	38,77,322	26,00,000
<b>Earnings per share</b>			
<b>E</b>	Basic/Diluted earnings per share prior to bonus issue (₹) (B/C)	8.99	200.87
<b>F</b>	Adjusted Diluted earnings per share after bonus issue (₹) (B/D)	8.99	7.73
<b>G</b>	<b>Return on Net Worth (%) (B/A*100)</b>	40.36%	75.82%
<b>H</b>	Number of shares outstanding at the end of the year	51,00,000	1,00,000
<b>I</b>	Number of shares outstanding at the end of the year after Bonus Issue	51,00,000	26,00,000
<b>J</b>	<b>Net asset value per equity share of ₹ 10 each(A/H)</b>	16.93	264.93
<b>K</b>	<b>Net asset value per equity share of ₹ 10 each after Bouns Issue (A/I)</b>	16.93	10.19
<b>L</b>	Face value of equity shares (₹)	10.00	10.00
<b>M</b>	Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA)	614.14	356.66

**Notes :-**

The ratios have been computed in the following

1) manner :

a) Basic and Diluted earnings per share (₹)

Restated Profit after tax attributable to equity shareholders  
Weighted average number of equity shares outstanding during the year

b) Return on net worth (%) =

Restated Profit after tax  
Restated Net worth as at year end

c) Net asset value per share (₹)

Restated Net Worth as at year end  
Total number of equity shares as at year end

2) The figures disclosed above are based on the Restated Financial Information of the Company.

3) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted for the number of equity shares issued during the year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

4) Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Summary Statement of Profit and Loss).

5) The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4.

6) Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA) = Profit before Tax + Finance Cost + Depreciation - Other Income

7) The company has allotted 25,00,000 Bonus equity shares of Rs. 10/- each to the existing shareholders of the Company in the ratio of 25:1 (25 equity shares for every 1 equity shares) ranked pari passu to existing equity share in every aspect in the board meeting dated September 08, 2023.

8) The company has allotted 25,00,000 Right equity shares of Rs. 10/- each to the existing shareholders of the Company ranked pari passu to existing equity share in every aspect in the board meeting dated September 27, 2023.

Annexure 25: Statement of Tax Shelter			(Amount in Lakhs)
Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Profit before tax, as restated (A)	474.05	279.60	74.40
Tax rate (%) (B)	25.17%	27.82%	26.00%
Tax expense at nominal rate [C= (A*B)]	<b>119.31</b>	<b>77.79</b>	<b>19.34</b>
<b>Adjustments</b>			
<b>Permanent differences</b>			
Other Expenses	24.92	-	3.83
<b>Total permanent differences (D)</b>	<b>24.92</b>	<b>-</b>	<b>3.83</b>
<b>Timing differences</b>			
Depreciation difference as per books and as per tax	12.13	7.73	(2.42)
Adjustment on account of Section 28 to 44 DA Income tax Act, 1961	-	3.38	-
other Additions			
Provision for gratuity	2.87	0.63	-
<b>Total timing differences (E)</b>	<b>15.00</b>	<b>11.75</b>	<b>(2.42)</b>
<b>Deduction under Chapter VI-A (F)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net adjustments(G)=(D+E+F)</b>	<b>39.92</b>	<b>11.75</b>	<b>1.41</b>
<b>Brought Forward Loss (ab)</b>		-	-
<b>Brought Forward Loss (Utilisation)(ac)</b>		-	-
<b>Carried Forward Loss</b>		-	-
<b>Net Adjustment After Loss Utilisation (H)= (G)+(ac)</b>	<b>39.92</b>	<b>11.75</b>	<b>1.41</b>
<b>Tax impact of adjustments (I)=(H)*(B)</b>	10.05	3.27	0.37
<b>Tax expenses (Normal Tax Liability) (J= C+I) (derived)</b>	<b>129.36</b>	<b>81.06</b>	<b>19.71</b>
<b>Minimum Alternate Tax (MAT)</b>			
<b>Income as per MAT **</b>	<b>474.05</b>	<b>279.60</b>	<b>74.40</b>
<b>Less :- Business Loss or Unabsorbed Depre w.e. Lower</b>		-	-
<b>Net Income as per MAT</b>	<b>474.05</b>	<b>279.60</b>	<b>74.40</b>
<b>Tax as per MAT</b>	<b>79.12</b>	<b>46.67</b>	<b>12.42</b>
<b>Tax Expenses= MAT or Normal Provision of Income Tax w.e. is higher</b>	<b>129.36</b>	<b>81.06</b>	<b>19.71</b>

Notes:

- The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014 ( as amended).
- The permanent/timing differences for the Years ended 31 March,2023 and 2022 have been computed based on the Income-tax returns filed for the respective years after giving adjustments to restatements, if any.
- Figures for the Year ended 31 March 2024 have been derived from the provisional computation of total income prepared by the Company in line with the final return of income will be filed for the assessment year 2024-25 and are subject to any change that may be considered at the time of filing return of income for the assessment year 2024-25
- Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.
- The above statement should be read with the Statement of Notes to the Financial Information of the Company.

**Annexure 26: Restated Statement of Capitalisation**

Particulars	(Amount in Lakhs)	
	Pre Issue	Post Issue
<b>Borrowings</b>		
Short- term	1,201.50	[-]
Long- term (including current maturities) (A)	959.93	[-]
<b>Total Borrowings (B)</b>	<b>2,161.43</b>	<b>[-]</b>
<b>Shareholders' funds</b>		
Share capital	510.00	[-]
Reserves and surplus	353.40	[-]
<b>Total Shareholders' funds (C)</b>	<b>863.40</b>	<b>[-]</b>
<b>Long- term borrowings/ equity* {(A)/(C)}</b>	<b>1.11</b>	<b>[-]</b>
<b>Total borrowings / equity* {(B)/(C)}</b>	<b>2.50</b>	<b>[-]</b>

\* equity= total shareholders' funds

**Notes:**

- Short-term borrowings implies borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in Short term borrowing).
- The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.

3 The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company

<b>Annexure 27: Restated Statement of Related Party Transaction</b>				
<b>Transaction During the Years</b>				
<b>Particulars</b>	<b>Relation</b>	<b>01-04-2023</b>	<b>01-04-2022</b>	<b>01-04-2021</b>
		<b>31-03-2024</b>	<b>31-03-2023</b>	<b>31-03-2022</b>
<b>Director Remuneration</b>		<b>60.00</b>	<b>62.40</b>	<b>15.60</b>
Rahul Mohanlal Senghani	Director	30.00	15.60	3.90
Haresh Mohanlal Senghani	Director	30.00	15.60	3.90
Hinaben Haresh Senghani	Director		15.60	3.90
Manishaben Rahul Senghani	Director		15.60	3.90
<b>KMP Remuneration</b>				
Gaurav Mehta	Chief Financial Officer	1.75	-	-
Zehra Murtuza Ghadiali	Company Secretary	0.99	-	-
<b>Loan Taken</b>		<b>-</b>	<b>77.00</b>	<b>70.00</b>
Rahul Mohanlal Senghani	Director	-	10.00	-
Haresh Mohanlal Senghani	Director	-	62.00	50.00
Hinaben Haresh Senghani	Director	-	-	20.00
Parito Industries LLP	Group Company	-	15.00	-
<b>Loan Repaid</b>		<b>0.25</b>	<b>90.00</b>	<b>-</b>
Rahul Mohanlal Senghani	Director		10.00	-
Haresh Mohanlal Senghani	Director	0.25	80.00	-
Parito Industries LLP	Group Company		15.00	-
<b>Interest on Loan taken (After TDS)</b>		<b>-</b>	<b>-</b>	<b>1.86</b>
Haresh Mohanlal Senghani	Director	-	-	1.39
Hinaben Haresh Senghani	Director	-	-	0.47
<b>Purchase - Goods</b>		<b>600.85</b>	<b>77.39</b>	<b>26.73</b>
Nexus Petro Products LLP	Group Company	39.24	25.41	8.18
Parito Industries LLP	Group Company	6.45		
Nextg Petrochem LLP	Group Company	555.16	51.98	18.55
<b>Purchase - Capital goods (Excluding GST)</b>		<b>-</b>	<b>45.76</b>	<b>66.24</b>
Nexus Petro Energy LLP	Group Company	-	11.91	66.24
Nexus Petro Products LLP	Group Company	-	33.85	-
<b>Sales - Goods</b>		<b>2,601.56</b>	<b>1,520.73</b>	<b>414.12</b>
Nexus Petro Products LLP	Group Company	9.98	93.07	48.55
Parito Industries LLP	Group Company	4.16	-	-
Nextg Petrochem LLP	Group Company	2,587.42	1,427.66	365.57
<b>Rent Expense</b>		<b>14.37</b>	<b>10.80</b>	<b>3.10</b>
Vijyaben Senghani	Relative of Director			

		2.67	4.80	1.60
Haresh Mohanlal Senghani	Director	5.70	-	-
Mohanlal Senghani	Relative of Director	6.00	6.00	1.50
<b>Transportation Expense</b>		<b>263.30</b>	<b>113.86</b>	<b>41.44</b>
Vimoson Logistics	Group Company	261.72	111.34	41.44
Adesh Logistics	Group Company	1.58	2.52	-
<b>Jobwork Expense</b>		<b>9.94</b>	-	-
Nextg Petrochem LLP	Group Company	9.94	-	-
<b>Fuel for plant Use</b>			<b>14.59</b>	-
Vimoson Logistics	Group Company		14.59	-
<b>Doantion</b>			<b>2.00</b>	-
Nexus Foundation	Group Company		2.00	-
<b>Loan &amp; Advance given</b>		<b>15.00</b>	<b>5.00</b>	-
Nexus Namkeen India pvt ltd	Group Company	15.00	5.00	-
<b>loan &amp; Advance Repaid</b>		<b>15.00</b>	<b>5.00</b>	-
Nexus Namkeen India pvt ltd	Group Company	15.00	5.00	-
<b>Closing balance at the end of the Years</b>				
<b>Particulars</b>	<b>Relation</b>	<b>01-04-2023</b>	<b>01-04-2022</b>	<b>01-04-2021</b>
		<b>31-03-2024</b>	<b>31-03-2023</b>	<b>31-03-2022</b>
<b>Director Remuneration Payable</b>		<b>3.46</b>	<b>0.50</b>	<b>4.00</b>
Rahul Mohanlal Senghani	Director	1.73	-	1.00
Haresh Mohanlal Senghani	Director	1.73	-	1.00
Hinaben Haresh Senghani	Director		0.50	1.00
Manishaben Rahul Senghani	Director		-	1.00
<b>Loan Taken</b>		<b>51.75</b>	<b>52.00</b>	<b>70.00</b>
Rahul Mohanlal Senghani	Director		-	-
Haresh Mohanlal Senghani	Director	31.75	32.00	50.00
Hinaben Haresh Senghani	Director	20.00	20.00	20.00
<b>Interest on Loan taken (After TDS)</b>		-	-	<b>1.86</b>
Haresh Mohanlal Senghani	Director	-	-	1.39
Hinaben Haresh Senghani	Director	-	-	0.47
<b>Trade Receivable</b>		<b>131.13</b>	<b>89.79</b>	<b>126.14</b>
Nexus Petro Products LLP	Group Company	-	89.79	-
Nextg Petrochem LLP	Group Company	131.13	-	-



				126.14
<b>Rent Payable (After TDS )</b>		-	-	<b>2.29</b>
Vijyaben Senghani	Relative of Director	-	-	1.44
Mohanlal Senghani	Relative of Director	-	-	0.85
<b>Sundry Creditor For expense</b>		<b>8.37</b>	<b>15.30</b>	<b>31.40</b>
Vimoson Logistics	Group Company	8.37	15.30	31.40
<b>Advance to supplier</b>		<b>89.54</b>	-	-
Nexus Petro Products LLP	Group Company	89.54	-	-

#### Annexure 28: Additional Notes

- A) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease reements are duly executed in favour of the lessee) are held in the name of the Company.
- B) The Company does not have any investment property.
- C) The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) and Intangible assets and there is no intangible asset.
- D) There are no loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are outstanding as on 31 st March 2024:
- (i) repayable on demand; or,
- (ii) without specifying any terms or period of repayment.
- F) The company is not declared willful defaulter by any bank or financial institution or other lender.
- G) The company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- H) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- I) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the undrstanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- J) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- K) No transactions has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. There are no such previously unrecorded income or related assets.
- L) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- M) The Provision of Section 135 of the Companies Act 2013 in relation to Corporate Social Responsibility are not applicable to the Company during the Year and hence reporting under this clause is not applicable.

Annexure 29: Restated Statement of Ratios					(Amount in Lakhs)	
Sr No.	Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	% Change	% Change
		1	2	3	(1-2)/(2)	(2-3)/(3)
1	<b>Current Ratio (in times)</b>					
	Current Assets	3,353.66	1,542.41	866.56		
	Current Liabilites	2,521.79	1,327.40	816.69		
	<b>Current Ratio</b>	<b>1.33</b>	<b>1.16</b>	<b>1.06</b>	<b>14.45%</b>	<b>9.51%</b>
2	<b>Debt-Equity Ratio (in times)</b>					
	Total Debts	2,161.43	835.10	369.83		
	Share Holder's Equity + RS	863.40	264.93	64.06		
	<b>Debt-Equity Ratio</b>	<b>2.50</b>	<b>3.15</b>	<b>5.77</b>	<b>-20.58%</b>	<b>-45.40%</b>
3	<b>Debt Service Coverage Ratio (in times)</b>					
	Earning available for debt service	556.91	-	-		
	Interest + Installment					

		134.50	-	-		
	<b>Debt Service Coverage Ratio</b>	<b>4.14</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
4	<b><u>Return on Equity Ratio (in %)</u></b>					
	Net Profit After Tax	348.47	200.87	54.06		
	Average Share Holder's Equity	564.17	164.50	32.03		
	<b>Return on Equity Ratio</b>	<b>61.77%</b>	<b>122.12%</b>	<b>168.78%</b>	<b>-49.42%</b>	<b>-27.65%</b>
5	<b><u>Inventory Turnover Ratio (in times)</u></b>					
	Cost of Goods Sold	22,530.37	13,588.40	4,654.61		
	Average Inventory	598.45	219.30	59.24		
	<b>Inventory turnover ratio</b>	<b>37.65</b>	<b>61.96</b>	<b>78.57</b>	<b>-39.24%</b>	<b>-21.14%</b>
6	<b><u>Trade Receivables Turnover Ratio (in times)</u></b>					
	Net Credit Sales	23,778.48	14,280.56	4,847.02		
	Average Receivable	952.80	544.47	252.31		
	<b>Trade Receivables Turnover Ratio</b>	<b>24.96</b>	<b>26.23</b>	<b>19.21</b>	<b>-4.85%</b>	<b>36.53%</b>
7	<b><u>Trade Payables Turnover Ratio (In Times)</u></b>					
	Credit Purchase	22,915.60	13,678.08	4,645.17		
	Average Payable	236.91	198.85	177.53		
	<b>Trade Payables Turnover Ratio</b>	<b>96.73</b>	<b>68.79</b>	<b>26.17</b>	<b>40.62%</b>	<b>162.89%</b>
8	<b><u>Net Capital Turnover Ratio (In Times)</u></b>					
	Revenue from Operations	23,778.48	14,280.56	4,847.02		
	Net Working Capital	831.86	215.01	49.87		
	<b>Net capital turnover ratio</b>	<b>28.58</b>	<b>66.42</b>	<b>97.20</b>	<b>-56.96%</b>	<b>-31.67%</b>
9	<b><u>Net Profit ratio (in %)</u></b>					
	Net Profit	348.47	200.87	54.06		
	Sales	23,778.48	14,280.56	4,847.02		
	<b>Net Profit ratio</b>	<b>1.47%</b>	<b>1.41%</b>	<b>1.12%</b>	<b>4.18%</b>	<b>26.12%</b>
10	<b><u>Return on Capital employed (in %)</u></b>					
	Earning Before Interest and Taxes	629.52	338.04	78.78		
	Capital Employed	3,024.83	1,100.03	433.89		
	<b>Return on Capital employed</b>	<b>20.81%</b>	<b>30.73%</b>	<b>18.16%</b>	<b>-32.28%</b>	<b>69.25%</b>
	<b>* Reason for variance More than 25 %</b>					
	<b>Notes</b>					
	<b>1) Reason for the ratios are not disclosed wrt comparative between FY 21-22 &amp; FY 22-23 as the company incorporated on 05/10/2021 hence data provided for FY 21-22 is not a year on year basis with comparative to Data for the FY 22-23</b>					
4	<b>Return of Equity Ratio</b>					

