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DRAFT PROSPECTUS
Dated: June 26, 2025
Please read Section 26 & 32 of the Companies Act, 2013
(This Draft Prospectus will be updated upon filing with the RoC)
Fixed Price Offer

SHINING TOOLS LIMITED
Corporate Identity Number: U29220GJ2013PLC074803

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India.	N.A.	Mrs. Sneha Dhaval Shah Company Secretary and Compliance Officer	**Email**: cs@tixnatools.com **Tel. No.**: +91 9687693344	www.tixnatools.com

PROMOTERS OF OUR COMPANY ARE MR. VIPULBHAI LALJIBHAI GHONIA AND MR. KAMALBHAI LALJIBHAI GHONIA

DETAILS OF ISSUE TO PUBLIC

TYPE	FRESH ISSUE	SIZE OF OFFER FOR SALE	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	15,00,000 Equity Shares aggregating [●] Lakhs	N.A.	15,00,000 Equity Shares aggregating [●] Lakhs	This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 read with SEBI ICDR (Amendment) Regulations, 2025. The Issue is being made pursuant to Regulation 229 (1) of SEBI (ICDR) Regulations, as the Company's post issue paid up capital is less than Rs. 10.00 Cr.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR WEIGHTED AVERAGE COST OF ACQUISITION – NOTAPPLICABLE 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 Equity Shares is ₹ 10/- each. The Issue Price (determined by our Company in consultation with the Lead Manager, in accordance with the SEBI ICDR Regulations), and based on the assessment of market demand for the Equity Shares by way of Fixed Price Process as stated in "Basis for Issue Price" beginning on page 116 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 this 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 this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the content of this Draft Prospectus. Specific attention of the investors is invited to 'Risk Factors' on page 32 of this Draft Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares issued through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, read with SEBI ICDR (Amendment) Regulations, 2025. Our Company has received an In-Principal approval letter dated [●] from BSE Limited or using its name in this offer document for listing our shares on the BSE. For this Issue, the Designated Stock Exchange will be BSE.

LEAD MANAGER TO THE ISSUE

SOBHAGYA CAPITAL OPTIONS PVT LTD.	Mr. Rishabh Singhvi/ Ms. Nisha	**Telephone:** +91 7836066001 **E-mail:** cs@sobhagyacap.com

REGISTRAR TO THE ISSUE

ACCURATE SECURITIES AND REGISTRY PVT LTD	Mr. Ankur Shah	**Telephone:** +91-79-48000319 **E-mail:** shining.ipo@accuratesecurities.com

ISSUE PROGRAMME

ISSUE PERIOD: [●]	**ISSUE OPENS ON: [●]**	**ISSUE CLOSES ON: [●]**

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DRAFT PROSPECTUS
Dated: June 26, 2025
Please read Section 26 & 32 of the Companies Act, 2013
(This Draft Prospectus will be updated upon filing with the RoC)
Fixed Price Offer

SHINING TOOLS LIMITED

CIN: U29220GJ2013PLC074803

Our Company was incorporated on May 01, 2013 as 'Shining Tools Limited', a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated May 01, 2013 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. For further details related to Corporate Structure of our Company, see "History and Certain Corporate Matters" on page 178 of this Draft Prospectus.

Registered Office: Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India.;
Tel No: +91 9726744244; **E-mail:** info@tixnatools.com
Website: www.tixnatools.com; **Contact Person**: Mrs. Sneha Dhaval Shah, Company Secretary & Compliance Officer;

DETAILS OF THE ISSUE

INITIAL PUBLIC ISSUE OF 15,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE "EQUITY SHARES") OF SHINING TOOLS LIMITED ("OUR COMPANY" OR "STL" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE [●] % AND [●] %, RESPECTIVELY OF THE POST- ISSUE PAID - UP EQUITY SHARE CAPITAL OF OUR COMPANY.

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 Individual Investors who apply for minimum application size and the balance shall be offered to individual applicants who apply for more than Minimum Application Size and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Individual Investors who applies for minimum application size is less than 50%, then the balance Equity Shares in that portion will be added to the 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 Individual Investors who applies for minimum application size category is entitled to more than fifty per cent on proportionate basis, the Individual Investors who applies for minimum application size shall be allocated that higher percentage. For further details please refer the section titled – "Issue Procedure" beginning on page 269 of this Draft Prospectus

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015, 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 Individual Investors, 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" on page 269 of this Draft Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10.00 EACH AND THE ISSUE PRICE OF RS. [●] IS [●] TIMES

RISK 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 Equity Shares is ₹ 10/- each. The Issue Price (determined by our Company in consultation with the Lead Manager, in accordance with the SEBI ICDR Regulations), and based on the assessment of market demand for the Equity Shares by way of Fixed Price Process as stated in *"Basis for Issue Price"* beginning on page 116 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 this 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 this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the content of this Draft Prospectus. Specific attention of the investors is invited to 'Risk Factors' on page 32 of this Draft Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares issued through the Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited. Our Company has received an 'in principle' approval letter dated [●] from BSE Limited for using its name in this offer document for listing our shares on the SME Platform BSE Limited. For this Issue, the Designated Stock Exchange will be BSE Limited.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED C-7&7A, Hosiery Complex, Phase-II Extension, Noida-201305, Uttar Pradesh **Telephone:** +91 7836066001 **E-mail:** cs@sobhagyacap.com **Investor Grievance Email:** delhi@sobhagyacap.com **Contact Person:** Mr. Rishabh Singhvi/ Ms. Nisha **Website:** www.sobhagyacapital.com **SEBI Registration No.:** MB/INM000008571	**ACCURATE SECURITIES AND REGISTRY PRIVATE LIMITED** B1105 - 1108, K P Epitome, Nr. Makarba Lake, Nr. Siddhi Vinayak Towers, Makarba, Jivraj Park- 380051, Ahmedabad, Gujarat, India. **Telephone:** +91-79-48000319 **E-mail:** **shining.ipo@accuratesecurities.com** **Investor grievance email:** investor@accuratesecurities.com **Contact Person**: Mr.Ankur Shah **Website:** https://accuratesecurities.com/ **SEBI Registration Number:** INR000004173 **CIN:** U74900GJ2013PTC077829

ISSUE PROGRAMME

ISSUE PERIOD: [●]	ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Draft Prospectus, but not defined herein shall have 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 'Summary of the Issue Document', 'Risk Factors', 'Statement of Possible Tax Benefits', 'Industry Overview', 'Our Business', 'Key Industry Regulations and Policies', 'Restated Financial Statements', 'Outstanding Litigation and Material Developments', "Issue Procedure", and "Main Provisions of Articles of Association" beginning on page nos. 20, 32, 124, 127,143,169, 65, 229, 269 and 301 respectively, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

TERM	DESCRIPTION
Company, Our Company, the Company, Shining Tools or the Issuer	Shining Tools Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office situated at Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India.
We or us or our	Unless the context otherwise indicates or implies, refers to our Company.
Our Promoters	Promoters of our company are Mr. Vipulbhai Laljibhai Ghonia and Mr. Kamalbhai Laljibhai Ghonia. For Further details, refer to the chapter titled "Our Promoters and Promoter Group" on page 206 of this Draft Prospectus.
Promoter Group	Companies, individuals, and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, as amended, which is provided in the chapter titled "Our Promoters and Promoter's Group".

COMPANY RELATED TERMS

TERM	DESCRIPTION
Articles or Articles of Association or AoA	Articles of association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (LODR) Regulations, 2015.
Auditor or Statutory Auditor/ Peer Review Auditor	The statutory and peer review auditor of our Company, being M/s. V S S B & Associates, Chartered Accountants.
Bankers to the Company	Bankers to the Company being Canara Bank.
Board or Board of Directors	The Board of Directors of our Company, as constituted from time to time, including any duly constituted committees thereof.
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
Chief Financial Officer or CFO	Chief Financial Officer of our Company being Mr. Abhishek Dobaria Arvindbhai. For details see chapter titled "Our Management" on page 182.
Corporate Identification	Corporate Identification Number of our Company being U29220GJ2013PLC074803, unless otherwise specified.

TERM	DESCRIPTION
Number or CIN	
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company being Mrs. Sneha Dhaval Shah for details see chapter "Our Management" on page 182.
Corporate Social Responsibility Committee or CSR Committee	Corporate social responsibility committee of our Board constituted in accordance with Companies Act. For details see Chapter titled "Our Management" on page 182.
Debt/EBITDA Ratio	Calculated as total debts (includes long term and short-term borrowings) divided by EBITDA.
Director(s)	Directors on our Board, as appointed from time to time.
Earnings per Share (Basic)	Calculated as Net profit/ (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of Equity Shares outstanding during the year/period.
Earnings per Share (Diluted)	Calculated from Net profit/ (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of diluted Equity Shares outstanding during the year/period.
EBITDA	EBITDA is calculated as Profit before tax + Depreciation + Finance Cost
EBITDA Margin (%)	Calculated as EBITDA divided by Revenue from Operations.
Equity Shares	Equity shares of our Company of face value of ₹ 10/- each.
Equity Shareholders or Shareholders	Persons/ Entities holding Equity Shares of our Company.
Executive Director	Executive director of our Company. For details see Chapter titled "Our Management" on page 182.
Financial Statements as Restated or Restated Financial Statements	Restated Financial Statements of our Company included in this Draft Prospectus comprising Restated information of assets and liabilities of our Company for the Eleven months ended February 28, 2025 for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022 and the restated statement of profit and loss of our Company (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow for the Eleven months ended February 28, 2025 for the Financial Year ended on March 31, 2024, March 31, 2023 and March 31, 2022. Summary statement of significant accounting policies and other explanatory information (collectively, the Restated Financial Statements) each prepared in accordance with the Companies Act, AS and Guidance Note on Reports in Company Prospectus (Revised 2019) issued by ICAI, and restated in accordance with SEBI ICDR Regulations, included in the chapter titled "Restated Financial Information" beginning on page 213.
Group Company or Group Companies	The group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see "Our Group Company" beginning on page 211.
Gross Profit	Calculated as Revenue from Operations less cost of materials consumed, purchase of traded goods, changes in inventories of finished goods and work-in-progress.
Gross Profit Margin (%)	Calculated as Gross Profit divided by Revenue from Operations.
Growth in Revenue from Operations (%)	A percentage of Revenue from Operations of the relevant period/year minus Revenue from Operations of the preceding period/year, divided by Revenue from Operations of the preceding period/year.
Independent Directors	The Non-Executive & Independent directors of our Board appointed as per The Companies Act, 2013 and SEBI Listing Regulations. For details, see chapter titled "Our Management" beginning on page 182
Inventory Turnover Days	Calculated as closing inventory as at the end of the period / year divided by total revenue multiplied by number of days in a period / year.
ISIN	International Securities Identification Number. The ISIN for Equity Shares in this case being INE0D8001018.
Key Management Personnel or Key Managerial Personnel or KMP	Key management personnel of our Company in terms of SEBI ICDR Regulations and Companies Act, 2013, and as described in the chapter titled "Our Management" beginning on page 182.
Materiality Policy	The policy adopted by our Board on May 23, 2025, for material outstanding litigation proceedings and outstanding dues to material creditors, and materiality policy for identification of group companies adopted by Board on May 23, 2025, in accordance with the disclosure requirements under SEBI ICDR Regulations.

TERM	DESCRIPTION
MoA or Memorandum of Association or Memorandum	Memorandum of association of our Company, as amended.
Managing Director	The Managing Director of our Company being, Mr. Vipulbhai Laljibhai Ghonia. For details see chapter titled "Our Management" on page 182.
NAV per Equity Share	Calculated as Net Asset Value divided by Weighted average no. of equity shares.
Net Fixed Asset Turnover	Calculated as net turnover divided by fixed assets which consists of property, plant and equipment and capital work-in-progress.
Net Working Capital Days	Calculated as working capital (current assets minus current liabilities) as at the end of the period / year divided by Revenue from Operations multiplied by number of days in a period / year.
Net Worth	Net worth as defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations, i.e., the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
Nomination and Remuneration Committee or NRC	Nomination and remuneration committee of our Board constituted in accordance with SEBI Listing Regulations and Companies Act. For details see Chapter titled "Our Management" on page 182.
Non-Executive Directors	Non-Executive, non-independent directors of our Board. For details see chapter titled "Our Management" beginning on page 182.
Operating Cash Flows	Net cash generated from operating activities as mentioned in the Restated Financial Statement.
Operating Profit before Working Capital Changes	Cash generated before change of working capital adjustments.
PAT or Profit After Tax	Profit for the period/year as appearing in the Restated Financial Statement.
PAT Margin (%)	Calculated as profit for the year/period as a percentage of Revenue from Operations.
Revenue from Operations	Revenue from Operations as appearing in the Restated Financial Statement.
Registered Office	The registered office of our company located at Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India
Registrar of Companies or RoC	Registrar of Companies, Gujarat, Dadra and Nagar Haveli.
Restated Financial Statements or Restated Financial Information	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities of our Company as at February 28, 2025, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the Eleven months period ended February 28, 2025, March 31, 2024, March 31, 2023 and March 31, 2022, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
Return on Net Worth	Calculated as restated profit after tax divided by restated net worth as per restated financial statement.
RoCE (%) or Return of Capital Employed	Calculated as earnings before interest and taxes divided by capital employed.
RoE (%) or Return on Equity	Calculated as net profit after tax for the year / period divided by average shareholder equity.
Senior Management	Senior Management of our Company in terms of regulation 2 (1) (bbbb) of the SEBI ICDR Regulation, as identified in the Chapter titled "Our Management" beginning on page 182.
Stakeholders' Relationship Committee	Stakeholders Relationship Committee of our Board constituted in accordance with SEBI Listing Regulations and Companies Act. For details see Chapter titled "Our Management" on page 182.
SME Exchange	Unless the context otherwise requires, refer to the SME Platform of BSE Limited ("BSE SME").

ISSUE RELATED TERM

TERM	DESCRIPTION
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of this Draft Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allot / Allotment / Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares pursuant to the issue to the successful Applicants.
Allocation / Allocation of Equity Shares	Unless the Context otherwise requires, the allocation of Equity Shares pursuant to this Issue to successful Applicants.
Allotment Advice	Note, 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
Allottee`s	The successful applicant to whom the Equity Shares are/ have been allotted.
Applicant(s)	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Collecting Intermediary	According to SEBI's ICDR (Issue of Capital and Disclosure Requirements) regulations, is a registered intermediary involved in the public issuance process, specifically those who collect applications and application monies from investors. These intermediaries include stock brokers, Self-Certified Syndicate Banks (SCSBs), Registrars to Issue and Share Transfer Agents, and Depository Participants.
Application Form	The form in terms of which the prospective Applicants shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by all applicants to make a Bid authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB and will include amounts blocked by RIIs using UPI Mechanism.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form.
ASBA Application Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Prospectus.
ASBA Bid	A Bid made by ASBA Bidder
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs, and Designated CDP Locations for CDPs.
Banker(s) to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled "General Information'' beginning on page 70 of this Draft Prospectus.
Banker(s) to the Issue/ Escrow Collection Bank(s)/Public Issue Bank/ Refund Banker	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom Escrow Account will be opened and in this case being [●].
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue in consultation with the Stock Exchange which is described in the Chapter titled 'Issue Procedure' beginning on page 269 of this Draft Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the BSE http://www.bseindia.com/Static/Markets/PublicIssues/brokercentres.aspx?expandable=3
Business Days	Monday to Friday (except public holidays).
BSE SME	The SME Platform of BSE Limited ("BSE SME"), approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI (ICDR)

TERM	DESCRIPTION
	Regulations, 2018, as amended from time to time.
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 website of BSE (www.bseindia.com).
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Collection Centres	Centres at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs, and designated CDP locations for CDPs
Demographic Details	The demographic details of the Applicants such as their Name, Address, Pan, Occupation, Applicant Status and Bank Account details and UPI (If applicable)
Depository/Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depository Participant/DP	A Depository Participant as defined under the Depositories Act, 1996, as amended from time to time.
Designated CDP Location	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange.
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 RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of this Prospectus following which 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 RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII 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 NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.
Designated Market Maker / Market Maker	In our case, [●].
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 website of the Stock Exchange
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange/ SE	SME Platform of BSE Limited ("BSE SME")
Draft Prospectus/DP	The Draft Prospectus dated June 26, 2025 issued in accordance with section 23 and 32 of the Companies Act, 2013 and filed with the BSE under SEBI (ICDR) Regulation, 2018 as amended from time to time.
Escrow Agreement	Agreement dated [●] entered in to amongst our Company, Lead Manager and the Registrar,

TERM	DESCRIPTION
	the Banker(s) to the Issue/ Escrow Collection Bank(s) for collection of the Application Amounts from the ASBA Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Eligible NRIs	NRIs from such jurisdiction outside India where it is not unlawful for our Company to make this Issue or an invitation under this Issue and in relation to whom the Reconstitutes an invitation to subscribe to the Equity Shares offered herein.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFI	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialized accounts with SEBI registered qualified depositary participants as QFIs and are deemed as FPIs under the SEBI FPI Regulations.
Escrow Account(s)	Account(s) opened with the Banker(s) to the Issue pursuant to Escrow and Sponsor BankAgreement.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Banker(s) to the Issue/ Escrow Collection Bank(s) at which bank(s) the Escrow Account of our Company will be opened, in this case being [●].
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered to with SEBI under applicable laws in India.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no.(SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and circular no.(SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the LM.
Issue / Issue Size/ IPO/Initial Public Offering/Public Issue	The issue of 15,00,000 Equity Shares of face value Rs. 10/-each at an issue price of ₹ [●] /- per Equity Share (including premium of ₹[●] /- per Equity Share) aggregating ₹ [●] Lakhs by our Company.
Issue Agreement/ MoU	The agreement dated January 20, 2025 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Period	The Issue period shall be [●], being the Issue Opening Date, to [●], being the Issue Closing Date.
Issue Closing Date	The date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Gujarati editions of [●] (a Gujarati language newspaper with wide circulation, Gujarati being the regional language of Gujarat, where our Registered Office is located).
Issue Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Gujarati editions of [●] (a Gujarati language newspaper with wide circulation, Gujarati being the regional language of Gujarat, where our Registered Office is located).
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. [●] /- per equity share.
Issue Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross

TERM	DESCRIPTION
	proceeds of the Issue less the Issue expenses.
LM / Lead Manager	Lead Manager to the Issue, in this case being Sobhagya Capital Options Private Limited.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME Platform of BSE Limited ("BSE SME")
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] share to the successful applicants
Market Making Agreement	Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
Market Maker/MM	[●] 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 any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	[●] Equity Shares of Rs. 10/- each at Rs. [●] /- Per Equity Shares aggregating to Rs. [●] Lakhs reserved for subscription by the Market Maker
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of Rs. 10/- each of Shining Industries Limited at Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
Net Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the Issue expenses.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Non-Institutional Investors/ Applicants/NIIs	All Applicants, including Eligible FPIs, that are not QIBs or Individual Applicants, who applies for more than minimum application size (but not including NRIs other than Eligible NRIs, OFIs other than eligible QFIs).
Non-Indian Resident/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulation, as amended from time to time
Non-Individual Portion including Qualified Institution Buyers (NII)	The remaining portion of the Net Issue consisting of [●] Equity Shares of ₹ 10/- each at ₹ [●]/- per Equity Share including share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakhs, after individual investors who applies for minimum application size, being not more than 50% of the Net issue which shall be available for allocation to NIIs in accordance with the SEBI ICDR Regulations.
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 the provisions of Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations including any addenda or corrigenda thereto.
Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
Qualified Institutional Buyers / QIBs	A Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of SEBI (ICDR), Regulations.
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made
Refund Bank(s)	The Bank which is a clearing member and registered with SEBI as a Banker to an Issue under the SEBI BTI Regulations and with whom the Refund Account will be opened, in this case being [●]
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 and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI.
Registrar Agreement	The agreement dated January 23, 2025 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to

TERM	DESCRIPTION
	the Issue.
Registrar and Share Transfer Agents or 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 issue by SEBI
Registrar/ Registrar to the Issue	Registrar to the Issue being Accurate Securities and Registry Private Limited
Retail Individual Investors/ RIIs	Individual investors, 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 or equal to Rs. 2,00,000/-.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SEBI Master Circular	Master circular dated June 21, 2023 issued by the Securities and Exchange Board of India in order to enable the stakeholders to have access to all circulars/directions issued under the relevant provisions of the SEBI ICDR Regulations, 2018 as amended time to time, at one place.
Self-Certified Syndicate Banks/ SCSB	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
SCSB Agreement	The deemed agreement between the SCSBs, the Lead Manager, the Registrar to the Issue and our Company, in relation to the collection of Applications from the ASBA Applicants and payment of funds by the SCSBs to the Public Issue Account
Specified Locations	Center's 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 RIIs as per the UPI Mechanism, in this case being [●]
Specified Securities	Equity Shares are being offered through this Draft Prospectus.
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 to the Issue	[●]
Underwriting Agreement	The Agreement dated [●] entered between the Underwriters and our Company.
Unified Payments Interface/ UPI	Unified Payments Interface (UPI) is an instant payment system developed by The National Payments Corporation of India (NPCI), which enables merging several banking features, seamless fund routing and merchant payments into one hood. It allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a persons' bank account.
UPI Circulars	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01,2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019,SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 and SEBI Circular(SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 08, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard
UPI Application	Collectively, individual investors applying as Retail Individual Inventors in the Retail Portion, and Other than retail individual investors applying with an application size of

TERM	DESCRIPTION
	more than ₹ 200,000 and up to ₹ 500,000 in the Other than Retail Investors category and applying under the UPI Mechanism. 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 ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) 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), (ii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iii) 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 ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI ID Linked Bank Account	Account of the RIIs, applying in the issue using the UPI mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate application amount and subsequent debit of funds in the case of allotment.
UPI Mandate Request / Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize 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 da ted 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(https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFi=yes&intmid=40)and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
UPI Mechanism	Process for applications by RIBs submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Willful Defaulter	Willful Defaulter is defined under Regulation 2(1)(lll) of SEBI (ICDR) Regulations, 2018, means a person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
Working Days	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 Band; and (ii) Issue Period, Working Days 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 Days 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.

Technical/Industry Related Terms/Abbreviations

Term	Description
CPI	Consumer Price Index
CGST	Central Goods and Services Tax
DOC	Department of Commerce
GDP	Gross Domestic Product
ILO	International Labour Organization
IMF	International Monetary Fund
WHO	World Health Organization
MSME	Ministry of Micro, Small & Medium Enterprises
ISO	International Organization for Standardization
OTC	Over The-Counter
PE/VC	Private Equity/Venture Capital
IMF	International Monitory Fund

Term	Description
CAD	Current Account Deficit
HFIs	High-Frequency Indicators
QC	Quality Control
QA	Quality Analysis
SGST	State Goods and Service Tax
KPI	Key Performance Indicators

CONVENTIONAL AND GENERAL TERMS OR ABBREVIATIONS

TERM	DESCRIPTION
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
"A/c"	Account
"AGM"	Annual general meeting
"Air Act"	Air (Prevention and Control of Pollution) Act, 1981
"AIFs"	Alternative Investments Funds as defined in and registered with SEBI under the SEBI AIF Regulations.
"AS" or "Accounting Standard"	Accounting Standards as issued by the Institute of Chartered Accountants of India
"ASBA"	Applications Supported by Blocked Amount
"AY"	Assessment Year
"BSE"	BSE Limited
"Calendar Year" or "CY"	Unless stated otherwise, the period of 12 months ending December 31 of that particular year
"CAD"	Current Account Deficit
"CAGR"	Compound Annual Growth Rate
"CAN"	Common Account Number
"Category I AIF"	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
"Category I FPIs"	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
"Category II AIF"	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
"Category II FPIs"	FPIs who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations
"Category III AIF"	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes, Government of India
"CDSL"	Central Depository Services (India) Limited
"Central Government"	Central Government of India
"CEO"	Chief Executive Officer
"CFO"	Chief Financial Officer
"CIN"	Corporate Identity Number
"CIT"	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
"Companies Act, 1956"	Companies Act, 1956, along with the relevant rules made thereunder
"Companies Act, 2013" or "Companies Act"	Companies Act, 2013, along with the relevant rules made thereunder
"CS"	Company Secretary
"COVID-19"	Coronavirus disease 2019, a respiratory illness caused by the Novel Coronavirus and 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
"CSR"	Corporate Social Responsibility
"CY"	Calendar Year
"Depository" or "Depositories"	NSDL and CDSL
"Depositories Act"	Depositories Act, 1996

TERM	DESCRIPTION
"DIN"	Director Identification Number
"DPIIT"	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion)
"DP ID"	Depository Participant Identification
"DP" or "Depository Participant"	Depository participant as defined under the Depositories Act
"EBITDA"	EBITDA is calculated as profit for the year/ period, plus total tax expenses, exceptional items, finance costs and depreciation and amortization expenses, less other income
"EGM"	Extraordinary General Meeting
"EPF"	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
"EPS"	Earnings Per Share
"ESI Act"	Employees State Insurance Act, 1948
"ESIC"	Employees State Insurance Corporation
"ERP"	Enterprise Resource Planning
"FDI"	Foreign Direct Investment
"FDI Policy"	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020
"FEMA"	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
"FEMA Regulations"	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
"FEMA Rules"	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year" or "Fiscal" or "FY"	shall have the same meaning as assigned to it under sub-section (41) of section 2 of the Companies Act, 2013
"FCNR ACCOUNT"	Foreign Currency Non-Resident Account
"FPI(s)"	Foreign portfolio investors as defined under the SEBI FPI Regulations
"FVCI(s)"	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
"GAAP"	Generally Accepted Accounting Principles
"G – Secs"	Government Securities or Government Bonds
"GoI" or "Government" or "Central Government"	Government of India
"GST"	Goods and Services Tax
"GSTIN"	Goods and Service Tax Identification Number
"HNIs"	High Net worth Individuals
"HRD"	Human Resource Development
"HUF"	Hindu Undivided Family
"ICAI"	The Institute of Chartered Accountants of India
"ICSI"	The Institute of Company Secretaries of India
"IFRS"	International Financial Reporting Standards
"IFSC"	Indian Financial System Code
"IMF"	International Monetary Fund
"IPO"	Initial Public Offer
"Insider Trading Regulations"	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
"IRDAI"	Insurance Regulatory and Development Authority of India
"Insolvency Code"	Insolvency and Bankruptcy Code, 2016, as amended from time to time
"ISIN"	International Securities Identification Number
"IST"	Indian Standard Time
"IT"	Information Technology
"IT Act"	The Income Tax Act, 1961
"KYC"	Know Your Customer
"MCA"	Ministry of Corporate Affairs
"Merchant Banker"	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
"Mn/mn	Million

TERM	DESCRIPTION
"MOU"	Memorandum of Understanding
"Mutual Fund (s)"	Mutual Fund(s) means mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
"N/A" or "NA" or "N.A."	Not applicable
"NACH"	National Automated Clearing House
"NAV"	Net Asset Value
"NBFC"	Non-Banking Financial Company
"NBFC-SI"	Non-Banking Financial Company- Systematically Important
"NEFT"	National Electronic Funds Transfer
"NOC"	No Objection Certificate.
"NPCI"	National Payments Corporation of India
"NR"	Non Resident
"NRE"	Non-resident external
"NRE Account"	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
"NRI" or "Non-Resident Indian"	Person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
"NRO"	Non-resident ordinary
"NRO Account"	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
"NSDL"	National Securities Depository Limited.
"NSE"	National Stock Exchange of India Limited.
"NTA"	Net Tangible Assets
"OCB" or "Overseas Corporate Body"	A company, partnership, society, or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
"OCI"	Overseas Citizen of India
"ODI"	Offshore Deviation Instrument
"p.a."	Per annum
"P/E Ratio"	Price/earnings ratio
"PAN"	Permanent account number
"PAT"	Profit After Tax
"PBT"	Profit Before Tax
"PLR"	Prime Lending Rate
"RBI"	The Reserve Bank of India
"RBI Act"	The Reserve Bank of India, 1934
"R&D"	Research and Development
"Regulation S"	Regulation S under the U.S. Securities Act
"RoNW" or "Return on Net Worth"	Restated profit after tax attributable to equity shareholders of our Company divided by total equity attributable to the equity shareholders of our Company at period/year-end.
"RTGS"	Real Time Gross Settlement
"Rule 144A"	Rule 144A under the U.S. Securities Act
"SAT"	Securities Appellate Tribunal
"SCORES"	SEBI complaints redress system
"SCRA"	Securities Contracts (Regulation) Act, 1956
"SCRR"	Securities Contracts (Regulation) Rules, 1957
"SEBI"	Securities and Exchange Board of India constituted under the SEBI Act
"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 from time to time
"SEBI BTI Regulations"	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 as amended from time to time.
"SEBI FPI Regulations"	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended from time to time
"SEBI FVCI	Securities and Exchange Board of India (Foreign Venture Capital Investors)

TERM	DESCRIPTION
Regulations"	Regulations, 2000, as amended from time to time.
"SEBI ICDR Regulations"	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
"SEBI Insider Trading Regulations"	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
"SEBI Listing Regulations" "SEBI LODR Regulation"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time
"SEBI Merchant Bankers Regulations"	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended from time to time.
"SEBI Mutual Funds Regulations"	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 as amended from time to time.
"SEBI VCF Regulations"	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
"STT"	Securities transaction tax
"SME"	Small and Medium Enterprises
"SICA"	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
"State Government"	The government of a state in India
"Takeover Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
"TDS"	Tax Deducted at Source
"Trademarks Act"	Trademarks Act, 1999 as amended
"TAN"	Tax deduction account number
"U.S." or "USA" or "United States"	United States of America, its territories and possessions, any State of the United States, and the u
"USD" or "US$" or "U.S. Dollar" or "U.S. Dollars"	United States Dollars
"U.S. Securities Act"	U.S. Securities Act of 1933, as amended
"VAT"	Value Added Tax
"VCFs"	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
"w.e.f."	With effect from
"YoY"	Year over year
"Year/Calendar Year"	Unless context otherwise requires, shall refer to the twelve-month period ending December 31

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

Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association of Our Company", "Statement of Possible Tax Benefits", "Industry Overview", "Regulations and Policies", "Restated Financial Statements", "Outstanding Litigations and Material Developments" and "Issue Procedure", will have the meaning ascribed to such terms in these respective sections.

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

CERTAIN CONVENTIONS

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

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

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

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

In this Draft Prospectus, the terms "we", "us", "our", unless the context otherwise indicates or implies, refers to our Company.

FINANCIAL DATA

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled "***Financial Information***" on Page No. 213 of this Draft Prospectus.Unless stated otherwise, or the context otherwise requires, the financial data in this Draft Prospectus is derived from our restated audited financial statements for the February 28, 2025 and financial year ended on March 31, 2024; March 31, 2023 and March 31, 2022. These statements have been prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the summary of significant accounting policies along with the annexures and notes, as per the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time and the Indian GAAP which are included in the Draft Prospectus, and set out in the section titled "Restated Financial Statements" beginning on page 213 of the Draft Prospectus.

Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Years are to the twelve-month period ended March 31 of that year. In the Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled "Risk Factors", "Business Overview" and "Management's Discussion And Analysis Of Financial Position And Results Of Operations" beginning on page 32, 143 and 216 respectively of this Draft Prospectus and elsewhere in the Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations and the Indian GAAP.

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 & "AUD" are to Australian Dollars.

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

decimal and all percentage figures have been rounded off to two decimal places.

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

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry data used throughout the Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Prospectus is reliable, it has not been independently verified.

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

In accordance with the SEBI ICDR Regulations, **"*Basis for Issue Price*"** on Page No. 116 of this Draft Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the LM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in **"*Risk Factors*"** on Page No. 32 of this Draft Prospectus.

EXCHANGE RATES

This Draft Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate or at all.

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

Currency	Exchange Rate as on February 28, 2025	Exchange Rate as on March 31, 2024	Exchange Rate as on March 31, 2023	Exchange Rate as on March 31, 2022
1 USD	87.40	83.37	82.22	75.81

Note:
If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.
* Exchange Rate for February 28, 2025 are taken as per the Exchange rate available on 28th February 2025, Exchange Rate for March 31, 2024 are taken as per the Exchange rate available on 28th March 2024, Exchange Rate for March 31, 2023 & March 31, 2022 are taken as per the Exchange rate available on 31st March 2023 & 31st March 2022 respectively.

Source: www.fbil.org.in

DEFINITIONS

For definitions, please refer the chapter titled "Definitions and Abbreviations" beginning on page 2 of this Draft Prospectus. In the section titled "**Main Provisions of the Articles of Association"** beginning on page 301 of this Draft Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

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FORWARD – LOOKING STATEMENTS

All statements contained in this Draft Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans, and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. We have included statements in the Draft Prospectus which contain words or phrases such as "will", "aim", "is likely to result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements". Also, statements which describe our strategies, objectives, plans, or goals are also forward-looking statements.

All forward looking statements 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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

(1) Our manufacturing facility and our registered office is situated at Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360311, Gujarat, India resulting in concentration in a single region. Any interruption for a significant period, in these facilities may in turn adversely affect our business, financial condition and results of operations.

(2) We have only one Manufacturing Facility, continued operations of our manufacturing facility is critical to our business and any disruption in the operation of our manufacturing facility may have a material adverse effect on our business, results of operations and financial condition.

(3) Our historical revenues have been largely dependent on few customers and our inability to maintain such business may have an adverse effect on our results of operations;

(4) Our results of operations and cash flows could be adversely affected, if we are unable to collect our dues and receivables from, or invoice our unbilled services to, our clients;

(5) Majority portion of our domestic sales are derived from the western zone and any adverse developments in this market could adversely affect our business;

(6) Statutory records, including filings with the Registrar of Companies, are presently untraceable, particularly with respect to documentation evidencing one instance of historical share allotment.;

(7) Our Company may incur penalties or liabilities for non-compliance with certain provisions of the GST Act, Income Tax, and other applicable laws in previous years.

(8) Volatility in the supply and pricing of our raw materials, or failure by suppliers to meet their obligations, may have an adverse effect on our business, cash flows, financial condition, and results of operations;

(9) The Restated Financial Statements have been provided by Peer Reviewed Auditor who is not Statutory Auditor of our Company for the Financial Year ended March 31st 2023 and March 31st 2022.

(10) There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013 during the last five years. Any penalty or action taken by any regulatory authorities in future for noncompliance with provisions of corporate and other law could impact the financial position of the Company to that extent;

(11) Non-Compliance with Section 185 of the Companies Act, 2013, may result in regulatory penalties and adverse implications;

(12) We have had negative cash flows in the past. Sustained negative cash flow could adversely impact our business, financial condition, and results of operations.

(13) We have not yet placed orders in relation to the plant and machineries to be purchased for the existing manufacturing unit. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the plant and machineries in a timely manner, or at all, the same may result in time and cost over-runs.

(14) We are subject to strict quality requirements and are consequently required to incur significant expenses to maintain our product quality. Any failure to comply with such quality standards may lead to cancellation of existing and future orders which may adversely affect our reputation, financial conditions, cash 43flows and results of operations;

(15) Our Company has acquired certain machineries from related parties, and such transactions may involve potential conflicts of interest.

(16) We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, any failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations may adversely affect our operations.

(17) Our inability to accurately forecast demand for our products, and accordingly manage our inventory, may have an adverse effect on our business, cash flows, financial condition, and results of operations;
(18) Our proposed capacity expansion plans relating to our manufacturing facility are subject to the risk of unanticipated delays in implementation and cost overruns;
(19) Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business future prospects and future financial performance.

For further discussion of factors that could cause our actual results to differ, see the Section titled *"Risk Factors"; "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on page 32, 143, and 216 respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Neither our Company, our Directors, our Officers, Lead Manager and Underwriter 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 requirements, our Company, and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

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SECTION II - SUMMARY OF ISSUE DOCUMENT

The following is a general summary of the terms of the issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Prospectus, including the sections entitled "Risk Factors", "Industry Overview", "Outstanding Litigation and Material Developments", "Our Promoters and Promoter Group", "Restated Financial Statements" "Objects of the Issue", "Our Business", "Issue Procedure" and "Main Provisions of Articles of Association" on page 32, 127, 229, 206, 213, 98, 143, 269 and 301 respectively of this Draft Prospectus.

OVERVIEW OF BUSINESS

Our Company is engaged in the designing and manufacturing of high-performance solid carbide cutting tools catering to various industries in India. Additionally, we provide reconditioning services for used tools, ensuring their extended usability and performance. We specialize in producing a wide range of high-performance cutting tools, including end mills, thread mills, drills, and reamers, offering innovative tooling solutions. These tools are widely used in commercial metal cutting operations across multiple industries. Our cutting tools are designed for use on CNC machines such as Horizontal Machining Center's (HMCs), Vertical Machining Center's (VMCs) and turn-mill centers. They operate at high speeds and feed rates, efficiently machining a variety of metals, including solid carbide, cast iron, forgings, steel, and aluminium.

For details, please refer "**Our Business**" on page 143 of this Draft Prospectus.

OVERVIEW OF INDUSTRY

The Indian market is known for being one of the most price-competitive in the world when it comes to cutting tools. This market produces a broad spectrum of tools, including saw blades, taps, reamers, hobs, chasers, broaches, rolling dies, drills, end mills, cutters, burrs, gear cutting tools, tool bits, tips, or inserts, and many more. These tools are crucial for the removal of material from metallic work pieces, ensuring precision and efficiency in manufacturing processes.

The cutting tools market was valued at USD 77.24 billion in 2019 and is projected to reach USD 101.48 billion by 2027, growing at a CAGR of 4.2% during the forecast period. The increasing demand for metal cutting equipment from various industries, including aerospace, defense, automotive, and industrial machinery, is a significant driver of this growth.

Since, carbide cutting tools excel at precision machining, it is fast gaining prominence and is expected to continue to lead the pack of cutting and machining solutions, rising at a considerable rate during the forecast period, between 2024 and 2031, globally. The global carbide cutting tools market has risen steadily since 2023, and with the rising adoption of strategies by major players, the market is expected to rise over the projected horizon.

For details, please refer *"**Industry Overview**"* on page 127 of this Draft Prospectus.

NAME OF PROMOTER

The Promoters of our Company are Mr. Vipulbhai Laljibhai Ghonia and Mr. Kamalbhai Laljibhai Ghonia**,** for detailed information please refer to Chapter titled *"**Our Promoters and Promoter Group**"* on page 206 of this Draft Prospectus.

BOARD OF DIRECTORS

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

NAME	DESIGNATION
Vipulbhai Laljibhai Ghonia	Managing Director
Kamalbhai Laljibhai Ghonia	Whole-time Director
Abhishek Dobaria Arvindbhai	CFO & Executive Director
Kiranben Vipulbhai Ghonia	Non-Executive Director
Dhruvi Shyam Kapadia	Non-Executive Independent Director
Grishma A Shewale	Non-Executive Independent Director
Palak Pankaj Shah	Non-Executive Independent Director

For detailed profile of our Board of Directors, please see chapter titled "Our Management" beginning on page 182.

KMP

NAME	DESIGNATION
Vipulbhai Laljibhai Ghonia	Managing Director
Kamalbhai Laljibhai Ghonia	Whole-time Director
Abhishek Dobaria Arvindbhai	Chief Financial officer & Executive Director
Sneha Dhaval Shah	Company Secretary and Compliance Officer

For detailed profile of our key managerial personnel, please see chapter titled "Our Management" beginning on page 182.

SIZE OF THE ISSUE

The following table summarizes the details of the Issue. For further details, see "***The Issue***" and "***Issue Structure***" on pages 63 and 265, respectively.

Present Issue of Equity Shares by our Company	The Issue comprises of a fresh Issue of 15,00,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per Equity shares (including a premium of [●]/- per Equity Share) aggregating to ₹ [●] Lakhs*.
of which:	
Issue Reserved for the Market Maker	[●] Equity shares of face value of ₹10/- each for cash at a price of ₹ [●]/-per Equity shares aggregating to ₹ [●] Lakhs.
Net Issue	[●] Equity shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per Equity shares aggregating to ₹ [●] Lakhs.

** The Issue has been authorized by the Board of Directors vide a resolution passed at their meeting held on November 16, 2024 and by the Shareholders of our Company, vide a special resolution passed pursuant to the Companies Act, 2013 at the Extra Ordinary General Meeting held on December 19, 2024.*

The Issue will constitute 56,58,400 of the post Issue paid up Equity Share capital of our Company.

OBJECTS OF THE ISSUE

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

(₹. In Lakhs)

Sr. No.	*Purpose*	*Net Proceeds*
1.	*Purchase and installation of plant and machinery for Carbide Precision Tools at the Existing Premises (factory at Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India to be referred to as the "Existing Premises")*	*906.53*
2.	*Funding of working capital requirements*	*542.47*
3.	*General corporate purposes**	*[●]*
	Total	*[●]*

**The amount to be utilised for general corporate purposes will not exceed fifteen percent of the amount being raised by our company or ₹ 10 Crores, whichever is less in accordance with Regulation 230(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025.*

For further details, please refer to chapter titled "Objects of the Issue" beginning on page 98.

PRE-ISSUE SHAREHOLDING OF THE PROMOTER AND PROMOTER GROUP

Our Promoter and Promoter Group members are collectively holding 39,99,498 Equity Shares of our Company aggregating to 96.18% of the pre-Issue paid-up share capital of our Company. Following are the details of shareholding of Promoter and Promoter group members:

Sr No.	Name of the Shareholder	Pre-issue		Post-issue	
		No. of Equity Shares	% of pre-issue capital	No. of Equity Shares	% of post-issue capital
(I)	(II)	(III)	(IV)	(V)	(VI)
A)	**Promoter**				
1)	Vipulbhai Laljibhai Ghonia	6,65,660	16.01%	6,65,660	11.76%
2)	Kamalbhai Laljibhai Ghonia	6,66,160	16.02%	6,66,160	11.77%
	Sub Total (A)	**13,31,820**	**32.03%**	**13,31,820**	**23.53%**
B)	**Promoter Group**				
1)	Kiranben Vipulbhai Ghonia	6,66,670	16.03%	6,66,670	11.78%
2)	Pritiben Kamalbhai Ghonia	10,60,996	25.51%	10,60,996	18.75%
3)	Jayaben Laljibhai Ghonia	9,39,012	22.58%	9,39,012	16.60%
4)	Khushi Kamalbhai Ghonia	500	0.01%	500	0.01%
5)	Kairavi Ankit Patoliya	500	0.01%	500	0.01%
	Sub Total (B)	**26,67,678**	**64.15%**	**26,67,678**	**47.15%**
	Total (A+B)	**39,99,498**	**96.18%**	**39,99,498**	**70.68%**

Note: *There is no Offer for Sale from the existing shareholders of the Company in the present issue of the Issuer.*

For further details, see the chapter titled ***"Capital Structure"*** beginning on page 80 of this Draft Prospectus.