	As a company we have issued Bonus + Right issue in the F.Y 2023-24 so it has been observed that there is decrease in Return to Equity 122.12% to 61.77%			
<b>5</b>	<b><u>Inventory Turnover Ratio (In Times)</u></b>			
	Average inventory increased from 2.19 crore to 5.98 crore because of this Inventory Turnover Ratio has been decreased from 61.96 times to 37.65 times			
<b>7</b>	<b><u>Trade Payable Turnover Ratio (In Times)</u></b>			
	Company Credit purchase has been increased because we have booked the material in the Month of March 2024 but the same ratio is not there in whole financial year.			
<b>8</b>	<b><u>Net Capital Turnover Ratio (In Times)</u></b>			
	As a company our turnover has increased from 142.81 crore to 237.78 cr and our net current asset has increased from 2.15 crore to 8.32 crore because of this Net Capital Turnover ratio has increased.			
<b>10</b>	<b><u>Return on Capital employed (in %)</u></b>			
	As a company we have issued Bonus + Right issue in the F.Y 2023-24 and our borrowing increased by 158.82% so it has been observed that there is decrease in Return to Equity 30.73% to 20.81%			

## OTHER FINANCIAL INFORMATION

The information required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(₹ in Lakhs except no of shares & percentage data)

Particulars	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Net Worth (A)	864.40	264.93	64.06
Net Profit after Tax (B)	348.47	200.87	54.06
No. of Shares outstanding at the end (C)	51,00,000	100000	100000
Face Value Per share	10	10	10
Weighted average number of shares post effect of bonus issue (D)	38,77,322	26,00,000	26,00,000
Earnings per Share (EPS) (B / D) (Rs.)	8.99	7.73	2.08
Return on Net Worth (B / A)	40.36	75.82	84.39
Net Assets Value per Share (A / D)	22.29	10.19	2.46

### Notes:

*Earnings per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted average number of shares.*

*Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.*

*Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)*

*The figures disclosed above are based on the Restated Financial Statements of the Company.*

## CAPITALISATION STATEMENT

Particulars	(Rs. In Lakhs)	
	Pre-Issue	Post Issue
<b>Borrowings</b>		
Short- term	1201.50	[●]
Long- term (including current maturities) (A)	959.93	[●]
<b>Total Borrowings (B)</b>	<b>2161.43</b>	<b>[●]</b>
<b>Shareholders' funds</b>		
Share capital	510.00	[●]
Reserves and surplus	353.40	[●]
<b>Total Shareholders' funds (C)</b>	<b>853.40</b>	<b>[●]</b>
<b>Long- term borrowings/ equity* {(A)/(C)}</b>	<b>1.11</b>	<b>[●]</b>
<b>Total borrowings / equity* {(B)/(C)}</b>	<b>2.50</b>	<b>[●]</b>

\* equity= total shareholders' funds

**Notes:**

1. Short-term borrowings implies borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in Short term borrowing).
2. The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.
3. The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company

## FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as follows:

Financial Indebtedness as on date March 31, 2024

Name of Lender	Purpose	Sanction Amount (in lakhs)	Rate of interest	Securities offered & Re-payment	Moratorium	Outstanding amount as on 31 <sup>st</sup> March, 2024 (in lakhs)
ICICI Bank Limited	Working Capital Requirement	70.00	9.5%	<p>1. Exclusive Charge i.e Lien Marking on ICICI Bank Non Callable FD Rs.17 Mn. Total SL Rs.17 Mn (Rs.10 OD and Rs.7 Mn TL) against Callable FD Rs.17 Mn with Collateral cover of 100%. PERSONAL GUARANTEE OF HARESH SENGHANI, RAHUL SENGHANI &amp; JIGNESH SENGHANI.</p> <p>2. Borrower to maintain collateral cover at 100 % during currency of bank finance and proportionate limit disbursement shall be done keeping collateral cover 100%.</p> <p>And</p> <p>60 monthly installment of Rs. 1,16,666.67</p>	Nil	68.44
AXIS BANK	Working Capital Requirement	58.90	14.75%	Unsecured Loan 23 monthly installment of Rs. 2,84,887 each and 24th installments of Rs. 2,56,127	Nil	52.22
BAJAJ FINANCE LIMITED	Working Capital Requirement	43.95	16.50%	Unsecured Loan 1st Installment of Rs. 3,09,083 and 17 Installments of Rs. 2,77,294 Each	Nil	39.37
CHOLAMANDALAM FINANCE	Working Capital Requirement	50.00	16.00%	Unsecured Loan 24 monthly installment of Rs. 2,44,816 each	Nil	46.18

Name of Lender	Purpose	Sanction Amount (in lakhs)	Rate of interest	Securities offered & Re-payment	Moratorium	Outstanding amount as on 31st March, 2024 (in lakhs)
GODREJ FINANCE LIMITED	Working Capital Requirement	40.00	16.00%	Unsecured Loan 1st Installment of Rs. 2,20,741, 22 Installments of Rs. 1,95,852 Each and 24th installment of Rs. 1,95,865	Nil	36.95
HDFC BANK LIMITED	Working Capital Requirement	72.62	14.50%	Unsecured Loan 18 monthly installment of Rs. 4,51,354 each	Nil	61.58
ICICI BANK TERM LOAN	Working Capital Requirement	90.00	15.00%	Unsecured Loan 35 monthly installment of Rs. 3,11,218 each and 36th installment of Rs. 3,11,200.67	Nil	83.73
IDFC FIRST BANK LTD	Working Capital Requirement	76.50	15.00%	Unsecured Loan 23 monthly installment of Rs. 3,70,923 each and 24th installment of Rs. 3,70,920	Nil	70.96
INDUSIND BANK LTD	Working Capital Requirement	50.00	15.50%	Unsecured Loan 18 monthly installment of Rs. 3,13,102 each	Nil	44.88
KISETU SAISON FINSERVE	Working Capital Requirement	26.30	16.00%	Unsecured Loan 23 monthly installment of Rs. 1,28,773 each and 24th installment of Rs. 1,28,789	Nil	24.30
KOTAK MAHINDRA BANK LTD	Working Capital Requirement	75.00	15.00%	Unsecured Loan 13 monthly installment of Rs. 6,23,370 each	Nil	58.26
L AND T FINANCE	Working Capital Requirement	75.00	15.50%	Unsecured Loan 23 monthly installment of Rs. 3,62,949 each and 24th installment of Rs. 3,62,942	Nil	66.08
POONAWALA FINANCE	Working Capital Requirement	40.10	15.00%	Unsecured Loan 23 monthly installment of Rs. 1,94,432 each and 24th installment of Rs. 1,94,435	Nil	37.01
SHRIRAM FINANCE LTD	Working Capital Requirement	50.00	16.00%	Unsecured Loan 23 monthly installment of Rs. 2,44,832 each and 24th installment of Rs. 2,44,811	Nil	46.17
SMFG	Working Capital Requirement	75.12	15.00%	Unsecured Loan 1st Installment of Rs. 4,08,040, 23 Installments of Rs. 3,64,221 Each and 25th installment of Rs. 3,64,209	Nil	69.32
Name of Lender	Purpose	Sanction Amount (in lakhs)	Rate of interest	Securities offered & Re-payment	Moratorium	Outstanding amount as on 31st March, 2024 (in lakhs)

TATA CAPITAL FINANCE	Working Capital Requirement	60.00	15.25%	Unsecured Loan 24 monthly installment of Rs. 2,91,633 each	Nil	55.38
UNITY SMALL	Working Capital Requirement	51.00	16.00%	Unsecured Loan 23 monthly installment of Rs. 2,49,712 each and 24th installment of Rs. 2,49,723	Nil	47.34
YES BANK CC	Working Capital Requirement	1000.00	9.00%	1. Plot No 1 and 2, R S No 285/3 Mangalam Green B/H Port Plaza Complex Mota Kapaya Mundra Kachchh- 370415 Self occupied by Nexxus Petro Industries Pvt Ltd Equitable/Registered mortgage to be done	Nil	649.48
YES BANK (sub-limit of CC)	Import Bill Financing	(1000.00)	8.00%	2. Plot No 68 Paiki North part and Plot no 69 paiki south part Sr no (68/1,68/3 and 69/1)Final Sr No 68/1 Diya Park 02 Mundra Kachchh, 370421- Self occupied by Mr. Mohanlal Senghani father of promoter Equitable/Registered mortgage to be done  3. Office no 807 8th floor B square-1 Binori business square, survey no378/1 (old sr no 1051,1055) TPS no 51 FP no 64/1 Mouje- Jodhpur Ahmedabad-380054 Self occupied by Mr. Rahul Senghani Equitable/Registered mortgage to be done  4. Equitable/Registered mortgage to be done on Plot No 4 and 5 Sr no 71/2 Vishvas Commercial Adani Port Road Near Shiv temple Nana Kapaya Mundra Kachchh 370421  5. Plot No 3 Sr No 285/3 Mangalam Green B/H Port Plaza Complex Mota Kapaya- Self occupied by Nexxus Petro Industries Pvt Ltd Equitable/Registered mortgage to be done  6. Exclusive charge on current assets and MFA for both present and future  CC facility:- 12 Months Repayable on demand Import Bill Financing:- 90 Days  Repayable on demand	Nil	506.78



ICICI Bank Limited	Working Capital Requirement	100.00	9.50%	Exclusive Charge i.e Lien Marking on ICICI Bank Non Callable FD Rs.17 Mn.  Total SL Rs.17 Mn (Rs.10 OD and Rs.7 Mn TL) against Callable FD Rs.17 Mn with Collateral cover of 100%. PERSONAL GUARANTEE OF HARESH SENGHANI, RAHUL SENGHANI & JIGNESH SENGHANI.  Repayable On Demand	Nil	45.24
Haresh Senghani	Working Capital Requirement	31.75	Nil	Repayable on demand	NA	31.75
Hina Senghani	Working Capital Requirement	20.00	Nil	Repayable on demand	NA	20.00

*\*as certified by Chartered Accountant certificate dated August 30, 2024 issue by M/s Keyur Shah & Associates.*

## MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Prospectus. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with Indian GAAP, the accounting standards and other applicable provisions of the Companies Act.*

*Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.*

### BUSINESS OVERVIEW

Our Company was originally incorporated as a private limited company under the name and style of “Nexus Petro Industries Private Limited” on October 5, 2021 bearing Registration No. 126116. Thereafter, our Company was converted in to a public limited company “M/s. Nexus Petro Industries Limited” on July 18, 2023 pursuant to the provisions of the Companies Act and fresh a certificate of Incorporation dated July 18, 2023 was issued by Registrar of Companies, Central Registration Centre vide CIN No. U50400GJ2021PLC126116. Prior to incorporation of our company, our promoters were carrying on the same business in our promoter group entities namely, Nexus Petro Energy LLP and Nexus Petro Products LLP. Post incorporation of Nexus Petro Industries Limited, the entire business has been gradually shifted to it.

Our registered office is located at B-811 Swati Trinity, Applewood Township Sanathal Sanand, Sarkhej, Ahmedabad, Dascroi, Gujarat, India, 382210.

Our present manufacturing and processing units are located at:

- a. Plot No. 1/2, Mangalam Greens, Industrial Estate, Behind Port Plaza, Vill: Mota Kapaya Mundra- Kutch 370405 Gujarat.
- b. Pali, Rajasthan- Located at KHASRA NO. 555/36, GAJANGARH, Pooja Kangan Store, Rohat, Pali, Rajasthan, 306421
- c. Bhopal, Madhya Pradesh- Halka No. 107, Khasra No. 275 316 112S, Ratua Ratanpur, Tehsil Berasiya, At Vill Ratua Ratanpur, Bhopal, Madhya Pradesh – 462101.

Our Company is engaged in trading, manufacturing and selling of Petrochem products namely Bitumen products. Our product is widely used in infrastructure sector being road construction industry. Our range of products includes various grades of Bitumen which are classified on the base of viscosity and related properties of each grades. Presently, we procure bitumen via imports from Dubai as well as purchase from other domestic importers/sellers in India. We further process the bitumen procured at our processing units located at Mundra, Gujarat. Apart from sale of processed bitumen, we also trade in bitumen by directly selling it to customers as per the requirement. We endeavor to supply products to our Customers at competitive prices yet keeping quality standards.

We hold BIS and ISO certification for our products and process. Our products are supplied to our customers as per the quantity ordered. Over the years we have developed expertise and upgraded our processing unit by adding required machineries and equipment, which has helped us to boost our production capacity, grades and the quality of our products. Over the last years, our Company has been able to add customers, due to good will and good approach towards clients.

Our manufacturing and processing units located at Mundra, Gujarat; Pali, Rajasthan and Bhopal, Madhya Pradesh are well equipped with the required facilities including machinery, other handling equipments to facilitate smooth manufacturing process and easy logistics. We endeavor to maintain safety in our premises by adhering to key safety norms, established through our internal safety protocols. We have well equipped testing laboratory. Our factory is equipped with required testing facilities to ensure that all products meet the standards and specifications.

Our Company is led by our Managing Director, Mr. Haresh Mohanlal Senghani and our Whole Time Directors, Mr. Rahul Mohanlal Senghani. They are involved in the critical aspects of our business, including expansion, processes, plant management, finance, sales and marketing functions. We further believe that our present volume of business has been achieved by adherence to the vision of our Promoters and their combined experience in the industry in which our Company operates.

Our Managing Director and Promoter, Mr. Haresh Mohanlal Senghani has expertise of manufacturing process, customer engagement and administration. He ensures that all activities conform to applicable norms as well as follow company

standards and requirements. He always makes sure operations adhere to goals, objectives and mission of the company. Our Whole Time Director and Promoter, Mr. Rahul Mohanlal Senghani has expertise of raw material procurement and supplier management. He actively leads these two important functions.

We constantly engage with our customers through marketing via personal interactions with them. Our sales team works closely with our customers to obtain their insights and feedbacks about the upcoming trends in the industry which enables us to develop and improve our products to fulfil the requirements of the market.

### **Financial KPI**

Key Financial Performance	(Rs. In Lakhs)		
	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from Operations	23,778.48	14,280.56	4,847.02
Total Revenue	23,837.57	14,283.95	4,847.02
EBITDA	673.23	360.05	81.53
EBITDA Margin (%)	2.82	2.52%	1.68%
PAT	348.47	200.87	54.06
Net Profit Margin	1.47%	1.41%	1.12%
Net Worth	863.40	264.93	64.06
Debt To Equity Ratio	2.50	3.15	5.77
Current Ratio	1.33	1.16	1.06

### **FACTORS AFFECTING OUR RESULT OF OPERATIONS**

Except as otherwise stated in this Prospectus and the Risk Factors given in the Prospectus, the following important factors could cause actual results to differ materially from the expectations include, among others:

#### ***Regulatory Framework***

We have obtained all regulatory permissions which are necessary to run our business, Further, some of the approvals are granted for fixed periods of time and need renewals, which are obtained in the course of business, however, there may be change in statutory regulations at any time which cannot be predicted by us. There can be no assurance that the change in regulations will not impact our operations in the future.

#### ***Ability of Management***

Our success depends on the continued services and performance of the members of our management team and other key employees. Competition for senior management in the industry is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. The loss of the services of our Promoters could seriously impair our ability to continue to manage and expand our business. Further, the loss of any other member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition.

#### ***Ability to manage logistics and transportation needs***

Apart from in-house transportation facility we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation from our factory to our customers and other markets. Since the cost of our goods also carried by third party transporters is typically much higher than the consideration paid for transportation, it may be difficult for us to recover damages for damaged, delayed or lost goods. Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a time and cost-efficient manner. Accordingly, our business is vulnerable to increased transportation costs, transportation strikes and lock-outs, shortage of labour, delays and disruption of transportation services for events such as weather-related problems and accidents. Further, global supply chains can be impacted with the increase in the fees of shipping routes putting cost pressures. Further, movement of goods encounters additional risks such as accidents, pilferage, spoilage or shrinkage may adversely affect our operations, results of operations and financial condition. Although we have not experienced any material logistics and transport related disruptions in the past, any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may not be cost-effective, thereby adversely affecting our operations, results of operations, cash flows and financial condition.

### **Market & Economic conditions**

India is one of the largest economies and is growing at a rapid pace. But in this globalised economy, all the businesses face an uncertain level of volatility from unexpected global events which ranges from global pandemics to wars, to weather changes to supply chain disruption, which may change the economic dynamics and the purchasing capability of the end customers. At the time of market slowdown the demand falls which has adverse impact on our business.

### **Competition**

We operate in a competitive atmosphere. Our competition varies by market, geographic areas and type of products. Our Company may face stiff competition from domestic as well as global market as the dynamic changes. Some of our competitors may have greater resources than those available to us. While service quality, technical ability, performance records, etc are key factors in client decisions among competitors, however, price & quality are the deciding factor in most cases. Further, this industry is fragmented with many small and medium sized companies and entities, which manufactures some of these products at various levels, which may adversely affect our business operation and financial condition. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Moreover, as we seek to diversify into new geographical areas, new territories, new emerging markets, we face competition from competitors that have a pan-India presence and also from competitors that have a strong presence in regional markets. The markets in which we compete and intend to compete are undergoing, and are expected to continue to undergo, rapid and significant change. We expect competition to intensify as technological advances and consolidations continue. These competitive factors may force us to reduce rates, and to pursue new market opportunities. Increased competition could result in reduced demand for our products, increased expenses, reduced margins and loss of market share. Failure to compete successfully against current or future competitors could harm our business, operating cash flows and financial condition.

### **COVID-19 Pandemic**

Since the onset of the COVID-19 pandemic in March 2020, our Company's operations have been affected as our employees faced the threat of getting infected. In 2020, cases of the novel corona virus started rapidly increasing in India, which led the government of India to impose a nationwide lockdown. The spread of Covid-19 and its recent developments have had and might continue to have repercussions across local, national and global economies. To prevent the spread of Covid-19 and to comply with the restrictions, we had to temporarily suspend our operations in order to follow the Government's norms. We continuously monitored the economic conditions and have outlined sufficient measures to combat the pandemic situation at our business premises. Once the lockdown was lifted, our operations restarted in full swing. Initially we did find a little hiccup in finding workers but because of our enterprising organization, we were able to source quality workforce and we were able to train them and we restarted our operations. After lifting the lockdown and resuming our operations the demand in our industry abruptly increased from the different sectors and we attained the highest production during the partial year 2020-21 and FY 2021-22. The demand after pandemic ultimately nullified the impact of shutdown during COVID 19 pandemic. The future impact of COVID-19 or any other severe communicable disease on our business and results of operations depends on several factors including those discussed in the chapter "*Risk Factors*" beginning on Page No. 22. We continue to closely monitor the economic conditions and the effect of COVID-19 and have outlined certain measures to combat the pandemic situation and to minimize the impact on our business.

### **Significant Developments after March 31, 2024 that may affect our Future Results of Operations**

The Directors confirm that there have been no other events or circumstances since the date of the last financial statements as disclosed in the Prospectus which materially or adversely affect or is likely to affect the business or profitability of our Company or the value of our assets, or our ability to pay liabilities within next twelve months.

## **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

### **a) Basis of preparation of Financial Statements:**

The restated financial summary statement of assets and liabilities of the Company for the financial year ended on March 31, 2024, 2023 and 2022 and the related restated summary statement of profits and loss and cash flows for the year ended March 2024, 2023 and standalone restated for the year ended March 31, 2022 (herein collectively referred to as ("Restated Summary Statements")) have been compiled by the management from the audited Financial Statements for the period ended on 31<sup>st</sup> March , 2024, 2023 and 2022. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") issued by SEBI and Guidance note on Reports in Companies Prospectuses (Revised 2019) ("Guidance Note"). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the NSE Emerge in connection with its proposed IPO. The Company's management has recast the Financial Statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated Summary Statements.

The Restated Financial Statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, including the Accounting Standards as prescribed by the Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014.

All assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in the Schedule III of the Companies Act, 2013.

**b) Use of Estimates:**

The preparation of the Financial Statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the period/year. The Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

**c) Impairment of Assets:**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. An impairment loss is charged to the Statement of Profit and Loss in the period/year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable value.

**d) Provisions and Contingent Liabilities:**

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the Financial Statements.

**e) Cash and Cash Equivalents:**

Cash and cash equivalents comprise Cash-in-Hand, Short-term Deposits and Balance in Current Accounts with Banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**f) Inventories:**

Inventories comprises of Raw Material, Stock in Process & Finished Goods, Stores, Spares and Packing Material.

Closing Stock is valued at Cost or Net Realisable Value whichever is lower. Cost of Stock-in-trade comprises of cost of purchase and other costs incurred in bringing them to their respective present location and condition.

**g) Revenue Recognition:**

Revenue is recognised only when significant risk and rewards of ownership has been transferred to the buyer and it can be reliably measured and it's reasonable to expect ultimate collection of it. Gross sales are of net trade discount and sales returns. The Company adopts accrual concepts in preparation of accounts. Claims /Refunds not ascertainable with reasonable certainty are accounted for, on final settlement.

**h) Other Income:**

Other Income is accounted for when right to receive such income is established.

**i) Earnings per Share:**

Basic earnings per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity share outstanding during the year. Diluted earnings per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

**j) Taxation & Deferred Tax:**

"Income taxes are accounted for in accordance with Accounting Standard (AS-22) – “Accounting for taxes on income”, notified under Companies (Accounting Standard) Rules, 2014. Income tax comprises of both current and deferred tax.

Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization.

**k) Segment Reporting:**

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.

**RESULTS OF OUR OPERATIONS**
*(Amount ₹ in lacs)*

Sr. No.	Particulars	For the period ended March 31, 2024	% of Total Income	For the year ended March 31, 2023	% of Total Income	For the year ended March 31, 2022	% of Total Income
<b>A</b>	<b>INCOME</b>						
	Revenue from Operations	23,778.48	99.75	14,280.56	99.98	4847.02	100
	Other Income	59.09	0.25	3.39	0.02		
	<b>Total Income (A)</b>	<b>23,837.57</b>	<b>100</b>	<b>14,283.95</b>	<b>100</b>	<b>4847.02</b>	<b>100</b>
<b>B</b>	<b>EXPENDITURE</b>						
	Cost of raw material consumed	22,358.93	93.80	13,476.45	94.35	4526.68	93.39
	Employee benefits expense	107.16	0.45	91.85	0.64	17.13	0.35
	Finance costs	155.47	0.65	58.44	0.41	4.38	0.09
	Depreciation and amortization expense	43.71	0.18	22.01	0.51	2.75	0.06
	Other expenses	698.25	2.93	355.60	2.49	221.68	4.57
	<b>Total Expenses (B)</b>	<b>23,363.52</b>	<b>98.01</b>	<b>14,004.35</b>	<b>98.04</b>	<b>4772.62</b>	<b>98.46</b>
<b>C</b>	<b>Profit before extraordinary items and tax(A-B)</b>	<b>474.05</b>	<b>1.99</b>	<b>279.60</b>	<b>1.96</b>	<b>74.40</b>	<b>1.54</b>
	Extraordinary items						
<b>D</b>	<b>Profit before tax</b>	<b>212.04</b>	<b>1.99</b>	<b>279.60</b>	<b>1.96</b>	<b>74.40</b>	<b>1.54</b>
<b>E</b>	<b>Tax Expense:</b>						
	(i) Current tax	129.36	0.54	81.06	0.57	19.71	0.41
	(ii) Deferred tax	(3.78)	(0.02)	(2.33)	(0.02)	0.63	0.01
	<b>Total Expenses (E)</b>	<b>125.58</b>	<b>0.53</b>	<b>78.73</b>	<b>0.55</b>	<b>20.34</b>	<b>0.42</b>
<b>F</b>	<b>Profit for the year (D-E)</b>	<b>348.47</b>	<b>1.46</b>	<b>200.87</b>	<b>1.41</b>	<b>54.06</b>	<b>1.12</b>

\*

*Figures have taken from Restated Financial Statements.*

## ***Main Components of our Profit and Loss Accounts***

### ***Income***

Our total income comprises of revenue from operations and other income.

### ***Revenue from Operations***

Our revenue from operation as a percentage of our total income was 99.75%, 99.98% and 100% for the Financial Years ended March 31, 2024, 2023 and March 31, 2022 respectively.

### ***Other Income***

It is the income earned from Misc. Receipts, etc.

### ***Expenditure***

Our total expenditure primarily consists of cost of raw materials, process cost, changes in stock in trade, employee benefit expenses, finance costs and Other Expenses.

### ***Employee Benefit Expenses***

Our employee benefits expense comprises of Salaries and wages, Director Remuneration.

### ***Finance costs***

Our Finance cost expenses comprises of Interest Expenses & other borrowing costs.

### ***Other Expenses***

Other expenses primarily include Manufacturing Expenses & Administrative & Selling Expenses, etc.

### ***Provision for Tax***

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

## ***Financial Year ending on March 31, 2024***

### ***Income***

Our total income comprises of revenue from operations ₹23,778.48lakhs and other income ₹59.09 lakhs .

### ***Expenditure***

#### ***Cost of raw materials consumed***

In Financial Year ended March 31, 2024, our Company incurred cost for raw materials ₹22,358.93 lakhs.

#### ***Employee Benefit Expenses***

In Quarter ended Financial year ended March 31, 2024, our Company incurred for employee benefit expenses ₹107.16 lakhs.

#### ***Finance Costs***

The finance costs for Financial year ended March 31, 2024 was ₹155.47 lakhs.

#### ***Other Expenses***

In Financial Year ended March 31, 2024, our other expenses were ₹698.25 lakhs.

#### ***Profit/ (Loss) before Tax***

Our Company had reported a profit before tax for March 31, 2024 of ₹474.05 lakhs

#### ***Profit/ (Loss) after Tax***

Profit after tax March 31, 2024 was at ₹348.47 lakhs.



## ***Fiscal 2024 Compared with 2023***

### ***Income***

The total income of our company for fiscal year 2024 was ₹23,837.57 lakhs against ₹14,283.95 lakhs total income for Fiscal year 2023. An increase of 66.88% in total income. This increase in the revenue from operations can be attributed to the overall increase in operations of the company.

### ***Expenditure***

#### ***Cost of raw materials consumed***

In Fiscal 2024, our Company incurred cost for raw materials consumed ₹22,358.93 lakhs against ₹13,476.45 lakhs expenses in fiscal 2023, an increase of 65.91%. This increase in operational costs is on the basis of economical operations.

#### ***Employee Benefit Expenses***

In Fiscal 2024, our Company incurred for employee benefit expenses ₹ 107.16 lakhs against ₹ 91.85 lakhs expenses in fiscal 2023. An increase of 17%. The increase in scale of operations of the company and induction of staff at the office of the company led to incurring of increase in employee benefits expenses in FY 2023-24.

#### ***Finance Costs***

The finance costs for the fiscal 2024 was ₹155.47 lakhs while it was ₹58.44 lakhs for fiscal 2023. This increase of 166% was due to increase in additional unsecured loans borrowed through various bank and NBFC for utilization of working capital.

#### ***Other Expenses***

In fiscal 2024, our other expenses were ₹ 698.25 lakhs and ₹ 355.60 lakhs in fiscal 2023. An increase of 96% due to increase in scale of operations of the company.

#### ***Profit/ (Loss) before Tax***

Our Company had reported a profit before tax for the Fiscal 2024 of ₹ 474.05 lakhs against profit before tax of ₹279.60 lakhs in Fiscal 2023, a 70% increase. This was because during FY 2023-24, the Company was able to achieve economies of scale in its operations. Moreover, by making procurement at the opportune time, the company was able to create higher margins for its line of operations. This led to higher profitability margins for the company.

#### ***Profit/ (Loss) after Tax***

Profit after tax for the Fiscal 2024 was at ₹348.47 lakhs against profit after tax of ₹200.87 lakhs in fiscal 2023, a 73% increase. This was due to increase in the growth of Profit before Tax, that led to the increase.

## **CASH FLOWS**

*(Amount ₹ in lakhs)*

Particulars	For the year ended March 31,		
	FY24	FY23	FY22
Net Cash from Operating Activities	(892.38)	(376.81)	(254.12)
Net Cash from Investing Activities	(274.37)	(56.65)	(68.96)
Net Cash used in Financing Activities	1,420.86	406.83	375.45

#### ***Cash Flows from Operating Activities***

Net cash from operating activities for the year ended March 31, 2024 was ₹(892.38) lakhs as compared to the Profit before Tax at ₹474.05 lakhs. Net cash from operating activities for fiscal 2023 was at ₹(274.37) lakhs as compared to the Profit before Tax at ₹279.60 lakhs.

#### ***Cash Flows from Investment Activities***

The investing cash outflow or inflow for the period ending March 31, 2024 was ₹(274.37) lakhs due to purchase of property, plant and equipment. Net cash from investing activities for fiscal 2023 was at ₹ (56.65) lakhs due to acquisition of certain capital assets.

#### ***Cash Flows from Financing Activities***

Net cash flow from financing activities for the year ended March 31, 2024 was ₹ 1,420.86 lakhs due to repayment of debt availed by the company. Net cash from financing activities for fiscal 2023 was at ₹ 406.83 lakhs due servicing of debt availed by the company.

## Fiscal 2023 compared with fiscal 2022

### *Income*

The total income of our company for fiscal year 2023 was ₹14,280.56 lakhs against ₹4,847.02 lakhs total income for Fiscal year 2022. An increase of 195% in total income. This increase in the revenue from operations can be attributed to the overall increase in operations of the company. The company's manufacturing sales got increased 158%, and trading sales got increased by 286%.

### *Expenditure*

#### *Cost of raw materials consumed*

In Fiscal 2023, our Company incurred cost for raw materials consumed ₹13,476.45 lakhs against ₹4,526.68 lakhs expenses in fiscal 2022, an increase of 198%. This increase in operational costs is on the basis of economical operations. Ensuring procurement at the time when prices are low brought out this major difference and thereby contributed to the profitability of the company in FY 2022-23.

#### *Employee Benefit Expenses*

In Fiscal 2023, our Company incurred for employee benefit expenses ₹ 91.85 lakhs against ₹ 17.13 lakhs expenses in fiscal 2022. An increase of 436%. The increase in scale of operations of the company and induction of staff at the office of the company led to incurring of increase in employee benefits expenses in FY 2022-23.

#### *Finance Costs*

The finance costs for the fiscal 2023 was ₹58.44 lakhs while it was ₹4.38 lakhs for fiscal 2022. This increase of 1235% was due to increase in prime lending rates of the bank as the financial costs are dependent upon level of utilization of the credit facilities from the bank

#### *Other Expenses*

In fiscal 2023, our other expenses were ₹ 355.60 lakhs and ₹ 221.68 lakhs in fiscal 2022. An increase of 60% due to increase in scale of operations of the company.

#### *Profit/ (Loss) before Tax*

Our Company had reported a profit before tax for the Fiscal 2023 of ₹ 279.60 lakhs against profit before tax of ₹74.40 lakhs in Fiscal 2022, a 276% increase. This was because during FY 2022-23, the Company was able to achieve economies of scale in its operations. Moreover, by making procurement at the opportune time, the company was able to create higher margins for its line of operations. This led to higher profitability margins for the company.

#### *Profit/ (Loss) after Tax*

Profit after tax for the Fiscal 2023 was at ₹200.87 lakhs against profit after tax of ₹54.06 lakhs in fiscal 2022, a 272% increase. This was due to increase in the growth of Profit before Tax, that led to the increase.

## CASH FLOWS

(Amount ₹ in lakhs)

Particulars	For the year ended March 31,		
	Q1FY23	FY23	FY22
Net Cash from Operating Activities	(26.19)	(376.81)	(254.12)
Net Cash from Investing Activities	(99.92)	(56.65)	(68.96)
Net Cash used in Financing Activities	113.80	406.83	375.45

#### *Cash Flows from Operating Activities*

Net cash from operating activities for the year ended March 31, 2023 was ₹(376.81) lakhs as compared to the Profit before Tax at ₹279.60 lakhs. Net cash from operating activities for fiscal 2022 was at ₹(254.12) lakhs as compared to the Profit before Tax at ₹74.40 lakhs.

#### *Cash Flows from Investment Activities*

The investing cash outflow or inflow for the period ending March 31, 2023 was ₹(56.65) lakhs due to purchase of property, plant and equipment. Net cash from investing activities for fiscal 2022 was at ₹ (68.96) lakhs due to acquisition of certain capital assets.

#### *Cash Flows from Financing Activities*

Net cash flow from financing activities for the year ended March 31, 2023 was ₹ 406.83 lakhs due to repayment of debt availed by the company. Net cash from financing activities for fiscal 2022 was at ₹ 375.45 lakhs due servicing of debt availed by the company.