SHAREHOLDING PATTERN OF PROMOTER / PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY:

Sr. No.	Pre-Issue shareholding as at the date of Advertisment			Post-Issue shareholding as at Allotment	
	Shareholders	Number of Equity Shares	Shareholding (in %)	At the Issue Price (₹[●]/-)	
				Number of Equity Shares	Shareholding (in %)
Promoters					
1)	Vipulbhai Laljibhai Ghonia	6,65,660	16.01%	6,65,660	11.76%
2)	Kamalbhai Laljibhai Ghonia	6,66,160	16.02%	6,66,160	11.77%
Promoter Group					
1)	Kiranben Vipulbhai Ghonia	6,66,670	16.03%	6,66,670	11.78%
2)	Pritiben Kamalbhai Ghonia	10,60,996	25.51%	10,60,996	18.75%

3)	Jayaben Laljibhai Ghonia	9,39,012	22.58%	9,39,012	16.60%
4)	Khushi Kamalbhai Ghonia	500	0.01%	500	0.01%
5)	Kairavi Ankit Patoliya	500	0.01%	500	0.01%
Top 10 Shareholders					
	[•]	[•]	[•]	[•]	[•]

Notes:

1) To be updated in Prospectus subject to finalization of the basis of allotment.

SUMMARY OF FINANCIAL INFORMATION

The following information has been derived from our Restated Financial Statements are as follows:

(Rs. in lakh except per share data)

Particulars	For the period ended February 28, 2025	For the period ended March 31, 2024	For the period ended March 31, 2023	For the period ended March 31, 2022
Equity Share capital	415.84	200.00	200.00	200.00
Net Worth[#]	786.62	359.66	202.13	210.06
Total Revenue	1,248.42	1,060.42	1,045.72	1,009.96
Profit / (Loss) After Tax	269.68	157.53	(7.93)	(19.52)
Basic earnings per Share[@] (Post Bonus)	6.63	3.94	(0.20)	(0.49)
Diluted earnings per Share[@] (Post Bonus)	6.63	3.94	(0.20)	(0.49)
Net Asset Value per Equity Share* (Post Bonus)	19.32	8.99	5.05	5.25
Total Borrowings [(1)]	880.64	753.84	945.42	1,046.71

*[#]**Net Worth** = the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account reduced by miscellaneous expenditure and the debit of Profit & Loss Account.*
*[$]**Total Revenue** = Restated Revenue from operations plus Restated Other Income.*
*[@]**Earnings per share (Basic & Diluted)** = Restated profit after tax for the period divided by Restated weighted average number of Equity Shares outstanding during the period.*
***Net Asset Value per Equity Share** = Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period.*
*[(1)] **Total Borrowings** = Restated Long-Term Borrowings Plus Restated Short-Term Borrowings.*

Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

Note: Company has issued Bonus equity shares in the ratio of 1: 1 as on September 19, 2024.

For further details, see the chapter titled ***"Financial Statements as Restated"*** beginning on page 213 of this Draft Prospectus.

AUDITORS QUALIFICATIONS

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

SUMMARY OF OUTSTANDING LITIGATION

A summary of outstanding litigation proceedings as on the date of this Draft Prospectus as disclosed in the section titled ***"Outstanding Litigation and Material Developments"*** in terms of the SEBI (ICDR) Regulations and the Materiality Policy is provided below:

(***Amount in Lakhs***)

Name of Entity	Criminal Proceedings	Tax Proceedings		Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigation	EPF	Aggregate amount involved (Rs. in Lakhs) *
		Indirect tax	Direct tax					
	Company							
By the Company	-	-	-	-	-	5	-	9.50
Against the Company	-	2	12	-	-	-	2	47.61
	Directors (Other than Promoters)							
By our directors	-	-	-	-	-	-	-	-
Against Directors	-	-	5	-	-	-	-	1.99
	Promoters							
By Promoters	-	-	-	-	-	-	-	-
Against Promoters	-	-	3	-	-	-	-	1.40
	Group Companies							
By our Group Companies	-	-	-	-	-	-	-	-
Against Our Group Companies	-	-	-	-	-	-	-	-

**To the extent quantifiable and ascertainable.*

For detailed information please refer page 229 of this Draft Prospectus under Chapter titled ***"Outstanding Litigation and Material Developments".***

RISK FACTORS

For details relating to risk factors, please refer section titled "*Risk Factors*" beginning on page 32.

CONTINGENT LIABILITIES

Our company does not have any contingent liabilities as at February 28, 2025 and for the Financial Year ended on March 31, 2024, 2023 and 2022.

For detailed information on the Contingent Liabilities on our Company, please refer ***"Financial Statements as Restated"*** beginning on page 213 of this Draft Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

List of Related Parties where Control exists and Relationships:

Name of Related Party	Nature of Relationship
Vipulbhai Laljibhai Ghonia	Director
Kamalbhai Laljibhai Ghonia	Director
Late Laljibhai K. Ghonia	Director
Kiranben Vipulbhai Ghoniya	Director
Pritiben Kamalbhai Ghonia	Relative of Director
Jayaben Laljibhai Ghonia	Relative of Director
Abhishek Dobaria Arvindbhai	CFO & Director
Shine Industries (Prop. Kiranben Vipulbhai Ghonia)	Director's Concern
Shine Engineering (Prop. Pritiben Kamalbhai Ghonia)	Concern of Director's Relative
Shinning Machining Solution (Prop. Kamalbhai Laljibhai Ghonia)	Director's Concern
Shinning Technology (Prop. Vipulbhai Laljibhai Ghonia)	Director's Concern
Shree Industries (Prop. Kairvi Ankit Patoliya)	Concern of Director's Relative

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the period ended February 28, 2025, financial year ended March 31, 2024, March 31, 2023 and March 31, 2022:

(Rs. In Lakhs)

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount of transaction during the year ended February 28, 2025	Amount outstanding as on February 28, 2025 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2024	Amount outstanding as on March 31, 2024 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2023	Amount outstanding as on March 31, 2023 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2022	Amount outstanding as on March 31, 2022 (Payable)/ Receivable
Vipulbhai Laljibhai Ghonia	Director	Salary	11	-6.58	12	-	8.4	-	8.4	-
		Sitting fees	3		-		-		-	
		Loan Received	3.92	-98.05	67.07	-230.3	69.1	-227.9	145.88	-207.93
		Loan Repaid	136.17		64.68		49.13		71.89	
		Interest	-	-	26.78	-	27.26	-	19.08	-
Kamalbhai Laljibhai Ghonia	Director	Salary	11	-6.6	12	-	8.4	-	8.4	-
		Sitting fees	3		-		-		-	
		Loan Received	33.86	-4.81	378.33	3.41	42.3	-8.92	-	-24.28
		Loan Repaid	29.52	-	390.65	-	57.67	-	6.31	-
		Interest	-	-	-	-	3.07	-	3.09	-
		Expenditure Incured on company behalf	0.47	-	25.54	-	-	-	-	-
Late Laljibhai K. Ghonia	Director	Salary	1	-	-	-	4.8	-	4.8	-
		Loan Received	-	-	-	-55.55	11	-55.55	2.5	-44.55
		Loan Repaid	57.17		-		-		-	

		Interest	-	-	6.67		6.44		5.3	-
Kiranben Vipulbhai Ghonia	Director	Salary	-	-3	12	-	-	-	-	-
		Sitting fees	3		-		-		-	
		Loan Received	11.57	-0.36	15.85	-0.25	0.33	9.2	-	-2
		Loan Repaid	11.46		6.4		11.53		-	
Pritiben Kamalbhai Ghonia	Relative of Director	Salary	-	-6	-	-	-	-	-	-
		Loan Received	-	-	23.52	-0.97	0.04	-0.87		-0.83
		Loan Repaid	0.97		23.42		-			
		Interest	-		0.1		-	-	-	-
Jayaben Laljibhai Ghonia	Relative of Director	Loan Received	57.17	-54.11	-	-	-	-	-	-
		Loan Repaid	3.06		-		-		-	
Abhishek Dobaria Arvindbhai	CFO & Executive Director	Salary	0.50	-0.84	-	-	-	-	-	-
		Loan Received	65.00	-40.00	-	-	-	-	-	-
		Loan Repaid	25.00							
Enterprises influenced by Key Managerial Person (KMP)										
Shine Industries (Prop. Kiranben Vipulbhai Ghonia)	Director's Concern	Machinery Rent	-	-	-	-	85	-	85	-
		Purchase of Machinery	-	-0.9	65	-65	-	-	-	-
		Loan Obtained	-	-	11.52	-	234.77	-40.36	34.43	-27.55
		Loan Repaid	-		51.89		221.96		117.91	
Shine Engineering (Prop. Pritiben	Concern of Director's Relative	Machinery Rent	-	-	-	-	70	-	70	-
		Purchase of Machinery	-	-	75	-10.87	-	-	-	-
		Loan Given	-	-	18.5	-	79.5	77.11	-	88.01

Kamalbhai Ghonia)		Loan Received	-		95.61		2.39		-	
Shinning Machining Solution (Prop. Kamalbhai Laljibhai Ghonia)	Director's Concern	Loan Obtained	-	-	-	-	-	-33.66	-	-33.66
		Loan Repaid	-		33.58		-		-	
Shinning Technology (Prop. Vipulbhai Laljibhai Ghonia)	Director's Concern	Loan Obtained	-	-	-	-	-	-10.35	-	-10.35
		Loan Repaid	-		10.36		-		-	
Shree Industries (Prop. Kairvi Ankit Patoliya)	Concern of Director's Relative	Purchase of Services	56.56	5.19	85.94	9.34	113.06	-80.04	7.63	2.94

Note: As per the certificate issued by the Company's Peer and Statutory Auditor, i.e., M/S VSSB & Associates dated June, 02, 2025 vide UDIN: 25109944BMGPMH8421, all transactions entered into with related parties have been recorded at arm's length price.

For further details, kindly refer "Restated Financial Information –Related Party Disclosures under AS 18" from the chapter titled "Restated Financial Information" on Page No. 213 of this Draft Prospectus.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group, the directors of the Company which are promoters of the Company, the directors of the Company 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 financing entity during a period of six months immediately preceding the date of this Draft Prospectus.

WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES ACQUIRED BY EACH OF OUR PROMOTER DURING THE LAST ONE YEAR PRECEDING THE DATE OF THIS DRAFT PROSPECTUS

The Promoter of our Company have acquired the Equity Shares of the Company during the past one year preceding the date of this Draft Prospectus are as follows:

Name of Promoters	Number of Equity Shares	Weighted average price per Equity Share (in ₹)*
Vipulbhai Laljibhai Ghonia	0.00	0.00
Kamalbhai Laljibhai Ghonia	0.00	0.00

** As certified by Statutory Auditor VSSB & Associates, Chartered Accountant dated January 24, 2025, UDIN No: 25109944BMGPFK2460*

AVERAGE COST OF ACQUISITION OF SHARES

The average cost of acquisition of subscription of equity shares by our promoters are set forth in the table below:

Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in Rs.) *
Vipulbhai Laljibhai Ghonia	6,65,660	5.00
Kamalbhai Laljibhai Ghonia	6,66,160	5.00

**As certified by Statutory Auditor VSSB & Associates, Chartered Accountant dated January 24, 2025, UDIN No: 25109944BMGPFK2460*

Note: There is no offer for sale from the existing shareholders of the company in the present issue of the Issuer.

Further details of the acquisition of Equity Shares of our Promoters, see ***"Capital Structure – Buildup of the Equity Shareholding of our Promoters in our Company"*** beginning on page 80 of this Draft Prospectus.

PRE-IPO PLACEMENT

Our company has issued 1,58,400 Fully Paid-up Equity Shares at face value of Rs 10/- each and at a premium of Rs. 97/- per share made to the allottee on Private Placement basis:

Date of Allotment of Equity Shares	Number of Equity Shares Allotted	Face Price per Equity Shares	Issue Price per Equity Shares	Nature of allotment	Nature of consideration	Allottees
October 03, 2024	1,58,400	10	107	Private Placement	Cash	Refer Note below

Note: The name of the allottees to whom 1,58,400 Equity shares were allotted are as follows:

S. no.	Name of the Allottees	No. of Shares Allotted
1.	Khodidas Virjibhai Savaliya	60,000

2.	Jigneshbhai Lavjibhai Akabari HUF	19,200
3.	Jitendrakumar Manojkumar Vadodariya	12,000
4.	Milankumar Rameshbhai Pitroda	6,000
5.	Divyesh Rameshbhai Pitroda	6,000
6.	Gajendrakumar Chhaganlal Patel	7,200
7.	Naimishbhai Vajubhai Ranpariya	6,000
8.	Jaydeep Mahendrakumar Shah	6,000
9.	Prafulaben Prabhudas Makadiya	6,000
10.	Ranchhod Laxmanbhai Patel	6,000
11.	Mevada Jitendrabhai Natvarlal	6,000
12.	Ramdevsingh Bhikubhai Jadeja	6,000
13.	Rashmin Nathalal Vekariya	12,000
Total		**1,58,400**

ISSUE OF SHARE FOR CONSIDERATION OTHER THAN CASH

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of filing of this Draft Prospectus:

Date of Allotment of Equity Shares	Number of Equity Shares Allotted	Issue Price per Equity Shares	Nature of allotment	Nature of consideration	Allottees
September 19, 2024	20,00,000	Nil	Bonus issue in the ratio of 1 Equity Shares for every Equity Share held by existing Shareholders	Other than cash	Refer Note below

Note: The name of the allottees to whom 20,00,000 Equity shares were allotted are as follows:

Sr. no.	Name of the Allottees	No. of Shares Allotted
1.	Vipulbhai Laljibhai Ghonia	3,33,330
2.	Kamalbhai Laljibhai Ghonia	3,33,330
3.	Kiranben Vipulbhai Ghonia	3,33,335
4.	Pritiben Kamalbhai Ghonia	5,30,498
5.	Jayaben Laljibhai Ghonia	4,69,506

6.	Raghav M. Dudhatra	1
Total		**20,00,000**

SPLIT/ CONSOLIDATION OF EQUITY SHARES OF OUR COMPANY IN THE LAST ONE YEAR

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

SEBI EXEMPTIONS

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

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SECTION III – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries in which our Company is engaged in, our Company itself and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page numbers 143 and 216, respectively, of this Draft Prospectus as well as the other financial and statistical information contained in this Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all the information contained in the section titled "Financial Information, as Restated" beginning on page number 213 of this Draft Prospectus.

If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

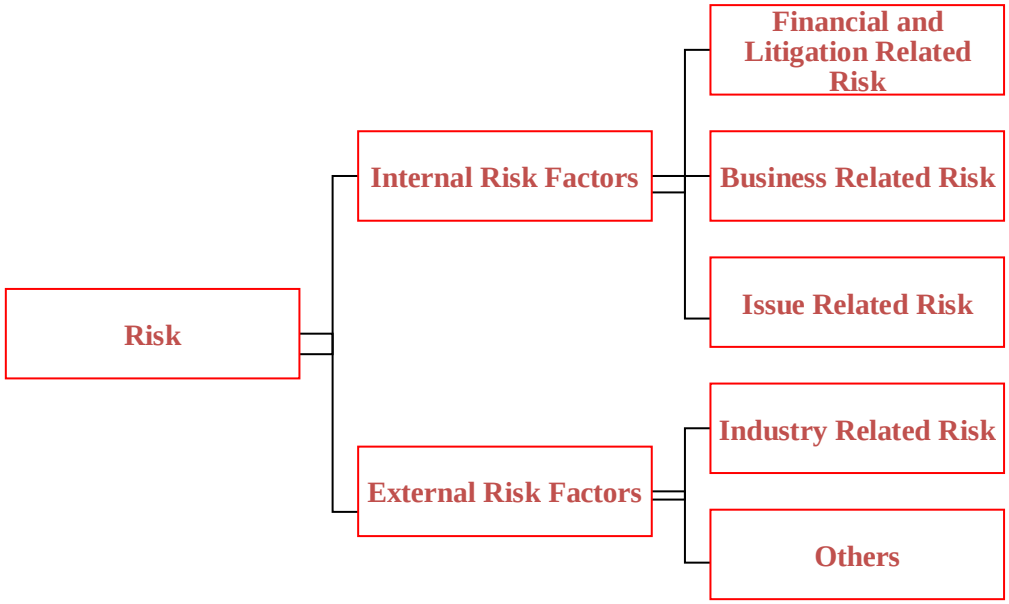
This Draft Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Prospectus. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

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

1. *Some events may not be material individually but may be found material collectively.*
2. *Some events may have material impact qualitatively instead of quantitatively.*
3. *Some events may not be material at present but may be having material impact in future.*

Classification of Risk Factors:



Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

*In this Draft Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "**Risk Factors**" beginning on page 32 and "**Management Discussion and Analysis of Financial Condition and Results of Operations**" beginning on page 216 unless otherwise indicated, has been calculated based on the amount disclosed in the **"Restated Financial Statements"**.*

INTERNAL RISKS RELATED TO OUR BUSINESS

1. ***Our manufacturing facility and our registered office is situated at Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360311, Gujarat, India resulting in concentration in a single region. Any interruption for a significant period of time, in these facilities may in turn adversely affect our business, financial condition and results of operations.***

   Our Registered office and factory and all the existing contract manufacturers facility are based in Gujrat. Thereby resulting in concentration in a single region, posing a concentration risk. The occurrence of any significant localized social unrest, natural disaster, delay in production at, or shutdown of, or any interruption, including political instability, workforce productivity issues, regulatory compliance challenges, production cost difficulties, or quality assurance concerns, along with unforeseeable events such as natural disasters or pandemics like COVID-19 in or around Gujrat, or any delay or disruption in production at our manufacturing units could significantly impact our business and financial condition.

   The concentration in Gujrat heightens our exposure to adverse developments related to competition, as well as economic, political, demographic, and other changes in the state of Gujrat, which may have a material adverse effect on our business, financial condition, and results of. Any localized social unrest, natural disaster or breakdown of services or any other natural disaster in and around Gujrat or any disruption in production at, or shutdown of, our manufacturing facilities could have material adverse effect on our business and financial condition.

   Any materially adverse social, political, or economic development, natural calamities, civil disruptions, or changes in the policies of the state government or state or local governments in this region could adversely affect manufacturing operations, and require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Our business is dependent upon our ability to manage our manufacturing activities, which

are subject to various operating risks, including political instability, productivity of our workforce, compliance with regulatory requirements, difficulties with production costs, product quality and those beyond our control, such as the breakdown and failure of equipment or industrial accidents, disruption in electrical power or water resources, severe weather conditions, natural disasters and an outbreak of any pandemic. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. Moreover, some of our products are permitted to be manufactured only at such facility which has received specific approvals, and any shutdown of such facility will result in us being unable to manufacture a product for the duration of such shutdown. Our inability to effectively respond to any shutdown or slowdown and rectify any disruption, in a timely manner and at an acceptable cost, could lead to delays in the entire production cycle and an inability to comply with our customers' requirements and lead to loss of revenue to us and our customers. Although we have not experienced any strikes or labor unrest in the past three years, we cannot assure you that we will not experience disruptions in work in the future due to disputes or other problems with our work force. Any labor unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations, which in turn could adversely affect our business, results of operations, financial condition, and cash flow.

2. ***We have only one Manufacturing Facility, continued operations of our manufacturing facility is critical to our business and any disruption in the operation of our manufacturing facility may have a material adverse effect on our business, results of operations and financial condition.***

As of the date of this Draft Prospectus, we operate a single manufacturing facility located at Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India dedicated to the designing and manufacturing of high-performance solid carbide cutting tools. The operation of this facility is subject to inherent risks, including but not limited to the unavailability of critical spare parts, machinery breakdowns, obsolescence or failure of production equipment, disruptions in power supply, and performance inefficiencies. Additionally, unforeseen events such as local social unrest, natural disasters, or interruptions in essential utilities could materially and adversely affect our business, financial condition, and operational results. Any prolonged shutdown of the manufacturing unit could significantly impact our ability to meet supply commitments, thereby adversely affecting our earnings, financial condition, and overall operations. Rising living costs in the vicinity of the facility may result in increased labour expenses, potentially eroding our profit margins and cost competitiveness. Moreover, any industrial accidents or safety incidents could compel us to suspend operations, impairing our ability to meet production schedules and contractual obligations, which could negatively impact our business. We cannot guarantee that we will not experience work stoppages or disruptions resulting from labor disputes or other employment-related issues, which could materially affect our production schedules and have an adverse impact on our business, financial condition, cash flows, and results of operations.

3. ***Our historical revenues have been largely dependent on few customers and our inability to maintain such business may have an adverse effect on our results of operations.***

For the period ended March 31, 2022, March 31, 2023, March 31, 2024 and February 28, 2025, our revenue from operations from our top 10 customers contributed to 39.01%, 43.19%, 48.51% and 55.97% respectively of our revenues from operations as per our Restated Financial Statements. Our reliance on a limited number of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, a failure to negotiate favourable terms with our key customers or the loss of these customers, all of which would have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company.

The details of Top 1, Top 5, and Top 10 customers and their revenue contribution for past three years and stub period of our Company are as follows:

(₹ in lakhs, except for percentages)

Sr. No.	Particulars	Period ended February 28, 2025		For Financial Year					
				Mar-24		Mar-23		Mar-22	
		Revenue	%	Revenue	%	Revenue	%	Revenue	%
1	Top 1 Customer	191.75	15.37%	116.02	11.02%	77.22	7.48%	80.71	8.01%

2	Top 5 customers	549.44	44.06%	358.34	34.04%	307.08	29.75%	264.82	26.29%
3	Top 10 customers	698.02	55.97%	510.74	48.51%	445.77	43.19%	392.81	39.01%

(1) Percentage (%) is calculated as a percentage of Total Sale of Products

In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of one or more of these 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, there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. To retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources.
Additionally, 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. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future.

Further, the sales volume may vary due to our customers' attempts to manage their inventory, market demand, product and supply pricing trends, change in customer preferences etc., which may result in decrease in demand or lack of commercial success of our products, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition. In addition, we are exposed to payment delays and/or defaults by our major customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honor their outstanding amounts in time and whether they will be able to fulfill their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

4. *Our results of operations and cash flows could be adversely affected, if we are unable to collect our dues and receivables from, or invoice our unbilled services to, our clients.*

This creates a constant risk of unpaid receivables. If a client defaults or goes bankrupt, it could severely impact our cash flow and operations, potentially forcing us to raise funds to sustain the business. There is no guarantee that we will be able to secure sufficient funding or obtain it at favourable terms, which could significantly affect our operations and hence the profitability. Timely collection of fees for client services also depends on our ability to complete our contractual commitments and subsequently bill for and collect our contractual service fees. If we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. Our results of operations and cash flows could be adversely affected, if we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our client balances. In addition, if we experience delays in billing and collection for our services, our cash flows could be adversely affected. Additionally, delays in receiving payments could extend our working capital cycle and negatively impact our bottom line. However, we have never faced such a situation. We constantly monitor our receivables and keep in touch with our customers be it for their new requirements and our receivables. Due to such practice, we have never faced such an issue. Also, our billing is spread over number of invoices. Invoicing is usually done for the order received and produced. Typical an invoice runs from few thousands to couple of lakhs. In the essence, we have an operation akin to retail level. So, if a particular customer has accumulated bills for which we need payment, we shall not take new orders until existing receivables are received partly or fully, though prerogative is on our management. This kind of operation thus ensures and protects us from having a considerable Non performing Asset on our books.

5. *Majority portion of our domestic sales are derived from the western zone and any adverse developments in this market could adversely affect our business.*

A significant portion of our sales come from customers in Gujarat State from the western zone. This geographical concentration increases our exposure to competition and potential adverse economic and demographic changes in the region, which could affect our business, financial condition and operations.

(₹ in lakhs, except for percentage)

Regional Breakdown	Period ended		For Financial Year					
	February 28, 2025		Mar-24		Mar-23		Mar-22	
	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue
West [(1)]	1,219.51	97.78%	1,007.67	95.69%	980.15	94.96%	964.89	96.83%
North [(2)]	3.17	0.25%	13.18	1.25%	14.25	1.38%	24.62	1.29%
South [(3)]	24.55	1.97%	32.1	3.06%	37.27	3.58%	17.33	1.79%
East [(4)]	-	-	-	-	0.48	0.08%	0.21	0.09%
Total	**1,247.23**	**100.00%**	**1,052.95**	**100.00%**	**1,032.15**	**100.00%**	**1,007.05**	**100.00%**

(1) West includes Maharashtra, Madhya Pradesh, Gujarat, Dadra and Nagar Haveli and Rajasthan.
(2) North includes New Delhi, Haryana, Punjab, Uttar Pradesh, Uttarakhand, and Himachal Pradesh.
(3) South includes Tamil Nadu, Kerala, Karnataka, Telangana.
(4) East includes West Bengal, and Jharkhand

As we expand into new markets and geographical areas, we may face competition from national and local players with established local presences and stronger relationships with local customers, government authorities, and suppliers. This could put us at a competitive disadvantage. While we believe we have the necessary expertise and vision to expand into other markets, investors should consider the risks, losses, and challenges we face and should not rely solely on our past performance as an indication of our future performance.

6. ***Statutory records, including filings with the Registrar of Companies, are presently untraceable, particularly with respect to documentation evidencing one instance of historical share allotment.***

Our Company had allotted 5,08,490 equity shares on April 01, 2014. However, certain supporting documents relating to this allotment, including the ROC form i.e. Form 2 relating to the increase of capital of our Company, is currently not traceable in our records. This allotment has been duly reflected in the Company's share capital and is consistent with the shareholding pattern maintained since then in the master data available on the MCA portal and the corresponding resolutions, proof of consideration, the compliance report issued by JRD & Associates, practising company secretary dated September 09, 2014

While the Company believes that the absence of these documents does not affect the validity of the allotment or the current shareholding structure, such absence may invite regulatory scrutiny or raise questions regarding compliance with the applicable laws at the time of allotment. In the event that any regulatory authority challenges the validity of this allotment or requires further documentation, it could result in reputational risk, the need for remedial measures, or could adversely affect our business, operations, or financial condition.

7. ***Our Company may incur penalties or liabilities for non-compliance with certain provisions of the GST Act, Income Tax, and other applicable laws in previous years.***

Our Company has incurred penalties or liabilities for non-compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/ non-filing of e-forms under applicable acts to it in the past years including EPF, ESIC and GST. Such non-compliances/delay Compliances/ erroneous filing/ Non-Filing/ Non-Registration may incur penalties or liabilities which may affect the results of operations and financial conditions of the company in near future.

The details of late filings in past years are given below:
GST:

GST						
GSTIN of the Taxpayer	**Financial Year**	**Return Month**	**Return Type**	**Due Date**	**Filing Date**	**Delayed number of days**

24AATCS2354K1ZX	2021-22	May	GSTR-1	11-06-21	25-06-21	14
24AATCS2354K1ZX	2021-22	April	GSTR-3B	20-05-21	23-08-21	95
24AATCS2354K1ZX	2021-22	May	GSTR-3B	20-06-21	23-08-21	64
24AATCS2354K1ZX	2021-22	June	GSTR-3B	20-07-21	24-08-21	35
24AATCS2354K1ZX	2021-22	July	GSTR-3B	20-08-21	09-10-21	50
24AATCS2354K1ZX	2021-22	August	GSTR-3B	20-09-21	29-10-21	39
24AATCS2354K1ZX	2021-22	September	GSTR-3B	20-10-21	25-11-21	36
24AATCS2354K1ZX	2021-22	October	GSTR-3B	20-11-21	17-12-21	27
24AATCS2354K1ZX	2021-22	November	GSTR-3B	20-12-21	29-12-21	9
24AATCS2354K1ZX	2021-22	December	GSTR-3B	20-01-22	29-01-22	9
24AATCS2354K1ZX	2021-22	January	GSTR-3B	20-02-22	11-03-22	19
24AATCS2354K1ZX	2021-22	February	GSTR-3B	20-03-22	11-04-22	22
24AATCS2354K1ZX	2021-22	March	GSTR-3B	20-04-22	10-05-22	20
24AATCS2354K1ZX	2022-23	July	GSTR-1	11-08-22	12-08-22	1
24AATCS2354K1ZX	2022-23	February	GSTR-1	11-03-23	14-03-23	3
24AATCS2354K1ZX	2022-23	March	GSTR-1	11-04-23	18-04-23	7
24AATCS2354K1ZX	2022-23	April	GSTR-3B	24-05-22	11-06-22	18
24AATCS2354K1ZX	2022-23	June	GSTR-3B	20-07-22	12-08-22	23
24AATCS2354K1ZX	2022-23	July	GSTR-3B	20-08-22	11-09-22	22
24AATCS2354K1ZX	2022-23	August	GSTR-3B	20-09-22	11-10-22	21
24AATCS2354K1ZX	2022-23	September	GSTR-3B	20-10-22	11-11-22	22
24AATCS2354K1ZX	2022-23	October	GSTR-3B	20-11-22	10-12-22	20
24AATCS2354K1ZX	2022-23	November	GSTR-3B	20-12-22	11-01-23	22
24AATCS2354K1ZX	2022-23	December	GSTR-3B	20-01-23	11-02-23	22
24AATCS2354K1ZX	2022-23	January	GSTR-3B	20-02-23	14-03-23	22
24AATCS2354K1ZX	2022-23	February	GSTR-3B	20-03-23	18-04-23	29

24AATCS2354K1ZX	2022-23	March	GSTR-3B	20-04-23	09-05-23	19
24AATCS2354K1ZX	2023-24	April	GSTR-3B	20-05-23	10-06-23	21
24AATCS2354K1ZX	2023-24	May	GSTR-3B	20-06-23	08-07-23	18
24AATCS2354K1ZX	2023-24	June	GSTR-3B	20-07-23	10-08-23	21
24AATCS2354K1ZX	2023-24	July	GSTR-3B	20-08-23	11-09-23	22
24AATCS2354K1ZX	2023-24	August	GSTR-3B	20-09-23	10-10-23	20
24AATCS2354K1ZX	2023-24	September	GSTR-3B	20-10-23	11-11-23	22
24AATCS2354K1ZX	2023-24	October	GSTR-3B	20-11-23	11-12-23	21
24AATCS2354K1ZX	2023-24	November	GSTR-3B	20-12-23	11-01-24	22
24AATCS2354K1ZX	2023-24	December	GSTR-3B	20-01-24	11-02-24	22
24AATCS2354K1ZX	2023-24	January	GSTR-3B	20-02-24	08-03-24	17
24AATCS2354K1ZX	2023-24	February	GSTR-3B	20-03-24	09-04-24	20
24AATCS2354K1ZX	2023-24	March	GSTR-3B	20-04-24	11-05-24	21
24AATCS2354K1ZX	2024-25	April	GSTR-3B	20-05-24	10-06-24	21
24AATCS2354K1ZX	2024-25	December	GSTR-3B	22-01-25	11-02-25	20
24AATCS2354K1ZX	2024-25	January	GSTR-3B	20-02-25	11-03-25	19
24AATCS2354K1ZX	2024-25	February	GSTR-3B	20-03-25	28-03-25	8
24AATCS2354K1ZX	2024-25	March	GSTR-3B	20-04-25	10-05-25	20
24AATCS2354K1ZX	2025-26	April	GSTR-3B	20-05-25	10-06-25	21

TDS:

TDS					
Financial Year	**Return Period (Quarter)**	**Return Type**	**Due Date**	**Filing Date**	**Delayed number of days**
2021-22	Q4	26Q	31-05-22	07-10-24	860
2022-23	Q4	24Q	31-05-23	04-11-23	157
2022-23	Q4	27EQ	15-05-23	13-11-24	548
2022-23	Q4	26Q	31-05-23	04-10-24	492
2023-24	Q4	24Q	31-05-24	04-10-24	126
2023-24	Q4	26Q	31-05-24	04-10-24	126
2024-25	Q4	24Q	31-05-25	05-06-25	5

ESIC:

Financial Year	Return Month	Return Type	Due Date	Filing Date	Delayed Number of Days
The Company does not come under the purview of ESIC as the Company's manufacturing unit does not come under section 1(3) of the ESIC Act.					

EPF					
Financial Year	Return Month	Return Type	Due Date	Filing Date	Delayed number of days
2021-22	Apr-21	EPF	25-05-21	11-12-21	200
2021-22	Mar-22	EPF	25-04-22	12-04-24	718
2022-23	Apr-22	EPF	25-05-22	12-04-24	688
2022-23	May-22	EPF	25-06-22	12-04-24	657
2022-23	Jun-22	EPF	25-07-22	12-04-24	627
2022-23	Jul-22	EPF	25-08-22	12-04-24	596
2022-23	Aug-22	EPF	25-09-22	12-04-24	565
2022-23	Sep-22	EPF	25-10-22	12-04-24	535
2022-23	Oct-22	EPF	25-11-22	12-04-24	504
2022-23	Nov-22	EPF	25-12-22	12-04-24	474
2022-23	Dec-22	EPF	25-01-23	12-04-24	443
2022-23	Jan-23	EPF	25-02-23	12-04-24	412
2022-23	Feb-23	EPF	25-03-23	12-04-24	384
2022-23	Mar-23	EPF	25-04-23	12-04-24	353
2023-24	Apr-23	EPF	25-05-23	20-04-24	331
2023-24	May-23	EPF	25-06-23	20-04-24	300
2023-24	Jun-23	EPF	25-07-23	20-04-24	270
2023-24	Jul-23	EPF	25-08-23	20-04-24	239
2023-24	Aug-23	EPF	25-09-23	20-04-24	208
2023-24	Sep-23	EPF	25-10-23	20-04-24	178
2023-24	Oct-23	EPF	25-11-23	20-04-24	147
2023-24	Nov-23	EPF	25-12-23	20-04-24	117
2023-24	Dec-23	EPF	25-01-24	20-04-24	86
2023-24	Jan-24	EPF	25-02-24	20-04-24	55
2023-24	Feb-24	EPF	25-03-24	20-04-24	26
2024-25	Apr-24	EPF	25-05-24	04-10-24	132
2024-25	May-24	EPF	25-06-24	04-10-24	101
2024-25	Jun-24	EPF	25-07-24	04-10-24	71
2024-25	Jul-24	EPF	25-08-24	04-10-24	40
2024-25	Aug-24	EPF	25-09-24	04-10-24	9

Also, our Company has delayed in depositing TDS in a few occasions. Further, we confirm that as on the date of this Draft Prospectus all the dues have been paid by our company and aside from the late filing penalty, there are no additional risks associated with delayed filings. The company is committed to implementing measures to ensure timely submissions in the future.

**Pursuant to the certificate dated, June 14, 2025 vide UDIN No. 25109944BMGPMX5081from M/s V S S B & Associates, Chartered Accountants.*

8. ***Volatility in the supply and pricing of our raw materials, or failure by suppliers to meet their obligations, may have an adverse effect on our business, cash flows, financial condition, and results of operations.***

The principal raw materials used in our manufacturing process include Carbide for making tools due to its exceptional hardness. The amount spent for the procurement of raw materials from our top ten suppliers, as a percentage of our total raw material purchases, was 96.73% in Fiscal 2024.

The table below sets forth the share of our top 1, top 5 and top 10 raw material suppliers (Solid carbide) in the total raw material purchases for stub period up to February 28, 2025, Financial Year 2024, 2023 and 2022:

(₹ in lakhs, except for percentage)

Particulars	FY 2021-22		FY 2022-23		FY 2023-24		For the period ended February 28, 2025	
	Purchase Amount	% Share of Total Purchase	Purchase Amount	% Share of Total Purchase	Purchase Amount	% Share of Total Purchase	Purchase Amount	% Share of Total Purchase
Top 1 supplier	225.83	85.60%	116.41	59.29%	92.3	56.02%	117.54	38.03%
Top 5 Suppliers	260.24	98.64%	195.79	99.72%	164.41	99.78%	304.27	98.43%
Top 10 Suppliers	263.82	100.00%	-*	-	-*	-	309.06	99.99%

[*] *In FY 2022-23 & FY 2023-24, we have identified only 6 suppliers of Solid Carbide Raw Material.*

Though we have not faced any instances of difficulty in procuring the raw material. However, we cannot assure you that we will not face any such situations, or the procurement of raw material will be on commercially viable terms. Furthermore, any dispute with any of the suppliers may damage our relationship with existing and potential suppliers, and in any such event our operations will be adversely affected. Further it will also affect our profitability and reputation in the market. However, there were no past instance where we have experienced any losses due to loss of any vendor/ supplier.

Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. We do not have long term agreements with any of our raw material suppliers and we acquire such raw materials pursuant to our purchase orders from suppliers. Raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, tariff disputes, transportation and labour costs, labour unrest, natural disasters, competition, import duties, the outbreak of infectious diseases such as COVID-19, tariffs and currency exchange rates and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. Further, discontinuation of such supply or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. There can be no assurance that demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. Any delay in the supply or delivery of raw materials to us by our suppliers in may in turn delay our process of manufacture and delivery of products to our customers and this may have an adverse effect on our business, cash flows and results of operations. Additionally, our inability to predict market conditions may result in us placing supply orders for inadequate quantities of such raw materials. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials in the future, as and when we need them and on commercially acceptable terms. Further, the prices of raw materials used by us are volatile and are subject to various factors including fluctuation in commodity prices, global economic conditions, and market speculation, among other factors.

9. ***The Restated Financial Statements have been provided by Peer Reviewed Auditor who is not Statutory Auditor of our Company for the Financial Year ended March 31st 2023 and March 31st 2022.***

The Restated Financial Statements of our Company for the period ended February 28, 2025 and for the financial years ended March 31 2024, 2023, 2022 has been provided by our Peer Reviewed Auditor, M/s V S S B & Associates, who is

not Statutory Auditor of our Company for the Financial Year ended March 31st 2023 and March 31st 2022.The Financial Statement of our Company for financial years ended March 31 2023, 2022 has been audited by M/s. R N Vekariya & Associates who also hold peer reviewed certificate and the same is expired on September 30, 2024.

10. ***There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013 during the last five years. Any penalty or action taken by any regulatory authorizes in future for noncompliance with provisions of corporate and other law could impact the financial position of the Company to that extent.***

In the past, there have been some instances of delays/ non-filing/ non-compliance with certain statutory authorities with certain provision of statutory regulations applicable to us such as:

- The Company has filed an ADT-1 for appointment of Auditor for the period 2015-2019, the details mentioned in the form related to auditor are not correct which may attract penalty for giving false information.
- Violation of Section 185- Loan to director, given to Director's spouse during FY 2022-23 and given to Spouse Firm during FY 2020-21, 2021-22, and 2022-23. Company has gone into compounding of this offence and the total compounding fees of Rs. 30,00,000 has been paid.
- Form 23 ACA for 2013-14 filed with MCA in which Board report and other annexures are attached without director's sign.
- Cash Flow Statement not attached with form AOC-4 filed with ROC for the F.Y. 16-17 may attract penalty as per Section 129 and 134 of Companies act 2013.
- DPT-3 filed with ROC for the F.Y.'s 19-20, 20-21, the company has not disclosed advance received from customers, which may attract penalty in future.
- There are clerical errors related to amount of director remuneration disclosed in MGT-7 filed for the F. Y. 14-15.
- Note on AS-18 missing in the Financials filed in AOC-4 for the F.Y.'s 2015-2021, may attract penalty under section 134 of the Companies act, 2013.
- The Company has not filed CHG-1 form of charge creation as they were under impression that the Lender Bank file the forms, it may attract penalty in future although most of the loans are repaid.

Also, few documents filed with Registrar of Companies was not properly signed and on proper letterhead was used by the Company in terms of provisions of Companies Act, 2013/ 1956. Although the late filing fees levied are small but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. Although no- show cause notice has been issued against our Company till date, in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected.

Further we cannot assure that we may not do delay filings in future and not be subjected to penalty or interest. Further with the expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. While no legal proceedings or regulatory action has been initiated against our Company in relation to above mentioned non-compliance or instances of non-filing or incorrect filings or delays in filing statutory forms with the RoC as of the date of this Draft Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

11. ***Non-Compliance with Section 185 of the Companies Act, 2013, may result in regulatory penalties and adverse implications.***

Our Company had extended loans to the relatives of a director, including Mrs. Kiranben Vipulbhai Ghonia in FY 2022-23 and FY 2023-24, and to M/s. Shine Engineering, a proprietorship firm of Mrs. Pritiben Ghonia, in multiple financial years from FY 2020-21 to FY 2023-24. These transactions were in contravention of Section 185 of the Companies Act, 2013, which prohibits loans to directors and their relatives. Upon recognizing this non-compliance, the entire loan amount was fully repaid by the concerned relatives of the director. Our Company has now applied to the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, for compounding of this offence under Section 441 of the Companies Act, 2013. A total compounding fee of ₹30,00,000 was imposed on M/s Shining Tools Limited and its promoter group for defaults during the period from April 3, 2020, to March 31, 2024. The said amount was required to be paid on or before May 28,

2025, along with submission of challans evidencing payment for each person in default. An aggregate penalty of ₹30,00,000 was imposed vide order dated May 13, 2025, on M/s Shining Tools Limited, its Promoters and associates, which has been fully paid. The payments were made by five entities/persons, each remitting ₹6,00,000 in compliance with the said order. Additionally, any similar regulatory lapses in the future could lead to stricter enforcement and legal consequences.

12. ***We have had negative cash flows in the past. Sustained negative cash flow could adversely impact our business, financial condition, and results of operations.***

We have experienced negative cash flows from investing activities and financing activities and may, in the future, experience negative cash flows. The following table sets forth certain information relating to our cash flows for the periods indicated below:

(Rs. In Lakhs)

Particulars	For the period ended February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Net Cash Flow from/ (used in) Investing Activities	(296.66)	(140.02)	(8.80)	(39.75)
Net Cash Flow from/ (used in Financing activities) Financing Activities	202.61	(282.78)	(214.33)	(189.26)

Net cash flow from investing activities was negative due to machinery acquisitions, & Negative cash flow from financing activity is due to payments of interest and repayment of borrowings.. Meanwhile, financing activities saw an inflow of ₹202.61 lakhs in February 28, 2025, recovering from previous negative trends. For further information, see "***Restated Financial Information***" beginning on page 213. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our business, financial condition, and results of operations could be materially and adversely affected.

13. ***We have not yet placed orders in relation to the plant and machineries to be purchased for the existing manufacturing unit. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the plant and machineries in a timely manner, or at all, the same may result in time and cost over-runs.***

We intend to utilize portions of the Net Proceeds aggregating to Rs. 906.53 lakhs towards purchase of Plant & machinery at existing manufacturing unit. While we have procured quotations from various vendors in relation to the purchase of Plant & machinery, we have not placed any firm orders for any of them. For details in respect of the foregoing, see "Objects of the Issue" beginning on page 98. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure that we will be able to undertake such purchase of Plant & machinery at the costs indicated by such quotations or that there will not be cost escalations over and above the contingencies proposed to be funded out of the Net Proceeds. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes.

In the event of any delay in placing the orders, or in the event the vendors are not able to provide the plant and machineries in a timely manner, or at all, the same may result in time and cost over-runs. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment, or in the event the vendors are not able to provide the equipment and services in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure the requisite plant and machinery from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the similar kind of plant and machinery which satisfy our requirements at acceptable prices. Our inability to procure the machinery at acceptable prices or in a timely manner, may result in an increase in capital expenditure, extension or variation in the proposed schedule of implementation and deployment of the Net Proceeds, thereby resulting in an adverse effect on our business, prospects and results of operations.

14. ***We are subject to strict quality requirements and are consequently required to incur significant expenses to maintain our product quality. Any failure to comply with such quality standards may lead to cancellation of existing and future orders which may adversely affect our reputation, financial conditions, cash flows and results of operations.***

We specialize in the manufacture and supply of high- performance cutting tools, specializes in providing innovative tooling solutions which includes end mills, drills, and reamers. Additionally, the company provides regrinding, re-sharpening, and coating services to enhance the performance and longevity of these tools. Given the nature of our products and the sector in which we operate, our customers have high and exacting standards for product quality as well as delivery schedules. Adherence to quality standards is a critical factor in our manufacturing process as any defects in the products manufactured by our Company or failure to comply with the technical specifications of our customers may lead to the cancellation of the orders placed by our customers. Also, it may affect future orders from other customers as well. Our brand may get tarnished and it may hurt us financially. It may cause significant loss of orders and hence our cash flows and sustainability may be affected.

However, we have never experienced such an event or any of the tools not meeting their desired work performance and the desired quality. We employ Zoller based 3 axle and 5 axle machines to inspect for the quality and to conform with the technical specification desired by the client. It is a contactless procedure. It gives a complete detail of the tool produced with respect to the quality and the technical specification of the product. Hence, we are quite protected and shielded from such a risk.

15. ***Our Company has acquired certain machineries from related parties, and such transactions may involve potential conflicts of interest.***

Our Company has entered into transactions involving the acquisition of machineries from its related parties, as disclosed in the Restated Financial Statements under "Related Party Transactions." While these transactions were undertaken with proper disclosures and in compliance with applicable laws, there can be no assurance that they were on terms as favorable as those that would have been obtained from an unrelated third party. Any future transactions with related parties may also give rise to similar concerns.

16. ***We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, any failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations may adversely affect our operations.***

We require various statutory and regulatory approvals, licenses, and permits to operate our business, some of which must be renewed periodically. Our Company has also submitted applications for certain approvals, including the Legal Metrology Certificate with the Office of the Controller, Legal Metrology, Gujarat, and the Fire NOC with the Gujarat State Fire Prevention Services, which are currently pending.

Failure to obtain or renew such approvals, licenses, registrations, or permits in a timely manner, or any suspension or revocation thereof, could lead to delays or interruptions in our business operations and may adversely affect our business, financial condition, results of operations, and prospects. While we have obtained all material licenses necessary for the conduct of our operations, and have not experienced any material instances of failure to obtain, maintain, or renew required approvals during the last three Fiscals, we cannot assure you that we will continue to secure or renew all such approvals in the future within the required timelines, or at all.

Further, certain permits, licenses, and approvals are subject to ongoing conditions, and we may be unable to comply with or demonstrate compliance with such conditions to the satisfaction of the relevant authorities. Non-compliance could result in suspension, cancellation, or revocation of such approvals, which may disrupt our operations and have a material adverse impact on our business, financial condition, cash flows, and results of operations.

For further details on licenses and approvals relevant to our business, see the section "Government and Other Statutory Approvals" on page 238.

17. ***Our inability to accurately forecast demand for our products, and accordingly manage our inventory, may have an adverse effect on our business, cash flows, financial condition, and results of operations.***

Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, cash flows, financial condition, and results of operations. We do not have firm commitment long term supply agreements with our customers and instead rely on short term purchase orders to govern the volume and other terms of the sales of products. Accordingly, we plan our production volumes based on our forecast of the demand for our products. Any error in forecasting could result in surplus stock which would have an adverse effect on our profitability. Our high level of inventory may increase the risk of loss and storage costs to us as well as increasing the need for working capital to operate our business. Further, as our customers are not obliged to purchase our products or provide us with a binding long-term commitment, there can be no assurance that customer demand will match our production levels. On the other hand, if the demand we have forecasted is lower than the actual demand of our products, and we are unable to ramp up production to match such demand, we may be unable to supply the requisite quantity of products to our customers in a timely manner. Any increase in our turn-around time could affect our production schedules and disrupt our supply, which could have an adverse effect on our business, cash flows, financial condition, and results of operations.

However, we proactively engage with our client on a periodic basis. We have our clients visiting our manufacturing facility as well we follow their requirement and industry practices. These practices help us to formulate better strategies and forecast the demand in proper way and have optimal inventory to not strain our resources.

18. ***Our proposed capacity expansion plans relating to our manufacturing facility are subject to the risk of unanticipated delays in implementation and cost overruns.***

We intend to use a part of the Net Proceeds towards expansion of our manufacturing facility at Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India.

For further information, refer "Objects of the Issue" on page 98 of this Draft Prospectus. Our expansion plans remain subject to the potential problems and uncertainties including cost overruns or delays. Problems that could adversely affect our expansion plans include labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our manufacturing facility, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, incremental pre- operating expenses, taxes and duties, interest and finance charges, working capital margin and other external factors which may not be within the control of our management. There can be no assurance that the proposed capacity additions and expansions will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient to meet our proposed capital expenditure requirements.

If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficiently to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the above-mentioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

19. ***Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.***

As of March 31, 2024 our capacity utilization was 86% and 89% of February 28, 2025, wherein our installed capacity is One Lakh pieces and One Lakh Twenty-Five Thousand Pieces per anum respectively. Our capacity utilization levels are dependent on our ability to procure sufficient work orders and to carry out uninterrupted operations at manufacturing facility, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by, our customers. In the event we face prolonged disruptions at our facilities including due to interruptions in the supply of water, electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facility, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition. Further, we intend to use a part of the Net Proceeds towards expansion of our existing

manufacturing facility at Survey no.63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot, Gujarat, India. Adequate utilization of our expanded capacities is subject to various factors beyond our control and in case of oversupply in the industry or lack of demand, we may not be able to utilise our expanded capacities efficiently.

For further information, see "Our Business - Capacity and Capacity Utilization" on page 143 of this Draft Prospectus. These rates are not indicative of future capacity utilization rates, which is dependent on various factors, including demand for our products, availability of raw materials, our ability to manage our inventory and improve operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could materially and adversely impact our business, growth prospects and future financial performance.

However, we are confident of using our production capacity and have optimal utilization capacity. This is because of our ability in utilizing our capacity at optimal levels in the past and on our ability to procure sufficient new work orders in the light of new capacity addition purely due to our relationship with existing clients. We see sufficient incremental demand for our products due to the capacity additions by our clients and on the back of acquiring new clients in the future.

20. ***Our business operations are majorly concentrated in certain geographical regions and any adverse developments affecting our operations in these regions could have a significant impact on our revenue and results of operations.***

For the period ended March 31, 2022, March 31, 2023, March 31, 2024 and from April'24 to February'25 our major revenue from our customers situated in Gujarat contributed 91.53%, 89.96%, 88.95% and 92.20% respectively of total revenue.

Due to the geographical concentration of our manufacturing operations in Gujrat, our operations are susceptible to local, regional, and environmental factors, such as social and civil unrest, regional conflicts, civil disturbances, economic and weather conditions, natural disasters, demographic and population changes, and other unforeseen events and circumstances. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in the transport of our products and raw materials, loss of key managerial personnel, and/or otherwise adversely affect our business, financial condition, and results of operations. In addition, we generate major domestic sales through our customers situated in Gujarat. Such geographical concentration of our business in this region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in this region, which may adversely affect our business prospects, financial conditions, and results of operations. Further, as we enter new markets and geographical areas, we are likely to compete with other players, who might have an established presence, and are more familiar with business practices and have stronger relationships with local customers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into other areas may adversely affect our business prospects, financial conditions, and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects considering the risks, losses, and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

21. **We propose to utilize a significant portion of the Net Proceeds for capital expenditure, including purchase of machineries from a vendor with whom we have no prior business relationship, which may pose operational and performance-related risks.**

An amount of ₹906.53 lakhs from the Net Proceeds is proposed to be utilized towards capital expenditure, out of which ₹833.58 lakhs which is 91.95% of Capital expenditure is intended for the purchase of machineries from a single vendor. The Company has not previously procured any machineries from this vendor. While the vendor has been selected based on technical suitability and commercial terms, the lack of prior experience with the vendor introduces risks related to product quality, timely delivery, installation, and post-sale service. Any delay or deficiency in the procurement and installation of the machineries may adversely impact our business operations, implementation schedule, and financial performance.

22. ***We are subject to competition from both organized and unorganized players in the market, which may significantly affect the fixation and realization of the price for our product, which may adversely affect our business operation and financial condition.***

The market for our products is competitive on account of existence of both the organized and unorganized players. Competition occurs generally on the key attributes such as quality of products, sales network, pricing, and timely delivery. Some of our competitors may have longer industry experience and greater financial, technical, and other resources, which may enable them to adopt faster in changing market scenario and remain competitive. Moreover, the unorganized sector can offer their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition. We operate in a rapidly consolidating industry. The strength of combined companies could affect our competitive position in all of our business areas. Furthermore, if one of our competitors or their customers acquires any of our customers or suppliers, we may lose business from the customer or lose a supplier, which may adversely affect our business, results of operations and financial condition.

23. ***We intend to utilize a portion of the Net Proceeds for funding our capital expenditure requirements. We are yet to place orders for such capital expenditure machinery.***

We intend to utilize a portion of the Net Proceeds for funding capital expenditure for expansion of the production capacity at Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360311, Gujarat, India. While we have obtained quotations from different vendors in relation to the major machinery and equipment required for funding such capital expenditure, we are yet to place orders for such machinery and equipment. Accordingly, orders which constitute 100% of the total estimated costs in relation to expansion of the production capacities at our factory are yet to be placed. There can be no assurance that we will be able to place orders for such machinery and equipment in a timely manner or at all. Further, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly.

24. ***Our insurance coverage may not adequately protect us against certain operating risks and this may have an adverse effect on the results of our business.***

We are insured for the risks associated with our business activities through Insurance policy. We manufacture solid carbide cutting tools which are costly in nature. A single tool can range from few thousands to several thousand rupees depending upon the technical specification of the tool like projections, angles and curvatures, thread, fruits, etc. We also make customized tools as per the client's requirement. These end-product tools are very costly. We have an insurance policy for the raw materials and for the manufacturing facility. However, we do not have any insurance cover for these finished goods when they are in transit period from our manufacturing facility to client's location.

Any damage, or loss, theft or product change during this transit time can cause significant loss to our company. It can cause business loss as well. However, as a prudent management strategy, our management is actively looking to cover finished goods under insurance. We believe that we have got our assets and stock adequately insured; however, our policy of covering these risks through insurance may not always be effective or adequate there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time, to cover all material losses.

25. ***Low entry barrier of the business and ability to retain customer and acquire new customers in the face of huge competition.***

Our business does not have any regulatory body like IRDA, RBI, FSSAI, FDA, etc governing the industry as a whole. Products made in our industry are highly technical in nature. Clients require these tools for their operation. Any delay in production or our inability to conform to the best of the desired quality and technical specification can affect our sales. Hence, there is no significant entry barrier to the business since it is not a niche product. However apart from standard set of tools, we cater to clients in making customized tools as well for them. Ability to service these clients on time with desired quality and technical specification is what sets one apart in this industry.

We have several local and MNC players who are into solid based carbide cutting tools and we directly compete with them to retain our clients and win new clients. Our ability to retain our clients hinges on various factors like pricing, lead time to produce, quality, better terms, client relationship, after sales, etc. To be able to keep ourselves ahead of our competitors, we must be efficient from all perspective of manufacturing along with pricing. And lastly, it is important to know the dynamics of the business and the industry, new methodologies, business cluster, types of new tools, know-how of processes, etc. for much needed success in this industry. Our promoters Mr. Vipulbhai Laljibhai Ghonia and Mr. Kamalbhai Laljibhai Ghonia have kept our company in good stead so far with their knowledge and business acumen.

26. ***We are subject to risks associated with expansion into new markets.***

We are subject to risks associated with our expansion into new domestic markets across India. As we grow our presence into newer regions within the country, we may encounter several operational and strategic challenges. These include limited familiarity with regional preferences, varied customer expectations, and differing legal, regulatory, and labour compliance requirements specific to different states and local jurisdictions.

Expansion into new geographic areas within India may also involve:

Navigating varied state-specific regulations and administrative practices;

Adapting to local market conditions, customer behavior, and service preferences;

Managing supply chain and distribution networks in unfamiliar regions;

Recruiting and retaining skilled manpower in new locations;

Building brand awareness and customer trust in areas where we have limited or no prior presence;

Handling potential logistical constraints and infrastructure-related issues.

These factors could impact the scalability, efficiency, and profitability of our operations in the newly entered regions. Any delay or inability to effectively address these challenges could adversely affect our growth prospects, operational performance, and financial condition..

27. ***Our proposed capacity expansion plans relating to our manufacturing facility are subject to the risk of unanticipated delays in implementation and cost overruns.***

We intend to use a part of the Net Proceeds towards expansion of our manufacturing facility at Survey no.63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot, Gujarat, India.

For further information, refer "Objects of the Issue" on page 98 of this Draft Prospectus. Our expansion plans remain subject to the potential problems and uncertainties including cost overruns or delays. Problems that could adversely affect our expansion plans include labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our manufacturing facility, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, incremental pre- operating expenses, taxes and duties, interest and finance charges, working capital margin and other external factors which may not be within the control of our management. There can be no assurance that the proposed capacity additions and expansions will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient to meet our proposed capital expenditure requirements.

If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the above-mentioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

28. ***We are heavily dependent on our Promoter and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.***

Our success heavily depends upon the continued services of our Promoter and Key managerial personnel, particularly Mr. Vipulbhai Laljibhai Ghonia and Mr. Kamalbhai Laljibhai Ghonia. We depend significantly on them for executing our day-to-day activities. The loss of any of our Promoter or Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoter and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section "Our Management" on page 182 of this Draft Prospectus.

29. ***We have incurred losses in the past and may continue to do so in the future.***

We incurred losses in FY 2022 and FY 2023, amounting to ₹ (19.52) lakhs and ₹ (7.93) lakhs, respectively, as per the Restated Financial Statements. These losses were primarily due to increase in Job work charges and rent for premises etc. However, our revenue from operations has remained stable at ₹1,007.05 lakhs in FY 2022, ₹1,032.15 lakhs in FY 2023, and ₹1,052.95 lakhs in FY 2024, with a positive EBITDA of ₹185.06 lakhs, ₹188.59 lakhs, and ₹414.84 lakhs, respectively. There is no assurance that we will enhance procurement efficiency or improve our margins. Furthermore, rising costs may contribute to future losses. If we fail to achieve sufficient revenue growth and manage expenses effectively, we may continue to incur losses.

30. ***Our Promoters, Directors and Key Management Personnel have interest in our Company, other than reimbursement of expenses incurred or remuneration.***

Our Promoters, Directors and Key Management Personnel can be deemed to be interested to the extent of the Equity Shares held by them, or their relatives, dividend entitlement, or loans advanced, provided by them to/for the Company, and benefits deriving from the directorship in our Company. Our Promoters are interested in the transactions entered-into between our Company and our Promoter Group. For further information, please refer to the chapters titled "Our Business", "Our Promoter and Promoter Group" and Restated Financial Statements", beginning on pages 143, 206 & 213 respectively of this Draft Prospectus.

31. ***Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

We propose to utilize the Net Proceeds towards Purchase and installation of plant and machinery for Carbide Precision Tools at Existing Premises, and Funding of working capital requirements; in the manner specified in "Objects of the Issue" on page 98. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions, or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval through a special resolution. Further, in the event the Company decides to undertake any variation in the net proceeds, it shall only do so in compliance with the applicable provisions of the Companies Act, 2013 and other applicable laws, rules, and regulations, including compliance with the regulations stipulated by SEBI. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will always have adequate resources at their disposal to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in the Draft Prospectus and the Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, or varying the terms of the contract, which may adversely affect our business and results of operations.

32. ***We have entered-into and may continue to enter-into related party transactions and there can be no assurance that such transactions have been on favorable terms.***

We have entered-into certain transactions with related parties may continue to do so in future. While our Company confirms that all such transactions have been conducted on arms-length basis and is in compliance with the Companies Act and other applicable laws, there can be no assurance that it could not have been achieved on more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our company will enter-into related party transactions also in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to "Annexure - XXXVI, Related Party Transactions" of restated financials under section titled "Financial Information" on page 213 of the Draft Prospectus.

33. ***Significant Dependence on Trade Receivables and Inventories may impact our profitability, Cash Flow and Liquidity.***

Our current assets, comprising trade receivables, inventories, and other current assets, have fluctuated over the reported periods. As of February 28, 2025, total current assets stood at ₹932.29 lakhs, representing 45.13% of total assets, compared to 36.12% as of March 31, 2024, 43.90% as of March 31, 2023, and 43.92% as of March 31, 2022.

A decline in the proportion of current assets may indicate potential liquidity constraints, slower receivable collections, or reduced inventory levels, which could impact our ability to meet short-term obligations. Additionally, fluctuations in trade receivables and inventories could signal market demand volatility, operational inefficiencies, or challenges in working capital management.

If we are unable to efficiently manage our receivables, maintain optimal inventory levels, or address working capital fluctuations, it may adversely affect our financial stability, profitability, and overall business operations.

34. ***Failure to effectively manage labour or failure to ensure availability of sufficient labour could affect the business operations of the Company.***

Our business activities are dependent on availability of skilled and unskilled labour. Non-availability of labour at any time or any disputes with them may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations. Though we have not faced any labour problem in the past we cannot assure that we will not experience disruptions to our operations due to disputes or other problems with our work force, which may lead to strikes, lock- outs or increased wage demands. Such issues could have adverse effect on our business, and results of operations.

35. ***Relevant copies of educational qualification of our promoters are not traceable.***

Relevant copies of the educational qualification of our promoters namely, Mr. Vipulabhai Laljibhai Ghonia and Mr. Kamalbhai Laljibhai Ghonia are not traceable. In accordance with the disclosure requirements in respect of brief biographies of the Directors, we have relied on affidavit provided by them for the purpose of disclosure in the section entitles "Our Management" on page 182 of this Draft Prospectus.

36. ***We are subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.***

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lender, regarding, among other things such as major changes in share capital, management, changes in fixed assets, creation of any other charge, undertake any guarantee obligation etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see "Statement of Financial Indebtedness" on page 213 of the Draft Prospectus.

37. ***Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.***

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to operational efficiencies. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Draft Prospectus. For further information, see the section titled "Our Business" on page 143 of this Draft Prospectus.

38. ***If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to

implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

39. ***If we fail to maintain and enhance our brand and reputation, our clients' recognition of, and trust in us, and our business may be materially and adversely affected.***

Our business depends significantly on the strength of our brand and reputation of completing our projects in a timely and efficient manner. Our Company is known to conduct operations in a manner that ensures that our projects are free of any defects or vulnerabilities. We believe that continuing to develop awareness of our brand, through focused and consistent branding and marketing initiatives is important for our ability to increase our revenues, grow our existing market share and expand into new markets. Consequently, defects, delays, consumer complaints, or negative publicity or media reports involving us, or any of our projects could harm our brand and reputation and may dilute the impact of our branding and marketing initiatives and adversely affect our business, financial condition, results of operations and prospects. In addition, adverse publicity about any regulatory or legal action against us could damage our reputation and brand image, undermine public confidence in us and reduce long-term demand for our operations, even if the regulatory or legal action is unfounded or immaterial to our operations. We may be involved in costly lawsuits or time-consuming regulatory proceedings. If we are unable to neutralize the impact of such negative publicity effectively or efficiently, we may suffer damage to our reputation and relationships with our clients, lenders, suppliers and communities and experience significant project delays or cost overruns.

40. ***Changes in technology may render our current technologies obsolete or require us to make substantial investments.***

Modernization and technology up gradation is essential to reduce costs and increase the output. Our equipment may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we use updated technology, we shall continue to strive to keep our technology, equipment in line with the latest technological standards. In case of a new found technology, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the same may be significant which could substantially affect our finances and operations.

41. ***Our success largely depends upon the knowledge and experience of our Promoters, Directors, our Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Any loss of our Promoter, Directors, Key Managerial Personnel, Senior Management, or our ability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition, and results of operations.***

Our success heavily depends upon the continued services of our Promoter and Key managerial personnel, particularly Mr. Vipulbhai Laljibhai Ghonia and Mr. Kamalbhai Laljibhai Ghonia. They give strategic direction to the company from execution, to entering new product categories and entering new geographies, achieving cost efficiencies, acquisition, etc. This experience is invaluable and irreplaceable. Losing them pose a significant risk to our company. We depend significantly on them for executing our day to day activities. The loss of any of our Promoter or Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoter and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy.

Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, financial condition and results of operations could be adversely affected.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

There is a significant competition for management and other skilled personnel in our industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives, and other perquisites to such skilled personnel. If we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition, and results of operations may be adversely affected.

For further details of our Directors and key managerial personnel, please refer to Section "Our Management" on page 182 of this Draft Prospectus.

42. ***Our Promoters, Directors and Key Management Personnel have interest in our Company, other than reimbursement of expenses incurred or remuneration.***

Our Promoters, Directors and Key Management Personnel can be deemed to be interested to the extent of the Equity Shares held by them, or their relatives, dividend entitlement, or loans advanced, provided by them to/for the Company, and benefits deriving from the directorship in our Company. Our Promoters are interested in the transactions entered between our Company and our Promoter Group. For further information, please refer to the chapters titled "Our Business", "Our Promoter and Promoter Group" and Restated Financial Statements", beginning on pages 143, 206 & 213 respectively of this Draft Prospectus.

43. ***Our Company is dependent on third party transportation providers for the delivery of our input materials and 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 uses third party transportation providers for delivery of our input materials and final products. Though, our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. In addition, goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our input materials or finished goods may have an adverse effect on our business and results of operations.

Further, disruptions of transportation services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure, or other events could impair ability to procure input materials on time. Any such disruptions could materially and adversely affect our business, financial condition, and results of operations.

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

We have taken guarantees from Promoters in relation to our secured debt facilities availed from our Bankers. In an event any of these persons withdraw or terminate its/their guarantees, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled "Statement of Financial Indebtedness" beginning on page 213 of this Draft Prospectus.

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

We have secured our lenders by creating a charge over our movable properties in respect of loans / facilities availed by us from banks and financial institutions. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, these properties may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition, or results of operations. For further information on the "Statement of Financial Indebtedness" please refer to page 213 of this Draft Prospectus.

46. ***Our Company has unsecured loans which are repayable on demand. Any demand loan from lenders for repayment of such unsecured loans, may adversely affect our cash flows.***

As on February 28, 2025, our Company has unsecured loans amounting to Rs. 232.29 lakhs as per our Restated Financial Statements from related and other parties that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the

business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer the chapter titled "Statement of Financial Indebtedness" on page 213 of this Draft Prospectus.

47. ***We have substantial working capital expenditure and may require additional financing to meet those requirements and have risk of receivables, which could have an adverse effect on our results of operations and financial condition.***

Our business is working capital intensive as we require significant capital to operate and expand our Manufacturing Facilities. Historically, we have funded our working capital expenditure requirements through a combination of equity or internal accruals and loans. The actual amount and timing of our future working capital requirements may differ from estimates as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, economic conditions, engineering design changes, weather related delays, additional market developments and new opportunities in the industry.

Our sources of additional financing required to meet our working capital expenditure plans may include the incurrence of debt or the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, would result in a dilution of your shareholding. We manufacture the tools in our facility itself, once we receive the purchase order from our clients. After the execution of the order, goods are sent to the clients through courier or other plausible means. We usually do not receive any advance payments for any of the order we receive. Our lead time to manufacture varies from a week's time to 3 weeks depending upon the complexity and the technical specification of the tool involved. We have a huge working capital cycle requirement and higher the order value, higher is the working capital requirement. We are sometimes constrained to take new order or higher value order because of working capital requirement. However, with matured relationship over the years we shall negotiate future contract with advance payments from client and milestone-based contracts.

48. ***We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

49. ***Changes in customer preferences could affect our business, financial condition, results of operations and prospects.***

Any change in the customer preference can render our old stock obsolete, as changes in customer preference are generally beyond our control. Some or all our products may become less attractive in light of changing customer preferences or better products by competitors and we may be unable to adapt to such changes in a timely manner. However, we constantly focus on research and development and to develop new products to cater the customer needs, any change in customer preferences that decreases demand could affect our business, financial condition, results of operations and prospects.

50. ***Negative publicity could adversely affect our revenue model and profitability of our Company.***

Our business is dependent on the trust our customers have reposed in the quality of our products. Any negative publicity our Company due to any other unforeseen events could affect our reputation and our results from operations. Further, our business may also be affected if there is any negative publicity associated with the services which are being rendered by our Company which may indirectly result in erosion of our reputation and goodwill.

51. ***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, prior to or during stocking and display. Although we have set up various security measures and follow stringent operational processes such as stock taking,

there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition. Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurer the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have a material adverse effect on our business, results of operations and financial condition.

52. ***The average cost of acquisition of Equity Shares by our Promoter may be less than the Issue Price.***

The average cost of acquisition of Equity Shares by our Promoters may be less than the Issue Price. The details of average cost of acquisition of Equity Shares acquired by our Promoters is set out below:

Sr. No.	Name of the Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
1	Vipulbhai Laljibhai Ghonia	6,65,660	5.0
2	Kamalbhai Laljibhai Ghonia	6,66,160	5.0
TOTAL		**13,31,820**	

As certified by Statutory Auditor VSSB & Associates, Chartered Accountant dated January 24, 2025, UDIN No: 25109944BMGPFK2460

**The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire Shares and Shares allotted to them and as reduced by amount received on sale of shares i.e. net of sale consideration is divided by net quantity of shares acquired.*
For more information, please refer to the section titled "Capital Structure" on page 80.

53. ***We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer "Dividend Policy" on page 212 of this Draft Prospectus.

54. ***Our inability to manage growth could disrupt our business and reduce profitability. Our business strategy is to continuously grow by expanding the size and geographical scope of our businesses.***

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.

55. ***Cyber risk and the failure to maintain the integrity of our operational or security systems or infrastructure, or those of our customers or other third parties with which we conduct business, could have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects. Cyber threats are evolving and are becoming increasingly sophisticated***

Our Company may experience cyber threats from time to time, which pose a risk to the security of our systems and networks and the confidentiality, availability, and integrity of our data. All information technology systems remain potentially vulnerable to damage or interruption from a variety of sources, including but not limited to software and hardware failure, cyber-attacks, computer viruses and security breaches. There have been no instances of the loss / leakage of confidential information from our Company's IT systems or due to cyber-attacks on our Company.

Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyber-attacks or security breaches of our networks or systems in the future, could result in the loss of customers and business opportunities, legal liability, regulatory fines, penalties or intervention, other litigation, regulatory and legal risks and the costs associated therewith, reputational damage, reimbursement or other compensatory costs, remediation costs, increased cybersecurity protection costs, additional compliance costs, increased insurance premiums, and lost revenues, damage to the Company's competitiveness, share price, and long-term shareholder value, any of which could materially adversely affect our business, results of operations, financial condition, cash flows and future prospects.

56. ***Our promoter and promoter group will continue to retain significant control over our Company after the IPO.***

After completion of the Issue, our Promoters and Promoter Group will collectively own 70.68% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing, or deterring a change in control of our Company.

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

57. ***Management has no experience in managing IPO and listing process and its related compliance thereafter the listing process can drain resources.***

Our Company do not have previous experience or any exposure in managing IPO and its related process. Moreover, after the listing of the shares we may be required to adhere to increased compliance which may drain company's resources. However, with IPO in planning long back our promoters and management are aware of their duties and responsibilities and are aware of the process related to listing and Fixed Price. For compliance adherence, company has appointed company secretary to look after and adhere to highest norms of disclosures and corporate governance

58. ***Our Company has allotted Equity Shares during the preceding one year from the date of the Draft Prospectus which are lower than the Issue Price.***

Our Company has allotted the following Equity Shares during the preceding one year from the date of the Draft Prospectus which may be lower than the Issue Price:

Date of Allotment	No. of equity shares allotted	Face Value (₹)	Issue price per equity share (₹)	Nature of allotment
September 19, 2024	20,00,000	10	NIL	Bonus
October 03, 2024	1,58,400	10	107	Private Placement

For Further details of equity shares issued, please refer to the section titled "Capital Structure" beginning on page 80 of this Draft Prospectus.

59. ***There are no listed companies in India that are engaged in a diverse business segment in which we operate or of a comparable size to that of our Company hence not possible to compare our performance.***

As there is no listed company in India that are engaged in a diverse business segment in which we operate or of a comparable size to that of our Company therefore we cannot compare our performance with Peer Companies in terms of various financial ratios including EPS and P/E ratios.

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

As per SEBI (ICDR) Regulations, appointment of monitoring agency is required only for Issue size above Rs. 5,000 Lakhs. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the

audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

The proposed expansion, as detailed in the section titled "Objects of the Issue" is to be entirely funded from the proceeds of this IPO. We have not identified any alternate source of funding for meeting our working capital requirements. We meet our working capital requirements through internal accruals and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

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

The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 98 of this Draft 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.

63. ***Misuse of our brand*** ***or any Negative publicity could adversely affect our revenue model and profitability of our Company.***

Our business is dependent on the trust our customers have reposed in the quality of our products. Any misuse of our brand by using counterfeit products can cause significant harm to the reputation of our brand and our company. It can affect our sales and cash flows subsequently.

Any negative publicity of our Company due to any other unforeseen events could affect our reputation and our results from operations. Further, our business may also be affected if there is any negative publicity associated with the services which are being rendered by our Company which may indirectly result in erosion of our reputation and goodwill.

64. ***We have not independently verified certain data in this Draft Prospectus.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you 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 caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

65. ***Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

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

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT"), is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

67. **We have experienced significant growth in our PAT, there is no assurance that we will be able to sustain this rate of growth in the future.**

Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results and financial conditions. Our business model is heavily reliant on our ability to effectively increase the sale of value business products and/or grow our turnover and manage our key processes including but not limited to order procurement, timely order execution, and effective delivery monitoring and continuous cost control of non-core activities. The table below gives details of the profit after tax based on Restated Financial Statements.

(Rs. in Lakhs)

Particulars	For the period ended February 28, 2025	For the period ended March 31, 2024	For the period ended March 31, 2023	For the period ended March 31, 2022
Revenue from Operations	1,247.23	1,052.95	1,032.15	1,007.05
PAT	269.68	157.53	(7.93)	(19.52)
PAT margin	21.62%	14.96%	(0.77%)	(1.94%)

Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans, or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. For further details regarding the discussions and explanations of our results, please refer to **"*Management's Discussions and Analysis of Financial Condition and Results of Operations*"** *beginning* on page no 216 of this Draft Prospectus.

68. ***Our Promoter or Directors may have interests, either directly or indirectly, in ventures involved in a business similar to us, which may result in a real or potential conflict of interest.***

Our Promoter or Directors may also be on the board of directors or have commercial relationships with other ventures that may potentially compete with our Company, subject to the provisions and disclosure requirements provided under the code of conduct for board of directors and senior management personnel, the Companies Act and the SEBI Listing Regulations. For further details in relation to our Directors and Promoters, please see the sections entitled "***Our Management***" and "***Our Promoter and Promoter Group***" beginning on pages 182 and 206 respectively.

Such interest and relationships of our Promoter and Directors may result in a real or potential conflict of interest affecting our business. While we continue to adhere to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, there can be no assurance that these or other conflicts of interest will be resolved in a timely and efficient manner.

Conflicts may arise in the ordinary course of decision-making by the Promoter or Board of Directors of our Company. Further, there is no assurance that our directors will not provide competitive services or otherwise compete in business lines in which we are already present or will enter in future. Such factors may have an adverse effect on the results of our operations and financial condition.

69. ***Our Company may require additional capital resources to achieve our expansion plans.***

The rate of our expansion will depend to an extent on the availability of adequate debt and equity capital. Further, the actual expenditure incurred may be higher than current estimates owing to but not limited to, implementation delays or cost overruns. We may, therefore, primarily try to meet such cost overruns through our internal generations and in case the same is not adequate, we may have to raise additional funds by way of additional term debt from banks/ financial institutions and unsecured loans, which may have an adverse effect on our business and results of operations.

70. ***The auditor's report on our Restated Financial Statements highlights certain matters relating to the Companies (Auditors' Report) Order, 2020.***

While there are no audit qualifications in the audit reports issued by the auditor for the Period ended February 28, 2025 and Financial Years ended March 31, 2024, 2023, and 2022 that would necessitate adjustments in the Restated Financial Statements of the Company however some disclosures have been made which are as under:-

Financial Year 2021-22:

(a) The company is in the arrear of statutory liability for the period of more than six months from the date they become payable as under;

(i) Income Tax [IT] payable as on 31.03.2022 pertaining to F.Y. 2020- 21 is Rs. 3,19,180/-.

(ii) TDS payable as on 31.03.2022 is Rs. 14,34,459/- out of which Rs.7,48,721/- pertains to F.Y. 2020-21 and Rs. 6,85,738/- pertains to F.Y. 2021-22.

(iii) Provident Fund Payable as on 31.03.2022 is Rs. 9,70,169/-.

Financial Year 2022-23:

(a) The company has granted loan to following parties during the year covered in the registered maintained under section 189 Of the Act;

Name of Parties	Outstanding as on March 31, 2023
Shine Engineering (Promoter Group Member)	Rs. 77,10,503/-
Kiran V. Ghonia (Promoter Group Member)	Rs. 9,20,000/-

(b) According to the records of the company and information and explanation given, the company has not complied with the provision of section 185 of the Act.

(c) The company is in the arrear of statutory liability for the period of more than six months from the date they become payable as under;

(i) Income Tax [IT] payable as on 31.03.2023 pertaining to F.Y. 2021-22 is Rs. 3,19,180/-.

(ii) TDS payable as on 31.03.2023 is Rs. 23,23,829/- out of which Rs.7,48,721/- pertains to F.Y. 2020-21, Rs. 6,85,738/- pertains to F.Y. 2021-22 & Rs. 9,16,670/- pertains F.Y. 2022- 23

(iii) Provident Fund Payable as on 31.03.2023 is Rs. 18,21,418/-.

Financial Year 2023-24:

Details of dues of Income Tax which have not been deposited as on March 31, 2024 on account of disputes are given below

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending	Remarks
Income Tax	154 of the Income Tax Act, 1961	82,566/-	2021	CIT(A)	Demand u/s 154 of the Act

Income Tax	143(3) of the Income Tax Act, 1961	8,44,530/-	2022	CPC	Demand u/s 143(3) of the Act
Provident Fund	Statutory Liability Pending	28,39,502/-	2023	-	-

The above omissions or non-compliances, may raise concerns regarding our compliance with statutory disclosure requirements. For further information, see "***Restated Financial Information***" beginning on page 213.

EXTERNAL RISK FACTORS

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending, and tourism.

72. ***Political, Economic and Social changes in India could adversely affect our business.***

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic, or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

73. **Our business is dependent on economic growth in India.**

Our performance is dependent on the health of the overall Indian economy. There have been periods of slowdown in the economic growth of India. India economic growth is affected by various factors including domestic consumption and savings, balance of trade movements primarily resulting from export demand and movements in key imports, such as oil and oil products, and annual rainfall, which affect agricultural production. For example, in the monsoon of 2009, several parts of the country experienced below average rainfall, leading to reduced farm output which impaired economic growth. In the past, economic slowdowns have harmed industries and industrial development in the country. Any future slowdown in the Indian economy could harm our business, financial condition, and results of operations.

74. ***The extent and reliability of Indian infrastructure could adversely affect our results of operations and financial condition.***

India 's physical infrastructure is less developed than that of many developed countries. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy.

75. ***Global economic downturn and adverse market conditions could cause our business to suffer. A slowdown in economic growth in India could cause our business to suffer.***

The developed economies of the world viz. U.S., Europe, Japan, and others are in midst of a downturn affecting their economic condition and markets general business and consumer sentiment has been adversely affected due to the global slowdown and there can be no assurance whether the developed economies or the emerging market economies will see good economic growth in the near future. Consequently, this has also affected the global stock and commodity markets. Our performance and growth are directly related to the performance of the Indian economy. The performance of the Indian economy is dependent among other things on the interest rate, political and regulatory actions, liberalization policies, commodity, and energy prices etc. A change in any of the factors would affect the growth prospects of the Indian economy, which may in turn adversely impact our results of operations, and consequently the price of our Equity Shares.

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

Any adverse revisions to India 's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our capital expenditure plans, business and financial performance.

77. ***Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.***

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and adversely affect the worldwide financial markets. In addition, the Asian region has from time-to-time experienced instances of civil unrest and hostilities among neighboring countries. Hostilities and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India, may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the world, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

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

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 Approvals" beginning on page 238 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition, and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations.

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

Our Restated Financial Information for the Financial Years ended on February 28, 2025, March 31, 2024, 2023, and 2022 have been prepared and presented in conformity with Indian GAAP. Indian GAAP differs in certain significant respects from U.S. GAAP, IFRS, and other accounting principles with which prospective investors may be familiar in other countries. If our Restated Financial Statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows, and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our Restated Financial Statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should be limited accordingly.

80. ***Our international sales and operations are subject to many uncertainties and we are exposed to foreign currency exchange rate fluctuations.***

We may be subject to risks inherently associated with international operations, including risks associated with foreign currency exchange rate fluctuations, which may cause volatility in our reported income, and risks associated with the application and imposition of protective legislation and regulations relating to import or export or otherwise resulting from foreign policy or the variability of foreign economic conditions.

81. ***If inflation rises in India, increased costs may result in a decline in the profits of our Company. Inflation rates in India have been volatile in recent years, and such volatility may continue in the future.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials, and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate

or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows, and financial condition may be adversely affected. There can be no assurance that Indian inflation levels will not worsen in the future.

82. ***Investors may have difficulty in enforcing foreign judgments against our Company or our management.***

Our Company is a company incorporated under the laws of India. All Directors on the Board of Directors of our Company and our employees are residents of India and a substantial portion of our assets and such persons are in India. As a result, it may not be possible for prospective investors outside India to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or would enforce foreign judgments if that court was of the view that the number of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered. Further, any judgment or award denominated in a foreign currency would be converted into Indian Rupees on the date of such judgment or award and not on the date of payment. Recognition and enforcement of foreign judgments are provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). Section 13 of the CPC provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except (a) where the judgment has not been pronounced by a court of competent jurisdiction; (b) where the judgment has not been given on the merits of the case; (c) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases in which such law is applicable; (d) where the proceedings in which the judgment was obtained were opposed to natural justice; (e) where the judgment has been obtained by fraud; and (f) where the judgment sustains a claim founded on a breach of any law then in force in India. Further, India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favor a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment.

83. ***A third party could be prevented from acquiring control of us because of anti-takeover provisions under Indian laws.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that the interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our Shareholders, such a takeover may not be attempted or consummated because of SEBI (SAST) Regulations, 2011.

84. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

85. ***Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the market price of the Equity Shares.***

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, that are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

86. ***We have issued Equity Shares during the last one year at a price that may be below the issue Price.***

Our Company has allotted Bonus shares of 20,00,000 as on September 19,2024 and 1,58,400 Equity Shares on October 03, 2024 through Private Placement and during a period of one year preceding the date of this Draft Prospectus at a price lower than the Issue Price.

87. ***The Equity Shares have never been publicly traded and the offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price.***

Prior to the Offer, 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 Offer. 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. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Issue could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Prospectus.