## **OTHER MATTERS**

### **1. Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

### **2. Significant economic changes that materially affected or are likely to affect income from continuing Operations**

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on Page 135 and 173 respectively of this Prospectus, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on Page 22 and 173 respectively of this Prospectus, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

### **4. Future relationship between Costs and Income**

Other than as described in the chapter titled “*Risk Factors*” beginning on Page 22 of this Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

### **5. Competition Conditions**

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, product quality and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.

## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

Our Board, in its meeting held on December 25, 2023, determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5.00% of the Company’s trade payables as per the last restated financial statements.

#### A. LITIGATION INVOLVING THE COMPANY

##### (a) Criminal proceedings against the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### (b) Criminal proceedings filed by the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated by the Company.

##### (c) Actions by statutory and regulatory authorities against the Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

**(d) Tax Proceedings:** As on the date of this Prospectus there are no outstanding Tax Proceedings against our company.

- i) Direct Tax: - NIL
- ii) Indirect Tax – NIL

##### (e) Other pending material litigations against the Company

As on the date of this Prospectus, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

##### (f) Other pending material litigations filed by the Company

As on the date of this Prospectus, there are no outstanding litigations initiated by the company, which have been considered material by the Company in accordance with the Materiality Policy.

#### B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

##### (a) Criminal proceedings against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding criminal proceedings against the Promoters & Directors of the company.

##### (b) Criminal proceedings filed by the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated by the Promoters and Directors of the company.

##### (c) Actions by statutory and regulatory authorities against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the

Promoters & Directors.

**(d) Tax Proceedings:** As on the date of this Prospectus, except as mentioned below, there are no outstanding Tax Proceedings against the Promoters & Directors.

i) Direct Tax –

**HARESH MOHANLAL SENGHANI**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2018-2019	147	25-03-2023	32,56,923	The Assessee filed the return of Income for the AY 2018-19 showing an income of Rs.9,40,510/-. The assessment order has alleged that assessee has carried out/indulged in carrying out transactions involving bogus invoices through S.K. Enterprises. It was also alleged that the assessee failed to provide complete details and evidence to prove the genuineness of the purchases. Consequently, the purchases amounting to Rs. 69,60,000/- were considered as purchases from the open/grey market and added to the total income of Rs. 9,40,510/- as per the Return filed under section 148 of the IT Act. The income was reassessed under section 147 read with section 144B of the IT Act, 1961. The assessing officer has determined the total income as Rs.79,00,510/-. A penalty notice was issued for under-reporting of income and non-compliance with notices under section 270A of the IT Act and section 272(A)(1)(d) of the IT Act.  Aggrieved by the said addition the appellant has filed an appeal before the Joint Commissioner (Appeals) on 15.04.2023. The matter is pending.

**HINABEN HARESH SENGHANI**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2018-2019	147	30-01-2023	77,870	No Appeal has been preferred against the Demand. The matter is Pending.

ii) Indirect Tax – NIL

**(e) Other pending material litigations against the Promoters & Directors of the company**

As on the date of this Prospectus, there are no outstanding litigations initiated against the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(f) Other pending material litigations filed by the Promoters & Directors of the company**

As on the date of this Prospectus, there are no outstanding litigations initiated by the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**C. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON OUR GROUP COMPANIES**

**(a) Criminal proceedings against our group companies**

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against our group companies.

**(b) Criminal proceedings filed by our group companies**

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated by our group companies

**(c) Actions by statutory and regulatory authorities against our group companies**

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against our group companies.

**(d) Tax Proceedings**

- i) Direct Tax: -NIL
- ii) Indirect Tax - NIL

**(e) Other pending material litigations against our group companies**

As on the date of this Prospectus, there are no outstanding litigations initiated against our group companies, which have been considered material by the Company in accordance with the Materiality Policy.

**(f) Other pending material litigations filed by our group companies**

As on the date of this Prospectus, there are no outstanding litigations initiated by our group companies, which have been considered material by the Company in accordance with the Materiality Policy.

**D. LITIGATIONS INVOLVING OUR SUBSIDIARIES - NA**

**DISCLOSURE PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, Group Companies and Directors have been categorized or identified as "Wilful Defaulters" by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

**DISCLOSURE PERTAINING TO FRAUDULENT BORROWERS**

Our Company or any of our Promoters, Group Companies or Directors are not declared as "Fraudulent Borrower" by the lending banks or financial institution or consortium thereof, in terms of RBI Master Directions dated July 01, 2016.

**OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors.

**Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.**

As on date of this Prospectus, there are no outstanding litigations involving the Company, or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

**Pending proceedings initiated against our Company for economic offences.**

There are no pending proceedings initiated against our Company for economic offences.

**Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous Companies enactment since incorporation against our Company.

**Material Fraud against our Company in the last five years**

There has been no material fraud committed against our Company since incorporation.

**Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences for default or outstanding defaults.

**Non-Payment of Statutory Dues**

Except as disclosed in the chapter titled “Financial Statements as Restated” beginning on page 135 there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

**Material Developments occurring After Last Balance Sheet Date**

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 173 of this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority, or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

### I. APPROVALS FOR THE ISSUE

The following approvals have been obtained or will be obtained in connection with the Issue:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on December 01, 2023 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Section 62(1) (c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on December 20, 2023 authorized the Issue.
3. The ISIN of the Company is INE0QUL01011.

### II. APPROVALS PERTAINING TO INCORPORATION OF OUR COMPANY.

Sr. No.	Description	Registration Number	Applicable law	Issuing Authority	Date of Issue	Validity
1.	Certificate of Incorporation in the name of "Nexus Petro Industries Private Limited"	U50400GJ2021PTC126116	Companies Act, 2013	Registrar of Companies Central Registration Centre	05-10-2021	Perpetual
2.	Certificate of Incorporation on conversion of the Company from "Nexus Petro Industries Private Limited" To "Nexus Petro Industries Limited"	U50400GJ2021PLC126116	Companies Act, 2013	Registrar of Companies, Ahmedabad	18-07-2023	Perpetual

### III. BUSINESS RELATED APPROVALS.

Sr. No.	Description	Registration / Application NO.	Applicable law	Issuing Authority	Date of Issue	Validity
1.	Udyam Registration Certification (Gujrat)	UDYAM-GJ-01-0116918	Micro, Small and Medium Enterprises Development Act, 2006	Government of India Ministry of Micro, Small and Medium Enterprises	29-11-2021	Perpetual
2.	MSME Certificate (Rajasthan)	MSME/2023/20055	The Rajasthan Micro, Small & Medium Enterprise	The Rajasthan Micro, Small & Medium Enterprise, (Facilitation of Establishment and Operation	30-06-2023	29-06-2028



			(Facilitation of Establishment and Operation) Act, 2019	Act 2019) Government of Rajasthan		
3.	Bureau of Indian Standards Certificate	CM/L-7600139109	Bureau of Indian Standards law	The National Standards Body of Indian	17-11-2023	16-11-2024
4.	Pollution Certificate (Rajasthan)	File No. F (Tech)/Pali (Rohat)/2254(1)/2023-2024/1195-1196/	Air & Water (Prevention & Control of Pollution)	Rajasthan state Pollution control Board	04-10-2023	30-09-2028
5.	Pollution Certificate (Gujrat)	AWH-128507	Air & Water (Prevention & Control of Pollution)	Gujarat Pollution Control Board	17-08-2023	24-05-2028
6.	Certificate of Importer Exporter Code	AAHCN8428R	Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade	18-11-2021	Perpetual
7.	ISO Certificate 90001:2015	Q-03005000200	ISO 9001:2015 Quality Management System	The Bureau of Indian Standards	29-05-2023	30-05-2024
8.	ISO Certificate 14001:2015	E-3005000201	ISO Certificate 14001:2015 Environmental Management System	The Bureau of Indian Standards	29-05-2023	30-05-2024
9.	Entitlement Certificate for Exemption from the Stamp Duty	RIPS2022/2023/5003361	Rajasthan Investment Promotion Scheme, 2022 (under RIPS-2022)	Government of Rajasthan District Industries Centre, Pali	14-07-2023	Utilised
10.	Entitlement Certificate for Exemption from the Stamp Duty	RIPS2022/2023/5005501	Rajasthan Investment Promotion Scheme, 2022 (under RIPS-2022)	Government of Rajasthan District Industries Centre, Pali	06-10-2023	Till the expiry of the operative period of the scheme
11.	License to work as a Factory, Gujarat	Reg. No. - 812/19209/2024 License No.- 54019	Factories Act, 1948	Directorate Industrial Safety & Health, Gujarat	13-03-2024	31-12-2028
12.	License to work as a Factory, Madhya Pradesh	Nic No-19209 License No.- 197/18092/BPL/ 2m(i)	Factories Act, 1948	Directorate Industrial Safety & Health, Gujarat	29-05-2024	31-12-2024
13.	License to work as a Factory, Pali, Rajasthan	Reg. No. – RJ/36177 License No.- 50555	Factories Act, 1948	Government of Rajasthan, Chief Inspector of Factories and Boliers	26-07-2024	31-03-2029

#### IV. TAX RELATED APPROVALS

Sr. No.	Description	Registration Number	Applicable law	Issuing Authority	Date of Issue	Validity
1.	Permanent Account Number (PAN)	AAHCN8428R	Income Tax Act, 1961	Income Tax Department	05-10-2021	Perpetual
2.	Goods & Services Tax (GST), Ahmedabad, Gujarat	24AAHCN8428R1ZP	Central Goods and Service Tax Act, 2017	Central Board of Indirect Taxes and Customs	04-11-2021	Perpetual
3.	Goods & Services Tax (GST), Bhopal, Madhya Pradesh	23AAHCN8428R1ZR	Central Goods and Service Tax Act, 2017	Central Board of Indirect Taxes and Customs	10-11-2023	Perpetual
4.	Goods & Services Tax (GST), Pali, Rajasthan	08AAHCN8428R1ZJ	Central Goods and Service Tax Act, 2017	Central Board of Indirect Taxes and Customs	20-10-2023	Perpetual
5.	TAN (Tax Deduction Account Number)	AHMN12452G	Income Tax Act, 1961	Income Tax Department	10-10-2023	Perpetual
6.	Sanstha Aadhaar Number (SAN)	SAN: 0907930000000066	Factories Act, 1948	Government OF Rajasthan Department of Statistics Directorate of Economics & Statistics Jaipur, Rajasthan	26-12- 2023	Perpetual
7.	Registration under Employees Provident Fund	GJAHD2483360000	Employee Provident Funds & Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation (Ministry of Labour & Employment, Government of India)	05-10-2021	Perpetual
	Registration under Employee's State Insurance	37001266090000912	Employees State Insurance Act, 1948	Employees State Insurance Corporation	22-05-2024	Perpetual

#### V. INTELLECTUAL PROPERTY RELATED APPROVALS.

The trademark "Nexus Group" was originally registered with promoter group entity, Nexus Petro Energy LLP. Vide deed of assignment dated December 9, 2023, the said trademark has been transferred to Nexus Petro Industries Limited by Nexxus Petro Energy LLP. The company has applied for transfers all the rights, title and ownership in the Tradename "Nexus Group" pursuant to the deed of assignment dated December 9, 2023 vide application No 401947 dated December 11,2023 made to the Registrar of Trademarks. The said application is under process.

#### VI. Approvals applied for but not yet received / Renewals made in the usual course of business:

1. Our company has applied for transfers all the rights, title and ownership in the Tradename "Nexus Group" To M/S. Nexxus Petro Industries Limited, vide application No 401947 dated December 11,2023.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated December 01, 2023 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on December 20, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Company has obtained approval from BSE vide letter dated August 21, 2024 to use the name of BSE in this Offer Document for listing of equity shares on the BSE SME. BSE is the designated stock exchange.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Further, our Company, promoters, members of the promoter group, directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### PROHIBITION BY RBI

Neither our Company nor any of our Promoters or Directors has been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Prospectus.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoters and Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of this Prospectus.

### ELIGIBILITY FOR THE ISSUE

Our Company is an "Unlisted Issuer-" in terms of the SEBI ICDR Regulations; and this Issue is an "Initial Public Issue" in terms of the SEBI ICDR Regulations.

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, an issuer whose post Issue face value capital does not exceed ten crores' rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the BSE SME).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

1. Our Company was incorporated on October 05, 2021, with the Registrar of Companies, Central Registration Centre, under the Companies Act, 2013 in India.
  2. The Post-Issue Paid-Up Capital of the Company shall not be more than rupees twenty-five crores.
- ProspectusProspectusProspectus
1. (i) The Net Worth of our Company as on March 31, 2024 are Rs.863.40 Lakhs and hence is Positive.  
(ii) Our Company has Positive Cash Accruals in preceding financial years 2024, 2023 and 2022.

(iii) Our Net Tangible Assets are Rs. 3,892.55 Lakhs as on March 31, 2024.

The Net Worth, Cash Accruals and Net Tangible Assets of the Company as per the Restated Financial Statements of our Company for the Financial Year ended on March 31, 2024, March 31, 2023, March 31, 2022 are as set forth below:

(Rs.in lakhs)

Particulars	For the Financial Year ended on March 31		
	2024	2023	2022
Net Worth	863.40	264.93	64.06
Cash Accruals	673.23	360.05	81.53
Net Tangible Assets	3,892.55	1,644.96	923.77

(1) Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) after deducting miscellaneous expenditure not written off, if any,

(2) Cash accruals has been defined as the Earnings before depreciation and tax from operations.

(3) Net Tangible Assets are defined as the sum of total assets minus intangible assets

- Our Company does not have a track record of 3 years, as it was incorporated on October 5, 2021. The company is funded by Bank by way of term loan. The term loan has been disbursed and utilized for the procurement of Machineries.
- Our Company has website: [www.nexusgroup.com](http://www.nexusgroup.com)

#### Other Disclosures:

- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- There is no winding up petition against the company, which has been accepted by the National Company Law Tribunal (NCLT).
- There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to BSE for listing on BSE SME.
- Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.
- No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the BSE SME. BSE is the Designated Stock Exchange.
- Our Company has entered into an agreement dated August 11, 2023 with NSDL and agreement dated August 10, 2023 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters are in dematerialization form except for corporate action of bonus shares which are in process.
- Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- (a) Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- (b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- (c) Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower.
- (d) None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such issue under Chapter IX of SEBI ICDR Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**We further confirm that:**

1. In accordance with Regulation 246 of the SEBI ICDR Regulations, the lead manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.
2. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue has been one hundred percent (100%) underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to chapter titled “*General Information*” beginning on page 38 of this Prospectus.
3. In accordance with Regulation 268 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 (50), otherwise, the entire application money will be unblocked or refunded forthwith. If such money is not unblocked or repaid within four days from the date our company becomes liable to unblock or repay it, then our company and every officer in default shall, on and from expiry of fourth day, be liable to unblock or repay such application money, with interest as prescribed under SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

**COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS**

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Issue.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. 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 ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY**

**ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, SRUJAN ALPHA CAPITAL ADVISORS LLP HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 22, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS ISSUE DOCUMENT.**

**Note:** All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of section 26 of the Companies Act, 2013.

#### **DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, <https://nexusgroup.com/>, or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Srujan Alpha Capital Advisors LLP is not an associate of the Company and is eligible to be appointed as the Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be issued or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

### **Eligibility and Transfer Restrictions**

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Applicants are advised to ensure that any application from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

### **DISCLAIMER CLAUSE OF THE BSE**

As required, a copy of the Prospectus shall be submitted to the BSE SME. The Disclaimer Clause as intimated by the BSE SME to us, post scrutiny of the Prospectus, shall be included in the Prospectus prior to the filing with RoC.

### **LISTING**

The Equity Shares issued through the Prospectus are proposed to be listed on BSE SME. Application have been made to BSE SME for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its BSE SME after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from BSE vide letter dated August 21, 2024 to use name of BSE in the Prospectus for listing of equity shares on BSE SME.

### **CONSENTS**

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer, Peer Review Auditors and the Statutory Auditors; and (b) the Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Bankers to the Issue, Bankers to the Company, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013.

### **EXPERT OPINION**

Except as disclosed below, our Company has not obtained any expert opinions in connection with this Prospectus:

Our Company has received a written consent dated December 27, 2023 from the Peer Reviewed Auditors, namely M/s Keyur Shah & Associates, Chartered Accountants, who hold a valid peer review certificate from ICAI, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as Peer Reviewed Auditor, and in respect of their (a) examination report dated July 19, 2024, on the Restated Financial Statements, and (b) report dated August 27, 2024 on the statement of special tax benefits.

Such consent has not been withdrawn as on the date of this Prospectus. However, the term “expert” and “consent” shall not be construed to mean an “expert” and “consent” as defined under the U.S. Securities Act.

### **PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS**

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

#### COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

#### CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY

Except as disclosed in Chapter titled “*Capital Structure*” on page 50 of this Prospectus, our Company has not made any capital issue during the previous three years.

We do not have any Group Company or Subsidiary or Associate as on date of this Prospectus.

#### PERFORMANCE VIS-À-VIS OBJECTS

Except as stated in the chapter titled “*Capital Structure*” beginning on page 50 of this Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

We do not have any Group Company or Subsidiary or Associate as on date of this Prospectus.

#### PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER\*

Sr. No.	Issuer name	Issue size (₹ Crores)	Issue price (Rs.)	Listing Date	Opening price on Listing Date (in Rs.)	+/- % change in closing price, [+/- % change in closing benchmark] - 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 <sup>th</sup> calendar days from listing
<b>Mainboard IPO Issues</b>								
-	-	-	-	-	-	-	-	-
<b>SME IPO Issues</b>								
1.	Dharni Capital Services Limited	10.74	20.00	January 31, 2023	20.25	+1.50% [-0.23%]	+3.45% [+2.62%]	+20.05% [+11.28%]
2.	Kontor Space Limited	15.62	93.00	October 10, 2023	73.75	-10% [-1.25%]	-16.77% [+10.26%]	-14.73% [+14.34%]
3.	Esprits Stones Limited	50.42	87.00	August 02, 2024	93.15	+26.78% [-0.17%]	NA	NA

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

\*The Public issue of Sodhani Academy of Fintech Enablers Ltd and Popular Foundations Ltd are yet to be listed as on date of this prospectus by Lead Manager.

#### Notes:

1. The BSE SENSEX and CNX NIFTY are considered as the Benchmark Index.
2. Price on BSE/NSE are considered for all the above calculations.



3. In case 30th, 90th and 180th day is not a trading day, closing price of the next trading day has been considered.
4. In case 30th, 90th and 180th day, scripts are not traded then the last trading price has been considered.
5. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

Summary statement of price information of past issues handled by Srujan Alpha Capital Advisors LLP :

Financial Year	Total no. of IPOs	Total funds raised (₹ Crores)	Nos. of IPOs trading at discount on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at discount as on 180 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium as on 180 <sup>th</sup> calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25% - 50%	Less than 25%
2024-2025	1 <sup>(3)</sup>	50.42	-	-	-	-	-	-	-	-	-	-	-	-
2023-2024	1 <sup>(2)</sup>	15.62	-	-	1	-	-	-	-	-	1	-	-	-
2022-2023 <sup>#</sup>	1 <sup>(1)</sup>	10.74	-	-	-	-	-	1	-	-	-	-	-	1

1) The scrip of Dharni Capital Services Limited was listed on January 31, 2023

2) The Scrip of Kontor Space Limited was listed on October 10, 2023

3) The Scrip of Esprits Stones Limited was listed on August 02, 2024

#### TRACK RECORD OF PAST ISSUES HANDLED BY LEAD MANAGER

For details regarding track record of the Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: [www.srujanalpha.com](http://www.srujanalpha.com).

#### STOCK MARKET DATA OF EQUITY SHARES

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

#### MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of three years from the date of listing and commencement of trading of the Equity Shares to enable the applicants to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Applicant, ASBA Form number, Applicant's DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Applicants who make the payment of Application Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Application shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Applications submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Issue Closing

Date, the applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and subject to applicable law, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. The following compensation mechanism has become applicable for investor grievances in relation to applications made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Application Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Application Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Application Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted /partially Allotted applications	₹100 per day or 15% per annum of the Application Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Lead Manager shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the LM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

For helpline details of the Lead Manager pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see “General Information – Lead Manager” on page 38 of this Prospectus.

The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Applicants. Applicants can contact our Company Secretary and Compliance officer or the Registrar to the Issue in case of any pre-issue or post-issue related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company has also appointed Ms. Zehra Murtaza Ghadiali, Company Secretary and Compliance officer. For details, see “General Information” beginning on page 38 of this Prospectus.

## 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 Prospectus.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company shall, after filing of this Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Further, our Board by a resolution on December 01, 2023 has also constituted a Stakeholders' Relationship Committee. The committee was reconstituted upon change in directors vide resolution passed at the meeting of the board of directors held on August 01, 2024

The composition of the Stakeholders' Relationship Committee is as follows:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Parshwa Shah	Non-Executive Independent Director	Chairman
Mr. Rahul Mohanlal Senghani	Whole time Director	Member
Ms. Dhruvi Rameshbhai Patel	Non-Executive Independent Director	Member

For further details, please see the chapter titled "*Our Management*" beginning on page 114 of this Prospectus.

Our Company has also appointed Ms. Zehra Murtaza Ghadiali, as the Company Secretary and Compliance Officer for the Offer and she may be contacted at the Registered Office of our Company.

**Ms. Zehra Murtaza Ghadiali**

B-811 Swati Trinity, Applewood Township  
Sanathal Sanand, Sarkhej,  
Ahmedabad, Dascroi,  
Gujarat, India, 382210  
**Tel. No.:** +91 02717 454317  
**Email:** [cs@nexusgroup.co.in](mailto:cs@nexusgroup.co.in)  
**Website:** [www.nexusgroup.co.in](http://www.nexusgroup.co.in)

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

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

## SECTION IX – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, SEBI LODR Regulations, the terms of the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities offered from time to time by SEBI, the Government of India, the BSE SME, the RBI, ROC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Offer.*

#### AUTHORITY FOR THE OFFER

The present Public offer a Fresh issue upto 18,50,400 Equity shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on December 01, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on December 20, 2023 in accordance with the provisions of Sections 28, 62(1)(c) other applicable provisions, if any, of the Companies Act, 2013.

#### RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “*Main Provisions of the Articles of Association*” beginning on page 232 of this Prospectus.

#### MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Applicants who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” beginning on page 134 and 232 respectively of this Prospectus.

#### FACE VALUE AND OFFER PRICE

The Equity Shares having a face value of ₹10.00 each are being offered in terms of this Prospectus at the price of ₹ 105 per Equity Share. The Offer Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “*Basis for Offer Price*” beginning on page 63 of this Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

#### RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and

8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 232 of this Prospectus.

#### **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

Trading of the Equity Shares will happen in the minimum contract size of 1,200 Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE SME from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 1,200 Equity Share subject to a minimum allotment of 1,200 Equity Shares to the successful Applicants.

Further, in accordance with SEBI ICDR Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh per application.

#### **JOINT HOLDERS**

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

#### **JURISDICTION**

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **NOMINATION FACILITY TO INVESTORS**

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself

or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

#### OFFER PROGRAM

<b>Offer Opens on</b>	September 26, 2024
<b>Offer Closes on</b>	September 30, 2024

An indicative timetable in respect of the Offer is set out below:

<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or about October 1, 2024
<b>Initiation of Refunds / unblocking of funds from ASBA Account*</b>	On or about October 3, 2024
<b>Credit of Equity Shares to demat account of the Allottees</b>	On or about October 3, 2024
<b>Commencement of trading of the Equity Shares on the Stock Exchanges</b>	On or about October 4, 2024

*\*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 Exchange Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding -Two Working Days from the Offer 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 Two Working Days from the Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the Applicant shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to 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 which for the avoidance of doubt shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.*

In terms of Regulation 265 of SEBI ICDR Regulations, the Offer shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.

In terms of Regulation 266 (3) of SEBI ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Offer Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of Regulation 266(1).

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 Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company, 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. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Shareholders confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within Three Working Days from the

Offer Closing Date or such other period as may be prescribed by SEBI.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (IST) during the Offer Period (except for the Offer Closing Date). On the Offer Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Investors after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Offer Closing Date, the Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Offer Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Offer Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Offer. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The above timetable is indicative and does not constitute any obligation or liability on our Company, our Promoters or the Lead Managers. 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 Exchanges are taken within Three (3) Working Days from the Offer Closing Date or such period as may be prescribed, with reasonable support and co-operation of the Promoter, as may be required in respect of its respective portion of the offered Shares, the timetable may change due to various factors, such as extension of the Offer Period by our Board, as applicable, in consultation with the Lead Managers. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within Six Working Days from the Offer Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the Lead Managers will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding -Two (2) Working Days from the Offer Closing Date, the Applicant shall be compensated for the entire duration of delay exceeding Four (4) Working Days from the Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post Offer timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Offer closure time from the Offer Opening Date till the Offer Closing Date by obtaining the same from the Stock Exchange. The SCSB's shall unblock such applications by the closing hours of the Working Day.

**It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.**

In case of force majeure, banking strike or similar circumstances, the Issuer may, for reasons to be recorded in writing, extend the (Offer) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Offer Period not exceeding ten (10) working days.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Investors can revise or withdraw their Applications prior to the Offer Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the

Offer shall ask the relevant SCSB or the member of the Syndicate for rectified data.

## **MINIMUM SUBSCRIPTION**

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Offer through the Offer Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received within 15 days from the closure of the Offer, if there is a delay beyond such time, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

The minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked within -Two (2) working days of closure of Offer.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Offer through this Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the application law of such jurisdiction.

## **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 1,200 shares in terms of the SEBI circular No.CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME.

## **WITHDRAWAL OF THE OFFER**

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Offer after the Offer Opening Date but before the Allotment. In such an event, our Company would Offer a public notice in the newspapers in which the pre-Offer advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Lead Manager through, the Registrar to the Offer, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicants within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Offer is withdrawn after the designated Date, amounts that have been credited to the Public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is registered with the ROC. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer, our Company shall file a fresh Prospectus.

## **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

The lock-in of the pre-offer capital of our Company as provided in “*Capital Structure*” beginning on page 50 of this Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see “*Main Provisions of the Articles of Association*” beginning on page 232 of this Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries*



*about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

## **NEW FINANCIAL INSTRUMENTS**

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Offer. Further, our Company is not issuing any new financial instruments through this Offer.

## **AS PER THE EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS OFFER.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

## **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer 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.

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 Tripartite agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated August 11, 2023 between NSDL, our Company and Registrar to the Offer; and
- Tripartite Agreement dated August 10, 2023 between CDSL, our Company and Registrar to the Offer.

## **MIGRATION TO MAIN BOARD**

In accordance with the BSE Circular dated November 26, 2012, and consequent circulars, our Company will have to be mandatorily listed and traded on the BSE SME for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI ICDR Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the mainboard of BSE from the BSE SME on a later date subject to the following:

1. If the paid-up capital of the Company is likely to increase above ₹25 crores by virtue of any further offer of capital by way of rights, preferential offer, bonus offer etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
2. If the paid-up capital of the Company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter shareholders in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **MARKET MAKING**

The shares offered through this Offer are proposed to be listed on the BSE SME with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on BSE SME. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 38 of this Prospectus.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Issue face value capital not exceeds ten crore rupees. The Company shall Issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE SME). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on page 199 and 208 respectively, of this Prospectus.

### ISSUE STRUCTURE

This Issue comprised of Initial Public Offering of upto 18,50,400 Equity Shares for Cash at an Issue Price of ₹ 105 per Equity Share. The Issue comprises a reservation of 93,600 Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net Issue to Public of 17,56,800 Equity Shares of face value of ₹10/- each (“**the Net Issue**”). The Issue and the Net Issue will constitute 26.62% and 25.28%, respectively of the post Issue paid-up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation <sup>(1)</sup>	17,56,800 Equity Shares	93,600 Equity Shares
Percentage of Issue Size available for Allocation	25.28% of the Issue Size	5.06% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 1,200 Equity Shares and further allotment in multiples of 1,200 Equity Shares each (1)  For further details please refer section explaining the Basis of Allotment in the GID	Firm Allotment
Mode of Application <sup>^</sup>	Only through the ASBA Process (including the UPI Mechanism for an application size of up to ₹5,00,000 for Retail Individual and Non-Retail Individual Investors)	
Mode of Allotment	Compulsorily in dematerialised form	
Minimum Application Size	<i>For Other than Retail Individual Investors:</i>  Such number of Equity Shares in multiples of 1,200 Equity Shares such that the Application Value exceeds ₹ 2,00,000.  <i>For Retail Individuals Investors:</i>  1,200 Equity Shares	93,600 Equity Shares
Maximum Application Size	<i>For Other than Retail Individual Investors:</i>  Such number of Equity Shares in multiples of 1,200 Equity Shares not exceeding the size of the Issue, subject to applicable limits to the Applicant.  <i>For Retail Individuals Investors:</i>  1,200 Equity Shares	93,600 Equity Shares
Trading Lot	1,200 Equity Shares	1,200 Equity Shares. However, the Market Maker may buy odd lots if any in the market as required under the SEBI ICDR Regulations.
Who can Apply <sup>(2)</sup>	<i>For Other than Retail Individual Investors:</i>	Market Maker

Particulars	Net Issue to Public	Market Maker Reservation Portion
	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts.  <i>For Retail Individuals Investors:</i>  Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.	
Terms of Payment <sup>(3)</sup>	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	1,200 Equity Share and in multiples of 1,200 Equity Shares thereafter	

<sup>^</sup> As specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchange shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail Individual Investors, QIBs, Non-Institutional Investors, and also for all modes through which the applications are processed.

<sup>(1)</sup> Since present Issue is a fixed price Issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations, shall be made as follows:

- (a) Minimum fifty per cent to retail individual investors; and
- (b) Remaining to:
- (i) individual applicants other than retail individual investors; and
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

*Explanation - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent of the Issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage."*

<sup>(2)</sup> In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

<sup>(3)</sup> In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including Retail Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled "Issue Procedure" beginning on page 208 of this Prospectus.

## ISSUE PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issue (“GID”) prepared and issued in accordance with the SEBI circular no SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 which is issued in supersession of the Circular SEBI Circular CIR/CFD/DIL/12/2013 dated October 23, 2013 & UPI Circular 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 website of Stock Exchange(s), the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Offer; (vi) price discovery and allocation; (vii) General Instructions (limited to instructions for completing the Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Application Form; (xi) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using UPI and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanisms for RIIs applying through Designated Intermediaries have been made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The same was applicable until June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Further pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/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. This circular shall come into force for initial public offers opening on/or after May 01, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of the Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. If the Offer is made under UPI Phase III, the same will be advertised in all editions of the English national daily newspaper, all editions of the Hindi national daily newspaper, regional edition of the regional daily newspaper on or prior to the Offer Opening Date and such advertisement shall also be made available to the Stock Exchange for the purpose of uploading on their website. 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).

SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) Working Days from the Offer Closing Date, the Applicant shall be compensated as per the UPI Circulars for the entire duration of delay exceeding Four (4) Working Days from the Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

Further, the Company and the Lead Manager are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Offer.

### **PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued UPI Circulars in relation to streamlining the process of public Offer of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public Offer closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Investor would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public Offer closure to listing would continue to be six working days.

**Phase II:** This phase commenced on completion of Phase I, i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public offer closure to listing would continue to be six working days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public Offer closure to listing is proposed to be reduced to three working days.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful applicants to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-offer LM will be required to compensate the concerned investor.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Offer Opening Date. All SCSBs offering facility of making application in public Offers shall also provide facility to make application using UPI.

Our Company will be required to appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Investors.

The processing fees may be released to the remitter banks (SCSBs) only after an application is made by the SCSBs to the LM with a copy to the Registrar, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB in accordance with April 20, 2022 Circular.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

## **FIXED PRICE OFFER PROCEDURE**

The Offer is being made in compliance with the provisions of Chapter IX of SEBI ICDR Regulations through a Fixed Price Process wherein 50% of the Net Offer is allocated for Retail Individual Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price.

Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Investors shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in 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 in consultation with the LM and the Stock Exchange.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for RII Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The EquityShares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.**

## **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

Copies of the Application Form and the Abridged Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Offer Opening Date.

All Applicants (other than Applicants using the UPI mechanism) shall mandatorily participate in the Offer only through the ASBA process. ASBA Applicants (other than Applicants using the UPI mechanism) must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Form that do not contain such details are liable to be rejected. Further Retail Individual Investors may participate in the Offer through UPI by providing details in the relevant space provided in the Application Form and the Application Forms that do not contain the UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of Electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

<b>Category</b>	<b>Colour of Application Form</b>
Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue*

\*Excluding Electronic Application Form.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by 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 Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

For RIIs using UPI mechanism, the Stock Exchanges shall share the application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the Offer) 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 Offer. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Offer for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchanges shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Offer, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”):

1. An SCSB, with whom the bank account to be blocked, is maintained
2. A syndicate member (or sub-syndicate member)
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4. A Depository Participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5. A Registrar to an Offer and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investorsto SCSBs:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investorsto intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.