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SECTION IV – INTRODUCTION

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares of the face value of Rs.10/- [(1)(2)]	Issue of 15,00,000 Equity Shares of the face value of Rs. 10/- each fully paid for cash at a price of Rs. [●]/- per Equity Share aggregating Rs. [●] Lakhs
The Issue consists of:	
Market Maker Reservation Portion	[●] Equity Shares of the face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs
Net Issue to the public [(3)]	[●] Equity Shares of the face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs [●]/- per Equity Share aggregating to Rs. [●] Lakhs
Of which:	
Allocation to Individual Investors for above ₹2 lakhs.	[●] Equity Shares for cash at the Issue Price aggregating to ₹ [●].
Allocation to other investors for above ₹2 lakhs.	[●] Equity Shares for cash at the Issue Price aggregating to ₹ [●].
Pre and post Issue Equity Shares:	
Equity Shares outstanding prior to the Issue	41,58,400 Equity Shares of face value of Rs.10/-each
Equity Shares outstanding after the Issue	56,58,400 Equity Shares of face value of Rs.10/- each
Utilization of Net Proceeds	See chapter titled *"**Objects of the Issue**"* beginning on page 98 of this Draft Prospectus for information about the use of Proceeds from the Issue.

Notes:

1. *The Issue has been authorized by the Board of Directors vide a resolution passed at their meeting held on November 16, 2024 and by the Shareholders of our Company, vide a special resolution passed pursuant to the Companies Act, 2013 at the Extra Ordinary General Meeting held on December 19, 2024.*
2. *This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (3) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-issue paid up equity share capital of our company are being issued to the public for subscription.*
3. *The Issue is being made in terms of Section IX of the SEBI ICDR Regulations, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (3) of SEBI ICDR Regulations, as amended from time to time. The allocation in the net Issue to public category shall be made as follow:*

a. Minimum fifty percent to individual investors who applies for minimum application size; and
b. Remaining to:
i. individual applicants who applies for more than minimum application size; and
ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for.

Provided that the unsubscribed portion is either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.
Explanation - For the purpose of sub-regulation (3) of Regulation 253, if the individual investor, who applies for minimum application size, is entitled to more than fifty per cent of the Issue size on a proportionate basis, the individual investors, who applies for minimum application size, shall be allocated that higher percentage.
For further details, kindly refer the chapter titled "Terms of the Issue" on page 253 of this Draft Prospectus.

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SUMMARY OF FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto, and "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 213 and 216, respectively

STATEMENT OF ASSETS AND LIABILITIES

ANNEXURE – I

(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	EQUITY AND LIABILITIES					
1)	**Shareholders Funds**					
	a. Share Capital	V	415.84	200	200	200
	b. Reserves & Surplus	VI	382.99	159.66	2.13	10.06
2)	**Non - Current Liabilities**					
	a. Long-term Borrowings	VII	412.67	357.46	484.91	572.59
	b. Long-term Provisions	VIII	18.2	7.12	0.39	0.25
3)	**Current Liabilities**					
	a. Short Term Borrowings	IX	467.97	396.38	460.51	474.12
	b. Trade Payables	X				
	- Due to Micro and Small Enterprises		0.23	0.11	1.2	2.52
	- Due to Others		190.9	201.78	365.87	304.01
	c. Other Current liabilities	XI	59.11	80.79	85.16	90.95
	d. Short Term Provisions	XII	117.92	101.2	82.46	163.1
T O T A L			**2,065.83**	**1,504.50**	**1,682.63**	**1,817.60**
	ASSETS					
1)	**Non Current Assets**					
	a. Property, Plant & Equipment and Intangible Assets					
	- Property, Plant & Equipment	XIII	685.55	547.51	524.5	609.02

	- Intangible Assets		34.9	1.22	2.45	1.59
	b. Deferred Tax Assets (Net)	XIV	20.19	16.74	14	11.36
	c. Long-term Loans & Advances	XV	-	-	2.78	1.09
	d. Other Non-current assets	XVI	12.21	-	0.26	0.26
2)	**<u>Current Assets</u>**					
	a. Inventories	XVII	382.59	298.53	352.62	390.4
	b. Trade Receivables	XVIII	542.49	237.72	378.93	401
	c. Cash and Bank Balance	XIX	5.32	34.31	20.37	21.52
	d. Short term loan and advances	XX	375.37	361.26	379.53	374.52
	e. Other current assets	XXI	7.21	7.21	7.19	6.84
T O T A L			**2,065.83**	**1,504.50**	**1,682.63**	**1,817.60**

STATEMENT OF PROFIT AND LOSS AS RESTATED

ANNEXURE - II

(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
A	**INCOME**					
	Revenue from Operations	XXII	1,247.23	1,052.95	1,032.15	1,007.05
	Other Income	XXIII	1.19	7.47	13.57	2.91
	Total Income (A)		**1,248.42**	**1,060.42**	**1,045.72**	**1,009.96**
B	**EXPENDITURE**					
	Cost of material consumed	XXIV	309.64	198.5	270.56	323.3
	Changes in inventories of WIP & Finished Goods	XXV	-38.29	37.66	26.75	52.8
	Employee Benefits Expense	XXVI	150.56	158.94	124.53	120.4
	Finance costs	XXVII	93.68	91.2	113.04	110.73
	Depreciation and Amortization Expense	XXVIII	124.95	118.25	93.17	103.96
	Other Expenses	XXIX	237.62	244.35	428.25	323.63
	Total Expenses (B)		**878.16**	**848.9**	**1,056.30**	**1,034.82**
C	**Profit before and tax (A-B)**		**370.26**	**211.52**	**-10.58**	**-24.86**
D	**Tax Expense:**					
	(i) Current tax	XXXV	104.04	56.72	-	-
	(ii) Deferred tax expenses/(credit)	XIV	-3.46	-2.73	-2.64	-5.34
	Total Expenses (D)		**100.58**	**53.99**	**-2.64**	**-5.34**
E	**Profit for the year (C-D)**		**269.68**	**157.53**	**-7.93**	**-19.52**
F	**Earnings per share (Face value of ₹ 10/- each):**					
	Post Bonus issue					
	i. Basic		**6.63**	**3.94**	**-0.2**	**-0.49**
	ii. Diluted		**6.63**	**3.94**	**-0.2**	**-0.49**

STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE - III

(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash Flow From Operating Activities:				
Net Profit before tax as per Profit And Loss A/c	370.26	211.52	(10.58)	(24.86)
Adjustments for:				
Finance Cost	93.68	91.20	113.04	110.73
Gratuity Provision	11.55	7.07	0.15	0.26
Provision for penalty u/s 271B of Income-tax Act, 1961	-	-	1.50	1.50
Interest Income	-	-	-	(1.16)
Net (Profit) or Loss on Sale of property, plant & equipment	-	-	(0.74)	0.72
Depreciation and Amortisation Expense	124.95	118.25	93.17	103.96
Operating Profit Before Working Capital Changes	**600.44**	**428.04**	**196.54**	**191.15**
Adjusted for (Increase)/Decrease in operating assets				
Inventories	(84.06)	54.09	37.78	74.40
Trade Receivables	(304.77)	141.21	22.07	(42.05)
Short term loan and advances	(14.11)	18.27	(5.01)	(135.47)
Long term loan and advances	-	2.78	(1.69)	(1.09)
Other Non-current Assets	(12.21)	0.26	-	(0.26)
Other Current Assets	-	(0.02)	9.15	1.09
Other Bank Balances	-	-	-	5.34
Adjusted for Increase/(Decrease) in operating liabilities:				
Trade Payables	(10.78)	(165.20)	60.57	0.40
Other Current Liabilities	(21.67)	(4.37)	(5.78)	16.75
Provisions	(17.28)	(29.99)	(82.15)	119.55
Cash Generated From Operations Before Extra-Ordinary Items	**135.56**	**445.07**	**231.48**	**229.81**
Net Income Tax paid/ refunded	(70.51)	(8.33)	-	(0.08)
Net Cash Flow from/(used in) Operating Activities: (A)	**65.05**	**436.74**	**231.48**	**229.73**
Cash Flow from Investing Activities:				
Purchase of property, plant & equipment	(296.66)	(140.02)	(11.30)	(44.20)
Proceeds from sale of property, plant & equipment	-	-	2.50	3.29
Interest Income	-	-	-	1.16

Net Cash Flow from/(used in) Investing Activities: (B)	**(296.66)**	**(140.02)**	**(8.80)**	**(39.75)**
Cash Flow from Financing Activities:				
Net Proceeds/(Repayment) of Borrowings**	126.80	(191.58)	(101.29)	(78.53)
Proceeds from issue of shares	169.49	-	-	-
Finance Cost Paid	(93.68)	(91.20)	(113.04)	(110.73)
Net Cash Flow from/(used in) Financing Activities (C)	**202.61**	**(282.78)**	**(214.33)**	**(189.26)**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(29.00)	13.94	8.35	0.72
Cash & Bank Balance As At Beginning of the Year	34.31	20.37	12.02	11.30
Cash & Bank Balance As At End of the Year	**5.32**	**34.31**	**20.37**	**12.02**
Cash & Bank Balance comprise of				
Cash-in-Hand	3.61	31.79	20.20	11.86
Bank Balance	1.71	2.52	0.17	0.16
Total	**5.32**	**34.31**	**20.37**	**12.02**

SECTION V – GENERAL INFORMATION

Our Company was incorporated on May 01, 2013 as 'Shining Tools Limited', a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated May 01, 2013 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, For further details related to Corporate Structure of our Company, see "History and Certain Corporate Matters" on page 178 of this Draft Prospectus.

For details of change in registered office of our Company, please refer to chapter titled "*History and Corporate Structure*" beginning on page no.178 of this Draft Prospectus.

BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details			
Name of Issuer	Shining Tools Limited			
Registered Office	Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India. **Telephone No.:** +91 9726744244 **Website:** https://www.tixnatools.com/ **E-Mail:** info@tixnatools.com **Contact Person**: Mrs. Sneha Dhaval Shah			
Date of Incorporation	May 01, 2013			
Company Identification Number	U29220GJ2013PLC074803			
Company Registration Number	074803			
Company Category	Company Limited by Shares			
Registrar of Company	ROC Gujarat, Dadra and Nagar Haveli			
Address of the RoC	ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380 013, Gujarat, India; **Phone:** 079-27438531			
Company Secretary and Compliance Officer	Mrs. Sneha Dhaval Shah Shining Tools Limited Survey no.63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India; **Telephone No.:** +91 9687693344 **E-Mail**: cs@tixnatools.com			
Designated Stock Exchange	SME Platform of BSE Limited (BSE SME) **Address:** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India			
Issue Programme	**Issue Opens On:**	**[●]**	**Issue Closes On:**	**[●]**

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the Lead Managers or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of intimation of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimation or unblocking of amount in bank account or non-receipt of funds by electronic mode etc.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name,

address of the applicant, number of Equity Shares applied for, the Application amount paid on submission of the Application Form and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the Banker to the Issue if the application was submitted to the Banker to the Issue, or the Registered Broker if the application was submitted to a Registered Broker at any of the Brokers Centre's, as the case may be, quoting the full name of the sole or first Applicant, Application Form number, address of the applicant, Applicant's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Application Form, name and address of the Banker to the Issue or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the application was submitted, and the ASBA Account number in which the amount equivalent to the application Amount was blocked.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Issue with a copy to the relevant Sponsor Bank or the Banker to the Issue if the application was submitted to the Banker to the Issue, or the Registered Broker if the application was submitted to a Registered Broker at any of the Brokers Centre's, as the case may be, quoting the full name of the sole or first applicant, Application Form number, address of the applicant, applicant's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Application Form, name and address of the Banker to the Issue or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the application was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the application Amount was blocked.

All grievances relating to applications submitted through the Registered Broker and/or a stock broker may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

BOARD OF DIRECTORS OF OUR COMPANY

As on date of the Draft Prospectus, our Board of Directors comprises of following Directors.

Sr. No.	Name	Designation	Address	DIN
1.	Vipulbhai Laljibhai Ghonia	Managing Director	Prem Raj, 06-Alka Society, B/h Vishveshwar Temple, Mavdi main road, Rajkot-360004, Gujarat, India.	06511100
2.	Kamalbhai Laljibhai Ghonia	Whole-Time Director	Prem Raj, 06-Alka Society, B/h Vishveshwar Temple, Mavdi main road, Rajkot-360004, Gujarat, India.	06511096
3.	Abhishek Dobaria Arvindbhai	CFO & Executive Director	Dave Sheri, Keshod, Junagadh, Gujarat-362220	07359117
4.	Kiranben Vipulbhai Ghonia	Non-Executive Director	Prem Raj, 06-Alka Society, B/h Vishveshwar Temple , Mavdi main road, Rajkot-360004, Gujarat, India.	08510856
5.	Dhruvi Shyam Kapadia	Independent Director	32, Aagam Heritage, Near Someshwara Enclave, University Road, Surat-395007, Gujarat, India.	10683926
6.	Grishma A Shewale	Independent Director	9, Ashirwad Society, Vadodara-390019, Gujarat, India.	10685826

7.	Palak Pankaj Shah	Independent Director	Room No-3, Badri Manzil, S.V. Road, Naniyadwala Colony No.-2, Mallad West Dely, Mumbai, Maharashtra-400064	11068258

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled "*Our Management*" beginning on Page no.182 of this Draft Prospectus.

DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
SOBHAGYA CAPITAL OPTIONS PVT. LTD. A SEBI Registered Merchant Banking Company	Accurate.
SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED **SEBI Registration Number:** MB/INM000008571 **Address**: C-7&7A, Hosiery Complex, Phase-II Extension, Noida-201305, Uttar Pradesh **Telephone No.:** +91 7836066001 **E-mail:** cs@sobhagyacap.com **Investors Grievance Id:** delhi@sobhagyacap.com **Website:** www.sobhagyacapital.com **Contact Person:** Mr. Rishabh Singhvi/ Ms. Nisha SEBI Registration **CIN:** U74899DL1994PTC060089	**ACCURATE SECURITIES AND REGISTRY PRIVATE LIMITED** **SEBI Registration Number:** INR000004173 **Address:** B1105 - 1108, K P Epitome, Nr. Makarba Lake, Nr. Siddhi Vinayak Towers, Makarba, Jivraj Park- 380 051, Ahmedabad, Gujarat, India. **Telephone No.:** +91-79-48000319 **E-mail:** investor@accuratesecurities.com **Investors Grievance Id:** investor@accuratesecurities.com **Website:** https://accuratesecurities.com/ **Contact Person:** Mr.Ankur Shah **CIN:** U74900GJ2013PTC077829
STATUTORY & PEER REVIEW AUDITORS OF THE COMPANY	**LEGAL ADVISOR TO THE COMPANY**
M/s V S S B & Associates. **Chartered Accountants** **Address:** A-912, Ratnaakar Nine Square, Opp. ITC Narmada Vastrapur, Ahmedabad-380015, Gujarat, India. **Tel. No.:** +91 9377771182, 07927541783 **Email Id:** vishvesca@gmail.com **Contact Person:** CA Vishves A. Shah **Membership No.:**109944 **Firm Registration No:** 121356W **Peer review Certificate No**.: 014855	**J Mukherjee & Associates** **Address**: Room 6, 2nd Floor, Saraf House 4/1, Red Cross Place, Kolkata-700001 **Tel. No.:** +91- 98306 40366 **Email Id:** jmukherjeeandassociates@gmail.com **Contact Person:** Mr. Jayabrata Mukherjee
BANKERS TO THE COMPANY	**BANKERS TO THE ISSUE/ REFUND BANKER/ SPONSOR BANK****

CANARA BANK **Address:** Dholaria Building, Vaniya Vadi, Gayatri Nagar, Rajkot-360002 **Telephone No.:**+91 8511109239 **Email:** cb6812@canarabank.com **Website**: https:canarabank.com **Contact Person:** Vibhuti	**[●]**

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34

https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

1. **Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI**

   The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provided on the website of SEBI on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41

2. **SCBS 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, respectively and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

3. **Syndicate SCSB Branches**

   In relation to Applicants (other than Applications by Anchor Investors and IIs) 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 the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35) and 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

Applicants can submit ASBA Forms in the Issue using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centers. The list of the Registered Brokers including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at https://www.bseindia.com, as updated from time to time and on the website of the SEBI (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 as updated from time to time.

REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

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

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Sobhagya Capital Options Private Limited is only Lead Manager to the Issue, all the responsibility of the Issue will be managed by them.

CREDIT RATING

As this is an issue of Equity Shares, there is no credit rating for this Issue.

IPO GRADING

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

FILING OF DRAFT PROSPECTUS/ PROSPECTUS WITH THE STOCK EXCHANGE, BOARD AND THE REGISTRAR OF COMPANIES

The Draft Prospectus is being filed with BSE through the BSE Listing portal at https://listing.bseindia.com/home.htm and will also be filed with BSE at the following address.

BSE SME
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India
Tel No: 022 – 2272 1233/34
Website: www.bseindia.com

The Draft Prospectus filed with BSE will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Prospectus, by hosting it on our Company's website, BSE SME's website and Lead Manager's website.

Our Company shall, within two working days of filing the Draft Prospectus with BSE SME Exchange, make a public announcement in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and all editions of a regional daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), disclosing the fact of filing of the Draft Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME Exchange, our Company or the Lead Manager in respect of the disclosures made in this Draft Prospectus.

Draft Prospectus will not be filed with SEBI nor will SEBI issue any observation on the draft offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

A copy of Draft Prospectus will be available on website of the company https://www.tixnatools.com/, Lead Manager https://www.sobhagyacapital.com/ and stock exchange www.bseindia.com.

A copy of the Draft Prospectus, along with the material contracts and documents referred elsewhere in the Draft Prospectus, will be delivered to the Registrar of Companies ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus top, Naranpura, Ahmedabad-380013, Gujarat, India; Phone: 079-27438531and the same will also be available on the website of the company https://www.tixnatools.com/ for inspection.

CHANGES IN AUDITORS IN LAST THREE YEARS

Particulars	Initial Date of Appointment	Date of change	Reason for change
M/s. R. N. Vekariya & Associates **Address:** "Karmyogi", 1-Ram Vihar Society, Bh. Twin Star, 150 Feet Ring Road, Rajkot-360005 , Gujarat, India **Telephone:** 8320759174 **E-mail:** venkariyarashmin@gmail.com **Membership No.:** 118275 **FRN:** 125819W **Contact Person:** CA Rashmin Venkariya	November 30, 2021	August 20, 2024	M/s. R. N. Vekariya & Associates resigned due to pre-occupation in other assignments.
M/s V S S B & Associates **Address:** A-912, Ratnaakar Nine Square, Opp. ITC Narmada Vastrapur, Ahmedabad-380015, Gujarat, India. **Telephone:** +91 9377771182, 07927541783 **E-mail:** vishvesca@gmail.com **FRN:** 121356W **Contact Person:** CA Vishves A. Shah **Membership No.:** 109944	August 26, 2024		Appointed to fill Causal Vacancy
M/s V S S B & Associates **Address:** A-912, Ratnaakar Nine Square, Opp. ITC Narmada Vastrapur, Ahmedabad-380015, Gujarat, India. **Telephone:** +91 9377771182, 07927541783 **E-mail:** vishvesca@gmail.com **FRN:** 121356W **Contact Person:** CA Vishves A. Shah **Membership No.:** 109944	September 30, 2024		Regularized as Statutory auditors of the Company for a period of 5 years from FY 2024-25 to FY 2028-29

Grading of the Issue

No credit agency registered with SEBI has been appointed for grading for the Issue.

Expert

Our Company has received a written consent dated 20/01/2025 as Statutory auditor of the company and 05/06/2025 as Peer review Auditor of the comapny, from M/s V S S B & Associates, Chartered Accountant, to include their name in this Draft Prospectus as an "expert", as defined under applicable laws, to the extent and in their capacity as statutory auditors, and in respect of the Restated Financial Statements and the Statement of Special Tax Benefits issued by them, included in this Draft Prospectus. Such consent has not been withdrawn as on the date of this Draft Prospectus.

Monitoring Agency

Since the size of the Issue does not exceed fifty crore rupees, 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, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue and as per regulation 262(5) of SEBI ICDR (Amendment) regulations 2025, we shall submit a certificate of the statutory auditor for utilization of money raised through the public issue to exchange while filing the quarterly financial results, till the issue proceeds are fully utilized.

Appraising Entity

Our Company has not appointed any appraising agency for appraisal of the Project.

Credit Rating

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

Debenture trustees

As the Issue is of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the issue.

Type of Issue

The present Issue is a 100% Fixed Price Issue.

Underwriter

In terms of Regulation 260(1) of the SEBI ICDR Regulations, the initial public Offer shall be underwritten for hundred per cent (100%) of the Issue and shall not be restricted up to the minimum subscription level and as per sub regulation (2), the Lead Manager shall underwrite at least fifteen per cent (15%) of the Issue size on their own account(s).

Our Company and the Lead Manager to the Issue hereby confirm that the Issue is 100% underwritten. The underwriting agreement is dated [●] and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The Underwriter has indicated their intention to underwrite following number of specified securities being issued through this Issue.

Name, Address, Telephone, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten*	Amount Underwritten (Rs. in lakh)	% of the total Issue Size Underwritten
[●]	[●]	[●]	[●]

*Includes [●] *Equity Shares of ₹10 each of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated* [●] *to comply with the requirements of Regulation 261 of the SEBI ICDR Regulations.*

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

Details of Market Making Arrangement for this Issue

Our Company and the Lead Manager has entered Market Making Agreement dated [●] with the following Market Maker to fulfill the obligations of Market Making for this Issue:

Name	[●]
Address	[●]
Telephone	[●]
E-mail	[●]
Contact Person	[●]
SEBI Registration No.	[●]
Market Maker Registration with [●]	[●]

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 [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares issued in this Issue.

[●], registered with BSE 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 in SEBI ICDR Regulations.

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

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

1. The Market Maker "[●]", shall be required to provide a two-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each black out period when the quotes are not being issued by the Market Maker(s).

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE Limited and SEBI from time to time.

3. The minimum depth of the quote shall be ₹1.00 Lakh. However, the investors with holdings of value less than ₹1.00 lakh shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

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, BSE Limited may intimate the same to SEBI after due verification.

6. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.

7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen

as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on [●] (in this case currently the minimum trading lot size is [●] Equity Shares; however, the same may be changed by the stock exchange from time to time).

8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.

9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

    In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

11. **Risk containment measures and monitoring for the Market Maker:** The SME platform of BSE Limited will have all margins which are applicable on the BSE Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. The SME platform of BSE Limited can impose any other margins as deemed necessary from time-to-time.

12. **Punitive Action in case of default by Market Maker**(s): The SME platform of BSE Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Stock 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 Stock Exchange from time to time. The Stock Exchange will impose a penalty on the Market Maker in case they are not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

13. The Department of Surveillance and Supervision of the Stock Exchange would decide and publish the penalties / fines /suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

14. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹250 Crores, the applicable price bands for the first day shall be:

    • 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.

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

Sr No.	Market Price Slab (in Rs.)	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

16. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the 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 to ₹50 Crore	20%	19%
₹50 to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

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

    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.

Withdrawal of the Issue

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

Our Company in consultation with the Lead Manager, reserve the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board of Directors' meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue.

The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants, within one (1) day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from SME Platform of BSE Limited. If our Company\withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

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SECTION VI - CAPITAL STRUCTURE

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

(*In ₹, except share data*)

Sr. No.	Particulars	Aggregate value at face value	Aggregate value at issue price
A.	**AUTHORIZED SHARE CAPITAL**		
	65,00,000 Equity Shares of face value of ₹10 each	6,50,00,000	[●]
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	41,58,400 Equity Shares of face value of ₹10 each	4,15,84,000	[●]
C.	**PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS^**		
	Issue of 15,00,000 Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share.	1,50,00,000	[●]
	Which Comprises:		
	[●] Equity Shares of face value of ₹10 each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Offer to Public of [●] Equity Shares of ₹10 each at a price of ₹ [●] per Equity Share to the Public	[●]	[●]
	Of which:		
	Allocation to Individual Investors of [●] Equity Shares at a price of ₹[●] per Equity Share	[●]	[●]
	Allocation to other than Individual Investors of [●] Equity Shares at a price of ₹[●] per Equity Share	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE**		
	56,58,400 Equity Shares of face value ₹10 each	5,65,84,000	[●]
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	1,53,64,800	
	After the Issue	[●]	

^ *The Issue has been authorised by our Board of Directors and our Shareholders pursuant to the resolutions passed at their meetings dated* 16 November 2024 *and* 19 December 2024*, respectively.*

CLASS OF SHARES

The company has only one class of shares i.e. Equity Shares of ₹10/- each only and all Equity Shares are ranked pari-passu in all respects. All Equity Shares issued are fully paid-up as on date of the Draft Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of the Draft Prospectus.

NOTES TO CAPITAL STRUCTURE

1) Changes in Authorized Share Capital

Date of General Meeting	Particulars of change in the Authorized Share Capital
September 23, 2013	Increase of the authorised share capital of our Company from ₹5,00,000 (rupees Five lakh) consisting of 50,000 (fifty thousand) Equity Shares to ₹75,00,000 (rupees Seventy Five lakh) consisting of 7,50,000 (seven lakh fifty thousand) Equity Shares of ₹10 each.
July 11, 2016	Increase of the authorised share capital of our Company from ₹75,00,000 (rupees Seventy Five lakh) consisting of 7,50,000 (seven lakh fifty thousand) Equity Shares of ₹10 each to ₹ 1,10,00,000 (One Crore ten lakh) consisting of 11,00,000 (Eleven Lakh) Equity Shares of ₹10 each.
February 19, 2020	Increase of the authorised share capital of our Company from ₹ 1,10,00,000 (One Crore ten lakh) consisting of 11,00,000 (Eleven Lakh) Equity Shares to ₹ 2,00,00,000 (Two Crore) consisting of 20,00,000 (Twenty Lakh) Equity Shares of ₹10 each.
October 05, 2021	Increase of the authorised share capital of our Company from ₹ 2,00,00,000 (Two Crore) consisting of 20,00,000 (Twenty Lakh) Equity Shares of ₹10 each to ₹ 5,00,00,000 (five crore) consisting of 50,00,000 (fifty lakhs) Equity Shares of ₹10 each.
September 14, 2024	Increase of the authorised share capital of our Company from ₹ 5,00,00,000 (five crore) consisting of 50,00,000 (fifty lakh) Equity Shares of ₹10 each to ₹ 6,50,00,000 (six crore fifty lakh) consisting of 65,00,000 (sixty-five lakhs) Equity Shares of ₹10 each.

2) Equity Share Capital History of our Company

The history of the Equity Share capital of our Company is set forth in the table below:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
On Incorporation (May 01, 2013)	50,000	10	10	Cash	Subscription to MOA[(1)]	50,000	5,00,000
30.03.2014[#]	5,08,490	10	10	Cash	Right Issue [(2)*]	5,58,490	55,84,900
August 11, 2016	3,38,800	10	10	Cash	Right Issue [(3)]	8,97,290	89,72,900
September 11, 2016	2,02,710	10	10	Cash	Right issue [(4)]	11,00,000	1,10,00,000

June 17, 2020	9,00,000	10	10	Cash	Right issue [5]	20,00,000	2,00,00,000
September 19, 2024	20,00,000	10	NA	NA	Bonus Issue in the ratio of 1:1 (One equity shares for every one equity share held) [6]	40,00,000	4,00,00,000
October 03, 2024	1,58,400	10	107	Cash	Private Placement [7]	41,58,400	4,15,84,000

Please refer Risk factor no. 6 for more information and details.

[1] The details of allotment of 50,000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Association are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per Equity share (in ₹)	Issue Price per Equity share (in ₹)
1.	Vipulbhai Laljibhai Ghonia	10,000	10.00	10.00
2.	Kamalbhai Laljibhai Ghonia	10,000	10.00	10.00
3.	Laljibhai Keshavbhai Ghonia	10,000	10.00	10.00
4.	Pritiben Kamalbhai Ghonia	9,998	10.00	10.00
5.	Kiranben Vipulbhai Ghonia	10,000	10.00	10.00
6.	Jayaben Laljibhai Ghonia	1	10.00	10.00
7.	Raghav Mansukhbhai Dudhatra	1	10.00	10.00
Total		**50,000**		

[2] Further allotment of 5,08,490 Fully Paid-up Equity Shares of Rs 10/- each to the existing shareholders of the Company on rights basis are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per Equity share (in ₹)	Issue Price per Equity share (in ₹)
1.	Vipulbhai Laljibhai Ghonia	2,66,090	10	10
2.	Kamalbhai Laljibhai Ghonia	2,42,400	10	10
Total		**5,08,490**		

*Please refer risk factors beginning on Page no 32.

[3] Further allotment of 3,38,800 Fully Paid-up Equity Shares of Rs 10/- each to the existing shareholder of the Company on rights basis are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per Equity share (in ₹)	Issue Price per Equity share (in ₹)
1.	Pritiben Kamalbhai Ghonia	3,38,800	10	10
Total		**3,38,800**		

(4) Further allotment of 2,02,710 Fully Paid-up Equity Shares of Rs 10/- each to the existing shareholders of the Company on rights basis are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per Equity share (in ₹)	Issue Price per Equity share (in ₹)
1.	Vipulbhai Laljibhai Ghonia	5,000	10	10
2.	Kamalbhai Laljibhai Ghonia	5,000	10	10
3.	Laljibhai Keshavbhai Ghonia	6,000	10	10
4.	Pritiben Kamalbhai Ghonia	1,81,700	10	10
5.	Jayaben Laljibhai Ghonia	5010	10	10
Total		**2,02,710**		

(5) Further allotment of 9,00,000 Fully Paid-up Equity Shares of Rs 10/- each to the existing shareholders of the Company on rights basis are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per Equity share (in ₹)	Issue Price per Equity share (in ₹)
1.	Vipulbhai Laljibhai Ghonia	52,240	10	10
2.	Kamalbhai Laljibhai Ghonia	75,930	10	10
3.	Laljibhai Keshavbhai Ghonia	1,20,195	10	10
4.	Kiranben Vipulbhai Ghonia	3,23,335	10	10
5.	Jayaben Laljibhai Ghonia	3,28,300	10	10
Total		**9,00,000**		

(6) Bonus issue of 20,00,000 Fully Paid-up Equity Shares of Rs 10/- each in the ratio of 1:1 made to the existing shareholders of the company:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per Equity share (in ₹)	Issue Price per Equity share (in ₹)
1.	Vipulbhai Laljibhai Ghonia	3,33,330	10	NA
2.	Kamalbhai Laljibhai Ghonia	3,33,330	10	NA
3.	Kiranben Vipulbhai Ghonia	3,33,335	10	NA
4.	Jayaben Laljibhai Ghonia	4,69,506	10	NA
5.	Pritiben Kamalbhai Ghonia	5,30,498	10	
6.	Raghav Mansukhbhai Dudhatra	1	10	NA
	Total	**20,00,000**		

Note- Please refer certificate regarding Bonus Issue dated 21.06.2025 vide UDIN No. 25109944BMGPNF4814

(7) Preferential issue of 1,58,400 Fully Paid-up Equity Shares at face value of Rs. 10/- each and at a premium of Rs. 97/- per share made to the allottee on Private Placement basis:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per Equity share (in ₹)	Issue Price per Equity share (in ₹)
1.	Khodidas Virjibhai Savaliya	60,000	10	107
2.	Jigneshbhai Lavjibhai Akabari Huf	19,200	10	107
3.	Jitenkumar Manojkumar Vadodariya	12,000	10	107

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per Equity share (in ₹)	Issue Price per Equity share (in ₹)
4.	Milankumar Rameshbhai Pitroda	6,000	10	107
5.	Pitroda Divyesh Rameshbhai	6,000	10	107
6.	Gajendrakumar Chhaganlal Patel	7,200	10	107
7.	Naimishbhai Vajubhai Ranpariya	6,000	10	107
8.	Jaydeep Mahendrakumar Shah	6,000	10	107
9.	Makadiya Prafulaben Prabhudas	6,000	10	107
10.	Patel Ranchhodbhai Laxamanbhai	6,000	10	107
11.	Mevada Jitendrabhai Natvarlal	6,000	10	107
12.	Jadeja Ramdevsinh Bhikhubha	6,000	10	107
13.	Rashmin Nathalal Vekariya	12,000	10	107
Total		**1,58,400**		

Note – Preferential issue was approved by Board through resolution dated October 3, 2024.

3) Convertible Warrants

As on the date of this Draft Prospectus, our Company does not have any outstanding convertible warrants.

4) Preference Share Capital

As on the date of this Draft Prospectus, our Company does not have any preference share capital.

- Our Company has one class of share capital i.e., Equity Shares of face value of ₹10 each only. All issued Equity Shares are fully paid up.
- Our Company has not revalued its assets since inception. Further, our Company has not issued any Equity Shares out of revaluation reserves at any point of time.

5) Issue of shares for consideration other than cash or by way of bonus issue

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash or by way of bonus issue or out of revaluation of reserves at any time since incorporation:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company
September 19, 2024	20,00,000	10	NA	Bonus issue in the ratio of 1 Equity Shares for every Equity Share held by existing Shareholders	Capitalization of Reserves & Surplus

6) Issue of Equity Shares pursuant to schemes of arrangement

Our Company has not allotted any Equity Shares pursuant to a scheme of amalgamation approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

7) Issue or transfer of Equity Shares under employee stock option schemes

Our Company does not have any employee stock option schemes under which any Equity Share is granted. Accordingly, no Equity Shares have been issued or transferred by our Company pursuant to the exercise of any employee stock options. Also, we confirm that no Stock Appreciation Rights (SARs) have been granted, exercised, or are outstanding as on the date of this Prospectus. Our Company has never implemented any SAR scheme for its employees, directors, or any other stakeholders. Accordingly, this disclosure is not applicable to our Company.

8) Issue of shares at a price lower than the Offer Price in the last year

Except as stated below our Company have not issued Equity Shares at a price below the Offer Price within the last one year preceding the date of this Draft Prospectus:

Preferential issue dated October 03, 2024 of 1,58,400 Fully Paid-up Equity Shares at face value of Rs 10/- each and at a premium of Rs. 97/- per share made to the allottee on Private Placement basis:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per Equity share (in ₹)	Issue Price per Equity share (in ₹)
1.	Khodidas Virjibhai Savaliya	60,000	10	107
2.	Jigneshbhai Lavjibhai Akabari Huf	19,200	10	107
3.	Jitenkumar Manojkumar Vadodariya	12,000	10	107
4.	Milankumar Rameshbhai Pitroda	6,000	10	107
5.	Pitroda Divyesh Rameshbhai	6,000	10	107
6.	Gajendrakumar Chhaganlal Patel	7,200	10	107
7.	Naimishbhai Vajubhai Ranpariya	6,000	10	107
8.	Jaydeep Mahendrakumar Shah	6,000	10	107
9.	Makadiya Prafulaben Prabhudas	6,000	10	107
10.	Patel Ranchhodbhai Laxamanbhai	6,000	10	107
11.	Mevada Jitendrabhai Natvarlal	6,000	10	107
12.	Jadeja Ramdevsinh Bhikhubha	6,000	10	107
13.	Rashmin Nathalal Vekariya	12,000	10	107
Total		**1,58,400**		

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9) Shareholding Pattern of our Company

The table below presents the equity shareholding pattern of our Company as on the date of this Draft Prospectus.

Sr. No. (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 shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (Equity)	Class (e.g.: Y)	Total								
(A)	Promoters & Promoters Group	7	39,99,498	0	0	39,99,498	96.18	39,99,498	-	39,99,498	96.18	0	96.18	0	0	0	0	39,99,498
(B)	Public	15	1,58,902	0	0	1,58,902	3.82	1,58,902	-	1,58,902	3.82	0	3.82	0	0	0	0	1,58,902

(C)	Non-Promoters-Non-Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	-	0	0	0		0	0	0	0	
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	-	0	0	0		0	0	0	0	
	Total (C)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**-**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	Grand Total	**22**	**41,58,400**	**0**	**0**	**41,58,400**	**100.00**	**41,58,400**	**-**	**41,58,400**	**100.00**	**0**	**100.00**	**0**	**0**	**0**	**0**	**41,58,400**
Note:																		
1.	**C=C1+C2**																	
2.	**Grand Total=A+B+C**																	

The term "Encumbrance" has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

Notes-

**As on date of this Draft Prospectus, one Equity Shares holds one vote.*

We have only one class of Equity Shares of face value of Rs. 10/- each.

We have entered into tripartite agreement with CDSL & NSDL.

Our Company will file the shareholding pattern in the format prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, one day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the Website of the BSE before commencement of trading of such Equity Shares.

10) Other details of shareholding of our Company

As on the date of the filing of this Draft Prospectus, our Company has 22 Shareholders.

As on the date of this Draft Prospectus, our Promoters hold 32.03% of the pre-Issued, subscribed and paid-up Equity Share Capital of our Company. Set forth below are the details of the build - up of our Promoter's shareholding in our Company since incorporation:

Date of allotment/ acquisition/ Transfers	Number of Equity Shares allotted/ transferred	Face Value per Equity Share (₹)	Issue // Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of Pre-Issue capital (₹)[1]	% of Post-Issue capital (₹)[1]	Pledge
Vipulbhai Laljibhai Ghonia									
Upon Incorporation (01 May, 2013)	10,000	10	10	Cash	Subscription to MOA	10,000	0.24	0.18	NA
Shares allotted	2,66,090	10	10	Cash	Further Issue	2,76,090	6.39	4.70	NA
September 11, 2016	5,000	10	10	Cash	Right Issue	2,81,090	0.12	0.09	NA
June 17, 2020	52,240	10	10	Cash	Right Issue	3,33,330	1.26	0.92	NA
September 12, 2024	(500)	10	10	Nil	Transfer to Ankit Patoliya by way of gift[(i)]	3,32,830	(0.01)	(0.01)	NA
September 12, 2024	(500)	10	10	Nil	Transfer to Kairavi Ankit Patoliya by way of gift[(i)]	3,32,330	(0.01)	(0.01)	NA
September 19, 2024	3,33,330	10	Nil	NA	Bonus Issue	6,65,660	8.02	5.89	NA
Sub-Total (A)	**6,65,660**						**16.01**	**11.76**	**NA**
Kamalbhai Laljibhai Ghonia									
Upon Incorporation (01 May, 2013)	10,000	10	10	Cash	Subscription to MOA	10,000	0.24	0.18	NA
Shares allotted	2,42,400	10	10	Cash	Further Issue	2,52,400	5.82	4.28	NA
September 11, 2016	5,000	10	10	Cash	Right Issue	2,57,400	0.12	0.09	NA
June 17, 2020	75,930	10	10	Cash	Right Issue	3,33,330	1.83	1.34	NA

September 12, 2024	(500)	10	10	Nil	Transfer to Khushi Kamalbhai Ghonia by way of gift[(ii)]	3,32,830	(0.01)	(0.01)	NA
September 19, 2024	3,33,330	10	Nil	NA	Bonus Issue	6,66,160	8.02	5.89	NA
Sub-Total (B)	**6,66,160**						**16.02**	**11.77**	**NA**
Total of (A+B)	**13,31,820**						**32.03**	**23.53**	**NA**

i. The figures in the row have been rounded-off to the closest decimal.

Notes:

i. Details of 1000 Equity Shares having face value of Rs. 10/- each transferred by our Promoter Vipulbhai Laljibhai Ghonia, by way of gift deed which was executed on September 12, 2024.

Sr No.	Date of transfer	Name of transferor	No. of share transfer	Name of transferee
1.	September 12, 2024	Vipulbhai Laljibhai Ghonia	500	Ankit Patoliya
2.	September 12, 2024	Vipulbhai Laljibhai Ghonia	500	Kairavi Ankit Patoliya

ii. Details of 500 Equity Shares having face value of Rs. 10/- each transferred by our Promoter Kamalbhai Laljibhai Ghonia, by way of gift deed which was executed on September 12, 2024.

Sr No.	Date of transfer	Name of transferor	No. of share transfer	Name of transferee
1.	September 12, 2024	Kamalbhai Laljibhai Ghonia	500	Khushi Kamalbhai Ghonia

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

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
1.	Vipulbhai Laljibhai Ghonia	6,65,660	5
2.	Kamalbhai Laljibhai Ghonia	6,66,160	5
TOTAL		**13,31,820**	

**As certified by Statutory Auditor VSSB & Associates, Chartered Accountant dated January 24, 2025, UDIN No: 25109944BMGPFK2460*

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

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

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Total Equity Share capital (%) *
1.	Vipulbhai Laljibhai Ghonia	6,65,660	16.01
2.	Kamalbhai Laljibhai Ghonia	6,66,160	16.02
3.	Kiranben Vipulbhai Ghonia	6,66,670	16.03
4.	Pritiben Kamalbhai Ghonia	10,60,996	25.51
5.	Jayaben Laljibhai Ghonia	9,39,012	22.58
6.	Khodidas Virjibhai Savaliya	60,000	1.44
	Total	**40,58,498**	**97.60**

**Rounded off to the closest decimal*

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

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Total Equity Share capital (%)*
1.	Vipulbhai Laljibhai Ghonia	6,65,660	16.01
2.	Kamalbhai Laljibhai Ghonia	6,66,160	16.02
3.	Kiranben Vipulbhai Ghonia	6,66,670	16.03
4.	Pritiben Kamalbhai Ghonia	10,60,996	25.51
5.	Jayaben Laljibhai Ghonia	9,39,012	22.58
6.	Khodidas Virjibhai Savaliya	60000	1.44
	Total	**40,58,498**	**97.60**

**Rounded off to the closest decimal*

14) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of one year prior to the date of this Draft Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Vipulbhai Laljibhai Ghonia	3,33,330	16.67
2.	Kamalbhai Laljibhai Ghonia	3,33,330	16.67
3.	Laljibhai Keshavbhai Ghonia	1,36,195	6.81
4.	Kiranben Vipulbhai Ghonia	3,33,335	16.67
5.	Pritiben Kamalbhai Ghonia	5,30,498	26.52

6.	Jayaben Laljibhai Ghonia	3,33,311	16.66
7.	**Total**	**19,99,999**	**100.00**

**Rounded off to the closest decimal*

** 1(one) share of face value Rs. 10 is held by Raghav Mansukhbhai Dudhatra*

15) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of two years prior to the date of this Draft Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Vipulbhai Laljibhai Ghonia	3,33,330	16.67
2.	Kamalbhai Laljibhai Ghonia	3,33,330	16.67
3.	Laljibhai Keshavbhai Ghonia	1,36,195	6.81
4.	Kiranben Vipulbhai Ghonia	3,33,335	16.67
5.	Pritiben Kamalbhai Ghonia	5,30,498	26.52
6.	Jayaben Laljibhai Ghonia	3,33,311	16.66
	Total	**19,99,999**	**100.00**

**Rounded off to the closest decimal*

** 1(one) share of face value Rs. 10 is held by Raghav Mansukhbhai Dudhatra*

16) The aggregate shareholding of the Promoters, Promoter group and Public.