**For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:**

After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non- SCSB bank or any Escrow Collection Bank.

**Who Can Apply?**

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the 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 Offer;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.
24. Applications not to be made by:
  - (a) Minors (except through their Guardians)
  - (b) Partnership firms or their nominations
  - (c) Foreign Nationals (except NRIs)
  - (d) Overseas Corporate Bodies

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **For Retail Individual Investors**

The Application must be for a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹2,00,000.

##### **For Other than Retail Individual Investors (Non-Institutional Investors and QIBs)**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of 1,200 Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI ICDR Regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Investors, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application from them does not exceed the investment**

**limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the 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). For applications where the proportionate allotment works out to less than 1,200 Equity shares the allotment will be made as follows:
  - (a) Each successful applicant shall be allotted 1,200 Equity shares; and
  - (b) The successful applicants out of the total applicants for that category shall be determined by the 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 (2) above.
3. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1200 Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 1200 Equity shares subject to a minimum allotment of 1200 Equity shares.
4. If the Shares allotted 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. If as a result of the process of rounding off to the nearest multiple of 1200 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 offer specified under the Capital Structure mentioned in this Prospectus.
5. The above proportionate allotment of shares in an Offer that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
  - (a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - (b) The balance net offer of shares to the public shall be made available for allotment to:
    - i) Individual applicants other than retail individual investors; and
    - ii) Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - (c) The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.
6. Retail Individual Investors' 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 Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Lead Manager and Registrar to the Public Offer 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.

#### **Allotment Procedure and Basis of Allotment**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. No Retail Individual Investors 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 issue is 100% under written.

#### **Flow of Events from the closure of Bidding period (T DAY) Till Allotment:**

- On T Day, RTA To validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable , through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below :.

#### **Process for generating list of allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by DSE is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allottees , partial allottees and non- allottees , prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

#### **PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER, PROMOTERS, PROMOTER GROUP AND PERSONS RELATED TO PROMOTERS/ PROMOTER GROUP**

The Lead Manager shall not be entitled to subscribe to this Offer in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Offer, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. The Promoters, Promoter Group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Offer.

#### **APPLICATIONS BY MUTUAL FUNDS**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with

the Application Form. Failing this, our Company in consultation with Lead Manager, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

#### **APPLICATIONS BY HUFs**

Applications by HUFs Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with Applications from individuals.

#### **APPLICATIONS BY ELIGIBLE NRIs**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicant applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIIs using the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIIs applying using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. However, NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents. (White in colour).

Participation by Eligible NRIs in the Offer shall be subject to the FEMA Non -Debt Instruments Rules. Only Applications accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants offered by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall

not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 231 of this Prospectus.

#### **APPLICATIONS BY FPIs AND FIIs**

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common

control) must be below 10% of our post-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%). In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Additionally, the aggregate foreign portfolio investment up to 49% of the paid-up capital on a fully diluted basis or the sectoral / statutory cap, whichever is lower, does not require Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in transfer of ownership and control of the resident Indian company from resident Indian citizens or transfer of ownership or control to persons resident outside India. Other investments by a person resident outside India will be subject to conditions of Government approval and compliance with sectoral conditions as laid down in these regulations.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments. FPIs are permitted to participate in the Offer 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 Offer, 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 offered 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 offered only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are offered only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are offered after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants offered that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, inter alia, the following conditions:

- (a) each offshore derivative instrument is transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents.

Further, Applications received from FPIs bearing the same PAN will be treated as multiple Applications and are liable to be rejected, except for Applications from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "MIM Structure") provided such application have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple applications received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid application, FPIs making multiple applications using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications will be rejected.

## **APPLICATIONS BY SEBI REGISTERED AIF, VCF AND FVCI**

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations. All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

**Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

**All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

<b>APPLICATIONS</b>	<b>BY</b>	<b>LIMITED</b>	<b>LIABILITY</b>
<b>PARTNERSHIPS</b>			

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

## **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our company in consultation with the Lead Manager reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDAI Investment Regulations”) are set forth below:

Equity shares of a company: the lower of 10%<sup>(1)</sup> of the investee company’s outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a reinsurer;

The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

*(1) The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs.2500.00 Lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs.500,000 million or more but less than Rs.2500.00 Lakhs.*

Insurer companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars Issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (“IRDA Investment Regulations”).

#### **APPLICATIONS BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.



## **APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, as amended is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves.

## **APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by systemically important non-banking financial companies registered with RBI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

## **APPLICATIONS BY SCSBS**

SCSBs participating in the Offer is required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public Offers and clear demarcated funds should be available in such account for such applications.

The information set out above is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Prospectus.

## **APPLICATION UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of Rs250 million (subject to applicable laws) and pension funds with a minimum corpus of Rs250 million (subject to applicable laws), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged along with the Application Form. Failing this, our Company in consultation with the LM, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason

thereof. Our Company in consultation with the LM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form.

**In accordance with RBI regulations, OCBs cannot participate in the Offer.**

## **OFFER PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)**

**Applicants in accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **METHOD AND PROCESS OF APPLICATIONS**

The Designated Intermediaries shall accept applications from the Applicants during the Offer Period.

The Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding 10 Working Days.

During the Offer Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Offer.

Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/ failure of the Offer or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the

Public Offer Account. In case of withdrawal/ failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

### **TERMS OF PAYMENT**

The entire Offer price of ₹ 105 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Applicants.

### **PAYMENT MECHANISM**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Offer 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 Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **ELECTRONIC REGISTRATION OF APPLICATION**

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 Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,  
(i) The applications accepted by any Designated Intermediaries  
(ii) The applications uploaded by any Designated Intermediaries or  
(iii) The applications accepted but not uploaded by any Designated Intermediaries.
5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer 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 Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:

- (a) Name of the Applicant;
- (b) IPO Name;
- (c) Application Form Number;
- (d) Investor Category;
- (e) PAN (of First Applicant, if more than one Applicant);
- (f) DP ID of the demat account of the Applicant;
- (g) Client Identification Number of the demat account of the Applicant;
- (h) Number of Equity Shares Applied for;
- (i) Bank Account details;
- (j) Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
- (k) Bank account number

8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non-Retail Individual Investors and Retail Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchange to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our 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 Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer 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 Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

## **SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC**

Our company and Lead Manager to the Issue have entered into an Underwriting Agreement dated August 08, 2024.

#### **FILING OF PROSPECTUS WITH ROC**

A copy of Prospectus will be filled with the ROC in terms of Section 26 and 28 of The Companies Act, 2013.

#### **ISSUANCE OF ALLOTMENT ADVICE IN THE OFFER**

Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Offer shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Offer.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer. The Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

#### **DESIGNATED DATE**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer. 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 Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

#### **GENERAL INSTRUCTIONS**

##### **Do's:**

1. Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their applications through the ASBA process only;
2. Ensure that you have apply within the Price Band
3. Read all the instructions carefully and complete the Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID and Bank Account Number (UPI ID, as applicable) are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Investors using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
6. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number and such ASBA account belongs to you and no one else if you are not an RII using the UPI Mechanism in the Application Form (with maximum length of 45 characters) and if you are an RII using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Offer. Retail Individual Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Application Amount are available for blocking, is UPI 2.0 certified by NPCI;

8. If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form (for all Applicants other than Retail Individual Investors, bidding using the UPI Mechanism);
9. All Applicants should submit their Applications through the ASBA process only;
10. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
11. Retail Individual Investors submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application is listed on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in);
12. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
13. Ensure that you request for and receive a stamped acknowledgement of your Application;
14. Retail Individual Investors using the UPI mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
15. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;
16. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
17. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
18. Ensure that the Demographic Details are updated, true and correct in all respects;
19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
20. Ensure that the correct investor category and the investor status is indicated in the Application Form;
21. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
22. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
23. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Offer;
24. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case maybe, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held

in the same joint names and such names are in the same sequence in which they appear in the Application Form;

25. Applicants, other than Retail Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;

26. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;

27. In case of ASBA Applicants (other than Retail Individual Investors using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);

28. Once the Sponsor Bank Issues the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;

29. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;

30. Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account.

31. Retail Individual Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;

32. Retail Individual Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;

33. Retail Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;

34. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;

35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;

36. Retail Individual Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Offer Closing Date.

37. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

38. UPI Applicants using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Applicants shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019.

**Don'ts:**

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not apply by another Application Form after submission of Application to the Designated Intermediary.
4. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stockinvest or any mode other than blocked amounts in the bank account maintained with SCSB;
5. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not submit the Application Forms to any non-SCSB bank or our Company;
7. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not submit more than one Application Forms per ASBA Account;
10. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
11. Do not apply for an Application Amount exceeding Rs. 200,000 (for Applications by Retail Individual Investors);
12. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Prospectus;
13. Do not submit the General Index Register number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
16. If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
17. If you are a Retail Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
19. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
20. Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
21. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Offer Period and withdraw their Applications on or before the Offer Closing Date;
22. Do not apply for shares more than specified by respective Stock Exchanges for each category;
23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in



case of Applications submitted by Retail Individual Investor using the UPI mechanism;

24. Do not submit incorrect UPI ID details, if you are a Retail Individual Investors applying through UPI Mechanism;
25. If you are a Non-Institutional Investor or Retail Individual Investor, do not submit your application after 3.00 p.m. on the Offer Closing Date;
26. Do not apply if you are an OCB.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the Lead Manager pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information – Lead Manager to the Offer*” on page 44 of this Prospectus.

## **GROUNDS FOR TECHNICAL REJECTIONS**

In addition to the grounds for rejection of Application on technical grounds as provided in the “*General Information Document*” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;
2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;
3. Applications submitted on a plain paper; A
4. Applications submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a MobileApp or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. Applications submitted by Retail Individual Investors using third party bank accounts or using a third party linkedbankaccount UPI ID;
6. Applications by HUFs not mentioned correctly as given in the sub-section “Who can Apply?” on page 207 of this Prospectus;
7. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8. Application submitted without the signature of the First Applicant or sole Applicants;
9. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Application by Retail Individual Investors with Application Amount for a value of more than Rs. 200,000
12. Applications by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Applications by Applicants (who are not Anchor Investors) accompanied by cheques or demand drafts;
14. Applications accompanied by stock invest, money order, postal order or cash;
15. Application by OCB.

For further details of grounds for technical rejections of Application Form, please refer to the General Information

Document and UPI Circulars.

For details of instruction in relation to the Application Form, please refer to the General Information Document and UPI Circulars.

### **INVESTOR GRIEVANCE**

In case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled “General Information” on page 38 of this Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Offer Closing Date, the Applicant shall be compensated as per the UPI Circulars by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10.00 Lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 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 ₹50.00 Lakhs or with both.

### **DEPOSITORY ARRANGEMENTS**

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Offer:

1. Agreement dated August 11, 2023 among NSDL, our Company and the Registrar to the Offer.
2. Agreement dated August 10, 2023 among CDSL, our Company and Registrar to the Offer.

### **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

1. the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
2. all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six working days of the Offer Closing Date or within such other time period prescribed by SEBI will be taken;
3. the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

4. if Allotment is not made within six working days from the Offer Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;
5. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
6. that if our Company do not proceed with the Offer after the Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;
7. that if our Company withdraw the Offer after the Offer Closing Date, our Company shall be required to file a fresh issue document with Stock Exchange, in the event our Company or subsequently decide to proceed with the Offer;
8. adequate arrangements shall be made to collect all Application Forms from Applicants.
9. the Promoters' contribution in full, wherever required, shall be brought in advance before the Offer opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public.

#### **UTILISATION OF NET PROCEEDS**

Our Board certifies that:

1. all monies received out of the Fresh Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Fresh Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Fresh Offer, 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.
4. the utilization of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Offer 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 the details of all unutilized monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unit.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) (“DPIIT”), issued the FDI Policy Circular of 2020 (“FDI Policy”), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI SAST Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

As per the FDI policy, the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see “*Issue Procedure*” on page 208 of this Prospectus. Each Applicant should seek independent legal advice about its ability to participate in the issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue Period.

**The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws of the United States. Accordingly, the Equity Shares are only being issued and sold only outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those issues and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations, seek independent legal advice about its ability to participate in the issue and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

**THE COMPANIES ACT, 2013**  
**[Company Limited by shares]**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**NEXXUS PETRO INDUSTRIES LIMITED**

### INTERPRETATION

1. The Regulations contained in Table "F" of the First Schedule to the Companies Act, 2013, shall apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the management of the Company.
2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.
3. Words importing the masculine gender also include, where the context requires or admits, the feminine and neuter gender.
4. Reference to statutory provisions shall be construed as meaning and including references also to any amendment or reenactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.
5. In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail

### Headings

6. The headings hereto shall not affect the construction hereof.

### DEFINITIONS

- a. **“Act”** means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the Companies Act 1956, so far as may be applicable.
- b. **“Alter” and “Alteration”** shall include the making of additions and omission.
- c. **“Articles”** means these Articles of Association of the Company as originally framed or as altered from time to time by special resolution.
- d. **“Annual General Meeting”** means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act and any adjourned holding thereof.
- e. **“Auditors”** shall mean and include those persons appointed under the said Act.
- f. **“Authorized Capital” or “Nominal Capital”** means such capital as is authorized by the Memorandum of Association of the Company to be the maximum amount of share capital of the Company.
- g. **“Beneficial Owner”** means beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.
- h. **“Board of Directors” or “Board”**, means the collective body of the directors of the Company and shall include a Committee thereof.”
- i. **“Chief Executive Officer”** means an Officer of the Company, who has been designated as such by the Company.
- j. **“Chief Financial Officer”** means a person appointed as the Chief Financial Officer by the Company.
- k. **“Company”** means **NEXXUS PETRO INDUSTRIES LIMITED”**.
- l. **“Controlling”, “controlled by” or Control”** with respect to any person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management, business or policies or actions of such person, whether through the ownership of voting securities, by contract or otherwise, or the power to elect, appoint at least 50% of the directors, managers, partners or other individuals exercising similar authority with respect to such Person(s).

- m. **“Depositories Act”** means the Depositories Act, 1996, or any statutory modification or re-enactment thereof, for the time being in force.
- n. **“Depository”** means a depository as defined under Section 2(1)(e) of the Depositories Act, 1996.
- o. **“Director”** means a member of the Board appointed in accordance with these Articles, including any additional and/or alternate director.
- p. **“Debenture”** includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.
- q. **“Dividend”** shall include interim dividend.
- r. **“Document”** includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.
- s. **“General Meeting”** means a general meeting of the Shareholders of the Company, whether an annual general meeting or an extraordinary general meeting.
- t. **“Independent Director”** means an Independent Director referred to in sub-section (6) of Section 149 of the Act.
- u. **“Key Managerial Personnel”** means the Chief Executive officer or the managing director or the manager; the company secretary; whole-time director; Chief Financial Officer; and such other officer as may be notified from time to time in the Rules.
- v. **“Memorandum”** shall mean the memorandum of association of the Company, as amended from time to time.
- w. **“Ordinary & Special Resolution”** shall have the meanings assigned to these terms by Section 114 of the Act.
- x. **“Promoter”** means a person—
- (a) who has been named as such in a prospectus or is identified by the company in the annual return referred to in Section 92; or
  - (b) who has control over the affairs of the Company, directly or indirectly whether as a shareholder, director or otherwise; or
  - (c) in accordance with whose advice, directions or instructions the Board of Directors of the Company is accustomed to act:
- Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity;
- y. **“Rules”** means the applicable rules for the time being in force as prescribed under relevant Sections of the Act.
- z. **“Seal”** means the Common Seal of the Company.
- aa. **“Secretary”** is a Key Managerial Person appointed by the Directors to perform any of the duties of a Company Secretary.
- bb. **“The office”** means the Registered Office for the time being of the Company.

#### **SHARE CAPITAL AND VARIATION OF RIGHTS**

1. The Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company. If the share capital of the Company consists of Preference Shares, the Company shall have right to issue and redeem the preference shares in accordance with the provisions of the Act. 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 and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during

such time and for such consideration as the Board may think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.

PROVIDED THAT option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.

2. (i) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Board of Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be signed by two directors or by a director and the company secretary, wherever the company has appointed company secretary and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve.

PROVIDED THAT in case the company has a common seal it shall be affixed in the presence of persons required to sign the certificate.

PROVIDED THAT in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holder.

(ii) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to the first holder of the share. The Company shall be entitled to decline to register more than three persons as the joint holders of any shares. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.

(iii) 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 the article shall be issued without payment of fees if the Board of Directors so decide, or on payment of such fees (not exceeding Rs. 50/- for each certificate) as the Board of Directors shall prescribe.