Sr. No.	Name of shareholders	Number of Equity Shares	Percentage of the Pre-Offer Equity Share capital (%)*	Percentage of the Post-Offer Equity Share capital (%)*
Promoter				
1.	Vipulbhai Laljibhai Ghonia	6,65,660	16.01	11.76
2.	Kamalbhai Laljibhai Ghonia	6,66,160	16.02	11.77
Total – A		**13,31,820**	**32.03**	**23.53**
Promoter Group				
3.	Kiranben Vipulbhai Ghonia	6,66,670	16.03	11.78
4.	Pritiben Kamalbhai Ghonia	10,60,996	25.51	18.75
5.	Jayaben Laljibhai Ghonia	9,39,012	22.58	16.60
6.	Khushi Kamalbhai Ghonia	500	0.01	0.01
7.	Kairavi Ankit Patoliya	500	0.01	0.01
Total – B		**26,67,678**	**64.15**	**47.15**
	Total (A+B)	**39,99,498**	**96.18**	**70.68**

**Rounded off to the closest decimal*

17) The number of specified securities purchased or sold by the Promoter Group and/ or by the Directors of our Company and their relatives in the preceding six months.

None of our Promoters, members of our Promoter Group, the Directors of our Company or any of their relatives have purchased or sold any securities except transfers through gift deed dated September 12, 2024 of our Company during the period of six months immediately preceding the date of this Draft Prospectus.

18) Details of other lock-in

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 and the Promoters' shareholding in excess of 20% of the post Issue Equity Share capital of our Company shall be locked in as per Regulation 238(b) of the SEBI ICDR (Amendment) Regulations, 2025.

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

Date of allotment/ acquisition/ Transfers	Number of Equity Shares allotted/ transferred	Face Value per Equity Share (₹)	Issue // Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of Pre-Issue capital (₹)[(1)]	% of Post-Issue capital (₹)[(1)]	Lock in Period
Vipulbhai Laljibhai Ghonia									
Upon Incorporation (01 May, 2013)	10,000	10	10	Cash	Subscription to MOA	10,000	0.24	0.18	[●]
Shares allotted	2,66,090	10	10	Cash	Further Issue	2,76,090	6.39	4.70	[●]
September 11, 2016	5,000	10	10	Cash	Right Issue	2,81,090	0.12	0.09	[●]
June 17, 2020	52,240	10	10	Cash	Right Issue	3,33,330	1.26	0.92	[●]
September 12, 2024	(500)	10	10	Nil	Transfer to Ankit Patoliya by way of gift	3,32,830	(0.01)	(0.01)	-
September 12, 2024	(500)	10	10	Nil	Transfer to Kairavi Patoliya by way of gift	3,32,330	(0.01)	(0.01)	-
September 19, 2024	3,33,330	10	Nil	NA	Bonus Issue	6,65,660	8.02	5.89	[●]
Total	**6,65,660**						**16.01**	**11.76**	

Date of allotment/ acquisition/ Transfers	Number of Equity Shares allotted/ transferred	Face Value per Equity Share (₹)	Issue // Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of Pre-Issue capital (₹)[(1)]	% of Post-Issue capital (₹)[(1)]	Lock in Period
Kamalbhai Laljibhai Ghonia									
Upon Incorporation (01 May, 2013)	10,000	10	10	Cash	Subscription to MOA	10,000	0.24	0.18	[●]
Shares allotted	2,42,400	10	10	Cash	Further Issue	2,52,400	5.82	4.28	[●]
September 11, 2016	5,000	10	10	Cash	Right Issue	2,57,400	0.12	0.09	[●]
June 17, 2020	75,930	10	10	Cash	Right Issue	3,33,330	1.83	1.34	[●]
September 12, 2024	(500)	10	10	Nil	Transfer to Khushi Ghonia by way of gift[(ii)]	3,32,830	(0.01)	(0.01)	-
September 19, 2024	3,33,330	10	Nil	NA	Bonus Issue	6,66,160	8.02	5.89	[●]
Total	**6,66,160**						**16.02**	**11.77**	

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

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

- Our Promoter are in compliance with the provision of lock-in shares as per SEBI ICDR Regulations.

Equity Shares held by Promoters in excess of Minimum Promoters' Contribution

Lock in of Equity Shares held by Promoters in excess of minimum promoters' contribution as per Regulation 238 of the SEBI ICDR Regulations and amendments thereto. Pursuant to Regulation 238(b) of the SEBI ICDR (Amendment) Regulations, 2025, the Equity Shares held by our Promoters and promoters' holding in excess of minimum promoters' contribution shall be locked as follows:

a) Fifty percent of promoters' holding in excess of minimum promoters' contribution constituting [●] equity shares shall be locked in for a period of two years from the date of allotment in the initial public offer; and
b) Remaining fifty percent of promoters' holding in excess of minimum promoters' contribution constituting [●] equity shares shall be locked in for a period of one year from the date of allotment in the initial public offer.

With respect to the SEBI ICDR, 2018 Regulation 236, as on date, 100% of the promoters' shareholding is eligible for calculation of minimum promoters' contribution.

Details of pre-issue equity shares held by persons other than the promoters locked-in for One Year

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, as amended, in addition to the Minimum Promoters contribution as per regulation 238(a) and 238(b) of the SEBI (ICDR) Regulations, 2018, as amended, the entire pre-issue equity share capital held by persons other than the promoters constituting [●] Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares 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:

a) 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;
b) 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

a) 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.

b) 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.

19) Neither the Company, nor it's 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.

20) All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft 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.

21) As on the date of this Draft 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.

22) As on date of this Draft Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

23) 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 269 . In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (3) of SEBI ICDR Regulations, as amended from time to time.

24) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm. As on the date of this Draft Prospectus, no material or voluntary acquisitions or divestments have been undertaken by our Company that would require the preparation or disclosure of pro forma financial statements in accordance with the SEBI (ICDR) Regulations, 2018, as amended.

Accordingly, the requirement to provide pro forma financial information is not applicable.

25) 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.

26) Transactions in Securities by the Promoter and Promoter Group

As on the date of this Draft Prospectus, there have been no transactions in the equity shares or other securities of the Company by the Promoter or members of the Promoter Group between the date of filing of the Draft Prospectus and the date of closure of this Issue. Accordingly, the disclosure under this head is not applicable.

27) 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.

28) Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.

29) 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.

30) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this issue.

31) Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Prospectus and the issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.

32) Our Promoters and Promoter Group will not participate in the Issue.

33) There are no safety net arrangements for this Public Issue.

34) Our Company has not issued any Compulsory Convertible Preference Share as on the date of this Draft Prospectus.

35) Our Company has not issued any Debentures whether CCD's or NCD's as on the date of this Draft Prospectus.

36) None of the public shareholders/investors of our Company is directly/indirectly related with our Lead Manager or their associates.

37) The Lead Manager is not Associated with our Company and public shareholders within the meaning of Regulation 21A (1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations and amendments thereto.

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SECTION VII-PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue comprise of a fresh Issue of 15,00,000 Equity Shares of our Company at an Issue Price of Rs. **[●]**/- per Equity Share. We intend to utilize the net proceeds of the Issue to meet the following objects: -

1. Purchase and installation of plant and machinery for manufacturing of Carbide Precision Tools at the Existing Premises (factory at Survey no. 63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India to be referred to as the "Existing Premises");
2. Funding of working capital requirements; and
3. General corporate purposes

(Collectively, herein referred to as the "Objects")

Also, we believe that the listing of our Company's Equity Shares will enhance our Company's corporate image, brand name and create a public market for our Equity Shares in India. It will also provide liquidity to the existing Shareholders and will also create a public trading market for the Equity Shares of our Company.

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see "History and Certain Corporate Matters" beginning on page 178.

ISSUE PROCEEDS

The details of the Issue proceeds are summarized below:

(₹ in lakhs)

Particulars	Estimated amount
Gross Proceeds of the Issue	[●]
Less: Issue related expenses [(1)]	[●]
Net proceeds of the Issue after deducting the Issue related expenses to be borne by our Company ("**Net Proceeds**")	[●]

[(1)] To be finalized at the time of filling of Prospectus.

UTILIZATION OF NET PROCEEDS:

(₹ in lakhs)

Sr. No.	Purpose	Net Proceeds	% of Gross Proceeds	% of Net Proceeds[#]
1	Purchase and installation of plant and machinery for Carbide Precision Tools at Existing Premises	906.53	[●]	[●]
2	Funding of working capital requirements	542.47	[●]	[●]
3	General corporate purposes*[#]	[●]	[●]	[●]
	Total	[●]	[●]	[●]

** The amount to be utilised for general corporate purposes will not exceed fifteen percent of the amount being raised by our company or ₹ 10 Crores, whichever is less in accordance with Regulation 230(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025.*

#To be updated in the Prospectus prior to filing with RoC.

SCHEDULE OF IMPLEMENTATION & DEPLOYMENT OF FUNDS

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below. As on the date of this Draft Prospectus, except for Issue related expenses, our Company has not deployed any funds towards the Objects.

(₹ in lakhs)

Sr. No.	Purpose	Amount to be funded from the Net Proceeds	Estimated utilization of Net Proceeds
			F.Y. 2025-26
1	Purchase and installation of Plant and machinery for Carbide Precision Tools on the Existing Premises	906.53	906.53
2	Funding of working capital requirements	542.47	542.47
3	General corporate purposes	[●]	[●]

** The amount to be utilised for general corporate purposes will not exceed fifteen percent of the amount being raised by our company or ₹ 10 Crores, whichever is less in accordance with Regulation 230(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025.*
#To be updated in the Prospectus prior to filing with RoC.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, market conditions and other external commercial and technical factors including interest rates, exchange rate fluctuations and other charges. However, such fund requirements and deployment of funds have not been appraised by any bank, financial institution or any other external agency or party. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our financial and market condition, business and strategy, variation in cost estimates and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. For further details, see "Risk Factors - ***The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue***" on page 98.

In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal Year is not completely met, due to the reasons stated above, the same shall be utilised in the next Fiscal Year, as may be determined by our Company, in accordance with applicable laws. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards general corporate purposes, to the extent that the total amount to be utilised towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue, subject to compliance with applicable laws. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by our internal accruals and/ or debt, as required. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed

15% of the Gross Proceeds or Rs. 10 crores, whichever is lower in accordance with the SEBI ICDR Regulations.

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, in addition to the Net Proceeds, under Regulation 230(1)(e) and Paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations. Subject to applicable laws, in case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals and/or seeking additional debt from existing and/or other lenders. Further funds deployed in the Objects after the date of filing the Draft Prospectus and before the receipt of Net Proceeds shall be temporary funded by our Company from its internal accruals as a short-term borrowing and such temporary arrangement of funds for the Objects made available by our Company shall be routed back to our Company from the Net Proceeds. Thus, we propose to meet the above fund requirement from the Net Proceeds and Internal Accruals/Owned Funds. Accordingly, we confirm that there is a 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 amount to be raised from the proposed issue and internal accruals/ Owned Funds.

DETAILS OF THE OBJECTS OF THE ISSUE

The details of the Issue are set out below:

(1) Purchase and installation of plant and machinery for Carbide Precision Tools at the Existing Premises.

Our Company proposes to utilize Rs. 906.53 lakhs from the Net Proceeds for the purchase and installation of plant and machinery for manufacturing Carbide Precision Tools at the Existing Premises. This new machinery augment production capacity of the Company. By installing new machines, we intend to augment revenues from our existing facility located at the Rajkot. Also, installing these new machines will increase production capacity and increase our overall revenue base. Lastly, owning these machines and producing medicines from them at our own plant shall increase the profit margin which shall be more beneficial to the company and its shareholders.

Quotations received, for funding of expenses proposed to be incurred towards purchase and installation of plant and machineries is mentioned below:

Sr. No	Name of Machine	Quotation By	Detail/ Component of Machine	Unit Price (In AUD)	Date of Quotation	Validity of Quotation	Quantity	Total Amount (In AUD)	AUD to INR Conversion Rate*	Amount in Lacs (In ₹)
1	CPX Linear	ANCA Manufacturing (Thailand) Ltd.	Details mentioned in "Table A" set forth below	2,83,000	May 21,2025	90 days	1	2,83,000	55.87	158.11
2	FX5 Liner	ANCA Manufacturing (Thailand) Ltd.	Details mentioned in "Table B" set	2,67,000	May 21,2025	90 days	2	5,34,000	55.87	298.35

			forth below							
3	FX5 Liner	ANCA Manufacturing (Thailand) Ltd.	Details mentioned in "Table C" set forth below	2,60,000	May 21,2025	90 days	1	2,60,000	55.87	145.26
4	FX5 E Linear	ANCA Manufacturing (Thailand) Ltd.	Details mentioned in "Table D" set forth below	2,15,000	May 21,2025	90 days	1	2,15,000	55.87	120.12
5	FX5 E Linear	ANCA Manufacturing (Thailand) Ltd.	Details mentioned in "Table E" set forth below	2,00,000	May 21,2025	90 days	1	2,00,000	55.87	111.74
			TOTAL(A)	-				**14,92,000**		**833.58**

**The exchange rate mentioned is as per TT Selling Rate of Card Rate of Canara Bank as on May 21, 2025.*

Sr. No	Name of Machine	Quotation By	Detail/ Component of Machine	Unit Price in Lacs(In Rs)	Date of Quotation	Validity of Quotation	Quantity	Amount in Lacs (In ₹)
6	Transor Filter	Transfor India Pvt. Ltd.	Details mentioned in "Table F" set forth below	32.98	May 12, 2025	180 days	2	65.96
7	Oil Chiller	Transfor India Pvt. Ltd.	-	3.50	May 12, 2025	180 days	2	6.99
		TOTAL(B)						**72.95**
		TOTAL(A+B)						**906.53**

Table A				
Item #	***Description***	***Part Number***	***Qty***	***Price (in AUD)***
STANDARD MACHINE				
1	CPX Linear	CPXLinear	1	Included
	(incl: ToolRoom Software, Airloc Feet, iBalance & MTC software, Wheel Arbors x2)			
AUTOMATION				
2	Pallet Spacer - 6mm Thickness	AT991-0-02-1806	2	Included
3	Pallet Spacer - 10mm Thickness	AT991-0-02-1810	2	Included

4	Pallet Spacer - 16mm Thickness	AT991-0-02-1816	2	Included
5	Pallet Top Plate - ø3.0mm	AT996-0-00-2081	2	Included
6	Pallet Top Plate - ø4.0mm	AT996-0-00-2083	2	Included
7	Pallet Top Plate - ø5.0mm	AT996-0-00-2085	2	Included
8	Pallet Top Plate - ø6.0mm	AT996-0-00-2086	2	Included
9	Pallet Top Plate - ø8.0mm	AT996-0-00-2090	2	Included
10	Pallet Top Plate - ø10.0mm	AT996-0-00-2093	2	Included
11	Pallet Top Plate - ø12.0mm	AT996-0-00-2096	2	Included
12	Pallet Top Plate - ø14.0mm	AT996-0-00-2099	2	Included
13	Pallet Top Plate - ø16.0mm	AT996-0-00-2140	2	Included
14	RoboTeach Software	PO946-0-04-0111	1	Included
15	Gripper Set - ø3mm / ø16mm	AT976-0-00-7501	1	Included
16	RoboTeach (for AR300)	AT912-0-00-0400	1	Included
17	AR300 Robot Loader	AR300CPX	1	Included
WORK HOLDING				
18	Collet (Schaublin W25 80-5) - ø3.0mm	ICN-3145-1565	1	Included
19	Collet (Schaublin W25 80-5) - ø4.0mm	ICN-3145-1566	1	Included
20	Collet (Schaublin W25 80-5) - ø5.0mm	ICN-3145-1567	1	Included
21	Collet (Schaublin W25 80-5) - ø6.0mm	ICN-3145-1568	1	Included
22	Collet (Schaublin W25 80-5) - ø7.0mm	ICN-3145-1569	1	Included
23	Collet (Schaublin W25 80-5) - ø8.0mm	ICN-3145-1570	1	Included
24	Collet (Schaublin W25 80-5) - ø10.0mm	ICN-3145-1571	1	Included
25	Collet (Schaublin W25 80-5) - ø12.0mm	ICN-3145-1572	1	Included
26	Collet (Schaublin W25 80-5) - ø14.0mm	ICN-3145-1573	1	Included
27	Collet (Schaublin W25 80-5) - ø16.0mm	ICN-3145-1574	1	Included
28	Collet (Schaublin W25 80-5) - ø20.0mm	ICN-3145-1576	1	Included
29	Collet Adaptor - PremierPlus W25 - PCA (CPX)	906-0-37-1000	1	Included
WHEEL ARBORS				
30	iBalance Weight Kit - M5	AT952-0-00-1065	1	Included
	(to suit ø32mm & ø1 1/4" Wheel Arbors)			
31	Wheel Arbor (ASK-50F) - ø1.25" x 14mm Length	AT976-0-00-4900	2	Included
MEASUREMENT				
32	EOT Probe	976-0-06-6700	1	Included
	(incl. EOT Probe software)			
COOLANT / FIRE / MIST SYSTEMS				
33	Fire System Blanking Kit	952-0-06-0503	1	Included
MISCELLANEOUS ACCESSORIES				
34	USB WiFi Dongle	946-0-00-3010	1	Included
35	Keyboard Tray	646-0-03-8866	1	Included
36	External Dresser Adaptor	AT976-0-00-4907	1	Included

37	Setup Rig Adaptor	AT976-0-00-4904	1	Included
38	Wheel Pack / Coolant Manifold Setup Rig	AT990-0-02-1100	1	Included
39	Splash Guard	976-0-06-0800	1	Included
TOOL KIT ITEMS				
40	3mm Hex 1/4" Drive Bit	ICN-3026-0064	1	Included
41	Socket Hex Driver 8mm Hex 3/8" Drive in L100mm	ICN-3026-0075	1	Included
42	Copper Pipe 5/16", Length = 1mt	ICN-5002-0006	1	Included
43	Screw Driver - Ball End 5mm	ICN-3026-0074	1	Included
44	Adaptor Tool Threaded Bush PCA	PT906-0-07-1007	1	Included
45	Tool Box	ICN-3054-0001	1	Included
46	C Spanner 80/90	ICN-3026-0073	1	Included
47	Screw Driver, Torque 2Nm	ICN-3026-0061	1	Included
48	Torque Wrench 20-100Nm 3/8" Drive	ICN-3026-0071	1	Included
SURCHARGE				
49	Temporary Freight Surcharge	976-0-00-9801	1	Included
50	Packaging - CPX Linear	976-0-00-9901	1	Included
51	Incoterms – CIF Mumbai Sea Port	CIF	1	Included
	Cost, Insurance & Freight - ANCA is responsible for the cost of transporting the goods to the named port of destination, including insurance against the buyer's risk of loss or damage during transit. The risk transfers to the buyer once the goods are loaded on the vessel at the port of shipment.			
	PACKAGE TOTAL FINAL PRICE IN AUD			**$283,000**

Table B

Item #	Description	Part Number	Qty	Price (in AUD)
STANDARD MACHINE				
1	FX5 Linear (incl: ToolRoom Software)	FX5Linear	1	Included
WORK HOLDING				
2	Pull Stud (DIN)	ICN-3161-0002	1	Included
3	Collet (Schaublin W25 80-92872) - ø3.0mm	ICN-3145-0116	1	Included
4	Collet (Schaublin W25 80-92872) - ø4.0mm	ICN-3145-0117	1	Included
5	Collet (Schaublin W25 80-92872) - ø5.0mm	ICN-3145-0119	1	Included
6	Collet (Schaublin W25 80-92872) - ø6.0mm	ICN-3145-0120	1	Included
7	Collet (Schaublin W25 80-92872) - ø8.0mm	ICN-3145-0122	1	Included
8	Collet (Schaublin W25 80-	ICN-3145-0124	1	Included

	92872) - ø10.0mm			
9	Collet (Schaublin W25 80-92872) - ø12.0mm	ICN-3145-0125	1	Included
10	Collet (Schaublin W25 80-92872) - ø14.0mm	ICN-3145-0126	1	Included
11	Collet (Schaublin W25 80-92872) - ø18.0mm	ICN-3145-0127	1	Included
12	Collet (Schaublin W25 80-92872) - ø16.0mm	ICN-3145-0149	1	Included
13	Collet (Schaublin W25 80-92872) - ø20.0mm	ICN-3145-0165	1	Included
14	PUSH Drawbar	930-5-04-2310	1	Included
15	Clamp Unit Assembly (DIN 69871/72)	930-0-02-2320	1	Included
16	Collet Adaptor – Premier Plus PCA W25	906-1-92-1000	1	Included
17	Steady Bed (Long)	907-0-90-0100	1	Included
WHEEL ARBORS				
18	Wheel Arbor Spanner (to suit ø20mm Arbors)	AT952-0-00-1028	1	Included
19	Wheel Arbor (HSK40F) - ø20mm x 78mm L	AT988-0-02-1090	6	Included
MEASUREMENT				
20	iView Camera x90 to x360 magnification	946-0-04-2000	1	Included
COOLANT / FIRE / MIST SYSTEMS				
21	Coolant Manifold Assy	999-0-00-6316	2	Included
22	Mist Extractor Shutoff Kit	RK999-0-00-0080	1	Included
23	Canister (Pyrogen MAG-5)	ICN-3149-0020	1	Included
24	Fire System	999-0-00-9300	1	Included
MISCELLANEOUS ACCESSORIES				
25	USB WiFi Dongle	946-0-00-3010	1	Included
26	Probe Tip (Left Hand)	923-0-05-1050	1	Included
SOFTWARE				
27	WIBU Dongle	ICN-3126-1053	1	Included
28	Complete Tool Runout Compensation	PO946-0-04-0091	1	Included
29	Multi-Drill Gash	PO946-0-04-0015	1	Included
30	Profile	PO946-0-04-0017	1	Included
SURCHARGE				
31	Temporary Freight Surcharge	999-7-00-9801	1	Included
32	Packaging – FX5 Linear	999-5-00-9901	1	Included
33	Auto Headstock Assembly Push Pull	Other Item	1	Included
34	Incoterms – CIF	CIF	1	Included
	PACKAGE TOTAL FINAL PRICE IN AUD			**$534,000**

Table C				
Item #	**Description**	**Part Number**	**Qty**	**Price (in AUD)**
STANDARD MACHINE				
1	FX5 Linear (incl: ToolRoom Software)	FX5Linear	1	Included
WORK HOLDING				
2	Pull Stud (DIN)	ICN-3161-0002	1	Included
3	Collet (Schaublin W25 80-92872) - ø3.0mm	ICN-3145-0116	1	Included
4	Collet (Schaublin W25 80-92872) - ø4.0mm	ICN-3145-0117	1	Included
5	Collet (Schaublin W25 80-92872) - ø5.0mm	ICN-3145-0119	1	Included
6	Collet (Schaublin W25 80-92872) - ø6.0mm	ICN-3145-0120	1	Included
7	Collet (Schaublin W25 80-92872) - ø8.0mm	ICN-3145-0122	1	Included
8	Collet (Schaublin W25 80-92872) - ø10.0mm	ICN-3145-0124	1	Included
9	Collet (Schaublin W25 80-92872) - ø12.0mm	ICN-3145-0125	1	Included
10	Collet (Schaublin W25 80-92872) - ø14.0mm	ICN-3145-0126	1	Included
11	Collet (Schaublin W25 80-92872) - ø18.0mm	ICN-3145-0127	1	Included
12	Collet (Schaublin W25 80-92872) - ø16.0mm	ICN-3145-0149	1	Included
13	Collet (Schaublin W25 80-92872) - ø20.0mm	ICN-3145-0165	1	Included
14	PUSH Drawbar	930-5-04-2310	1	Included
15	Clamp Unit Assembly (DIN 69871/72)	930-0-02-2320	1	Included
16	Collet Adaptor – Premier Plus PCA W25	906-1-92-1000	1	Included
TOOL SUPPORT				
17	Steady Bed (Long)	907-0-90-0100	1	Included
WHEEL ARBORS				
18	Wheel Arbor (HSK40F) - ø20mm x 78mm L	AT988-0-02-1090	4	Included
COOLANT / FIRE / MIST SYSTEMS				
19	Coolant Manifold Assy	999-0-00-6316	2	Included
20	Mist Extractor Shutoff Kit	RK999-0-00-0080	1	Included
21	Canister (Pyrogen MAG-5)	ICN-3149-0020	1	Included
22	Fire System Please refer to the Site Preparation Manual to ensure the Fire System is configured prior to using the machine.	999-0-00-9300	1	Included

MISCELLANEOUS ACCESSORIES				
23	USB WiFi Dongle	946-0-00-3010	1	Included
24	Probe Tip (Left Hand)	923-0-05-1050	1	Included
SOFTWARE				
25	WIBU Dongle	ICN-3126-1053	1	Included
26	Complete Tool Runout Compensation	PO946-0-04-0091	1	Included
27	Multi-Drill Gash	PO946-0-04-0015	1	Included
28	Profile	PO946-0-04-0017	1	Included
SURCHARGE				
29	Temporary Freight Surcharge	999-7-00-9801	1	Included
30	Packaging – FX5 Linear	999-5-00-9901	1	Included
31	Auto Headstock Assembly Push Pull	Other Item	1	Included
32	Incoterms – CIF	CIF	1	Included
	PACKAGE TOTAL FINAL PRICE IN AUD			**$260,000**

Table D

Item #	Description	Part Number	Qty	Price (in AUD)
STANDARD MACHINE				
1	FX5E Linear (incl: ToolRoom Software)	FX5ELinear	1	Included
WORK HOLDING				
2	Pull Stud (DIN)	ICN-3161-0002	1	Included
3	Collet (Schaublin W25 80-92872) - ø3.0mm	ICN-3145-0116	1	Included
4	Collet (Schaublin W25 80-92872) - ø4.0mm	ICN-3145-0117	1	Included
5	Collet (Schaublin W25 80-92872) - ø6.0mm	ICN-3145-0120	1	Included
6	Collet (Schaublin W25 80-92872) - ø8.0mm	ICN-3145-0122	1	Included
7	Collet (Schaublin W25 80-92872) - ø10.0mm	ICN-3145-0124	1	Included
8	Collet (Schaublin W25 80-92872) - ø12.0mm	ICN-3145-0125	1	Included
9	Collet (Schaublin W25 80-92872) - ø14.0mm	ICN-3145-0126	1	Included
10	Collet (Schaublin W25 80-92872) - ø16.0mm	ICN-3145-0149	1	Included
11	PUSH Drawbar	930-5-04-2310	1	Included
12	Clamp Unit Assembly (DIN 69871/72)	930-0-02-2320	1	Included
13	Collet Adaptor – Premier Plus PCA W25	906-1-92-1000	1	Included
TOOL SUPPORT				

14	Steady Bed (Long)	907-0-90-0100	1	Included
15	Pop Up Steady Assy (Manual) (incl. a set of V Steady Shoes ø2mm - ø21mm)	907-0-90-3000	1	Included
WHEEL ARBORS				
16	Wheel Arbor Spanner (to suit ø20mm Wheel Arbors)	AT952-0-00-1028	1	Included
17	Wheel Arbor (HSK40F) - ø20mm x 78mm L	AT988-0-02-1090	1	Included
COOLANT / FIRE / MIST SYSTEMS				
18	Fire System - Blanking Kit	999-0-00-9301	1	Included
19	Mist Extractor Shutoff Kit	999-0-00-6316	2	Included
MISCELLANEOUS ACCESSORIES				
20	Probe Breakaway Piece	ICN-3042-0004	5	Included
21	Qualification Bar (ø12mm)	AT902-0-00-0198	1	Included
22	USB WiFi Dongle	946-0-00-3010	1	Included
23	Probe Tip (Left Hand)	923-0-05-1050	2	Included
24	Wheel and Coolant Setup Rig	AT999-5-01-1100	1	Included
SOFTWARE				
25	Complete Tool Runout Compensation	PO946-0-04-0091	1	Included
26	ToolRoom-RN35.1 Fu;;	963-0-35-000	1	Included
27	Multi-Drill Gash	PO946-0-04-0015	1	Included
28	ToolDraft (V2.0)-Full	PO946-0-04-0016	1	Included
29	CIM3D (V9.0)-Full	PO929-1-09-0000	1	Included
30	Profile	PO946-0-04-0017	1	Included
TOOL KIT ITEMS				
31	Allen Key 'T' 4mm x 300mm Long	ICN-3026-0060	1	Included
32	22mm Socket Spanner Assembly	ICN-3159-0032	1	Included
33	Tool Box	ICN-3054-0001	1	Included
34	Mount Tool OTT-Jakob SK50	ICN-3159-0007	1	Included
SURCHARGE				
35	Temporary Freight Surcharge	999-7-00-9801	1	Included
36	Packaging – FX5 Linear	999-5-00-9901	1	Included
37	Additional 5 Days training (Total 10 Days)	Other Item	1	Included
38	Auto Headstock Assembly Push Pull	Other Item	1	Included
39	Incoterms – Mumbai Sea Port	CIF	1	Included
	PACKAGE TOTAL FINAL PRICE IN AUD			**$215,000**

Table E				
Item #	**Description**	**Part Number**	**Qty**	**Price (in AUD)**
STANDARD MACHINE				
1	FX5E Linear (incl: ToolRoom Software)	FX5ELinear	1	Included
WORK HOLDING				
2	Pull Stud (DIN)	ICN-3161-0002	1	Included
3	Collet (Schaublin W25 80-92872) - ø3.0mm	ICN-3145-0116	1	Included
4	Collet (Schaublin W25 80-92872) - ø4.0mm	ICN-3145-0117	1	Included
5	Collet (Schaublin W25 80-92872) - ø6.0mm	ICN-3145-0120	1	Included
6	Collet (Schaublin W25 80-92872) - ø8.0mm	ICN-3145-0122	1	Included
7	Collet (Schaublin W25 80-92872) - ø10.0mm	ICN-3145-0124	1	Included
8	Collet (Schaublin W25 80-92872) - ø12.0mm	ICN-3145-0125	1	Included
9	Collet (Schaublin W25 80-92872) - ø14.0mm	ICN-3145-0126	1	Included
10	Collet (Schaublin W25 80-92872) - ø16.0mm	ICN-3145-0149	1	Included
11	PUSH Drawbar	930-5-04-2310	1	Included
12	Clamp Unit Assembly (DIN 69871/72)	930-0-02-2320	1	Included
13	Collet Adaptor – Premier Plus PCA W25	906-1-92-1000	1	Included
TOOL SUPPORT				
14	Steady Bed (Long)	907-0-90-0100	1	Included
WHEEL ARBORS				
15	Wheel Arbor (HSK40F) - ø20mm x 78mm L	AT988-0-02-1090	5	Included
COOLANT / FIRE / MIST SYSTEMS				
16	Fire System - Blanking Kit	999-0-00-9301	1	Included
17	Coolant Manifold Assy	999-0-00-6316	2	Included
MISCELLANEOUS ACCESSORIES				
18	USB WiFi Dongle	946-0-00-3010	1	Included
19	Probe Tip (Left Hand)	923-0-05-1050	2	Included
SOFTWARE				
20	Complete Tool Runout Compensation	PO946-0-04-0091	1	Included
21	Multi-Drill Gash	PO946-0-04-0015	1	Included
22	Profile	PO946-0-04-0017	1	Included
SURCHARGE				
23	Temporary Freight Surcharge	999-7-00-9801	1	Included
24	Packaging – FX5 Linear	999-5-00-9901	1	Included
25	Auto Headstock Assembly	Other Item	1	Included

	Push Pull			
26	Incoterms-CIF	CIF	1	Included
	PACKAGE TOTAL FINAL PRICE IN AUD			**$200,000**

	Table F
Sr. No.	**Technical Specification and Scope of Supply for 1 Unit**
1	**Transor Filter Model:** TCF IV-4-500 A/SK **Application:** Grinding Oil Filtration system **Processing:** Designed for 95 % Carbide Grinding Max. Power consumption: 31 Kw
2	**Specifications:** Oil required - 1900 liters Filter capacity – 500 lpm Filter container as flat tank with several chambers divided into clean oil area, dirty oil area and sludge area Colour RAL 7035
3	**Filter Configuration:** 3 nos. individually backflushable TCF filter groups, with 16 total TCF500 filter elements, 1 Set Pneumatics and actuated valve assembly for automatic oil flow control and backflushing 1 nos. manual sludge recovery system (sludge bag), 1 nos. Electrical control cabinet, with PLC and HMI, Mitsubishi
4	**Pumps :** 2 nos. Filter pump, CNP, 2.2 kW 1 nos. Filter pump, CNP, 1.1 kW 1 nos. Machine supply pump, Grundfos, 15 kW (500 lpm @ 10 bar), VFD control 1 nos. Cooling pump, CNP, 1.1 kW

Notes:

1. *We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.*
2. *All quotations received from the vendors mentioned above are valid as on the date of this draft Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/equipment's or at the same costs.*
3. *The quotation relied upon by us in arriving at the above cost is valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of the said Machinery/ Equipment's proposed to be acquired by us at the actual time of purchase, resulting in increase in the cost. In case of a shortfall in the Net Proceeds or any*

increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

4. *No second-hand equipment and/or machinery is proposed to be purchased by our Company from the Net Proceeds.*

Schedule of Implementation

Our Company proposes to deploy the entire Net Proceeds towards the purchase of machinery in the Financial Year 2025-26. In the event that the estimated utilization of the Net Proceeds in a Financial Year 2025-26 is not completely met, the same shall be utilized, in part or full, in the next Financial Year or a subsequent period towards the Objects.

Activity	Estimated Days
Placement of order	20 days from the proceed
Delivery and execution	90 days from the placement of order
Completion and operational	7 days from the date of delivery

(2) Funding of working capital requirements

Our Company proposes to utilize Rs. 542.47 Lakhs of the Net Proceeds towards our Company's working capital requirements.

Our Company is engaged in manufacturing of Solid carbide cutting tool solutions which serves as raw material in the manufacturing Endmill, Drill, Reamer etc. As on February 28, 2025, our Company's net working capital consisted of ₹883.00 lakhs as against ₹468 lakhs as on March 31, 2024. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital. The funding of the incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan.

Considering the growth of our Company, we will require additional working capital to fund our growth. Till now the Company is availing higher credit period from suppliers which impacted the overall margins of the business of the company however with the proposed utlisation of the IPO proceeds the Company has proposed to procure the material at cash basis/reduce credit terms which helps the Company improve its gross margin and negotiation power with the creditors.

The incremental and proposed working capital requirements and key assumptions with respect to the determination of the same based on Restated Standalone Financial Statements are mentioned below:

(₹. in Lakhs)

Sr. No.	Particulars	Actuals (Restated)				Projected	Projected	Projected
		As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at February 28 2025	As at March 31, 2026	As at March 31, 2027	As at March 31, 2028
I	**Current Assets**							
	Inventories	390.00	353.00	299.00	383.00	517.00	873.00	1154.00
	Debtors	324.00	308.00	184.00	485.00	979.00	1759.00	2100.00
	Other Current Assets	382.00	386.00	369.00	383.00	994.00	1073.00	1607.00

2.	**Total Current Assets**	**1096.00**	**1,047.00**	**852.00**	**1251.00**	**2490.00**	**3705.00**	**4861.00**
3.	**Current Liabilities**							
	Trade payables	307.00	367.00	202.00	191.00	189.00	347.00	421.00
	Short term provision	-	-	48.00	82.00	155.00	306.00	378.00
	Other Current Liabilities	254.00	168.00	134.00	95.00	20.00	94.00	102.00
4.	**Total Current Liabilities**	**561.00**	**535.00**	**384.00**	**368.00**	**364.00**	**747.00**	**901.00**
5.	**Net working capital Gap (I-II)**	**535.00**	**512.00**	**468.00**	**883.00**	**2126.00**	**2958.00**	**3960.00**
6.	**Funding Pattern**							
	Short term Borrowings from bank	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	Owned Funds / Internal Accruals	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	Issue Proceeds	[●]	[●]	[●]	[●]	[●]	[●]	[●]

The above estimates are as per management of the Company and passed in Board Resolution of the Company dated June 17, 2025 and certified by Statutory Auditor dated June 21, 2025 vide UDIN No.25109944BMGPNI3128.

CAPITAL REQUIREMENTS:

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for stub period ended February 28, 2025 and financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, as well as projections for financial year ended March 31, 2026 and financial year ended March 31, 2027:

Assumptions for working capital requirement

The following assumptions for the working capital requirement are considered:

- Total Inventory to be maintained at level of March 31, 2026 are 88 days, of March 31, 2027 are 83 days and March 31, 2028 are 92 days.
- Debtors are proposed to be maintained at the level of March 31, 2026, March 31, 2027 and March 31, 2028 are 167 days of turnover.
- Other current assets and advances are at the March 31, 2026 at 170 days, March 31, 2027 at 102 days and March 31, 2028 at 128 days. The same are proposed to be slightly improved from past trend of business.
- Trade Payables are proposed to be maintained at March 31, 2026, March 31, 2027 and March 31, 2028 are 151 days, 165 days and 159 days to total raw material consumption. The same are reduced slightly from the past trend to gain the better terms and improve profitability.
- Other Current liabilities are at the March 31, 2026 at 30 days, March 31, 2027 at 38 days and March 31, 2028 at 38 days. The same are in line of past trend of business.
- Overall working capital level are maintained at March 31, 2026 at 363 days, March 31, 2027 at 281 days and March 31, 2028 at 315 days in the line of past trend of the business

(No. of days)

Particulars	March 31, 2022	March 31, 2023	March 31, 2024	February 28, 2025	March 31, 2026	March 31, 2027	March 31, 2028
Working capital-Days	193	179	161	258	363	281	315
Inventories	141	123	103	112	88	83	92
Trade Receivables	117	107	63	142	167	167	167
Other Current Assets	138	135	127	112	170	102	128
Trade Payables	342	492	365	230	151	165	159
Other Current Liabilities	92	59	63	52	30	38	38

Justification for "Holding period" levels

Current Assets	
Inventories	Inventories include raw materials and finished goods. The historical holding days of inventories has been 141 days, 123 days and 103 days for the financial year ended March 31, 2022, March 31, 2023 and March 31, 2024 respectively and further the same was 112 days for the stub period ended February 28, 2025. We have considered the turnover value in calculation of holding period of Inventories based on the fact that our Company is into providing Customised tools which are being manufactured in batches and after approval of drawing which vary for nearly every product size and characteristic which often carries out the need for sent the material for Job work and a major chunk of that cost is included in "Other expenses" head of Financials and thus not form part of COGS. Thus, in order to have a realistic and logical presentation of holding levels of Inventories, we have considered the Turnover in place of Cost of material Consumed. Our Company estimates inventories holding days to be 88 days for FY 2025-26, 83 days for FY 2026-27 and 92 days for FY 2027-28.
Trade Receivables	The debtor holding period was 117 days in FY 2021-22, which improved to 107 days in FY 2022-23 and further to 63 days in FY 2023-24, showing our Company's effective credit management and timely payments from customers. For the stub period ended February 28, 2025, the debtor days increased to 142, mainly due to some delays in collections around the period end. To grow our business, revenue, and profits, we need to stay competitive in the market. Since we supply products to customers across India, our funds remain blocked from the time we start manufacturing until the goods are delivered, and also during the credit period given after delivery. As per normal industry practice, we provide reasonable credit to our customers. Looking at current business trends, our debtor holding period is expected to be around 167 days in FY 2025-26, FY 2026-27 and FY 2027-28.
Other Current Assets	The key items under this head are advance to suppliers and Balance with Revenue Authorities. Based on restated financials for Financial Year 2021-22, 2022-23 and 2023-24 their holding levels were 138 days, 135 days and 127 days for the financial year ended March 31, 2022, March 31, 2023 and March 31, 2024 respectively and further the same was 112 days for the stub period ended February 28, 2025. Company estimates holding days of them to be 170 days for FY 2025-26, 102 days for FY 2026-27 and 128 days for FY 2027-28.
Current Liabilities	
Trade Payables	Past trend of Trade payables holding days has been 342 days, 492 days and 365 days for the financial year ended March 31, 2022, March 31, 2023 and March 31, 2024 respectively and further the same was 230 days for the stub period ended February 28, 2025. Our Company intends to improve our relations and ensure timely supply which will require us to have ready inventory and paying the Creditors in short period of time will enable us to avail various trade discounts and better margins. Accordingly, we estimate that the Trade Payables be paid within a cycle of

	approximately 151 days for FY 2025-26, 165 days for FY 2026-27 and 159 days for FY 2027-28.
Other current liabilities	Statutory tax dues payable, advance from debtors, provision for tax and employee benefit expenses payables and other provisions are included under this head. Based on restated financial for Financial Year 2021-22, 2022-23 and 2023-24 their holding levels were 92 days, 59 days and 63 days respectively and further the same was 52 days for the stub period ended February 28, 2025. Company estimates holding days of them to be 30 days for FY 2025-26 and 38 days for FY 2026-27 and FY 2027-28.

(3) General Corporate Purposes

Our management will have the flexibility to allocate ₹ [●] lakhs, amounting to [●] % of the Gross Proceeds, for general corporate purposes. These may include, but are not limited to, strategic initiatives, partnerships, joint ventures, acquisitions of entities or businesses, branding, marketing, and addressing operational exigencies. Additionally, funds may be utilized for renovating and refurbishing certain company-owned or leased facilities, brand promotion activities, or any other purposes as approved by our Board, subject to compliance with the applicable provisions of the Companies Act.