PROVIDED THAT no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

FURTHER PROVIDED THAT notwithstanding what is stated above, the Board of Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Companies Act, 2013 or rules made under Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable thereof in this behalf.

(iv) The provisions of Articles 2 and 3 shall mutatis mutandis apply to debentures or other securities of the company as and when applicable.

3. 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.
4. (i) The company may exercise the powers of paying commissions conferred under the Act to any person in connection with the subscription to its securities, 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 under the Act and rules made thereunder.
  - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed under in rules.
  - (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.

5. (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 the Act, and whether or not the company is being wound up, be varied with the consent in writing of such number of holders of the issued shares of that class, or with the sanction of a resolution passed at a separate General Meeting of the holders of the shares of that class, in the manner prescribed under the Act.

(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 as per the provisions of Companies Act.

6. 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.

7. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted into equity shares, on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules.

8. Subject to the provisions of Section 55 of the Act and the Rules and subject to the provisions on which any Shares may have been issued, the redemption of preference Shares may be effected on such terms and in such manner as may be provided by the terms and conditions of their issue and subject thereto in such manner as the Directors may think fit.

#### **FURTHER ISSUE OF SHARE CAPITAL**

9. The Board or the Company as the case may be, may, in accordance with the Act and the Rules, issue further shares to:

a. Persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or

b. Employees under any scheme of Employees' Stock Option; or

c. Any persons, whether or not those persons include the persons referred to in clause (a) or (b) above

10. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of right issue, bonus issue or in any other manner that the Board may deem fit, preferential offer, private placement, subject to and in accordance with the provisions of the Act and the Rules.

11. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the Capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up shares, otherwise than for cash and if so issued be deemed to be fully paid up or partly paid up shares, as the case may be.

12. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register of Members shall, for the purposes of these Articles, be a Member.

13. The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposits, calls or otherwise in respect of any shares allotted by them, shall, immediately on the inscription of the name of the allottee in the Register of Members as the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

#### **DEBENTURES**



14. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

#### **INTERNAL AUDITOR**

15. The Board shall appoint an Internal Auditor to carry out internal audit of the activities, operations and accounts of the Company and fix his annual remuneration. The Internal Auditor so appointed shall examine the adequacy of proper infrastructure, system and procedures in place to ensure accurate and timely generation of reports through Management Information System and statement of accounts, besides implementing various directives, orders, guidelines, norms and circulars issued by SEBI from time to time. The Internal Auditor shall be independent of the Statutory Auditor and shall have qualifications as specified in the Act for any auditor.

#### **LIEN**

16. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause. The Board may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

17. 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.

18. (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.

19. (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.

20. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other Person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

21. The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other Securities including debentures of the Company, if any.

#### **CALLS ON SHARES**

22. (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.

23. 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.

24. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

25. (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.

26. (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.

27. (a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.

(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

28. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company, if any.

## **TRANSFER OF SHARES**

29. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee and shall be deposited with the Company for the registration of transfer of shares within 60 days from the date of execution;

(ii) The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All the instruments of transfer which the Board may decline to register shall on demand be returned to the person depositing the same unless the Board otherwise determines. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine

(iii) 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.

30. The Board may, subject to the right of appeal conferred by the Act decline to register –  
(a) the transfer of a share, not being a fully paid share, to a Person of whom they do not approve; or  
(b) any transfer of a share on which the Company has a lien.

31. The Board may decline to recognize any instrument of transfer unless—

- (a) The instrument of transfer is in the form as prescribed in the Rules.
- (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.
- (d) No fee shall be charged for registration of transfer, transmission, probate, succession certificate, letters of administration, certificate of death or marriage, power of attorney or other similar document

32. Further to the Articles above, and subject to the provisions of Section 58 and 59 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, these Articles and other applicable provisions of the Act, the Directors may, whether in pursuance of any power of the company under these Articles or otherwise, decline to register the transfer of, or the transmission by operation of law of the right to, any shares, or interest of a Member therein, or debentures of the Company.

33. The Company shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

PROVIDED THAT registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

34. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letter of administration, certificate of death or marriage, power of attorney or similar other document with the Company.

35. The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 of the Act and other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debentures and registration thereof.

36. On giving not less than seven days' previous notice in accordance with Act 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.

The provision of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

## **TRANSMISSION OF SHARES**

37. (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.

38. (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.

39. (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.

40. 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 was 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.

41. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.

#### **FORFEITURE OF SHARES**

42. 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.

43. 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.

44. 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.

45. (i) A forfeited share may be sold or otherwise disposed off 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.

46. Neither the receipt by the Company for a portion of any money which may from time to time be due from any Member in respect of such Member's shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.

47. (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.

48. (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.

49. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

50. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company, if any.

#### **SHARE WARRANTS**

51. The Company may issue share warrants subject to, and in accordance with, the provisions of the Act; and accordingly the Board may in its discretion, with respect to any share which is fully paid up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

52. The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Shareholder at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant.

53. Not more than one person shall be recognized as depositor of the share warrant.

54. The Company shall, on two days' written notice, return the deposited share warrant to the depositor.

55. Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privilege of a Shareholder at a meeting of the Company, or be entitled to receive any notices from the Company.

56. The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holder of the shares included in the warrant, and he shall be a member of the Company.

57. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

#### **ALTERATION OF CAPITAL**

58. Subject to the provisions of the Act, the company may, from time to time, increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

Subject to the provisions of the Act, the company may, from time to time:

a. increase its share capital by such amount as it thinks expedient by issuing new shares;

b. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

c. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

d. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

e. 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.

59. 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:

b. 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.

c. 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.

d. 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.

60. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

a. its share capital;

b. any capital redemption reserve account; or

c. any share premium account

d. any other reserve in the nature of share capital.

### CAPITALIZATION OF PROFITS

61. (i) The company in general meeting may, upon the recommendation of the Board, resolve –

a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the 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);

(iii) 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;

(iv) The Board shall give effect to the resolution passed by the company in pursuance of this article.

62. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall —

a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

b. generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

b. to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

### **BUY-BACK OF SHARES**

63. Notwithstanding anything contained in these articles but subject to the provisions of the Act 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.

### **EMPLOYEE STOCK OPTION SCHEME**

64. Subject to and in accordance with the provisions of the Act and any other rules, regulations or guidelines as may be prescribed if any, the Company may frame guidelines or scheme to be known as Employee Stock Option Scheme (ESOP) or Employees Stock Purchase Scheme (ESPS).

65. ESOP or ESPS may provide for the issue of shares/warrants, bonds or other debt instruments including the terms of payment.

66. The Board of Directors shall have the power to vary, alter or amend the terms and conditions of the ESOP or ESPS, at their sole discretion, in such manner as they may deem fit in the best interest of the Company.

### **ISSUE OF SWEAT EQUITY SHARES**

67. Notwithstanding anything contained in these articles the Company shall have right to issue sweat equity shares to its promoters, Directors, employees or to such other persons as may be decided by the Board in accordance with the provisions of the Companies Act, 2013 and any statutory amendments or re-enactment thereof.

### **GENERAL MEETINGS**

68. Subject to the provisions of the Act, an Annual General Meeting of the Members of the Company shall be held every year within six months from the date of closing of each financial year, provided that not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon by the Registrar under the provisions of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours, that is, between such time as prescribed in the Act, on any day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situate and as per the provisions mentioned in the Act.

69. All General Meetings other than Annual General Meeting shall be called Extra Ordinary General Meeting.

70. The Board may, whenever it thinks fit, call an Extra Ordinary General Meeting. The Company can pass any resolution permitted by the Act through Postal Ballot and such resolution(s) shall be deemed to have been duly passed at a General Meeting convened in that behalf on the date of announcement of results of Postal Ballot.

71. To every such separate meeting, the provisions of these Articles relating to General Meetings shall mutatis mutandis apply.

### **PROCEEDINGS AT GENERAL MEETINGS**

72. A General Meeting of the Company may be called by giving not less than clear twenty-one days' notice in writing or through electronic mode, however, a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting.

Provided that where any members of the Company are entitled to vote only on some resolution or resolutions to be moved at meeting and not on others, those members shall be taken into account for the purposes of this clause in respect of the former resolution or resolutions and not in respect of the latter.

73. Such notice shall be given to –

- i. Every member of the Company, legal representative of any deceased Member or the assignee of an insolvent Member;
- ii. Every Director of the Company;
- iii. Auditor or Auditors of the Company; or
- iv. Any other person as may be specified in the Act and rules made thereunder.

74. The accidental omission to give notice to or other the non-receipt of notice by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

75. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy or where that is allowed one or more proxies, to attend and vote instead of himself and that a proxy shall be appointed as prescribed under the Act.

76. Where any items of business to be transacted at the meeting are deemed to be Special there shall be annexed to the notice of the meeting a statement as specified under section 102 of the Act, read with respective rules made there under.

77. Upon a requisition of members complying with the provisions of Section 111 of the Act, the Directors shall comply with the obligations of the Company under the said Act relating to circulation of members' resolutions and statements.

78. A certificate in writing, signed by the Secretary or by a Director or some officer or agent appointed by the Board for the purpose, to the effect that according to the best of its belief the notices convening the meeting have been duly given shall be prima facie evidence thereof.

79. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to transact the business.

80. No business shall be discussed or transacted at any General Meeting except election of Chairperson whilst the chair is Vacant. The quorum for the General Meetings shall be as prescribed in the Act.

81. The Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company.

82. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the general meeting, or is unwilling to act as Chairperson of the general meeting, the Directors present shall elect one of their Members to be Chairperson of the general meeting.

83. If at any general 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 general meeting, the Members present shall choose one of them to be Chairperson of the general meeting.

84. On any business at any General Meeting, in case of equality of votes, whether on a show of hands or electronically or on a poll, Chairperson shall have a second or casting vote.

85. The Board, and also any person(s) authorized by it, may take any action before the commencement of any General Meeting or any meeting of a class of Members in the Company, which they may think fit to ensure the security of the such meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final and right to attend and participate in the meeting shall be subject to such decision.

#### **ADJOURNMENT OF MEETING**

86. (i) The chairman 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 out of the business to be transacted as mentioned in the notice from which the adjournment took place.

(iii) When a general 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.



87. In case at the adjourned meeting also, quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum and may transact the business and decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place, if a quorum had been present.

## VOTING RIGHTS

88. 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 holding equity shares present in person or Proxy shall have one vote; and
- b. on a poll or voting through electronic means, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

89. A member may exercise his vote at a meeting by electronic means in accordance with the Act and the Rules and shall vote only once at a General Meeting or otherwise.

90. (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.

91. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty-eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

92. A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.

93. A Member being a Body Corporate (whether a company within the meaning of the said Act or not) may by resolution of its Board of Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the Body Corporate which he represents as that body could exercise if it were a member.

94. No member not personally present shall be entitled to vote on a show of hands unless such members a Body Corporate and duly represented under Section 113 of the Act in which case such representative may vote on a show of hands as if he were a member of the Company.

95. 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.

96. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

97. 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.

98. (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 chairman of the meeting, whose decision shall be final and conclusive.

99. No member shall be entitled to exercise any voting right on any question either personally or by proxy or upon poll (including voting by electronic means) in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has or has exercised any right of lien.

100. Any Member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other Members of the same class.

### PROXY

101. Any member of a company entitled to attend and vote at a general meeting of the Company shall be entitled to appoint another person as a proxy to attend and vote at the general meeting instead of himself, and that a proxy need not to be a member of the Company.

102. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

103. An instrument appointing a proxy shall be in the form as prescribed in the rules.

104. 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

105. Until otherwise determined by a General Meeting of the Company and subject to the provisions of the Act, the number of Directors shall not be less than three and shall not be more than fifteen.

106. First Directors of the Company are :

1. **Rahul Senghani**
2. **Haresh Senghani**
3. **Hinaben H Senghani**
4. **Manishaben R Senghani**

107. Not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation; and save as otherwise expressly provided in the Act; be appointed by the Company in General Meeting.

**Explanation:** for the purposes of this Article “total number of Directors” shall not include Independent Director, whether appointed under the Act or any other law for the time being in force on the Board of the Company.

a. Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one-third of such of Rotational Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

b. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for re-election.

108. At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.

109. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a holiday, at the same time and place.

110. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless: -

- i. at the meeting or at the previous meeting a resolution for the re- appointment of such Director has been put to the meeting and lost;
- ii. the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
- iii. he is not qualified or is disqualified for appointment;
- iv. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of the said Act; or
- v. Section 162 of the Act is applicable to the case

111. A person who is not a retiring Director shall subject to the provisions of the Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him has, not less than fourteen days before the meeting, left at the Registered Office of the Company a notice in writing under his hand signifying his candidature for the office of Directors or as the case may be, the intention of such Member to propose him as a candidate for the office as specified in the A c t and relevant Rules.

112. The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

113. The Board shall consist of at least such number of Independent Directors as are statutorily required and such Directors shall possess such qualification as may be prescribed under the Act and shall be appointed for such tenure as prescribed by the Act and the Rules and they shall not be liable to retire by rotation and shall be paid, apart from sitting fees as referred in this Article such remuneration as may be decided by Board of Directors as specified under the Act.

114. The Directors shall have power, at any time and from time to time, to appoint any person other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time. Each such Additional Director shall hold office only up to the date of the next Annual General Meeting, or the last date on which the annual general meeting should have been held, whichever is earlier, but shall be eligible for appointment by the Company at that meeting as a Director as per the provisions of the Act and the rules made thereunder.

115. Whenever the Company enters into an agreement or contract with the Central or State Government, a local authority, bank or any financial Institutions, or any person or persons or anybody corporate (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for underwriting shares or debentures or other securities of the Company, the Board shall have, subject to the provisions of Section 152 and 161 of the Act, the power to agree that such appointer shall have it and to the extent provided by the terms of such agreement or contract the right to appoint or nominate, by a notice in writing addressed to the Company, one or more Directors on the Board, for such period and upon such conditions as may be mentioned in the agreement or contract. The Board may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer, may appoint another or others in his or their place and also fill any vacancy which may occur as a result or any Director or Directors appointed or nominated under this Articles shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the other Directors of the Company, including payment of remuneration and traveling expenses to such Director or Directors as may be agreed by the Company with the appointer. A Director appointed under this Article is herein referred as "Nominee Director" and the term "Nominee Director" means any director for time being in office under this Article.

116. (a) The Board of Directors may appoint a person, not being a person holding any alternate directorship for any other Director in the Company, as an Alternate Director to act for a Director (hereinafter called “the Original Director”) during his absence for a period of not less than three months from India.

(b) No person shall be appointed as an alternate director for an Independent Director unless he is qualified to be appointed as an Independent Director as per the provisions of the Act.

(c) An Alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly.

(d) An Alternate Director shall not hold office for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India.

(e) If the term of office of the Original Director is determined before he so returns to India as aforesaid any provision for the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.

117. (a) If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board.

(b) The Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it has not been vacated as aforesaid.

118. The Company shall arrange to maintain Register of Directors, Key Managerial Personnel, containing the particulars and in the form and manner as prescribed by the Act. It shall be the duty of every Director and other persons regarding whom particulars have to be maintained in such Registers to disclose to the Company any matters relating to himself as may be necessary to comply with the provisions of the Act.

119. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

120. The remuneration payable to the directors, including any managing director or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by a resolution passed by the Company in general meeting as prescribed under the Act.

121. The Board may from time to time fix the sitting fee to be paid to Directors or any Committee/s of Board of Directors thereof not exceeding such amount as is permissible under the Act and Rules made thereunder, for attending the meeting.

122. If any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors) the Board may, subject to the provisions of the Act and Rules, arrange with such Directors for such special remuneration for such extra services or special exertions or either by affixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided.

123. The Board of Directors may allow and pay to the Directors, travelling, hotel other expenses properly incurred connection with the business of Company and in attending and in returning from the meeting(s) of the Board or Committee thereof or general meeting of the Company.

124. (a) At a General Meeting of the Company a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution, unless a proposal to move such a resolution has first been agreed to by the meeting without any vote being given against it.

(b) A resolution moved in contravention of clause (a) above shall be void, whether or not objection was taken at the time to its being so moved.

125. The Company may by an ordinary resolution remove any Director (not being a Director appointed by the Tribunal in pursuance of Section 242 of the Act) in accordance with the provisions of Section 169 of the Act. A Director so removed shall not be re-appointed as a Director by the Board of Directors

#### **MANAGING DIRECTOR OR WHOLE TIME DIRECTOR**

126. Subject to the provisions of the Act and of these Articles, The Board of Directors may, from time to time, appoint one or more of their body to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment will be automatically terminated if he ceases to be a Director. Such

appointment can be made with the formal Letter of Appointment and by passing of resolution as may be required in the Act. However –

- i. Subject to the provisions of the Act, the appointment and payment of remuneration to the Managing Directors / Whole Time Director shall be subject to approval of the Members in the General Meeting , if required.
- j. A notice of the Board Meeting proposing a resolution required to be passed for appointment of Managing Director or Whole Time Director shall not mandatorily contain Terms & Conditions of appointment and details pertaining to remuneration.

127. A Managing or whole time Director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in other) as the Board of Directors may determine with the applicable provisions of the Act.

128. The Board of Directors, subject to the provisions of the Act, may entrust to and confer upon a Managing or whole time Director or Committee of Directors any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

### **PROCEEDINGS OF THE BOARD**

129. A minimum number of four meetings of the Directors shall have been held in every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meeting and proceedings, as they think fit, subject to the provisions of the Act.

130. The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson or any Director shall, at any time, summon a meeting of the Board.

131. The Board of Directors or any committee of the Board of Directors thereof shall be entitled to hold its meeting through video conferencing or audio visual means or other permitted means and in conducting the Board/Committee meetings through such video conferencing or audio visual or other permitted means the procedures and the precautions as laid down in the Act and the relevant Rules shall be adhered to with regard to every meeting conducted through video conferencing or audio visual means or other permitted means. The scheduled venue of the meetings shall be in India, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

132. (a) Subject to provisions of Section 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the Company and shall be sent by hand delivery or by post or through electronic means.

(b) The meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at such meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director.

133. The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two Directors whichever is higher and the directors participating by video conferencing or by other permitted means shall also be counted for the purposes of this Article.

Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time.

**Explanation:** The expressions “interested Director” shall have the meanings given in Section 184(2) of the Act and the expression “total strength” shall have the meaning as given in Section 174 of the Act.

134. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below three, the continuing Directors may act for the purpose of increasing the number of Directors to the said number, or of summoning a General Meeting of the Company, but for no other purpose.

135. If a meeting of the Board could not be held for want of a quorum then the meeting shall automatically stand adjourned to the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a National Holiday at the same time and place.

136. The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

137. 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 numbers to be Chairperson of the meeting.

138. Questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes, the Chairperson thereat shall have a second or casting vote.

#### **COMMITTEES AND DELEGATION BY THE BOARD**

139. The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

140. Subject to the provisions of the Act, the Directors may delegate any of their powers, other than powers which by reason of the provisions of the said Act cannot be delegated, to committees consisting of such member or members of their body as they may think fit, and they may from time to time revoke and discharge any such Committee either wholly or in part, and either as to persons or purposes. Every Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors, and all acts done by any such Committee in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect as if done by the Board.

141. A Committee may elect a Chairperson of its meeting unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

142. If no such Chairperson is elected, or if at any committee 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 committee meeting.

143. Committee may meet and adjourn as it thinks fit.

144. Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.

145. In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

146. A resolution not being a resolution required by the said Act or otherwise to be passed at a meeting of the Directors, may be passed without any meeting of the Directors or of a committee of Directors provided that the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee as the case may be, at their addresses registered with the Company in India, by hand delivery or by post or courier or through electronic means as permissible under the relevant act and rules made there under and has been approved, in writing, signed whether manually or by secured electronic mode, by a majority of the members of Board of Directors or of a committee thereof, as are entitled to vote on the resolution(s).

147. All acts done in any meeting of the Board of Directors or of a committee thereof or by any person as a Director shall be valid, notwithstanding that it may be afterwards discovered that appointment of anyone or more of the Directors was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in the said Act or in these Articles. Provided that this Article shall not give validity to acts done by a Director after his appointment has been shown to the company to be invalid or to have terminated.

148. The Directors shall cause minutes to be duly entered in a book or books provided for the purpose in accordance with these presents and section 118 of the Act

### **POWERS OF BOARD**

149. (a) Subject to the provisions of Section 135, 179, 180, 181, 182, 183, 184, 185, 186, 188 and 203 of the Act and any other provisions under the Act, and these articles, the Board of Directors of the Company shall be entitled to exercise all such powers, give all such consents, make all such arrangements, be nearly do all such and things as the Company is authorized to exercise and do any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations to be exercised by the Board only by resolutions passed at the meeting of the Board.

The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified under the act and the SEBI Listing Regulations.

Provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other Act or by the Memorandum of Association of the Company or these articles or otherwise, to be exercised or done by the Company in general meeting.

Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in this behalf in Act or in any other Act or in the Memorandum of Association or in any regulations not inconsistent therewith and duly made there under including regulations made by the Company in general meeting.

(b) No regulation made by the Company in General Meeting shall invalidate any prior act of the Board, which would have been valid, if that regulation had not been made.

150. Save as provided by the Act or by these presents and subject to the restrictions imposed by Section 179 of the Act, the Board may delegate all or any powers by the said Act or by the Memorandum of Association or by these presents reposed in them to any of its Committee of Directors, the managing Director, the Manager or any other officer of the Company

### **BORROWING POWERS**

**151.** Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:

(I) accept or renew deposits from Shareholders;

(II) borrow money by way of issuance of Debentures;

(III) borrow money otherwise than on Debentures;

(IV) accept deposits from Shareholders either in advance of calls or otherwise; and

(V) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting

**152.** Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company (including its uncalled Capital), both present and future and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

**153.** Subject to the applicable provisions of the Act and these Articles, any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

**154.** The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions

thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board. Company shall have the power to keep in any state or country outside India a branch register of debenture holders resident in that state or country.

**155.** Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.

**156.** The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.

### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

157. 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;
- j. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

158. The same individual may, at the same time, be appointed as the Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company, subject to Section 203 of the Act.

159. A provision of the Act or these regulations requiring or authorizing 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.

### **PASSING OF RESOLUTION BY CIRCULATION**

160. No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the Chairman shall put the resolution to be decided at a meeting of the Board.

161. A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

### **THE SEAL**

162. (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 one director and of the secretary or two directors or such other person as the Board may appoint for the purpose; person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence as the case may be.

### **DIVIDENDS AND RESERVE**

163. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

164. Subject to the provisions of the Act, 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.

165. (i) The Board may, before recommending any dividend, may 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.

166. (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.

167. 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.

168. (i) Any dividend, interest or other monies payable in cash in respect of shares be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend. 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.

(iii) Payment in any way whatsoever shall be made at the risk of the Person entitled to the money paid or to be paid. The Company will not be responsible for any payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

169. 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.

170. 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.

171. Unpaid or unclaimed dividend:

a. If the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, transfer the total amount of dividend, which remained so unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account".

b. Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investor Education and Protection Fund".

## ACCOUNTS

172. (i) The books of accounts and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act and the Rules.

(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 authorized by the Board or by the company in general meeting.

## STATUTORY REGISTERS

173. The Company shall keep and maintain either in physical or electronic form at its registered office or such other place as may be permitted under the Act and approved by the Board, the statutory registers required to be maintained under the act and applicable rules, for such duration and manner as the Board may unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers, records and copies of annual return shall be open for inspection during business hours at the registered office of the Company or such other place as may be

permitted under the Act and approved by the Board by the persons entitled thereto on payment, where applicable, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

174. The company may exercise the powers conferred on it under the Act 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.

### **WINDING UP**

175. Subject to the provisions of the Act and rules made there under—

- 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 AND INSURANCE**

176. (i) 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 judgement 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.
- (ii) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

### **DEMATERIALISATION OF SECURITIES**

177. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing securities, rematerialise its securities held in the Depositories and / or offer its fresh securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder or pursuant to any other act as may be applicable, if any.

a. Options for investors:

- i. Every existing subscribers and Every person subscribing to securities offered by the company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the applicable law in respect of any security in the manner provided by the Depositories Act, 1996 and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.
- ii. If a person opts to hold his security with a depository, the company shall intimate such depository the details of allotment of the security and/or transfer of securities in his name and on receipt of the information, the depository shall enter in its record the name of the allottee and/or transferee as the beneficial owner of the security.

b. Securities in Depositories to be in Fungible Form:

All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Section 89 and other applicable provisions of the Act shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owner.

c. Distinctive Numbers of Securities held in a Depository:

Nothing contained in the Act or these articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository. The Shares in the Capital shall be numbered progressively according to their several denominations provided, however, that the provision relating to progressive numbering shall not apply to the Shares of the Company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form. Except in the manner hereinabove mentioned, no Share shall be subdivided.

Every forfeited or surrendered Share held in material form shall continue to bear the number by which the same was originally distinguished.

d. Rights of Depositories and Beneficial Owners:

- i. Notwithstanding anything to the contrary contained in the Act or these articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- ii. Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- iii. Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.
- iv. Except as ordered by any Court of competent jurisdiction or as required by any law, the Company shall be entitled to treat the Person whose name appears on the Register of Members as the holder of any Share or where the name appears as the Beneficial Owner of the Shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto in accordance with these Articles, on the part of any other Person whether or not it has express or implied notice thereof, but the Board shall be entitled at their sole discretion to register any Share in the joint names of any two or more Persons or the survivors or survivors of them.

e. Service of Documents:

Notwithstanding anything to the contrary contained in the Act or these articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.

f. Provisions relating to physical shares mutatis - mutandis apply to shares held in Demat form:

Except as specifically provided in these Articles, the provisions relating to joint holders of Shares, calls, lien on Shares, forfeiture of Shares and transfer and transmission of Shares shall be applicable to Shares held in Depository so far as they apply to Shares in physical form subject to the provisions of the Depository Act.

g. Allotment of Securities Dealt in a Depository:

Notwithstanding anything contained in the Act or these articles, where securities are dealt in a depository, the company shall intimate the details thereof to the depository immediately on allotment and/or registration of transfer of such securities.

h. Register and Index of Beneficial Owners:

The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the register and index of members and security holders for the purposes of these articles.

## UNDERWRITING & BROKERAGE

178. Commission for Placing Shares, Debentures, Etc.

- a. Subject to the provisions of the Act and other applicable laws, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of the Company and provisions of the Act shall apply.
- b. The Company may also, in any issue, pay such brokerage as may be lawful.
- c. 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.

## SECURITY CLAUSE

179. (i) Every Director, Manager, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company in India or abroad, shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

(ii) No members shall be entitled to visit or inspect the Company's Works without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it will be inexpedient in the interest of the members of the Company to communicate to the public.

## GENERAL POWER

180. Wherever in the Act or in any other law or statute, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is authorised by its Articles, then in that case this Article authorises and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

## DEMATERIALISATION OF SECURITIES

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing securities, rematerialize its securities held in the Depositories and / or offer its fresh securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder or pursuant to any other act as may be applicable, if any. a) Options for investors: (i) Every existing subscribers and Every person subscribing to securities offered by the company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the applicable law in respect of any security in the manner provided by the Depositories Act, 1996 and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. (ii) If a person opts to hold his security with a depository, the company shall intimate such depository the details of allotment of the security and/or transfer of securities in his name and on receipt of the information, the depository shall enter in its record the name of the allottee and/or transferee as the beneficial owner of the security. b) Securities in Depositories to be in Fungible Form: All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Section 89 and other applicable provisions of the Act shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owner. c) Distinctive Numbers of Securities held in a Depository: Nothing contained in the Act or these articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository. The Shares in the Capital shall be numbered progressively according to their several denominations provided, however, that the provision relating to progressive numbering shall not apply to the Shares of the Company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form. Except in the manner hereinabove mentioned, no Share shall be subdivided. Every forfeited or surrendered Share held in material form shall continue to bear the number by which the same was originally distinguished. d) Rights of Depositories and Beneficial Owners: (i) Notwithstanding anything to the contrary contained in the Act or these articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner. (ii) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it. (iii) Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository. (iv) Except as ordered by any Court of competent jurisdiction or as required by any law, the Company shall be entitled to treat the Person whose name appears on the Register of Members as the holder of any Share or where the name appears as the Beneficial Owner of the Shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto in accordance with these Articles, on the part of any other Person whether or not it has express or implied notice thereof, but the Board shall be entitled at their sole discretion to register any Share in the joint names of any two or more Persons or the survivors or survivors of them. e) Service of Documents: Notwithstanding anything to the contrary contained in the Act or these articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs. f) Provisions relating to physical shares mutatis - mutandis apply to shares held in Demat form: Except as specifically provided in these Articles, the provisions relating to joint holders of Shares, calls, lien on Shares, forfeiture of Shares and transfer and transmission of Shares shall be applicable to Shares held in Depository so far as they apply to Shares in physical form subject to the provisions of the Depository Act. g) Allotment of Securities Dealt in a Depository: Notwithstanding anything contained in the Act or these articles, where securities are dealt in a depository, the company shall intimate the details thereof to the depository immediately on allotment and/or registration of transfer of such securities. h) Register and Index of Beneficial Owners: The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the register and index of members and security holders for the purposes of these articles.

## **UNDERWRITING & BROKERAGE**

Commission for Placing Shares, Debentures, Etc.a Subject to the provisions of the Act and other applicable laws, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of the Company and provisions of the Act shall apply. b. The Company may also, in any issue, pay such brokerage as may be lawful. c. 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.

## **SECRECY CLAUSE**

(i) Every Director, Manager, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company in India or abroad, shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.(ii) No members shall be entitled to visit or inspect the Company's Works without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it will be inexpedient in the interest of the members of the Company to communicate to the public.

## **GENERAL POWER**

Wherever in the Act or in any other law or statute, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is authorised by its Articles, then in that case this Article authorises and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

Definition of Public Limited Company As per Section 2 (71) of the Companies Act, 2013 "public company" means a company which—(a) is not a private company (b)has a minimum paid-up share capital as may be prescribed: Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company

1. continues to be a private company in its articles;

## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days (Monday to Friday) from the date of the Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

#### MATERIAL CONTRACTS

1. Issue Agreement dated December 30, 2023 between our Company and the Lead Manager.
2. Registrar Agreement dated December 26, 2023 between our Company and the Registrar to the Issue.
3. Market Making Agreement dated August 08, 2024 between our Company, the Lead Manager and Market Maker.
4. Underwriting Agreement dated August 08, 2024 between our Company, the Lead Manager and the Underwriter.
5. Banker(s) to the Issue Agreement dated August 30, 2024 between our Company, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.
6. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated August 10, 2023.
7. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated August 11, 2023.

#### MATERIAL DOCUMENTS

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolution of the Board of Directors dated December 01, 2023 for approval of the Issue, dated August 09, 2024 for approval of Addendum and dated September 22, 2024 for approval of Prospectus.
3. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on December 20, 2023 in relation to the Issue.
4. Peer Reviewed Auditor's report for Restated Financial Statements dated July 19, 2024 included in this Prospectus.
5. The Statement of Possible Tax Benefits dated August 27, 2024 from Peer Reviewed Auditors included in this Prospectus.
6. Copies of Audited Financial Statements of the Company for the period ended for the financial years March 31, 2024, 2023 and 2022.
7. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Peer Review Auditors, Statutory Auditors, Banker(s) to the Company, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Banker to the Issue, Underwriter and Market Maker to act in their respective capacities.
8. Certificate on KPI's issued by the Peer Review Auditor, M/s Keyur Shah & Associates, Chartered Accountants dated August 07, 2024.
9. Due Diligence Certificate(s) dated December 31, 2023 to BSE and September 22, 2024 to SEBI by the Lead Manager.

10. Approval from BSE vide letter dated August 21, 2024 to use the name of BSE in this Offer Document for listing of Equity Shares on the BSE SME.

Any of the contracts or documents mentioned in the Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/- <b>Mr. Haresh Mohanlal Senghani</b> Chairman and Managing Director <b>DIN: 08163360</b>	Sd/- <b>Mr. Rahul Mohanlal Senghani</b> Whole Time Director <b>DIN: 07563530</b>
Sd/- <b>Mr. Parshwa Bhavik Shah</b> Independent Director <b>DIN: 07866765</b>	
Sd/- <b>Mr. Hussain Abdeali Bootwala</b> Independent Director <b>DIN: 10375333</b>	Sd/- <b>Mr. Dhruvi Ramesh Patel</b> Independent Director <b>DIN: 10343920</b>

### SIGNED BY THE CFO AND CS OF OUR COMPANY

Sd/- <b>Mr. Gaurav Mehta</b> Chief Financial Officer	Sd/- <b>Ms. Zehra Murtaza Ghadiali</b> Company Secretary and Compliance Officer
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**Date:** September 22, 2024

**Place:** Ahmedabad