Our management, in accordance with the policies of the Board, will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that in terms of Regulation 230(2) of the SEBI ICDR Regulations, the extent of the Net Proceeds according to this Prospectus, proposed to be used for general corporate purposes, shall not exceed 15% of the amount raised by our Company or ₹10 crores, whichever is less.

ISSUE RELATED EXPENSES

The total estimated Issue Expenses are ₹ [●], which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	Expenses*	Percentage of Issue Expenses*	Percentage of Issue Size*
Lead Manager(s) fees including underwriting commission, Advisor to the issue consultancy fees	[●]	[●]	[●]
Brokerage, selling commission and upload fees including Market maker	[●]	[●]	[●]
Registrars to the issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Restatement of Accounts and Peer Review Auditor	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

* To be incorporated in the Prospectus to be filed with RoC.

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

(1) The SCSBs and other intermediaries will be entitled to a commission of Rs. [●] per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them, against which allotment is made by the Company.

(2) The SCSBs would be entitled to processing fees of Rs. [●] per Application Form for processing the Application Forms procured by other intermediaries and submitted to the SCSBs, against which allotment is made by the Company.

(3) Further the SCSBs and other intermediaries will be entitled to selling commission of [●] % of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.

(4) The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.

Funds Deployed and Sources of funds deployed

As on the date of this Draft Prospectus, no funds have been deployed on these objects. The entire Issue size is proposed to be deployed in the Financial Year 2025-26.

Appraisal by Appraising Agencies

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 variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

BRIDGE FINANCING FACILITIES

As on the date of the Draft Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of Net Proceeds.

INTERIM USE OF FUNDS

Pending utilization of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits with scheduled commercial banks included in second schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the Net Proceeds of the Issue as described above, it shall not use the funds from the Net Proceeds for any investment in equity and/ or real estate products and/ or equity linked and/ or real estate linked products.

MONITORING OF UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue Size is less than Rs. 5,000 Lakhs as per Regulation 262 (1) of the SEBI ICDR Regulations.

Our Board and Audit Committee shall monitor the utilization of the Net Proceeds. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to Regulation 32 (5) of the SEBI LODR Regulations, our Company shall disclose to the Audit Committee the uses and application of the Net Proceeds. Our Company shall prepare an annual statement of funds utilized for purposes other than stated in this Draft Prospectus, certified by Statutory Auditors of the Company and place it before the Audit Committee, as required under applicable laws. Such disclosure

shall be made only until such time that all the Net Proceeds have been utilized in full. Furthermore, in accordance with Regulation 32 (1) of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchange on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the Net Proceeds from the Objects as stated above; and (ii) details of category wise variations in the utilization of the Net Proceeds from the Objects as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors and as per regulation 262(5) of SEBI ICDR (Amendment) regulations 2025, we shall submit a certificate of the statutory auditor for utilization of money raised through the public issue to exchange while filing the quarterly financial results, till the issue proceeds are fully utilized.

VARIATIONS IN OBJECT

In accordance with Section 13(8) and Section 27(2) of the Companies Act, 2013 and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot and any variation will be in accordance with the applicable laws including the Companies Act and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the - postal ballot notice) shall specify the prescribed details as required under the Companies Act and applicable rules. The postal ballot notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office of the Company is situated. Our Promoter or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard. The exit offer shall be made by the Promoters or controlling shareholders at a price and manner as prescribed under the applicable law.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be paid by us to the Promoter and Promoter Group, the Directors, Key Management Personnel or Group Companies, except in the normal course of business and in compliance with the applicable law. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects as set out above.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled "Risk Factors", the details about our Company under the section titled "Our Business" and its restated financial statements under the section titled "Restated Financial Information" beginning on page 143 and 213 respectively of the Draft Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of their investment.

The Issue Price will be determined by our Company in consultation with the LM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10.00 each and the Issue Price is [●] times of the face value.

QUALITATIVE FACTORS

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled "Our Business" beginning on page 143 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented in this chapter is derived from Company's Restated Financial Statements as at and for the Period ended February 28, 2025 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, has been prepared in accordance with Indian GAAP and in terms of the requirements of 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 213 of this Draft Prospectus. Investors should evaluate our Company taking into consideration its niche business segment and other qualitative factors in addition to the quantitative factors

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

1. Basic and Diluted Earnings / (Loss) Per Share ("EPS")

Sr. No.	Period	Basic & Diluted EPS (₹)	Weights
1.	**Period ending February 28, 2025***	**6.63**	
2.	Financial Year ending March 31, 2024	3.94	3
3.	Financial Year ending March 31, 2023	(0.20)	2
4.	Financial Year ending March 31, 2022	(0.49)	1
	Weighted Average	**1.82**	**6**

**Figures for the period is not annualized*

Notes:

i. The figures disclosed above are based on the restated financial statements of the Company.

ii. The face value of each Equity Share is ₹10.00.

iii. 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.

iv. Earnings per Share has been calculated in accordance with Accounting Standard 20 – "Earnings per Share" issued by the Institute of Chartered Accountants of India.

v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders /Weighted average number of equity shares outstanding during the year/ period

vi. *Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders /Weighted average number of diluted potential equity shares outstanding during the year/ period.*

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

Sr. No	Particulars	P/E (number of times)
1.	P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	**[●]**
2.	P/E ratio based on the Weighted Average EPS, as restated	**[●]**

***Note**: The P/E ratio has been computed by dividing Issue Price with EPS.*

3. Industry P/E ratio

Sr No	Particulars*	(P/E) Ratio
1	**Highest**	[●]
2	**Lowest**	[●]
3	**Average**	37.00

** For the purpose of industry, we have considered the company which is engaged in the similar line of business segment as of our Company, however, the said company may not be exactly comparable in terms of product portfolio or the size of our Company. The peer has been included for the purpose of broad comparison.*

4. Return on Net worth (RoNW)

Sr. No	Period	RONW (%)	Weights
1	Period ending February 28, 2025	34.28%*	-
2	Financial Year ending March 31, 2024	43.80%	3
3	Financial Year ending March 31, 2023	(3.92%)	2
4	Financial Year ending March 31, 2022	(9.29%)	1
	Weighted Average	**19.05%**	**6**

**Figures for the period is not annualized*

Notes:

i. *The RoNW has been computed by dividing restated net profit after tax with restated Net worth as at the end of the year/period*

ii. *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNWx Weight) for each year/Total of weights*

5. Net Asset Value (NAV) per Equity Share:

Sr. No	Period	NAV* per equity share (₹)
1	**Period ending February 28, 2025**	19.32
2	Financial Year ending March 31, 2024	8.99
3	Financial Year ending March 31, 2023	5.05
4	Financial Year ending March 31, 2022	5.25
	Issue Price	[●]
	NAV per Equity after the Issue:	[●]

** Adjusted for Bonus shares*

Notes:

i. NAV per share=Restated Net worth at the end of the year/period divided by total number of equity shares outstanding at the end of the year. (Based on weighted average number of shares)

ii. Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.

iii. Issue Price per Equity Share will be determined by our Company in consultation with the Lead Manager.

6. Comparison of Accounting Ratios with Industry Peers

Name of the company	Current market price (₹)	Face value (₹)	EPS (Basic & Diluted)	PE	NAV Per share (₹)	Total income (₹ In lakhs)
Shining Tools Limited	[●]	10	3.94	[●]	8.99	1,060.42
Peer Group*						
Birla Precisions Technologies Limited	46.20	2	1.62	28.52	23.20	22,778.26

Notes:

A. All the financial information for our Company above is sourced from the Restated Financial Statements for FY 2023-24.

B. Considering the nature and size of business of the Company, the peer is not strictly comparable. However same have been included for broad comparison.

**Source: All the financial information for listed peer Company mentioned above is taken as on March 31, 2024 (Audited result on Standalone basis) available on the website of BSE dated June 13, 2025 to compute the corresponding financial ratios.*

a. P/E ratios for the above peer company is based on closing market prices of equity shares on BSE dated June 13, 2025 divided by the Basic and Diluted EPS as at March 31, 2024.

b. Basic and Diluted EPS refers to the Basic and Diluted EPS sourced from the available financial data as on March 31, 2024 of the listed peer company.

c. Return on Net Worth (%) for listed peer company has been computed based on the Net Profit After Tax for the year ended March 31, 2024 divided by Total Equity as on March 31, 2024.

d. NAV per share for listed peer company is computed as the networth as on March 31, 2024 divided by the outstanding number of equity shares as on March 31, 2024.

7. **The face value of Equity Shares of our Company is Rs. 10/- per Equity Share and the Issue price is Rs. [●]/- determined by our Company in consultation with the Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled "Risk Factors" and chapters titled "Our Business" and "Restated Financial Information" beginning on page nos. 32 , 143 and 213 respectively of this Draft Prospectus.**

8. **Key Performance Indicators ("KPIs")**

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company. The KPIs disclosed below have been approved by a resolution in the Board Meeting dated June 17, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Prospectus. Further, the KPIs herein have been certified by V S S B & Associates, Chartered Accountants, by their certificate dated June 21, 2025.

The KPIs of our Company have been disclosed in the sections titled *"Our Business"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations* "beginning on pages 143 and 216 respectively. We have described and defined the KPIs as applicable in *"Definitions and Abbreviations* "beginning on page 2 . Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the *"Objects of the 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.

(₹ in Lakhs except percentages and ratios)

Key Financial Performance	February 28, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations [(1)]	1247.23	1,052.95	1,032.15	1,007.05
Revenue from Operation Growth %	18.45%	2.02%	2.49%	-
EBITDA [(2)]	582.41	414.84	188.59	185.06
EBITDA Margin [(3)]	46.70%	39.40%	18.27%	18.38%
Restated PAT	269.68	157.53	(7.93)	(19.52)
PAT Margin [(4)]	21.62%	14.96%	(0.77%)	(1.94%)
Net Worth [(5)]	786.62	359.66	202.13	210.06
Capital Employed	1679.47	1113.50	1147.55	1256.77
RoE(%) [(6)]	46.56%	56.08%	(3.85%)	(7.17%)
RoCE (%) [(7)]	27.24%	26.64%	8.32%	6.45%

KPI disclosed above is certified by M/s V S S B & Associates, Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated June 21, 2025, UDIN No:. 25109944BMGPNG6235.

Notes:

1) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
2) *EBITDA is calculated as Profit before tax + Depreciation + Finance Cost*
3) *EBITDA Margin is calculated as EBITDA divided by Revenue from operations*

4) *PAT Margin is calculated as PAT for the period/year divided by revenue from operations.*
5) *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account reduced by miscellaneous expenditure and the debit of Profit & Loss Account.*
6) *Return on Equity is ratio of Profit after Tax and average Shareholder Equity*
7) *Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings (current & non-current).*

Explanation for KPI metrics:

KPI	Explanation
Revenue from Operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
Revenue Growth Rate %	Revenue Growth rate informs the management of annual growth rate in revenue of the company in consideration to previous period
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
ROCE %	ROCE provides how efficiently our Company generates earnings from the capital employed in the business
PAT	Profit after Tax is an indicator which determine the actual earning available to equity shareholders
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of the Business
ROE/RoNW	It is an indicator which shows how much company is generating from its available shareholders' funds

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. 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.

9. Comparison of our key performance indicators with listed industry peers for the Financial Years/ periods included in the Restated Financial Information:

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	Shining Tools Limited (Issuer company)			Birla Precisions Technologies Limited *		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from	1052.95	1032.15	1007.05	22,577.18	25,336.53	24,627.05

Operations						
Revenue from Operation Growth %	2.02%	2.49%	-	(10.89%)	2.88%	-
EBITDA	414.84	188.59	185.06	2797.79	2858.24	2066.85
EBITDA Margin	39.40%	18.27%	18.38%	12.39%	11.28%	8.39%
Profit After Tax	157.53	(7.93)	(19.52)	1066.14	1528.32	1118.05
PAT Margin	14.96%	(0.77%)	(1.94%)	4.72%	6.03%	4.54%
Net Worth	359.66	202.13	210.06	15312.17	13269.49	11827.37
Capital Employed	1113.50	1147.55	1256.77	19686.30	16510.54	14240.07
ROE%	56.08%	(3.85%)	(7.17%)	6.96%	11.52%	9.45%
ROCE%	26.64%	8.32%	6.45%	12%	13%	12%

**Sources of Peer Company: Financial Figures (Standalone) are taken from the Annual Report for the financial year ended March 31, 2022, March 31, 2023 and March 31, 2024, uploaded and available on the website of Birla Precisions Technologies Limited and as per certificate dated 21.06.2025 vide UDIN No. 25109944BMGPNH4976.*

10. Operational KPIs of the Company:

Particulars		For the period ended 28, February, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Installed Capacity	**Solid Carbide Cutting Tools-Endmill**	15,625	12,500	12,500	12,500
	Solid Carbide Cutting Tools-Ballnose	5,000	4,000	4,000	4,000
	Solid Carbide Cutting Tools-Drills	7,500	6,000	6,000	6,000
	Solid Carbide Cutting Tools-Threadmills	1,875	1,500	1,500	1,500
	Solid Carbide Cutting Tools-Custom Tools	11,250	9,000	9,000	9,000
	Solid Carbide Cutting Tools-Tiny Tools	1,875	1,500	1,500	1,500
	Solid Carbide Cutting Tools-Reamers	1,875	1,500	1,500	1,500
	Tools Reconditioning (Service)	80,000	64,000	64,000	64,000
Capacity Utilization*	**Solid Carbide Cutting Tools-Endmill**	14,373	11,518	12,177	11,863
	Solid Carbide Cutting Tools-Ballnose	4,880	3,883	3,883	3,828
	Solid Carbide Cutting Tools-Drills	7,180	4,694	5,525	5,106
	Solid Carbide Cutting Tools-Threadmills	1,409	790	1,383	1,192
	Solid Carbide Cutting Tools-Custom Tools	8,779	6,945	7,666	7,421
	Solid Carbide Cutting Tools-Tiny Tools	1,125	744	1,243	1,206
	Solid Carbide Cutting Tools-		936	1,368	923

	Reamers	1,223			
	Tools Reconditioning (Service)	72,770	56,956	61,394	59,352
Contribution of Revenue from Top 5 Customers (%)		44.05%	34.03%	29.75%	26.30%

Note: *As per certificate dated 21.06.2025 vide UDIN No. 25109944BMGPNH4976.*

Explanation to KPI metrics

KPI	Explanations
Contribution to revenue from operations of top 1, 5 and 10 customers	This metric enables us to track the contribution of our key customers to our revenue.

11. 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.

There has been no issuance of the Equity Shares other than Equity Shares issued pursuant to a bonus issue on September 19, 2024, during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more that 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 ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuance").

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 of shares), during the 18 months preceding the date of this Draft Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c. Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter/ Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this Draft Prospectus irrespective of the size of transactions, is as below

Date of Allotment	No. of equity shares allotted	Face Value (₹)	Issue price per equity share (₹)	Nature of Allotment	Nature of Consideration	Total Consideration (₹)
Primary Transactions						
September 19, 2024	20,00,000	10	Nil	Bonus Issue	NA	Nil
October 03, 2024	1,58,400	10	107	Private Placement	Cash	1,69,48,800
Weighted average cost of acquisition (WACA)						**Nil**
Secondary Transactions:						
NIL						

d. Weighted average cost of acquisition on issue price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Issue price (i.e. ₹ [●])
Weighted average cost of acquisition of primary / new issue as per paragraph 11(a) above.	NA	NA
Weighted average cost of acquisition of secondary sale/ acquisition as per paragraph 11(b) above.	NA	NA
Weighted average cost of acquisition of primary / new issue as per paragraph 11(c) above.	Nil	NA
Weighted average cost of acquisition of secondary sale/ acquisition as per paragraph 11(c) above.	Nil	NA

NA = Not Applicable

e. Explanation for Issue Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company's key performance indicators and financial ratios for period ended February 28, 2025 and the Financial Years 2024, 2023 and 2022

Not applicable as other than bonus issue and Share issued through Private Placement, there is neither any primary issuance nor secondary transaction of Equity Shares.

f. Explanation to the Issue Price being [●] times of weighted average cost of acquisition of Primary issuance price/ Secondary transaction price in view of external factors which may have influenced the Offer Price, if any

Not applicable as other than bonus issue and Share issued through Private Placement, there is neither any primary issuance or secondary transaction of Equity Shares. We believe that there are no such external factors which may have influenced the Offer Price.

g. The face value of our share is ₹10 per share and the Issue Price is of ₹ [●] per Share are [●] times of the face value.

The Issue Price of ₹ **[●]**/- will be determined by our Company in consultation with the LM and will be justified by us in consultation with the LM based on the above information. Investors should read the abovementioned information along with "Our Business", "Risk Factors" and "Restated Financial Statements" beginning on pages 143, 32 and 213 respectively of this Draft Prospectus 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
Shining Tools Limited
Survey No.63/2, Plot No.2,
On Rajkot-Gondal Highway,
At. Pipaliya, Tal. : Gondal, Dist.: Rajkot
Gujarat-360311, India

Dear Sirs,

Sub: Statement of Possible Special Tax Benefits available to Shining Tools Limited ("Company") and its shareholders prepared in accordance with the requirements under Schedule VI-PART A, Clause (9) (L) of the SEBI (ICDR) Regulations, 2018, as amended (the "Regulation").

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

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

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

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

a) the Company or its shareholders will continue to obtain these possible special tax benefits in future; or

b) the conditions prescribed for availing the possible special tax benefits, where applicable, have been/would be met with; and

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

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

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

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

Yours faithfully,
For V S S B & Associates,
Chartered Accountants
FRN: 121356W
Membership No.: 109944

SD/-

Vishves A Shah
Partner

UDIN: 25109944BMGPMF6816

Place: Ahmedabad
Date: 02/06/2025

Annexure

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND COMPANY'S SHAREHOLDERS

Outlined below are the possible special tax benefits available to Shining Tools Limited ("**Company**") and to its Shareholders under the Direct and Indirect Tax Laws in force in India.

A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

1. Direct Tax

There are no special direct tax benefits available to the Company.

2. Indirect Tax

There are no special indirect tax benefits available to the Company.

B. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

1. Direct Tax

There are no special direct tax benefits available to the Shareholders of the Company.

2. Indirect Tax

There are no special indirect tax benefits available to the Shareholders of the Company.

SECTION VIII – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, the Lead Manager nor any of our or their respective affiliates or advisors nor any other person connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

Before deciding to invest in the Equity Shares, prospective investors should read this entire Draft Prospectus, including the information in the sections "Risk Factors" and "Restated Financial Statements" beginning on page 32 and 213 respectively of the Draft Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 32 of the Draft Prospectus. Accordingly, investment decisions should not be based on such information.

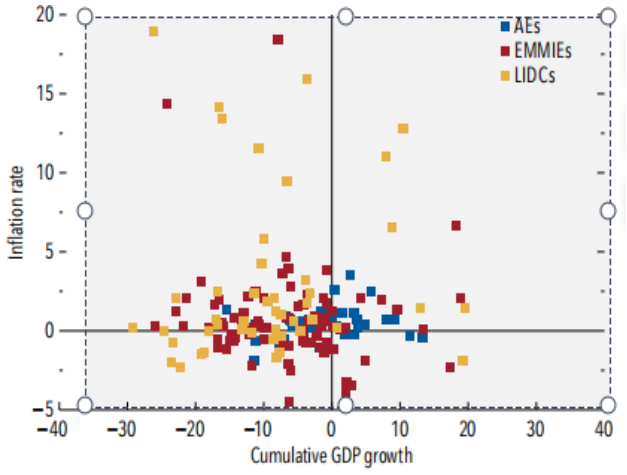
GLOBAL ECONOMY

Global growth is expected to remain stable yet underwhelming. At 3.2 percent in 2024 and 2025, the growth projection is virtually unchanged from those made in both the July 2024 World Economic Outlook Update and the April 2024 World Economic Outlook forecast. However, notable revisions have taken place beneath the surface since April 2024, with upgrades to the forecast for the United States offsetting downgrades to those for other advanced economies—in particular, the largest European countries. Likewise, in emerging market and developing economies, disruptions to production and shipping of commodities-especially oil-conflicts, civil unrest, and extreme weather events have led to downward revisions to the outlook for the Middle East and Central Asia and that for sub-Saharan Africa. These have been compensated for by upgrades to the forecast for emerging Asia, where surging demand for semiconductors and electronics, driven by significant investments in artificial intelligence, has bolstered growth. The latest forecast for global growth five years from now-at 3.1 percent-remains mediocre compared with the pre-pandemic average. Persistent structural headwinds-such as population aging and weak productivity-are holding back potential growth in many economies. Cyclical imbalances have eased since the beginning of the year, leading to a better alignment of economic activity with potential output in major economies. This adjustment is bringing inflation rates across countries closer together and on balance has contributed to lower global inflation. Global headline inflation is expected to fall from an annual average of 6.7 percent in 2023 to 5.8 percent in 2024 and 4.3 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. As global disinflation continues to progress, broadly in line with the baseline, bumps on the road to price stability are still possible. Goods prices have stabilized, but services price inflation remains elevated in many regions, pointing to the importance of understanding sectoral dynamics and of calibrating monetary policy accordingly. Risks to the global outlook are tilted to the downside amid elevated policy uncertainty. Sudden eruptions in financial market volatility-as experienced in early August-could tighten financial conditions and weigh on investment and growth, especially in developing economies in which large near-term external financing needs may trigger capital outflows and debt distress. Further disruptions to the disinflation process, potentially triggered by new spikes in commodity prices amid persistent geopolitical tensions, could prevent central banks from easing monetary policy, which would pose significant challenges to fiscal policy and financial stability. Deeper- or longer-than- expected contraction in China's property sector, especially if it

leads to financial instability, could weaken consumer sentiment and generate negative global spillovers given China's large footprint in global trade. An intensification of protectionist policies would exacerbate trade tensions, reduce market efficiency, and further disrupt supply chains. Rising social tensions could prompt social unrest, hurting consumer and investor confidence and potentially delaying the passage and implementation of necessary structural reforms. As cyclical imbalances in the global economy wane, near-term policy priorities should be carefully calibrated to ensure a smooth landing. In many countries, shifting gears on fiscal policy is urgently needed to ensure that public debt is on a sustainable path and to rebuild fiscal buffers; the pace of adjustment should be tailored to country-specific circumstances. Structural reforms are necessary to lift medium-term growth prospects, but support for the most vulnerable should be maintained. Multilateral cooperation is needed more than ever to accelerate the green transition and to support debt-restructuring efforts. Mitigating the risks of geoeconomic fragmentation and strengthening rules-based multilateral frameworks are essential to ensure that all economies can reap the benefits of future growth.

The past four years have put the resilience of the global economy to the test. A once-in-a-century pandemic, eruption of geopolitical conflicts, and extreme weather events have disrupted supply chains, caused energy and food crises, and prompted governments to take unprecedented actions to protect lives and livelihoods. The global economy has demonstrated resilience overall, but this masks uneven performance across regions and lingering fragilities. The negative supply shocks to the global economy since 2020 have had lasting effects on output and inflation, with varied impacts across individual countries and country groups. The sharpest contrasts are between advanced and developing economies. Whereas the former have caught up with activity and inflation projected before the pandemic, the latter are showing more permanent scars, with large output shortfalls and persistent inflation (Figure 1.1). They also remain more vulnerable to the types of commodity price surges that followed Russia's invasion of Ukraine (Figure 1.2).

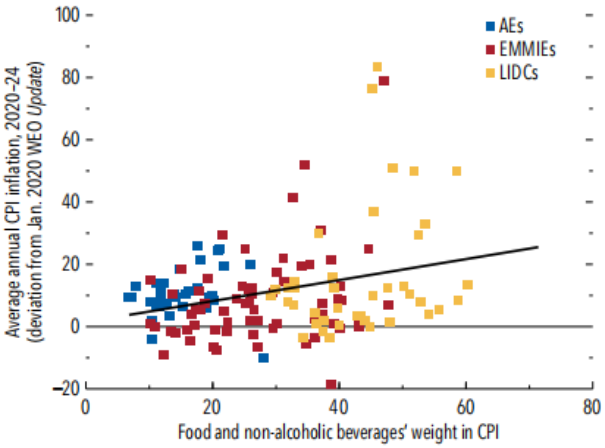
Figure 1.1. Growth and Inflation Revisions



Source: IMF staff calculations.

Note: *X*-axis reports latest estimates for cumulative GDP growth from 2020 to 2024 in deviation from January 2020 WEO *Update* forecast. *Y*-axis reports latest estimates for inflation rate in 2024 in deviation from January 2020 WEO *Update* forecast. AEs = advanced economies; EMMIEs = emerging market and middle-income economies; LIDCs = low-income developing countries; WEO = *World Economic Outlook*.

Figure 1.2. Inflation Surprises and Importance of Food in CPI
(Percent)



Source: IMF staff calculations.

Note: The solid line denotes linear regression. AEs = advanced economies; CPI = consumer price index; EMMIEs = emerging market and middle-income economies; LIDCs = low-income developing countries; WEO = *World Economic Outlook*.

Since the beginning of the year, signs have emerged that cyclical imbalances are being gradually resorbed, with economic activity in major economies better aligned with their potential. These developments may have helped bring inflation rates across countries closer together, but the momentum in global disinflation appears to have slowed in the first half of the. Goods prices have stabilized, and some are declining, but services price inflation remains high in many countries, partly reflecting rapid wage increases, as pay is still catching up with the inflation surge of 2021–22. This has forced some central banks to delay their policy-easing plans, putting public finances under more pressure, especially in countries where debt-servicing costs are already high and refinancing needs significant. Now, as before, the global outlook will

be shaped largely by fiscal and monetary choices, their international spillovers, the intensity of geoeconomic fragmentation forces, and the ability of governments to implement long-overdue structural reforms. With inflation approaching central bank targets and governments striving to manage debt dynamics, the policy mix is expected to shift from monetary to fiscal tightening as monetary policy rates are brought down, closer to their natural levels. How fast such rotations occur in individual countries will have consequences for capital flows and exchange rates. The level of uncertainty surrounding the outlook is high. Newly elected governments could introduce significant shifts in trade and fiscal policy. Moreover, the return of financial market volatility over the summer has stirred old fears about hidden vulnerabilities. This has heightened anxiety over the appropriate monetary policy stance-especially in countries where inflation is persistent and signs of slowdown are emerging. Further intensification of geopolitical rifts could weigh on trade, investment, and the free flow of ideas. This could affect long-term growth, threaten the resilience of supply chains, and create difficult trade-offs for central banks. On the upside, governments could succeed in building the necessary consensus around overdue and difficult-to-pass structural reforms, which would boost growth and enhance fiscal sustainability and financial stability.

In many advanced economies, disinflation has come at a relatively low cost to employment, thanks partly to offsetting supply developments. These included a faster-than-expected decline in energy prices and a surprising rebound in labor supply, bolstered by substantial immigration flows that helped cool labor markets. Since the beginning of 2024, signs that cyclical imbalances are being gradually resorbed have helped bring inflation rates across countries closer together). Disinflation has continued broadly as expected but did show signs of slowing in the first half of the year, suggesting potential bumps on the road to price stability. The persistence in core inflation has been driven primarily by services price inflation. At 4.2 percent, core services price inflation is about 50 percent higher than before the pandemic in major advanced and emerging market economies (excluding the US). This contrasts with core goods price inflation, which has declined all the way to zero. Recent increases in shipping rates, especially for routes to and from China, have put upward pressure on goods prices. However, this source of upward pressure has been mitigated so far by declining prices for exports from China (. Stubbornness in services price inflation partly reflects higher nominal wage growth relative to pre- pandemic trends. Even as labor market pressure has started to ease, wage negotiators have continued to aim for sizable raises to counter the cost-of-living squeeze felt after the 2021–22 inflation surge. That nominal wage growth continues to run higher after the inflation surge is consistent with past inflationary episodes-when real wages catch up to their equilibrium level determined by labor productivity-and does not necessarily risk a wage-price spiral. With output gaps expected to close, and assuming no disruptions to labor supply in advanced economies, wage growth is expected to moderate. Whether recent increases translate into further persistence in core inflation will depend on (1) the impact of recent real wage increases on unit labor costs, which itself depends on labor productivity, and (2) the willingness of firms to absorb increased unit labor costs in their profit margins. These two factors seem to be working differently in the largest two advanced economies but should still allow disinflation to continue. In the United States, wage growth has reflected productivity gains lately, keeping unit labor costs contained. In the euro area, recent wage increases have exceeded productivity, raising unit labor costs. However, European firms should be able to absorb those costs, given large increases in profit shares in recent years.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2024/10/22/world-economic-outlook-october-2024)

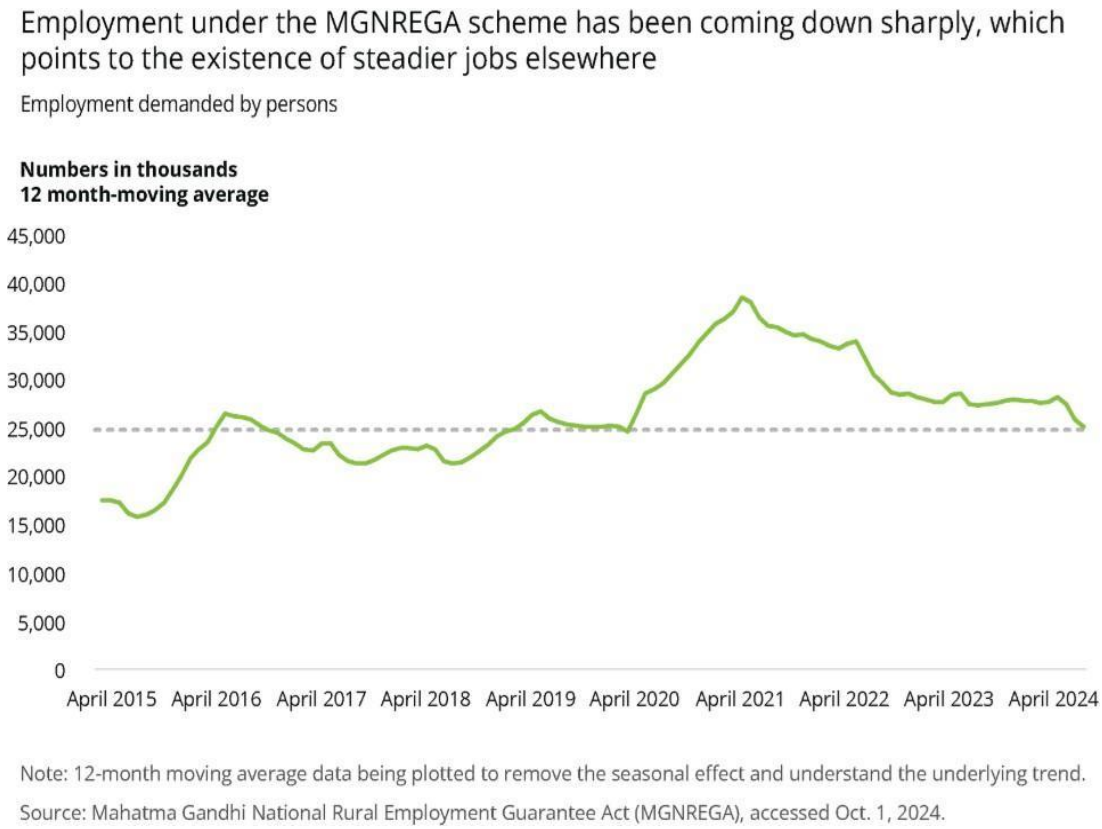
OVERVIEW OF INDIAN ECONOMY

INTRODUCTION

India is a 5th largest economy in the world by nominal GDP at US$ 3.94 trillion. Economy grew by 8.2% in FY24 and logged 5.4% growth rate in Q2 FY25 while the GDP growth rate for FY25 is expected to be around 7% – 7.2%, which is still among the highest in the world. India's economy is a mix of traditional and modern agriculture, technology services, the handicraft industry, and business outsourcing. The services sector is the largest and fastest-growing, contributing over 60% of GDP. Agriculture contributes around 12% of GDP but employs over 50% of the workforce. Manufacturing accounts for 15% of GDP.

With stable government at the center, favourable demographic, various policy reforms like GST and labour laws, various growth policies like “Make in India”, PLI, FAME, etc India is expected to grow and reach US$ 8 trillion economy in next decade.

Growth is likely to pick up, driven by increasing consumer spending, especially in rural India, as inflation subsides, and agricultural output improves after favorable monsoon conditions. A tempered global growth outlook and a delayed synchronized recovery in Western economies-compared to what was previously expected-will likely weigh on India’s exports and outlook for the next fiscal year. At the same time, India may benefit from higher capital inflows, translating into long-term investment and job opportunities as multinational companies around the world look to reduce operational costs further. There are some green shoots in labor market trends-with a rise in the share of salaried positions and services subsectors demanding higher qualifications, including business and professional services in the areas of technology and finance. Female participation in the labor force has also increased, particularly in rural areas. However, a heavy reliance on agricultural jobs continues, and informal employment remains prevalent. The government’s focus on boosting manufacturing and improving youth employability, coupled with India’s young and aspirational population, presents a unique opportunity for economic growth. As the country advances toward becoming a US$5 trillion economy, expanding manufacturing and emerging industries and transitioning toward clean-energy alternatives will likely create high-quality, formal, and green jobs. This will help many Indian states that are aspiring to grow rapidly, as they are already investing in these areas to tap into India’s demographic advantage.



(Source: https://www2.deloitte.com/in/en/pages/about-deloitte/articles/india-economic-outlook-october-2024.html)

1. India's near-term outlook

Five factors will drive growth in the upcoming quarters.

- Rural consumption spending is rebounding due to moderating inflation, specifically in food. Besides, better rainfall (over June to September, precipitation in the country as a whole was 109% of its long-period average in 2020, and it has been the third highest since 1994) and all-time high production and stock of kharif crops8 (such as rice and paddy sown during the monsoon season from June to August) point to robust agricultural output this year, thereby further pushing rural demand.9 This will likely factor into spending during festive months and beyond.

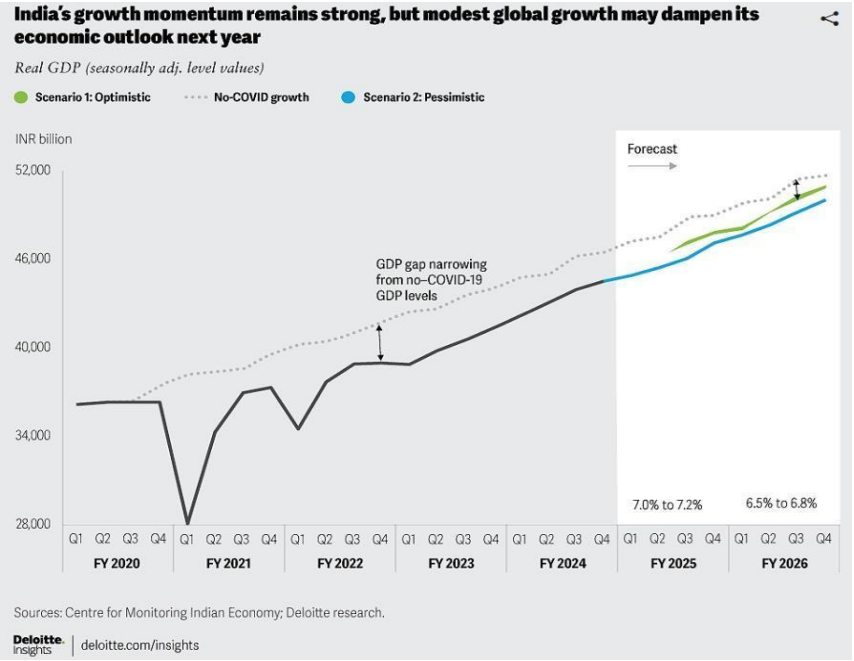
- The government's reduced capital expenditures during the election will likely be made up for in the latter half of the year, thereby boosting the overall economy.

- Manufacturing sector capacity utilization is at an all-time high of 76.4%, which suggests that private investments in the sector will pick up. Higher capex will also crowd in investments.

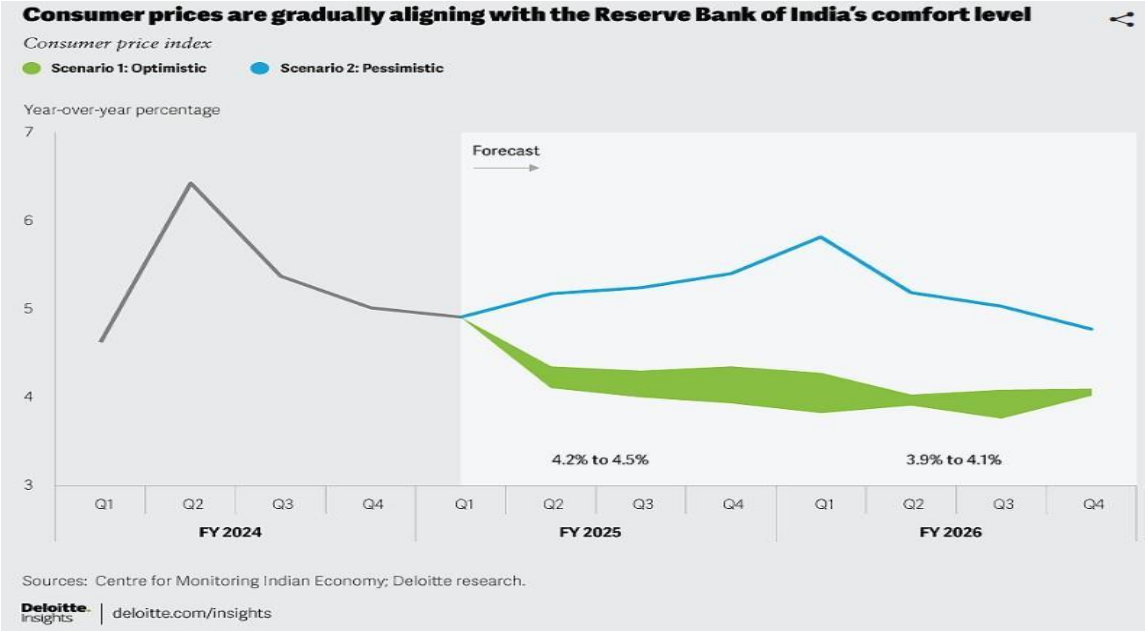
- Oil prices are expected to remain modest and range-bound, which will help reduce import bills and, therefore, the current account deficit. Besides, low oil prices will also reduce the cost of imported intermediate goods and raw materials, bringing down production costs.

- Last but not least, as US elections conclude in November and the Federal Reserve looks to ease monetary policy further by the end of the year, higher liquidity, policy stability, and a modest growth outlook in the United States could incentivize global investors and multinational corporations to invest outside the United States. India will likely benefit from these trends and see higher capital inflows translate into long-term investment and job opportunities.

Indian economy is expected to grow between 7% and 7.2% in fiscal 2024 to 2025, followed by between 6.5% and 6.8% in fiscal 2025 to 2026 (admittedly, slightly lower than previously estimated) (figure 1). India's slightly slower growth in the subsequent year will likely be tied to broader global trends, including sluggish growth and a delayed synchronous recovery in the West, as anticipated earlier. Slowing global trade and supply chain disruptions due to intensifying geopolitical uncertainties will also affect demand for exports. Despite these challenges, we will continue to see the difference between actual GDP and no–COVID-19 levels progressively narrowing as growth picks up pace.



Inflation concerns are fading as expected, with better rainfall and proactive government interventions improving the food supply chain. Inflation may ease further in the latter half of the year. However, stronger growth may also pressure inflation as demand outpaces supply. We expect inflation to slowly revert to the Reserve Bank of India's target level of 4% from early next year and remain within its comfort zone over the forecast period.



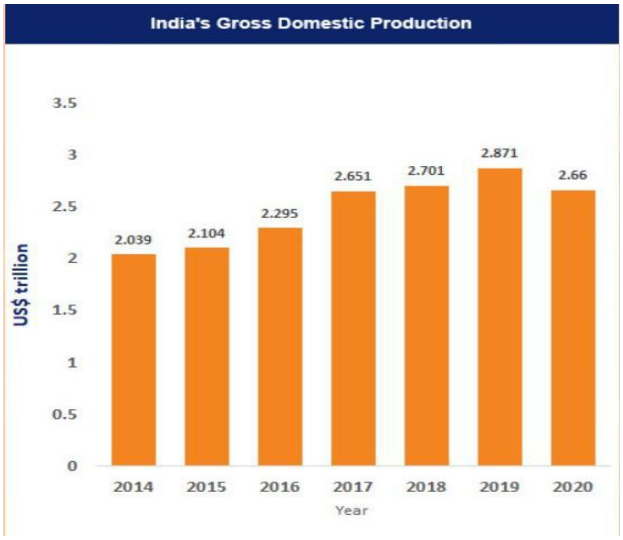
Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices for Q1 2024-25 is estimated at Rs. 77.31 lakh crores (US$ 928.9 billion) with growth rate of 9.7%, compared to the growth of 8.5% for Q1 2023-24. The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-September 2025, India's exports stood at US$ 211.46 billion, with Engineering Goods (26.57%), Petroleum Products (16.51%) and electronic goods (7.39%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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

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

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

Real GDP or GDP at Constant (2011-12) Prices for the period Q1 2024-25 is estimated at Rs. 43.64 lakh crore (US$ 524 billion), against the First Revised Estimates (FRE) of GDP for the year Q1 2023-24 of Rs. 40.91 lakh crore (US$ 491 million). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.



According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US$ 9.7 billion for the Q1 2024-25 from US$ 8.9 billion in Q1 2023-24 or 1.1% of GDP. This was largely due to decrease in merchandise trade deficit.

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

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

1. Some key economic pointers:

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

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.

- As of October 11, 2024, India's foreign exchange reserves stood at US$ 690.43 billion.

- In 1H 2024, India saw a total of US$ 31.5 billion in PE-VC investments.
- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.
- In September 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.73 lakh crore (US$ 20.83 billion).

- Between April 2000 – June 2024, cumulative FDI equity inflows to India stood at US$ 1,013.45 billion.

- In August 2024, the overall IIP (Index of Industrial Production) stood at 145.6. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 125.1, 147.1 and 219.3, respectively.

- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.49% (Provisional) for September 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crores (US$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crores (US$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US$ 13.89 billion) in India during January- (up to 15th July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakhs metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

1. Some Key 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:

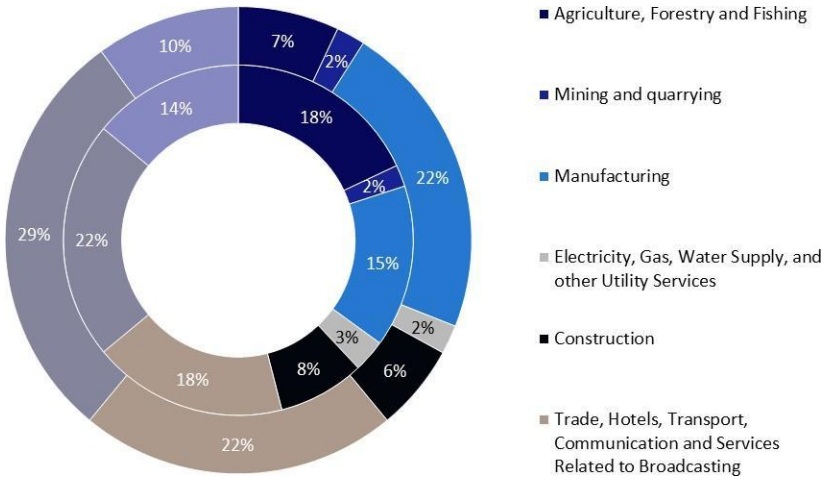
- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US$ 383.93 billion) and Rs. 48.21 lakh crore (US$ 577.16 billion), respectively.
- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crores (US$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crores (US$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
- 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 Rs. 1,500 crores (US$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antyodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 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 December 29, 2022, by the Ministry of Railways.
- On October 7, 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).

OVERVIEW ON INDIAN MANUFACTURING SECTOR

Manufacturing plays a very important role in the overall GDP contribution of India and its share of contribution to Real GDP is expected to increase from 15% in 2022 to 22% in 2030. The 'Make in India" program aims at increasing manufacturing sector contribution across 25 sectors, including aerospace and defence amongst others. Additionally, major companies like Foxconn, Oppo, ZTE, Phicomm, Mercedes Benz, BMW, Volvo, Ford, and others have invested in India, setting up manufacturing facilities and R&D centres.

Real GDP Growth in Manufacturing related to other sectors, 2023–2030F (%)



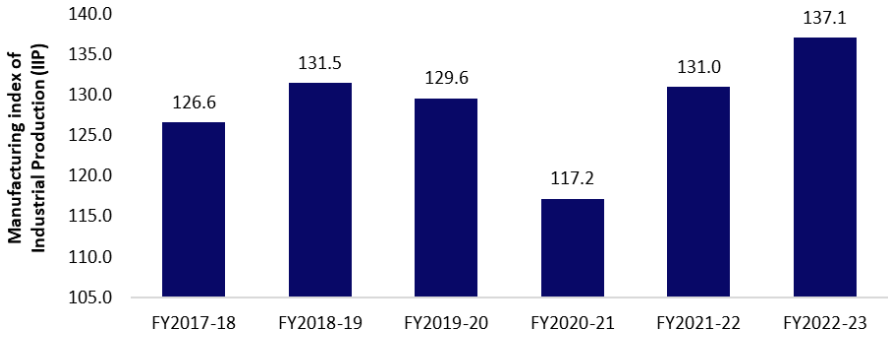
Source: Reserve Bank of India (RBI) Database

In 2019, manufacturing experienced a growth rate of 5.4% in its contribution to GVA due to steady expansion of industrial activities and a favourable economic environment. In 2020, manufacturing sector contracted by 3.0% due to COVID related disruptions -across global supply chains, factory closures, labour shortages, and a sharp decline in consumer demand. In 2021 there was a recovery in manufacturing's contribution to GVA, recording a growth rate of 2.9% and a significant resurgence in manufacturing in 2022, with its growth in contribution to GVA soaring by 11.1%. However, the momentum faltered in 2023, with a deceleration of 0.6% in its contribution to GVA-due to global economic uncertainties, geopolitical tensions, and inflationary pressures.

Trends in manufacturing Index of Industrial Production (IIP)

The trends in the manufacturing index of Industrial Production (IIP) offer a comprehensive insight into the performance and trajectory of the manufacturing sector over the fiscal years spanning from 2017-18 to 2022-23.

Manufacturing Index of Industrial Production, FY2018- FY2023



Source: https://esankhyiki.mospi.gov.in/catalogue?page=0&product=IIP&search= | Base 2011-12 - 100

In the fiscal year 2017-18, the manufacturing index stood at 126.6, indicating a baseline level of industrial activity and output and serving as a benchmark for subsequent years' performance, providing a reference point for analyzing trends and fluctuations in manufacturing production. The manufacturing index increased to 131.50 in fiscal year 2018-19 driven by factors such as increased domestic demand, improved business sentiment, and favourable macroeconomic conditions. However, the fiscal year 2019-20 witnessed a slight decline in the manufacturing index reaching 129.60due to a combination of domestic and external factors, including subdued investment sentiment, trade tensions, and economic slowdowns in key export markets. The fiscal year 2020-21 marked a significant downturn in the manufacturing index, plummeting to 117.20 spurred by the disruptions caused by the COVID-19 pandemic. As economies gradually reopened and recovery efforts gained traction, the fiscal year 2021-22 witnessed a notable rebound in the manufacturing index and it reached 131.00. This resurgence reflected the initial stages of economic recovery, as pent-up demand, government stimulus measures, and resumption of industrial activities fueled manufacturing output. The rebound in the index signaled a positive turnaround for the manufacturing sector.

Factors driving growth in the manufacturing in India

- **China+1 Policy**

  China has emerged into a global manufacturing hub, with facilities from technology companies to heavy engineering companies and textile manufacturers. Most of the Global manufacturing companies have their manufacturing based in China due to the low-cost labour. Aircraft manufacturers like Airbus and Boeing also have their facilities in China.

  Geopolitical tensions and trade related differences made overdependency on Chinese manufacturing a risk for US, who are now making concerted efforts to de-risk their manufacturing supply chain to countries like India. The China+1 strategy was designed to ensure the security of the supply chain of key products by reducing the dependency on China.

  The US sourcing in industries like textiles have reduced from 36% in 2015 to around 20% in 2021. Other segments where companies have started considering sourcing outside China include Electronics, Cosmetics and IT. Majority of this have been shifted to countries like Vietnam where the share of their sourcing has increased from 12% to 20% during the above-mentioned period. Other industries have also shifted sourcing away from China. The key advantages of China plus one policy for the investing countries is access to new markets, competitive costing and risk diversification away from China. Other robust developing economies like Vietnam, Bangladesh, India, Mexico and Brazil have benefitted from the China plus one policy. High tech companies like Foxconn and Apple have already set up their manufacturing facilities in India.

- **Make in India**

  At its core, Make in India aims to revolutionize India's manufacturing landscape by targeted policy interventions, infrastructure development, and skill enhancement initiatives to empower domestic manufacturers, enhance competitiveness, and integrate India into global value chains. This is done by following measures:

- Targeted policy interventions like streamlining regulatory frameworks, simplifying procedures, and dismantling bureaucratic barriers to create a business-friendly ecosystem.

- Infrastructure development for connectivity, and logistical efficiency by investing in infrastructure projects, upgrading transportation networks, and modernizing logistics and supply chain infrastructure.

- Skill enhancement initiatives, vocational training initiatives, and educational reforms to equip the workforce with the skills, knowledge, and capabilities required to thrive in the modern manufacturing landscape.

- Attraction of foreign direct investment (FDI) into the manufacturing sector in critical sectors such as automotive, electronics, aerospace, and defence

- Promoting indigenous manufacturing and fostering the growth of domestic industries by encouraging homegrown talent, strengthen supply chains, and promote self-reliance to develop Indian enterprises, empowering them to compete globally and capture new markets.

Success of Make in India have been seen in sectors like Railways, Defence, Automotive, Electronics and Aviation. In Railways, GE and Alstom have signed a formal agreement to build locomotives in Bihar. In Defence, sector Airbus and TATA set up final assembly of helicopter in India. C295 plant is expected to be to be operational by November 2024 in Gujarat.

The Tejas Program, Light Combat Aircraft of HAL is a success story of Make in India. Boeing is currently sourcing USD 1.00 billion from India and Airbus is expected to double its sourcing from India to USD 1.5 billion in next few years.

- **PLI Scheme and 'Aatmanirbhar' Bharat**

The Production-Linked Incentive (PLI) scheme aimed at promoting manufacturing competitiveness, boosting exports, and attracting investments in key sectors of the economy launched across electronics, automobiles, pharmaceuticals, and textiles, offers incentives to companies based on their incremental production and sales over a specified period. At its core, the PLI scheme aims to incentivize companies to expand their manufacturing capacities, adopt advanced technologies, and enhance productivity. The PLI schemes for manufacturing components of EV are an example of similar schemes. One of the key objectives of the PLI scheme is to reduce India's reliance on imports and promote domestic production across strategic sectors. By incentivizing companies to manufacture locally, the scheme seeks to enhance self-sufficiency, reduce import dependency, and bolster India's industrial capabilities. This fosters indigenous manufacturing and positioning India as a global manufacturing hub. Out of the 4,666 items across the 'For indigenization' list of Aatmanirbhar Bharat (self-reliant India), around 2,952 products have been indigenized by 2023.

- **Rise in Ease of Doing Business Ranking**

The rise in Ease of Doing Business rankings reflects a concerted effort by countries to improve their business environments, streamline regulatory processes, and attract investments. In the World Bank's Ease of Doing Business Index, India climbed from 142nd position in 2014 to 63rd in 2019, marking a substantial leap. This ascent is attributed to various reforms undertaken by the government, such as the introduction of the Goods and Services Tax (GST), simplification of business registration processes through initiatives like the Make in India campaign, and improvements in the ease of obtaining construction permits and accessing credit. India's ranking in the ease of doing business has shown significant improvements in recent years, reflecting ongoing efforts to streamline regulations and enhance the business environment.

- **Deindustrialization of Europe and Opportunity for Alternate High Quality Manufacturing Bases**

The process of deindustrialization in Europe, characterized by the decline of traditional manufacturing sectors, is unfolding over the past 4-5 years against a backdrop of technological evolution, and changing market dynamics. Global competition, facilitated by trade liberalization and advancements in transportation, has intensified pressure on European manufacturers to remain competitive. Additionally, technological innovations such as automation and digitalization have transformed production processes, by reducing the need for labour.

OVERVIEW ON GLOBAL AND INDIAN TOOL INDUSTRY

India's manufacturing industry has experienced significant growth over the past few decades, driven by rapid industrialization and technological advancements. A critical component of this evolution has been the development of cutting tools, which play a pivotal role in shaping, crafting, and manufacturing metallic work pieces. The cutting tools industry in India has evolved considerably, adapting to the needs of diverse sectors such as aerospace, automotive, and industrial machinery.

A Brief Overview of the Global Cutting Tools Market

The Indian market is known for being one of the most price-competitive in the world when it comes to cutting tools. This market produces a broad spectrum of tools, including saw blades, taps, reamers, hobs, chasers, broaches, rolling dies, drills, end mills, cutters, burrs, gear cutting tools, tool bits, tips or inserts, and many more. These tools are crucial for the removal of material from metallic work pieces, ensuring precision and efficiency in manufacturing processes.

The cutting tools market was valued at USD 77.24 billion in 2019 and is projected to reach USD 101.48 billion by 2027, growing at a CAGR of 4.2% during the forecast period. The increasing demand for metal cutting equipment from various industries, including aerospace, defense, automotive, and industrial machinery, is a significant driver of this growth.

Since, carbide cutting tools excel at precision machining, it is fast gaining prominence and is expected to continue to lead the pack of cutting and machining solutions, rising at a considerable rate during the forecast period, between 2024 and 2031, globally. The global carbide cutting tools market has risen steadily since 2023, and with the rising adoption of strategies by major players, the market is expected to rise over the projected horizon.

Asia Pacific Metal cutting tools market size was USD 37.31 Bn in 2021 and grew to USD 38.63 Bn in 2022

This growth is forecasted to continue further due to various reasons and growth factors like increasing demand from the construction, automotive and food and beverage packaging industry. Asian countries dominated 50% of the world's CNC machinery. Growing government initiatives to promote electric vehicles and rising popularity of CNC machines is fueling the market growth.

(Source: www.fortunebusinessinsights.com)

A Brief Overview of the Indian Cutting Tools Market

The Indian cutting tools market produces a wide range of tools such as saw blades, taps, reamers, hobs, chasers, broaches, rolling dies, drills, end mills, cutters, burrs, other gear cutting tools, tool bits, tips/inserts and many more. The market has witnessed an extensive growth in the last two decades. The demanded was driven by industries like construction, automotive, railway network, engineering, and defense. The reasons behind these demands are the overall growth of these secrets and increasing global competition. Among them, the major consumer of the cutting tools is the diamond cutting tool industry. India has almost 1000 manufacturing units of cutting tools. All these include the small, big, as well as medium-sized companies. The local manufacturers contribute around 45% of total production. India gives good competition to advanced countries like Japan Germany, South Korea, Italy, etc. Since the cutting tool sector serves every other industry in India, it is a crucial part of the country's business ecosystem.

The India machine tools market size reached US$ 1.5 Billion in 2023. Looking forward, IMARC Group expects the market to reach US$ 3.2 Billion by 2032, exhibiting a growth rate (CAGR) of 8.2% during 2024-2032.

(Source: https://www.imarcgroup.com/india-machine-tools-market)

Several Factors favouring growth of Cutting Tool industry market in India

- **Skill development supports Indian cutting tools market**

  There are several key factors driving the growth of the cutting tools market in India. The rapid expansion of the Manufacturing sector, especially in Automotive, Aerospace, and Industrial Machinery, is a significant driver. Government initiatives like 'Make in India' promote domestic production and infrastructure development, boosting demand for cutting tools. Advancements in technology, such as the adoption of CNC machines and automation, enhance precision and efficiency, increasing the need for high-quality cutting tools. Additionally, the rise of small and medium-sized enterprises (SMEs) and increased foreign direct investment (FDI) contribute to market growth. The emphasis on skill development and training in advanced manufacturing techniques also supports the expanding cutting tools market in India.

- **Government initiatives support growth**

  India's Manufacturing sector is expanding rapidly, particularly Automotive and Aerospace, where cutting tools are indispensable, showcasing a manufacturing boom. The increasing need for high-quality, precise components across industries also drives the demand for advanced cutting tools that offer accuracy and efficiency. Government support such as 'Make in India' and similar initiatives prioritizes domestic manufacturing, boosting the demand for locally produced cutting tools, and
  the growth in infrastructure projects that require substantial construction machinery usage creates a larger market for durable cutting tools.

- **The Role of CNC Machines in Market Expansion**

  One of the key factors contributing to the growth of the cutting tools market in India is the increasing adoption of Computer Numerical Control (CNC) machines. CNC machines have revolutionized manufacturing by offering high efficiency, cost savings, transparency, and time efficiency. As a result, cutting tool companies have been focusing on developing and manufacturing advanced designs to meet the growing customer demands.

  The integration of CNC machines with cutting tools has enabled manufacturers to achieve greater precision and consistency in their products. This has been further enhanced by advances in work piece manufacturing technologies such as metal injection molding, 3D printing, investment casting, and close tolerance forging. These technologies have not only improved the quality of the final products but have also increased the efficiency of the manufacturing processes.

- **Advancements in Additive Manufacturing**

  Another significant development in the cutting tools industry is the rise of additive manufacturing, commonly known as 3D printing. This technology has gained substantial interest from key players in the industry due to its ability to create three-dimensional objects with complex geometries.

  3D printing offers several benefits, including the optimal use of raw materials, waste reduction, and ease of production. These advantages have led to an increased demand for cutting tools designed with inserts or replaceable tips and solid round tools. These tools are essential for various applications across multiple industries, such as automotive, aerospace, defense, construction, oil, and gas.

- **The Impact of Industry 4.0**

  The convergence of Industry 4.0 with cutting tools is a mega-trend that is reshaping the landscape of the manufacturing industry. Industry 4.0 refers to the integration of digital technologies, such as the Internet of Things (IoT), artificial intelligence (AI), and big data analytics, into manufacturing processes to create smart factories. The integration of cutting tools with these advanced technologies is enabling manufacturers to optimize their operations and improve their overall productivity.

- **Rising Commercial Demand and Challenges**

The demand for cutting tools has also been fueled by the increasing need for efficient and hassle-free production of components. Large manufacturing facilities are adopting cutting tools at an accelerated pace, driven by rapid advancements in production technology and emerging needs for smaller factory footprints. This has contributed to the growth of the market size and the increased adoption of cutting tools in various sectors. However, the cutting tools market faces several challenges. One of the major concerns is the reliance on cutting fluids, which are essential for cooling, lubricating, and removing chips during the cutting process. These fluids can pose health and environmental risks, as they may expose machine operators to potential health hazards. Despite these challenges, ongoing investments in research and development are leading to the creation of safer alternatives and advancements in industrial protective gear for operators.

1. Future Outlook

The future of the cutting tools market in India looks promising, with the continuous growth of the manufacturing sectors across the country. As these sectors expand, the demand for cutting tools is expected to accelerate, driven by the need for efficient equipment in critical and complex machine component requirements. Over the next five years, the market share of cutting tools is projected to increase significantly, catering to the evolving needs of customers and supporting the growth of India's manufacturing industry. Shining Tools Limited is committed to staying at the forefront of this evolution, developing innovative solutions that meet the changing demands of the market. By leveraging advanced technologies and focusing on customer-centric innovation, Shining Tools Limited aims to contribute to the continued growth and success of India's manufacturing industry.

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OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. See the chapter titled "**Forward Looking Statements**" beginning on page 18 for a discussion of the risks and uncertainties related to those statements and "**Risk Factors**", "**Restated Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on pages 32, 213 and 216, respectively for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our Company's Financial Year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Financial Year ended on 28th February, 2025, 31st March 2024, 31st March 2023, and 31st March 2022 included herein is derived from the Restated Financial Statements, included in this Draft Prospectus. For further information, see the chapter titled "**Restated Financial Information**" beginning on page 213 .*

*Unless the context otherwise requires, in this section, references to "**we**," "**us**," "**our**," "**the Company**" or "**our Company**" refers to Shining Tools Limited.*

OVERVIEW

Our Company is engaged in the designing and manufacturing of high-performance solid carbide cutting tools catering to various industries in India. Additionally, we provide reconditioning services for used tools, ensuring their extended usability and performance. With focus on innovation and precision, we specialize in producing a wide range of high-performance cutting tools, including end mills, thread mills, drills, and reamers, offering innovative tooling solutions for modern manufacturing needs. These tools are widely used in commercial metal cutting operations across multiple industries. Our cutting tools are designed for use on CNC machines such as Horizontal Machining Centres (HMCs), Vertical Machining Centres (VMCs) and turn-mill centres. They operate at high speeds and feed rates, efficiently machining a variety of metals, including solid carbide, cast iron, forgings, steel, and aluminium.

Our facility at Rajkot manufactures various categories of tools with diverse technical specifications in respect to shapes, geometries, step diameters, sizes, lengths, etc and of various grades including standard, fine, ultrafine, etc. This position us as a comprehensive solution for all cutting tool requirements, backed by our technical expertise, skilled personnel, and the advanced machinery utilized in our production process. Our facility at Rajkot is integrated with each operation thoroughly inspected for quality through our non-contact optical CNC machines to minimise human error and also it is monitored by our experienced professionals, ensuring the product quality to meet the quality standards, precision and the specific requirements of our customers.

Apart from manufacturing standardized tools sets, our Company also has capabilities to produce customized tools to our customers for their specific requirements. This is due to the trust bestowed on us by our clients and their confidence on us in getting the required tool designed and manufactured with a particular technical specification and of the desired quality in stipulated time frame. We derive significant revenue (69% in FY 24-25 and average around 53.28% in the last 3 financial years) from manufacturing customized tools for our clients. To cater to this segment, we have trained professionals who use modern software packages like Walter Helitronic Tool Studio, Siemens Powershape, etc to prepare the design. Once the designing is done, tools are manufactured as per the specification and quality desired. Additionally, our Company also provides regrinding, re-sharpening, and coating services of the used tools. These processes improve the performance of the tool and also improves the life of these tools. We leverage our expertise of designing and manufacturing of new tools into regrinding, re-sharpening, and re-coating services of used tools to restore them to their original geometries and coatings due to the strong technical know-how of these tools and their technical specifications.

Our company is an ISO 9001:2015 accredited in Quality Management System for manufacturing and supply of Solid Carbide based cutting tools. ISO accreditation is a testament to our quality offerings. Our

manufacturing facility at Rajkot is well-equipped technologically to meet the quality requirements of our client. We have five CNC machines for designing and production of the tools. 1 CNC machine is of Walter Helitronic-Tool Studio-Fanuc combination while the rest other 4 machines are of Tool Grinding Technology-Siemens-MTS combination. Our Company operates under the brand name " ", which was launched in the year 2013. We also have two German made machines to inspect the quality of the tools thus produced. One is Zoller Genius- 3s machine which does 5-axis checks while the other is Zoller Smart Check 450 machine which does 3-axis check. The more complex tools in terms of geometrics, cuts, fruits, etc undergoes quality check in 5-axis machine while lesser complex tools undergo quality check in 3-axis machine.

These machines give report in terms of the technical specification of the tool and forms a major basis for our quality offering. Since our inception in 2013, we have always focussed on quality and product support. This key differentiator has helped us and kept us in good stead over the years as the trusted business partners to our clients in providing quality tooling solutions. High quality tools not only help to give quality product but also improves the productivity. This helps improve efficiency of our clients and also reduce errors and losses. Hence, our consistency in delivering quality products with stipulated time frame to our clients has helped us into the business of re-sharpening, re-grinding and re-coating of used tools for our existing customers. Due to our deep domain knowledge, we also provide full support and guidance to our customers by proactively engaging with them in tool selection and better options in order to maximise their productivity and profitability by providing them right choice of customized tools.

Our manufacturing plant is located on the Gondal highway which is very near to several industrial belts like Shapar, Vavadi, etc. Many small and medium scale industries have set up Manufacturing Units at these industrial locations. We cater to industries located locally in these areas apart from other areas. These manufacturing units serves as a kind of captive clients to us since we are in very close vicinity. Due to the advantage of short distance, manufacturing units located here can reap the benefit of short lead time. Our manufacturing facility is spread over 17257 Sqft and operates in two shifts with dedicated workers on each machine supported by supervisors. We maintain a comprehensive database of the tools we manufacture, including their detailed technical specifications. This resource enables us to better understand client requirements and accurately forecast the optimal inventory levels needed to meet their demands. It also allows us to efficiently serve both repetitive and one-time clients by quickly confirming their design and technical requirements. Our Company use ERP (Enterprise Resource Planning) software "NATIVEBIT" for managing inventory levels, production, execution, billing, and receivables. Our Company has a 50 KW grid rooftop solar plant at our manufacturing facility for our captive consumption. This solar plant ensures continuous unabated operation of our manufacturing facility and is a key proposition in our BCP (Business Continuity Plan).

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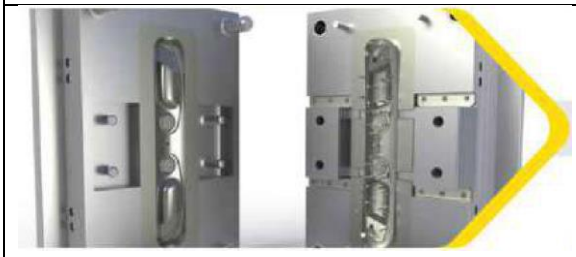
Few of our products offerings category-wise with respect to standard tools and customized tools for our clients as listed below:

STANDARDIZED TOOLS

Product Category	Product Brief	Product
End Mills	An End Mill is a cutting tool used in industrial milling applications, and it differs from a drill bit in that it can cut in all directions (axially and radially), not just axiallty. Solid carbide end mills are specifically made from tungsten carbide, a durable and hard material capable of withstanding high temperatures and maintaining sharp cutting edges over extended periods.	
Drill Series	The Drill Series solid carbide tool is a high-performance cutting tool designed for precision drilling applications, often used in industries such as aerospace, automotive, and metalworking. These tools are made from solid carbide, a composite material known for its hardness, durability, and resistance to wear, which allows them to maintain cutting edges longer than high-speed steel (HSS) tools.	
Reamers	Solid carbide reamer is a precision cutting tool used in machining operations to enlarge or finish pre-drilled holes to an exact size, typically to a high tolerance. It is specifically made from carbide, a material known for its high hardness, wear resistance, and heat tolerance, making it ideal for cutting tough materials like stainless steel, titanium, and other high-strength alloys.	

Milling Cutters	Milling cutters are precision tools used in milling machines for material removal from workpieces to shape, cut, or finish them. Among the various types of milling cutters, solid carbide tools stand out for their strength and durability.	

Our Company caters to diverse range of industries like Agriculture, Automobiles, Engineering, Medical, Casting and foundry, Defence and aerospace, Power and energy, Mould and die, General Engineering etc.

	Aerospace: Our Company provides high-precision tooling solutions for aerospace manufacturers, allowing for the machining of advanced materials like titanium alloys and composites.
Medical: We also offer precision tools for medical device manufacturers, helping produce components for surgical instructments, implants and other critical medical devices.	
	Power and Energy: Our Company supports the Power and Energy industry with a broad range of tools designed for milling, turning, and drilling operations.
Automotive: Shining Tools supplies cutting tools for the automotive sector, aiding in the production of critical components such as engine blocks, gears, and transmission systems.	
	**Mould & Die Industry:** Carbide cutting tools designed for high feed machining, enables faster material removal rates, this capability is invaluable in reducing cycle times and optimizing the overall efficiency of mould and die production.

Casting & Foundry: Our Company supplies cutting tools for the Casting and Foundry industries for their different uses milling, drilling, turning, and reaming operations.	
	General Engineering: The Carbide drills are essential for creating holes in a variety of materials. These cutting tools are able to withstand high temperatures and speeds, making them ideal for high-speed drilling applications. Carbide drills can be used to create holes in materials such as steel, aluminum and cast iron.

CUSTOMIZED TOOLS

	FIR-TREE CUTTER: A fir-tree cutter is a specialized cutting tool used in machining applications to create fir-tree profiles, which are commonly found in turbine blades and disk slots. These profiles resemble the shape of a fir tree and are designed for secure mechanical locking in high-stress environments.
SOLID CARBIDE DRILL: A solid carbide drill with top/bottom chamfer is a high-precision tool designed for drilling and chamfering in a single operation, eliminating secondary processes and improving efficiency. Made from solid carbide, it offers excellent wear resistance, high-speed performance, and enhanced tool life.	

CARBIDE TOOLS:

	PROFILE T-SLOT TOOL- A "carbide profile T-slot tool" is a specialized cutting tool made from solid carbide material, designed to precisely machine T-shaped slots (T-slots) in various materials by cutting along the profile of the "T" shape, with the "carbide" aspect indicating its high wear-resistant cutting edge, allowing for efficient machining of hard materials
SPHERICAL BALL TOOL- A "spherical ball carbide" tool, also known as a "carbide ball nose end mill," is a cutting tool with a rounded, spherical tip made from tungsten carbide, primarily used in CNC machining to create smooth, curved surfaces on a workpiece by providing a consistent radius across the entire cutting edge, ideal for 3D profiling and intricate contours	
	IRRIGATION CARBIDE TOOL An "irrigation carbide tool" refers to a cutting tool made with carbide material, specifically designed for use in cutting and shaping PVC pipes or other plastic tubing used in irrigation systems, leveraging the extreme hardness and wear resistance of carbide to efficiently create clean, precise cuts with minimal burrs, making it ideal for installing irrigation lines.
PROFILE CARBIDE TOOLS Profile carbide tools are used for cutting edge profiles, deburring, and machining harder materials. They are made of carbide, a composite material that is hard, wear-resistant, and stable at high temperatures.	

INSTALLED PRODUCTION CAPACITY AND PRODUCTION UTILIZATION

Sr. No	Product	Installed Capacity (Nos.)	Utilization (%)			Installed Capacity (Nos.)	Utilization (%)
			FY 2021-22	FY 2022-23	FY 2023-24	April to February 2025^	
1	Solid Carbide Cutting Tools- Endmill	12,500	95	97	92	15,625	92
2	Solid Carbide Cutting Tools- Ballnose	4,000	96	97	97	5,000	98
3	Solid Carbide Cutting Tools- Drills	6,000	85	92	78	7,500	96
4	Solid Carbide Cutting Tools- Threadmills	1,500	79	92	53	1,875	75
5	Solid Carbide Cutting Tools- Custom tools	9,000	82	85	77	11,250	78
6	Solid Carbide Cutting Tools- Tiny Tools	1,500	80	83	50	1,875	60
7	Solid Carbide Cutting Tools- Reamers	1,500	62	91	62	1,875	65
8	Tool Reconditioning (Service)	64,000	93	96	89	80,000	91
	Total	**1,00,000**	**91**	**95**	**86**	**1,25,000**	**89**

Note:^ on an annualized basis.
Pursuant to the certificate dated, May 10, 2025 from our Chartered Engineer Bhavin R. Patel & Associates

Our average capacity utilization over last 3 financial years ending 2024 stands at around 91%. This blended high capacity utilization is testament to our quality product offerings and the demand of our product. There has been some small fall in the overall capacity utilization in FY 2023-24 due to downtime and more attention towards high margin product because of which our realization per tool has increased.

FINANCIAL SNAPSHOT

Set forth below is certain financial information and certain KPIs of our business.

(₹ In Lakhs, except for percentage)

Key Financial Performance	February 28, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations [(1)]	1247.23	1,052.95	1,032.15	1,007.05
Revenue from Operation Growth %	18.45%	2.02%	2.49%	-
EBITDA [(2)]	582.41	414.84	188.59	185.06
EBITDA Margin [(3)]	46.70%	39.40%	18.27%	18.38%
Restated PAT	269.68	157.53	(7.93)	(19.52)
PAT Margin [(4)]	21.62%	14.96%	(0.77%)	(1.94%)
Net Worth [(5)]	786.62	359.66	202.13	210.06
Capital Employed	1679.47	1113.50	1147.55	1256.77
RoE(%) [(6)]	46.56%	56.08%	(3.85%)	(7.17%)
RoCE (%) [(7)]	27.24%	26.64%	8.32%	6.45%

KPI disclosed above is certified by M/s V S S B & Associates, Chartered Accountants the statutory auditors

of our Company pursuant to their certificate dated June 21, 2025, UDIN No:. 25109944BMGPNG6235

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

Explanation for KPI metrics:

KPI	Explanation
Revenue from Operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
Revenue Growth Rate %	Revenue Growth rate informs the management of annual growth rate in revenue of the company in consideration to previous period
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
ROCE %	ROCE provides how efficiently our Company generates earnings from the capital employed in the business
PAT	Profit after Tax is an indicator which determine the actual earning available to equity shareholders
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of the Business
ROE/RoNW	It is an indicator which shows how much company is generating from its available shareholders' funds

For further reference please see Chapter "Management Discussion and Analysis of Financial Conditions and Result of Operations" and "Restated Financial Information" beginning on page no. 216 and 213 of this Draft Prospectus.

REVENUE VERTICALWISE (PERCENTAGE OF TOTAL SALES)

(₹ In lakhs, except for percentage)

Regional Breakdown	Period ended February 28, 2025		For Financial Year					
			Mar-24		Mar-23		Mar-22	
	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue
West [(1)]	1219.51	97.78%	1,007.67	95.69%	980.15	94.96%	964.89	96.83%
North [(2)]	3.17	0.25%	13.18	1.25%	14.25	1.38%	24.62	1.29%
South [(3)]	24.55	1.97%	32.1	3.06%	37.27	3.58%	17.33	1.79%

East [4]	-	-	-	-	0.48	0.08%	0.21	0.09%
Total	**1247.23**	**100.00%**	**1,052.95**	**100.00%**	**1032.15**	**100.00%**	**1,007.05**	**100.00%**

(1) West includes Maharashtra, Madhya Pradesh, Gujarat, Dadra and Nagar Haveli and Rajasthan.
(2) North includes New Delhi, Haryana, Punjab, Uttar Pradesh, Uttarakhand, and Himachal Pradesh.
(3) South includes Tamil Nadu, Kerala, Karnataka, Telangana.
(4) East includes West Bengal, and Jharkhand

REVENUE BIFURCATION OF THE COMPANY

(₹ In lakhs, except for percentage)

Particulars	For the period ended February 28, 2025	Percentage of Revenue	FY 2023-24	Percentage of Revenue	FY 2022-23	Percentage of Revenue	FY 2021-22	Percentage of Revenue
Manufacturing-Standardized tools	62.36	5.00%	142.47	13.53%	189.50	18.36%	254.78	25.30%
Manufacturing-Customized tools	860.59	69.00%	627.87	59.63%	544.22	52.73%	478.05	47.47%
Re-conditioning tools	324.28	26.00%	282.61	26.84%	298.43	28.91%	274.22	27.23%
Total	**1,247.23**	**100.00%**	**1,052.95**	**100.00%**	**1,032.15**	**100.00%**	**1,007.05**	**100.00%**

Pursuant to the certificate dated, June 21, 2025 from our Statutory Auditor M/s V S S B & Associates, Chartered Accountants vide UDIN: 25109944BMGPNE1413.

Our Company derives majority of its revenues from the customized tools while standardized tools forms distant third in terms of percentage in overall revenues. Given our specialization in making customized tools to meet our client's requirements, our company is preference of choice for our customers. Also, customized tools come with very high realization per tool compared to standardized tools and re-conditioning tools. Hence it augurs well for our profitability.

REVENUE CONTRIBUTION FROM TOP 1, 5 AND 10 CUSTOMERS

The table below sets forth the share of our top 1, 5 and top 10 customers in the total revenue for stub period up to February 28, 2025, Financial Year 2024, Financial Year 2023 and Financial Year 2022:

(₹ in Lakhs except for percentage)

	FY 2021-22		FY 2022-23		FY 2023-24		For the period ended February 28, 2025	
	Sale Amount	% Share of Total Sales	Sale Amount	% Share of Total Sales	Sale Amount	% Share of Total Sales	Sale Amount	% Share of Total Sales
Top 1 customer	80.71	8.01	77.22	7.48%	116.02	11.02%	191.75	15.37%

Top 5 customers	264.82	26.29%	307.08	29.75%	358.34	34.04%	549.44	44.06%
Top 10 Customers	392.81	39.01%	445.77	43.19%	510.74	48.51%	698.02	55.97%

CONTRIBUTION FROM TOP 1, 5 AND 10 SUPPLIERS

The table below sets forth the share of our top 1, 5 and 10 suppliers in the total purchases for stub period up to February 28, 2025, Financial Year 2024, 2023 and 2022:

(₹ in Lakhs, except for percentages)

Particulars	FY 2021-22		FY 2022-23		FY 2023-24		For the period ended February 28, 2025	
	Purchase Amount	% Share of Total Purchase	Purchase Amount	% Share of Total Purchase	Purchase Amount	% Share of Total Purchase	Purchase Amount	% Share of Total Purchase
Top 1 supplier	225.83	74.85%	116.41	44.85%	92.30	50.69%	117.54	33.07%
Top 5 Suppliers	264.00	87.50%	218.59	84.23%	167.71	92.11%	304.27	85.61%
Top 10 Suppliers	281.52	93.31%	245.79	94.71%	176.12	96.73%	336.61	94.71%

CONTRIBUTION FROM TOP 1, 5 AND 10 SUPPLIERS OF RAW MATERIAL (SOLID CARBIDE)

The table below sets forth the share of our top 1, 5 and 10 suppliers in the total raw material (Solid Carbide) purchases for stub period up to February 28, 2025, Financial Year 2024, 2023 and 2022:

(₹ in Lakhs, except for percentages)

articulars	FY 2021-22		FY 2022-23		FY 2023-24		For the period ended February 28, 2025	
	Purchase Amount	% Share of Total Purchase	Purchase Amount	% Share of Total Purchase	Purchase Amount	% Share of Total Purchase	Purchase Amount	% Share of Total Purchase
Top 1 supplier	225.83	85.60%	116.41	59.29%	92.30	56.02%	117.54	38.03%
Top 5 Suppliers	260.24	98.64%	195.79	99.72%	164.41	99.78%	304.27	98.43%
Top 10 Suppliers	263.82	100.00 %	-*	-	-*	-	309.06	99.99%

Pursuant to the certificate dated, June 02, 2025 from our Statutory Auditor M/s V S S B & Associates, Chartered Accountants.

* In FY 2022-23 & FY 2023-24, we have identified only 6 suppliers of Solid Carbide Raw Material

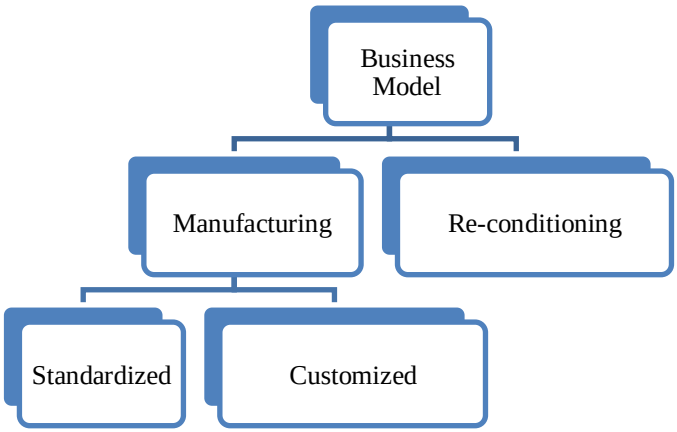
OUR BUSINESS MODEL

We have two verticals:

1. Manufacturing of solid carbide (Standardized and Customized) tools. And,
2. Reconditioning of used tools as depicted below.

Standardized sets of tools come with less challenges as the design and specification is already available in the database and are more or less monotonous in nature. It usually takes 8-10 days to make such tools.

Customized tools come with their own set of challenges and are more complex in nature. Their drawings and designs needs to be first prepared by us and confirmed by the client before proceeding ahead with manufacturing. Hence it takes more time to make such tools when compared to manufacturing standardized tools. It usually takes 1-3 week to make these tools and varies as per the complexity of the tools.
Re-conditioning: We re-condition used tools to bring it back to usable life. We provide regrinding, re-sharpening and re-coating services of the used tools irrespective of the brand and manufacturer of the tool. These processes improve the performance of the tool and also improves the life of these tools. This is a cost saving method. For re-coating services, we send the tools to "Oerlikon Balzer Coating India Pvt Ltd" or "Nissin Advanced coating Indo Co. Private limited" as company does not own any re-coating facilities due to its high initial capital cost and also due to technology barrier.



We have a marketing team of three persons who regularly keep in touch with our clients for their requirements. We have a database of our existing clients with whom we regularly meet and interact and have them on our site for visit. We visit trade exhibitions, local seminars to reach new customers and penetrate our offerings. We update ourselves with new market trends, try to know any new facility set up nearby and pitch our offerings. Our Company caters to both private companies as well as Government orders by bidding in tenders, though the revenue from Government tenders is miniscule in the overall revenue base.

In 2013, our Company initially started with the trading of cutting tools at Vavadi, an industrial belt in Rajkot. Seeing the scope in tools manufacturing business, our Company ventured into the business of cutting tools as well. Also it served as a natural extension to get into manufacturing as we possess technical and domain knowledge. In 2019, our Company shifted its manufacturing unit from Vavadi to its present location at Pipaliya due to expansion of business and dearth of space at Vavadi unit. However, our Company stopped its trading business subsequently due to the quality issues of other manufacturers and its possible bad impact on our own manufacturing unit and on our brand value. Hence, to preserve our image and brand our Company currently pursues only tool manufacturing under the brand name and looks to augment the scale of the operation in terms of capacity and also geographically. To pursue growth organically and inorganically, our Company attends various marketing seminars and exhibitions to showcase its products. Our Company participated in EMO event in Hannover, Germany in 2019 and local exhibitions and seminar events like IMTEX (International Machine Tool and Manufacturing Technology) Bengaluru and IMEX (International Machine Tools Expo). Also, we participate in various trade fairs locally to penetrate our product further. Our Company is actively looking to participate in IMEX and EMO exhibitions in the year 2025.

Our Company's promoter Mr. Kamalbhai Laljibhai Ghonia attended EMO event in Hannover, Germany in 2019

Promoters of our Company are Mr. Vipulbhai Laljibhai Ghonia and Mr. Kamalbhai Laljibhai Ghonia. Together, they have collective experience of more than 12 years and 10 years respectively in the business of our Company. They have in-depth knowledge of the cutting tool industry and give strategic guidance to our Company for future growth. Their continuous focus on innovation, quality and customer satisfaction has helped our Company to maintain its competitive edge in the market. Mr. Vipulbhai Laljibhai Ghonia looks after Purchase, Finance and Accounts part of the business, while Mr. Kamalbhai Laljibhai Ghonia looks after Sales and execution and technical aspect of the business.

COLLABORATIONS/TIE UPS/ JOINT VENTURES

Our Company currently operates independently under the brand name tixna, without any active collaborations, tie-ups, or joint ventures with any other organizations. Though we do not have any active collaborations or partnerships presently, we may look or evaluate into any partnership or collaboration with any technology partner in the future if it fits strategically with our interest and gives us legroom for further growth.

Due to entrant of new players and considering the scope of growth in India and world-wide, consolidation may happen in the future. We have formidable brand name in the market. Hence, we may lever our brand proposition with any new player looking to set up a base and looking to deploy capital. We may form a joint venture to grow organically or may also look for capacity expansion and to venture into new geographies through acquisition, if it fits our strategy and our scope for growth.

OUR RAW MATERIALS PROCUREMENT PROCESS

The primary raw material for manufacturing solid carbide-based tools is carbide, chosen for its exceptional hardness. As one of the hardest materials available, second only to diamond, carbide is ideal for applications requiring high resistance to abrasion and wear. It is abundantly and readily available in regions such as China, Korea, Taiwan, Europe, and Germany.Though the raw materials need to be imported in India, there has never been any dearth or shortage of Carbide. We source our raw materials only from an authorized dealers located in India who are known for its quality and consistent availability. Purchases are made through a formal purchase order to their dealers. Our Company provides the purchase order to the supplier, who then fulfills the order as per requirements.

Availability of Carbide is adequate and easily available in the market when needed. There have been minimal or negligible price fluctuations up to 3-5% only.

Depiction of raw material procurement process

Responsibility for supplying the raw material lies on the supplier itself. They arrange for the transportation and supply the required material as per our Company's requirement.

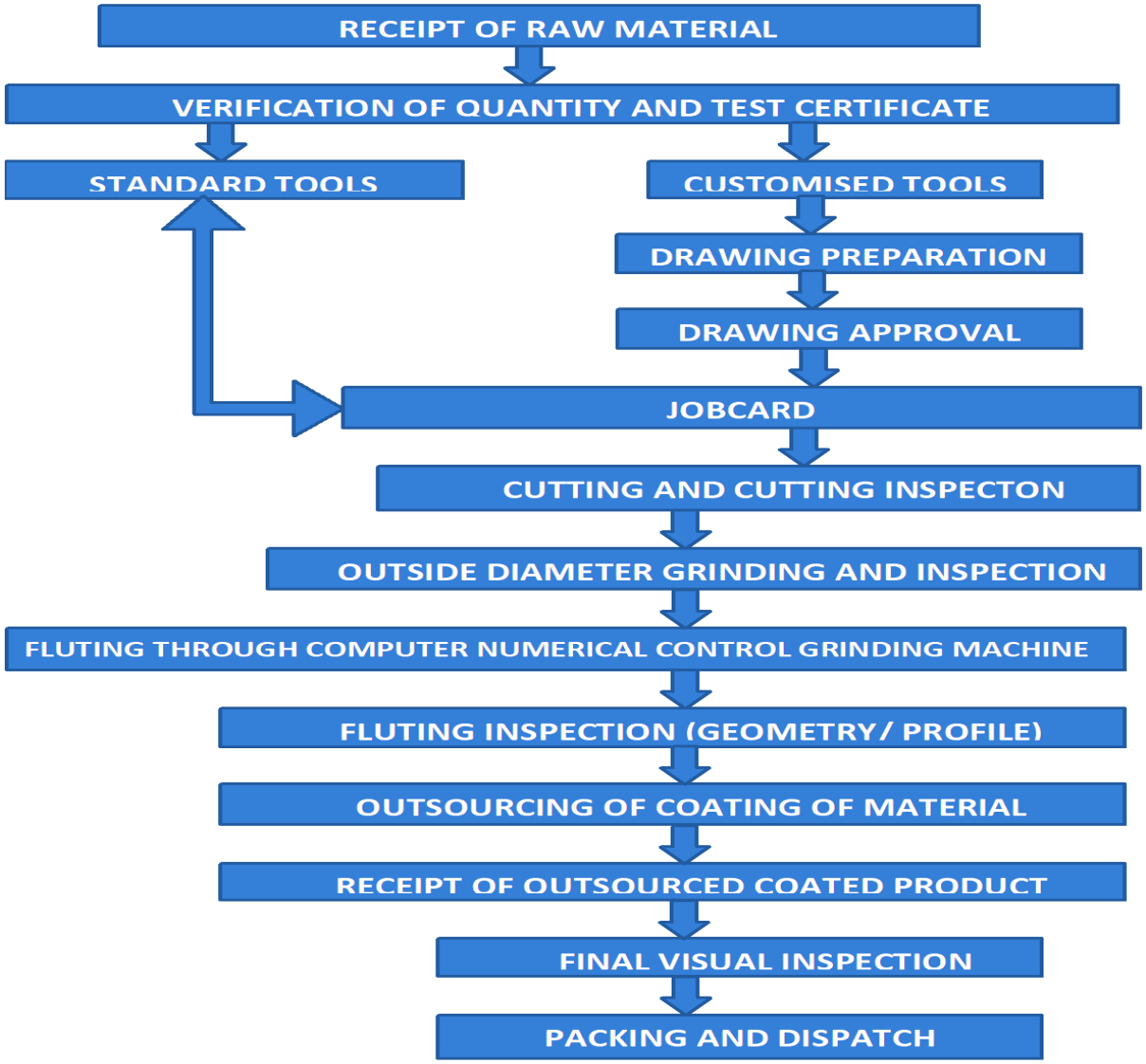
After receiving the raw material, we begin by verifying both the quantity and the accompanying test certificates to ensure they meet the required specifications. Once verified, the material is then cut according to the necessary dimensions. Following the cutting process, a thorough inspection is conducted on the material to check for any defects or inconsistencies. If the material passes the inspection, then only it goes to production unit for further processing.

Advantage of Solid Carbide based cutting tools:

Solid carbide based cutting tools is a new edge technology. Carbide based cutting tools are more prevalent among the modern manufacturing and engineering industry. Carbide in the tools imparts better physical properties to cutting tools like withstanding higher operating temperatures while preserving the cutting ability of the tool at the same time. This makes the tools more capable of doing the tasks assigned to them.

Also, carbide is much harder, so it imparts long life to the tools and faster cutting as compared to HSS (High Speed Steel) cutters. Though bit expensive as compared to HSS, in the long run it is more economical as life is more. Due to such high tenacity of Carbide in withstanding operating heat and due to its toughness (only next to Diamond), Carbide based tools last longer which in turn reduces the operating cost due to less machine downtime, less tool changes and less tool purchases.

OUR COMPLETE MANUFACTURING PROCESS



1. **Receipt of Raw Material**:

   Raw materials, such as steel or other metals used for tool production, are delivered to the facility. This step involves checking and documenting the receipt of raw materials to ensure all ordered materials have been delivered.

2. **Verification of Quantity and Test Certificate**:

   The received raw materials are verified for quantity, and accompanying test certificates (e.g., confirming chemical composition, physical properties) are checked for compliance with specified requirements.

3. **Preparation of Drawing:**

   Once the requirement is received from the client with complete technical details and their specification, our team prepares drawing on NX12 Siemens make software package. This is a 2D drawing and is sent to client for their vetting and approval.

4. **Approval of Drawing:**

Clients review the drawing sent by our Company. They inspect the drawing and if required, modifications are done. Once the design is confirmed by the client, the production process is initiated. This eliminates the risk of re-work in case of drawings not approved by the client.

5. **Cutting and Cutting Inspection**:

   The raw material is cut to the required size and shape, preparing it for further processing. This step includes an inspection of the cut pieces to ensure accuracy in dimensions and quality standards, avoiding issues in subsequent stages.

6. **Outside Diameter Grinding and Inspection**:

   The exterior of the material is ground to achieve the precise outer diameter, ensuring a consistent and smooth finish. An inspection follows to check that the diameter meets exact specifications, minimizing defects and variations.

7. **Fluting through Computer Numerical Control (CNC) Grinding Machine**:

   Using CNC grinding machines, flutes (grooves or channels that give tools their cutting edge) are created on the tool surface. CNC machines allow for high precision, complex designs, and consistent production.

8. **Fluting Inspection (Geometry/Profile)**:

   The fluted geometry and profile are inspected to ensure accuracy and adherence to design specifications. This inspection involves checking critical dimensions, angles, and symmetry to guarantee proper tool performance during use.

9. **Outsourcing of Coating of Material**:

   The semi-finished tools are sent out to an external vendor or facility for coating. Coating can enhance tool durability, reduce friction, increase resistance to wear, and improve cutting efficiency, depending on the type of coating applied.

10. **Receipt of Outsourced Coated Product**:

    The coated products are returned to the company. At this stage, they are inspected for coating quality (e.g., evenness, thickness, adherence) to confirm that the process was completed as required.

11. **Final Visual Inspection**:

    The finished tools undergo a thorough visual inspection to identify any defects, inconsistencies, or imperfections. This step ensures that all tools meet the company's quality and aesthetic standards before being packaged.

12. **Packing and Dispatch:**

    The approved tools are securely packed to prevent damage during transport. The packaged products are labeled and prepared for shipment to customers, completing the production process.

This detailed process ensures consistent quality, precision and performance of manufactured tools, making them suitable for their intended industrial applications.

SWOT ANALYSIS

STRENGTHS	WEAKNESS
1. Diverse Product Portfolio catering to various industry needs. 2. Established and reliable networking channels. 3. Quick Response due to strategic location. 4. Repertoire of Design and technical specification of the tools. 5. Experienced Team of Designing. 6. Ability to manufacture customized complex tools to meet specific customer requirements. 7. Advanced CNC manufacturing machines and Zoller make Quality inspection machines. 8. Enough factory space to augment production capacity by 4-5 times. 9. No client concentration.	1. Existing capacity utilization at 90% plus. 2. Requirement of high working capital. 3. Absence of Global Presence. 4. Absence of Distributors or Channel Partners 5. High initial cost of machineries.
OPPORTUNITIES	**THREATS**
1. Technological Advancements by way of Adoption of Computer Numerical Control manufacturing method. 2. Scalability: Government of India's thrust on programs like "Make In India", "PLI (Production Linked Incentive), etc and globally a "China Plus One Strategy" can result in increase in manufacturing activity. 3. Can tap clients due to presence near several industrial belts. 4. Inorganic growth by way of collaboration or tie-ups for new technology, new geography, etc 5. Enter into new geographies. 6. Exports opportunities.	1. Unorganized market selling finished Chinese products at less price. 2. Economic Fluctuations- Slowdowns in construction industry could reduce demand for tools. 3. Rising Raw Material Costs due to Price volatility. 4. Government Policy on Import of carbide. 5. Force-majeure events like Covid can affect the business. 6. Downgrading of Indian economy can affect the business and the cost of funds. 7. Intense competition from new entrants and existing established Indian and Foreign players. 8. Low entry barrier.

OUR COMPETITIVE STRENGTH

Efficiency through Machine-Based Manufacturing Tools

Efficiency is at the core of our operations, driven by our advanced machine-based manufacturing tools. By leveraging cutting-edge technology, we optimize production processes, ensuring precision and consistency in every tool we manufacture. Our machine-oriented approach not only reduces human error but also enhances productivity, enabling us to meet growing market demands swiftly and cost-effectively. This efficiency allows our company to deliver high-quality, customized tools while maintaining competitive pricing.

Tailored Solutions to customers by Offering Customized Tools

We understand that each customer has unique requirements, which is why we specialize in offering customized tools to provide tailored solutions. Our ability to design and manufacture tools specific to individual needs ensures that our clients receive products that perfectly match their operational demands. Whether it's specialized dimensions, materials, or functionalities, our customization capabilities enable us to serve a wide range of industries with precision

Wide and diverse range of product offerings

We pride ourselves on our wide and diverse range of product offerings designed to meet the varying needs of our customers across multiple industries. From precision cutting tools to heavy-duty machinery accessories, our extensive portfolio ensures that clients can find the right tools for any application. Our commitment to quality and innovation drives us to continually expand and enhance our product range, incorporating the latest technological advancements. This diversity not only allows us to cater to specific customer requirements but also positions us as a one-stop solution for all tool manufacturing needs, fostering long-term partnerships and customer loyalty.

Experienced management and technical expertise of employees

Our Promoters have extensive knowledge in manufacturing of cutting tools. Together, our promoters Mr. Kamalbhai Laljibhai Ghonia and Mr. Vipulbhai Laljibhai Ghonia brings over 2 decades of experience and have been very pivotal in making and building the brand " " and penetrating this brand. Their deep knowledge and technical know-how is of paramount importance for our company, and for manufacturing processes ensures that the company maintains high standards of operational efficiency and product quality.

Tools we manufacture are complex in nature and some tools have varied projections, fruits, curvatures and dimensions and has to be designed and produced in accordance to the requirements submitted by our clients. Designing and thus producing such tools as per the requirement submitted by our client requires a lot of technical expertise and knowledge of the process, tools end use (type of tools), industry, designing knowledge, expertise in software packages, etc. We have these technically expert people and we train them or have small sessions periodically to keep them abreast of the advancements and re-skilling.

Strategic Location

Our manufacturing facility is located at Pipaliya on the Rajkot-Gondal highway. This area is replete with number of factories in SME and MSME category in various domains like Engineering, Automobiles, Agriculture, Auto Ancillaries, Die-moulding, etc. We have Shapar and Vavadi industrial belt in very close vicinity where various manufacturing plants in various domains require metal cutting. Our high-quality solid carbide cutting tool finds great usage and application and has great scope to cater to other nearby industrial belts as well.

Also being on the highway, we have unhindered access to usage and can transport our products in short time.

Quality Assurance

We ensure each of our tools meets the quality requirements as desired by our clients. Hence to ensure such quality and our standing in the market, we have 2 Zoller make machines to inspect for the quality of each of the tools produced. One is Zoller Genius- 3s machine which does 5-axis checks while the other is Zoller Smart Check 450 machine which does 3-axis check. The more complex tools in terms of geometrics, cuts, fruits, etc undergoes quality check in 5-axis machine while lesser complex tools undergo quality check in 3-axis machine. These machines give report in terms of the technical specification of the tool and forms a major basis for our quality offering.

Good relationship with clients

We enjoy very good relationship with almost all of our clients. Due to our expertise and trust on quality offerings, we enjoy close rapport with our clients. We serve our clients not only by giving our services in

manufacturing and re-conditioning, but we also provide them with guidance and knowledge of any specific tools which can reduce their production time and increase their efficiency.

Due to our strong technical knowledge and confidence of our clients in our capability in producing tools in desired time, we provide customized tools and often the clients are repetitive.

Good relationship with our raw material suppliers and other vendors

We enjoy very good relationship with all our vendors and suppliers till date. Due to this close relationship, we are able to procure raw materials on time and also at very competitive rates. There has never been any shortage of raw materials ever due to this.

OUR BUSINESS STRATEGY

Expand our scope by adding more products

Our Company believes that expanding and launching a new product range will enable us to utilize our capacities, manpower, and other resources better. The marketing of the new products will be aided by our existing customer base, longstanding trade relations, and overall goodwill in our industry. Key focus shall be on high end complex and high margin customized tools. These tools though complex in nature comes with high margin when compared to standardized tools and company has built huge expertise over the years in such products.

Broaden and deepen presence in existing product portfolio

We aim to broaden and deepen our presence in our existing product portfolio. This involves enhancing our market penetration and reach for the products we currently offer. By leveraging our strengths and understanding market dynamics, we seek to capture a larger share of the market while also strengthening our relationships with existing customers. Additionally, we will explore opportunities to expand our product offerings within our current portfolio, identifying areas for innovation and differentiation to meet evolving customer needs.

Develop distributors network

We aim to start with distributorship for our products. We shall identify areas with industrial belts or specific places like MIDC, GIDC, etc to have a dealership there. This shall penetrate our brand further into new geographies and also improve the visibility. Also we can expect additional orders for standardized tools from these point of sales. This shall ensure our additional capacity working at optimum utilization levels and also beef our order books giving visibility of revenues.

Start with new Re-conditioning facility

Tools usually used in the metal cutting are expensive in nature. Small wear and tear of the tool can render it in-operational or can reduce its efficiency drastically. With re-conditioning process, tool can be reinstated with its initial performance levels albeit at lower costs of replacing the tool. This industry has grown in leaps and bounds and forms a formidable vertical for our company as well. We look to pilot 2-3 re-conditioning facilities in the industrial areas of adjacent state of Madhya Pradesh and Maharashtra. Having such facility gives us to capture new geography and new clients and our company can even tap these clients for any specific requirements. Having opened such facility at the adjacent state first can be beneficial in case of any manpower shortage, re-skilling, replenishing, etc

Develop our export division

Our strategy entails leveraging our manufacturing expertise, regulatory compliance, and quality assurance standards to penetrate new markets and expand our footprint globally.

Increase by targeting unexplored markets within India

As part of our growth strategy, we intend to target unexplored markets as well as enhance our presence in existing geographies. Our growth strategy will vary from region to region in the country. The customization of products to meet the specific needs of the customers will add to the growth of our company.

Leveraging our marketing skills and relationships.

This is a continuous process in our organization and the skills we impart in our people give importance to clients. We aim to do this by leveraging our marketing skills & relationships and further enhancing customer satisfaction.

OUR NEAREST COMPETITORS

Domestically, we believe that there are no listed companies in India which are engaged in the same business with an equivalent product mix as our Company. However, we face a lot of competition from Indian manufacturers which include Established Tool Manufacturers, and SMEs. The major factors which affect competition in our business are product quality, pricing and client servicing.

Internationally, competition comes from low-cost products, which are manufactured in China by global tools giants and quality products, which are manufactured in Germany, Italy, Japan etc.

We have competitors in the form of local players and Multi-National companies as well. Few of them are listed as below:

Local Players:

- Accusharp Cutting Tools, MIDC Chinchwad-Pune
- SST Cutting Tools, Bengaluru
- VP Tools India Pvt Ltd, MIDC Halsavade- Maharashtra
- Arrow Tools Pvt Ltd, Aurangabad-Maharashtra

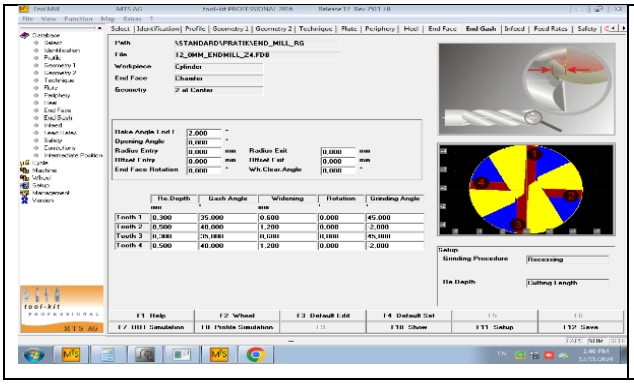
MNC Players:

- Kennametal India Ltd, Bengaluru
- Guhring India Pvt. Ltd, Bengaluru
- ISCAR India Pvt Ltd, Vashi-Maharashtra
- YG Cutting Tools Corporation Pvt Ltd, Nagandenahalli-Karnataka

Our locations:

Purpose	Address
Registered office & Manufacturing Unit	Survey no.63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360311, Gujarat, India.

Our Manufacturing Facilities: We have our manufacturing facility located at Survey no.63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360311, Gujarat, India in a total area of 1,603.27 Sq. Mtr having total construction area of 1,945.86 Sq. Mtr with three floors.



We have latest software applications to design the geometry and profile of the tools. Which includes following steps:

- Concept and Design Requirements
- CAD Modeling
- CAM Programming
- CNC Tool Grinding

We have the latest CNC / VMC machines- Purpose: CNC/VMC machines are used to achieve high precision, automation, and consistency in machining processes. They enhance productivity, reduce manual errors, and ensure uniform quality in mass production. Applications: These machines are widely used in manufacturing carbide inserts, cutting tools, molds, dies, tool holders, and precision components.	
	Quality Check and Inspection Process with brief about Profile Projector, CNC Measuring facility, smart check machines etc. Zoller Genius and Zoller Smart check Tool Inspection Machine Purpose: Used for non-contact measurement and inspection of cutting tools to ensure precise geometries, tolerances, and high-quality standards. Applications: Ideal for tool manufacturers who need precision verification for high-performance tools. Widely used in industries demanding high standards in tool quality, such as automotive, aerospace, and medical device manufacturing. The Zoller Genius machine is a powerful tool for ensuring that cutting tools meet precise standards, contributing to improved production quality, reduced waste, and enhanced productivity in tool manufacturing.
We are maintaining the inventory of our standard tools as well as customised tools in a very systematic way so that we are in a position to dispatch the material to our customers well in time.	

LIST OF MACHINERIES AT OUR MANUFACTURING PLANT

Sr. No.	Description (including make and model etc.)	Whether it is second hand, if yes mention age of machine prior to purchase	Quantity	Year of purchase	Name of vendor/Seller

1	Bench Top Inspection System & Clamping	New	1	21-09-2013	Mahek Enterprise
2	CNC Grinding Machine	New	1	07-12-2013	Tool Grinding Technology INC
3	Stabiliser	New	1	31-12-2013	Confidence Corporation
4	Carbide cutting machine	New	1	02-01-2014	Sanjay Mechanicals
5	CNC	New	1	01-10-2015	Shree Umiya Engineer
6	Compressor	New	1	09-10-2015	Shree Krishna Freeze
7	Laser Marking Machine	New	1	31-10-2015	Agile Machineries Pvt. Ltd.
8	U 127/300 Cylindrical Grinding Machine	New	1	15-12-2015	Sharda Mechanic Works Pvt. Ltd.
9	Tea Machine	New	1	22-12-2015	Prime International
10	Measuring Instruments	New	2	27-12-2015	Fork Measuring Company
11	Dust Collector	New	1	19-01-2016	Innovative cleaning Systems Pvt. Ltd.
12	Zoller Tool Presetter-450/D400 PILOT 3.0	New	1	22-01-2016	Zollar Singapore PTE Ltd.
13	CNC Grinding Machine	New	1	18-03-2016	Tool Grinding Technology INC
14	AIR Compressor	New	1	03-09-2016	Suvidha Enterprise
15	Ball Screw	New	1	17-09-2016	CNC Servicing and Solution Pvt. Ltd.
16	Tool Room Air conditioner	New	1	01-04-2017	Shree Maruti Enterprise
17	Press	Old	2	29-06-2017	Vandit Industries
18	Centreless Grinding Machine	New	1	31-10-2017	Bhagwan Sons
19	MIST Collector	New	1	29-01-2018	Superior Electric
20	Air Dryer	New	1	19-02-2018	Jay Engineering
21	CNC Machine	New	1	01-03-2018	JV Exports
22	OIL Chiller	New	1	09-03-2018	Shree Maruti Enterprise
23	Work head Stock Spindel	New	1	14-04-2018	Sharda Mechanic Works Pvt. Ltd.
24	Stabiliser	New	1	08-05-2018	Atandra Energy Pvt. Ltd
25	CNC Machine	New	1	22-05-2018	J V Exports
26	VMC	New	2	30-05-2018	Shree Umiya Engineers
27	Tool and Cutter Grinder	New	1	09-08-2018	Akshar Machine Tools
28	V Block	New	1	23-10-2018	V3 Technologies
29	Encoder	New	1	26-03-2019	Tool Grinding Technology INC
30	Zoller Tool Presetter-Genius 3.0	New	1	19-12-2019	Zollar Singapore PTE Ltd.
31	CNC Grinding Machine	New	1	15-06-2020	Radadiya Enterprise
32	VMC 850	New	1	08-02-2021	Jyoti CNC Automation Ltd.
33	2 Axis SPM Cutting Machine	New	1	15-05-2021	Satyam Automation
34	Mechanical Fixture	New	1	26-07-2021	Unitech Workholding Systems Pvt. Ltd.
35	RDX 20 VMC	New	1	25-03-2022	Jyoti CNC Automation Ltd.

36	U 127/300 Cylindrical Grinding Machine	New	1	01-04-2022	Sharda Mechanic Works Pvt. Ltd.
37	Coolant Chiller	New	1	20-06-2022	DAI CHI Cooling Solutions Pvt. Ltd.
38	CNC 5 Axes Tools & cutter Grinding machine	Old	1	24-04-2023	Shine Industries
39	CNC Universal Tool & cutter Grinding machine	Old	1	20-04-2023	Shine Engineering
40	Ri 5070 6 Axis Grinding Machine	New	1	09-05-2024	Radadiya Industries

UTILITIES AND INFRASTRUCTURE FACILITIES

Power

Our Company located in power surplus state with minimal fluctuations and blackouts for the manufacturing facility's lighting, equipment, etc. Our Company has enough electricity supply to support both current operations and future growth. The Company has connection from Paschim Gujarat Vij Company Limited with capacity of 100 KVA.

Solar Plant

Our Company has installed 50KW Grid Roof Top Solar System at our manufacturing facility. This plant is purely for our captive consumption.

Water

Water is a critical utility for our plant. We require water for human consumption and basic necessity in our facility. The company has its internal borewell at Factory.

Firefighting Equipment

Ensures fire safety across production, storage and administrative areas. Firefighting cylinders are kept at strategic location to cover maximum production facility.

Road

Our manufacturing facility has good frontage. We are well connected to various parts of Gujarat state and other parts of India as our manufacturing facility is located on Rajkot Gondal National Highway No. 27. Because of such strategic location, we can serve our customers with less lead time.

Residential Quarters

We focus on the overall well-being of our employees and have established separate quarters adjacent to our manufacturing facility. These quarters are divided into two sections: one for bachelors and the other for employees with families. This arrangement allows employees to reside with their families in a comfortable, homely environment while being readily available to address work-related urgencies.

LIST OF OTHER CONSUMABLE ITEMS USED IN THE PRODUCTION

1. Blaso Grind HC5 oil: It is used in the grinding process as a lubricant and for cooling the process. Grinding of tools happens at very high speed and very high temperature. These oils act as a coolant and lubrication.
2. Packaging materials: These are used to store tools properly, preventing breakage or damage to the produced tools. They typically consist of plastic boxes
3. Diamond cutting tools: These are diamond-coated cutters used to shape and design tools during the grinding process.

MARKETING, SALES AND DISTRIBUTION NETWORK

Every business needs a dedicated marketing and sales plan and our Company is no exception. Our experienced team plays a crucial role in generating new sales orders and expanding our business year after year. This growth is attributed to their strong rapport with customers and the timely, high-quality delivery of our products.

Marketing is an important function of our organisation. Annually our Company prepare and implement a comprehensive sales and marketing plan. Our sales and marketing teams along with our management attended couple of trade fairs, exhibitions to promote our products and understand our customer's needs.

We avail both direct and indirect channels of sales for selling & marketing our products. We maintain a data base consisting of our existing customers and undertake direct sales efforts centrally from our head office.

Future Marketing Strategy: In future we intend to focus on following marketing strategies:

- Increasing our Geographical reach by entering new countries
- Appointment of Dealers & Agents in developing markets
- Increasing our participation in local trade fairs, exhibitions and by participating in international fairs
- Increasing in spending on advertisement, promotion etc.

HUMAN RESOURCES

Human resources are the backbone of any industry. We believe that our employees are the key to the success of our business. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill sets, interests, and backgrounds that would be an asset to our business.

Since our domain of the work is highly skewed towards engineering side, we need to have and retain best of the talents having proper knowledge of tools, designing concept and working knowledge of software package. Hence we have regular periodic sessions on re-skilling or to update the skill sets to keep our employees abreast of new advancements. As on the date of this Draft Prospectus, we have 33 employees on payroll (excluding our promoters Mr. Vipulbhai Laljibhai Ghonia and Kamalbhai Laljibhai Ghonia) and we also engage contractual labour as per our operational requirements resulting in fluctuation in the number of contract labour.

We seek to maintain a culture of innovation by empowering our employees at all levels of our organization. Our success depends upon our ability to attract, develop, motivate, and retain highly skilled and multi-dimensional team members.

We provide Employee Provident fund facility to all of our eligible employees. Apart from this, we provide daily to & fro facility from Rajkot or nearby areas to our employees who do not reside in the employee quarters. Also, we keep medical kits and have safety gears for our employees. Also all our eligible employees are covered under group medical insurance.

The employees on our payroll are divided into several categories. The category-wise bifurcation is provided below:

Sr. No.	Category of Employees	Department	No. of Employees
1.	Production	Production	16
2.	Quality control and quality assurance	Quality	2
3.	Finance/Accounts	Accounts and Finance	4
3.	Purchase department	Purchase	1
4.	Field Sales	Sales	3
5.	Sales and marketing	Marketing	3
6.	Secretarial	Compliance	1
7.	Administration/Managerial & HR	Admin	3
TOTAL			**33**

Our promoters Mr Vipulbhai Laljibhai Ghonia and Mr. Kamalbhai Laljibhai Ghonia together looks after overall functioning of the company. Mr Vipulbhai Laljibhai Ghonia looks after complete finance and Marketing part while Mr. Kamalbhai Laljibhai Ghonia looks after technical and production aspect of the business.

Further, we have not experienced any strikes, work stoppages, labour disputes or actions by or with our employees, and we have cordial relations with our employees. For details in relation to the risk involved, see "***Risk Factor -We may be subject to unionization, strikes, work stoppages or increased labour costs, which could adversely affect our business and results of operations"*** beginning on page 32.

EXPORTS OBLIGATIONS

Our Company does not have any Export Obligations as such.

DETAILS OF INTELLECTUAL PROPERTY

Sr. No	Nature of Registration/ License	Registration/ License No.	Status	Applicable Laws	Issuing Authority
1.	Registration of Trademark under Class 7	2359094	Registered	Trade Marks Act, 1999	Registrar of Trademarks

Domain Name

Sr. No	Domain Name	Registry/ Domain ID	Registrant name, IANA ID	Creation Date	Registration Expiry Date
1	www.tixnatools.com	PDR Ltd. d/b/a ublicDomainRegistry.com	IANA ID, 303	26th June 2012	26th June 2026

INSURANCE POLICIES

Sr No.	Policy Type	Insurance Company Name	Policy Number	Items insured	Premium (Amount in Rs.)	Sum Insured (Amount in Lacs)	Expiry Date
Burglary and Fire Insurance Policy							
1.	Burglary, Fire, Money in Safe & Transit and Glasses in Premises Insurance Policy	Tata AIG General Insurance Company Limited	5180112748	Survey no 63/2, Plot No. 2, on Rajkot Gondal Highway at Pipaliya, Tal Gondal-360 311, Dist. Rajkot, Gujarat	80,725/-	3699.40	November 09, 2025
Employees Compensation Insurance Policy							
2.	Employees Compensation Insurance Policy	Tata AIG General Insurance Company Limited	2250029128		27,226/-	7500.00	March 29, 2026

DETAILS OF IMMOVABLE PROPERTIES

Sr. No.	Date	Seller	License/ Leased/ Owned/ Franchisee	Location of the Property	Purpose
1.	March 20, 2018	Rasikbhai Keshubhai Bodar, Kalpeshbhai Vallabhbhai Tanti, Komalben Vasantbhai Ramani, Jayendrabhai Muljibhai Akbari and Chimanbhai Nanjibhai Hapani	Company Owned	Survey no.63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360 311, Gujarat, India.	Manufacturing facility and registered office

Note – Seller of the property are not related to promoter or any member of promoter group.

AWARDS AND CERTIFICATIONS

Our Company has recently received an award for its outstanding contribution in “Quality and Excellence”

INDIA 500 SME Award for Outstanding contribution in quality and excellence, in realm of customer satisfaction, impact on society through service & management to boost up all. The award was given by INDIA 5000 (Organised and initiated by Benchmark Trust and TQV Private Limited)

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.

Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business of providing precision forging solutions. Taxation statutes such as the Income Tax Act, Central Goods and Services Tax, State Goods and Services Tax, applicable Labour laws, Contractual laws, and Intellectual Property laws, as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and is neither designed nor intended to be a substitute for professional legal advice.

The following description is a summary of the relevant laws, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been set out in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice.

*The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled **"Government and Other Approvals"** beginning on page 238 of this Draft Prospectus.*

Set forth below are certain significant legislations and regulations which generally govern the business and operations of Our Company:

A. INDUSTRY SPECIFIC LAWS

New Gujarat Industrial Policy 2020 ("the Policy")

The Policy encourages adoption of new and innovative technologies by providing financial support to each cluster for innovative technology, setting up R&D Institutions, setting up new laboratories, financial support through partial reimbursement of cost for filing domestic patents and international patents. The Government of Gujarat stresses on "Zero Defect" to produce globally-competitive, locally manufactured goods and will make market credit available to MSMEs. One of the expansive marketing practices around the globe is participation in international and domestic trade fairs to show ones products or wares. Quality improvement is strongly envisaged in the new industrial policy. The assistance will be granted by national (approved by quality council of India) and international certification. The policy also intends to encourage use of enterprise resources planning system ("ERP") for MSMEs. Government of Gujarat also provides assistance for raising capital through SME exchange on one time basis The main aim of this Act is to facilitate doing business for the MSME sector in the state of Gujarat, an MSME in Gujarat can now start operating upon receipt of an acknowledge certificate from the state nodal agency by submitting the 'Declaration of Intent'. MSME sector is now exempted from taking various approvals for the first three years. This initiative will smoothen the process of setting up of MSME and this in turn will support employment generation within the state.

The Indian Boilers Act, 1923 (the "Boilers Act") and the Indian Boiler Regulations, 1950 (the "Boilers Regulations")

The Boilers Act provides for, *inter alia*, the safety of life and property of persons from the danger of explosions of steam boilers and regulates the possession of steam boilers. It sets out the requirements for achieving uniformity in registration and inspection during operation and maintenance of boilers in India and provides for various penalties maximum of which is penalty of imprisonment which may extend to two years or with fine which may extend to one lakh rupees, or with both. The Boiler Regulations have been

framed under the Boilers Act. The Boiler Regulations, *inter alia*, deal with the materials, procedure and inspection techniques to be adopted for the manufacture of boilers and boiler mountings and fittings, and the safety of persons inside boilers.

Industries (Development and Regulation) Act, 1951 (the "IDR Act")

The IDR Act has been liberalized under the New Industrial Policy dated 24 July 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 Industries and Commerce through the Department for Promotion of Industry and Internal Trade. The main objective of the IDR Act is 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 Legal Metrology Act, 2009 (the "Metrology Act")

The Metrology Act has replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weight & Measurement (Enforcement) Act, 1985. The Legal Metrology Act establishes and enforces standards for information to be shared on an e-commerce platform and the packaging of products. Such standards ensure that the buyer makes a fully informed decision while making the purchase and is therefore applicable to all e-commerce entities in respect of any goods, class of goods or undertakings regarding weight, measure or number. The key features of the Metrology Act include appointment of government-approved test centres for verification of weights and measures, allowing companies to authorize any of its directors to be responsible to ensure that no offence is committed by a company under the Metrology Act. Any non-compliance or violation of the provisions of the Legal Metrology Act may result in, among others, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

Micro, Small and Medium Enterprises Development Act, 2006 (the "MSMED Act")

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprises (**"MSME"**). A National Board shall be appointed and established by the Central Government for MSME with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, through the Ministry of Micro, Small and Medium Enterprises, has issued a notification dated 1 June 2020 revising definition and criterion and the same came into effect from 1 July 2020. The notification revised the definitions as 'Micro enterprise', where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; 'Small enterprise', where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; 'Medium enterprise', where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

B. TAX-SPECIFIC LAWS

Income-tax Act, 1961 ("IT Act")

The IT 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 types of income involved. As per the provisions of Income Tax Act, the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Income Tax Act. Filing of returns of income is compulsory for all assesses. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such company is also required to file its returns by 31 December of each assessment year.

Goods and Services Tax (the "GST")

The GST is applicable on the supply of goods or services as against the present concept of tax on the

manufacture and sale of goods or provision of services. It is a destination-based consumption tax. It is dual GST with the Central and State Governments simultaneously levying it on a common tax base. The GST to be levied by the Centre on intra-State supply of goods and / or services is called the Central Goods and Service Tax (**"CGST"**) as provided by the CGST Act, 2017 and that to be levied by the States is called the State Goods and Services Tax (**"SGST"**) as provided by the SGST Act, 2017. An Integrated GST (**"IGST"**) under the IGST Act, 2017 is to be levied and collected by the Centre on inter-State supply of goods and services. The CGST and SGST are to be levied at rates, to be jointly decided by the Centre and States.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen-digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

Professional Tax

The Professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax.

The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages are paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrollment from the assessing authority.

The Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made thereunder are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an Importer Exporter Code.

C. INTELLECTUAL PROPERTY LAWS

Intellectual Property in India enjoys protection under both common law and statute. Under the statutes, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957, trademark protection under the Trade Marks Act, 1999 and design protection under the Designs Act, 2000. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement. The Intellectual Property Rights includes but is not limited to the following enactments:

The Trade Marks Act, 1999 (the "Trademarks Act")

The Trademarks Act governs the statutory protection of trademarks and prohibits any registration of deceptively similar trademarks, among others. 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. Indian law permits the registration of trademarks for both goods and services. Applications for a trademark registration may be made for in one or more classes. Once granted, trademark registration is valid for ten years unless cancelled.

D. GENERAL LEGISLATIONS

The Companies Act, 2013 ("Companies Act")

The Companies Act, 2013 has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29 August 2013. At present almost all the provisions of this law have been made effective except a very few. The Ministry of Corporate Affairs has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as Companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors.

In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Competition Act, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (the CCI) as the authority mandated to implement the Competition Act. Combinations which are likely cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

The Sale of Goods Act, 1930 (the "Sales Act")

The Sales Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Registration Act, 1908 ("Registration Act")

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.

The Indian Contract Act, 1872 ("Contract Act")

The Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act also provides for circumstances under which contracts will be considered as

void or voidable. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid. Section 138 of the Act creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

Arbitration and Conciliation Act, 2015 (the "Arbitration Act")

The Arbitration Act was enacted to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The Act provides for the arbitral tribunal to gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction and thus minimizing the supervisory role of courts in the arbitral process. There are many provisions that also permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

E. FOREIGN REGULATIONS

The Foreign Trade (Development and Regulation) Act, 1992 (the "FTA")

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

Foreign Exchange Management Act, 1999 (the "FEMA")

When a business enterprise imports goods from other countries, exports its products to them or makes investments abroad, it deals in foreign exchange. The FEMA was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India in the administration of FEMA.

F. LABOUR RELATED LEGISLATIONS

In addition to the abovementioned material legislations which are applicable to our Company, other labour related legislations that may be applicable to the operations of our Company include the following:

- Child Labour (Prohibition and Regulation) Act, 1986;
- Payment of Wages Act, 1936;
- Payment of Bonus Act, 1965;
- Employees' State Insurance Act, 1948;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Equal Remuneration Act, 1976;
- Payment of Gratuity Act, 1972;
- Minimum Wages Act, 1948;
- Employee's Compensation Act, 1923;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013
- Apprentices Act, 1961;
- Industrial Disputes Act,1947 and the Industrial Disputes (Central) Rules, 1957;
- Employee's Compensation Act, 1923;
- The Maternity Benefit Act, 1961;
- The Interstate Migrant Workmen Act, 1979;
- Building and Other Construction Workers Regulation of Employment and Conditions of Service Act, 1996.
- The Trade Unions Act, 1926 and the Trade Union (Amendment) Act, 2001; and
- Industrial Employment (Standing Orders) Act, 1946;

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

(i) The ***Industrial Relations Code, 2020*** received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government. It consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes.

(ii) The ***Code on Wages, 2019*** received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the advisory board. Through its notification dated December 18, 2020, the Government of India brought into force sections 42(1), 42(2),42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the Government of India) and 8 of the Minimum Wages Act, 1986) of the Code on Wages, 2019.

(iii) The ***Occupational Safety, Health and Working Conditions Code, 2020*** received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. It replaces 13 old central labour laws.

(iv) The ***Code on Social Security, 2020*** received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing social security related legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The provision concerning application of Aadhaar has already been notified by the Central Government. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

G. ENVIRONMENTAL LAWS

The Environment Protection Act, 1986 (the "Environment Protection Act")

The Environment Act has been enacted with an objective of protection and improvement of the environment and for matters connected therewith. As per this Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. The draft Environment (Protection) Amendment Rules, 2020 provide for regulations on use of membrane-based water purification system which, if passed, shall be applicable to all filtration-based purification or wastewater treatment system, where polymer-based membrane is used and discarded at the end of its life.

National Environmental Policy, 2006 (the "NEP")

This NEP seeks to extend the coverage, and fill in gaps that still exist, considering present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of the National Environmental Policy:

1. Conservation of Critical Environmental Resources
2. Intra-generational Equity: Livelihood Security for the Poor
3. Inter-generational Equity
4. Integration of Environmental Concerns in Economic and Social Development
5. Efficiency in Environmental Resource Use
6. Environmental Governance
7. Enhancement of resources for Environmental Conservation.

Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act is a law passed by the Parliament of India to prevent and control the harmful effects of air pollution in India. The Act established the Central Pollution Control Board (**"CPCB"**) and State Pollution Control Boards (**"SPCBs"**). The CPCB and SPCBs work to implement the provisions of the Act. The Act also prohibits the emission of air pollutants from various sources. In accordance with the provisions of the Air Act, any person establishing or operating an industrial plant in an air pollution control area must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity.

The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water (Prevention and Control of Pollution) Act was enacted in 1974 to provide for the prevention and control of water pollution, and for the maintaining or restoring of wholesomeness of water in the country. The Water Act also provides for the establishment of boards with a view to carrying out the aforesaid

purposes for conferring on and assigning to such boards powers and functions relating thereto. Further, any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant SPCB.

The Plastic Waste Management Rules, 2016

Plastic has multiple uses and the physical and chemical properties lead to commercial success. However, the indiscriminate disposal of plastic has become a major threat to the environment. In particular, the plastic carry bags are the biggest contributors of littered waste and every year, millions of plastic bags end up into the environment vis-a-vis soil, water bodies, water courses, etc. and it takes an average of one thousand years to decompose completely. In view thereof, the Plastic Waste Management Rules, 2016 was enacted (a) to bring in the responsibilities of producers and generators, both in plastic waste management system and to introduce collect back system of plastic waste by the producers/brand owners, as per extended producers responsibility; (b) to introduce collection of plastic waste management fee through pre-registration of the producers, importers of plastic carry bags/multilayered packaging and vendors selling the same for establishing the waste management system; (c) to promote use of plastic waste for road construction as per Indian road congress guidelines or energy recovery, or waste to oil etc. for gainful utilization of waste and also address the waste disposal issue; and (d) to entrust more responsibility on waste generators, namely payment of user charge as prescribed by local authority, collection and handing over of waste by the institutional generator and event organizers.

Solid Waste Management Rules, 2016

The Solid 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.

The Hazardous and other Wastes (Management & Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The Hazardous Waste Rules prescribes for every person who is engaged in generation, treatment, processing, packaging, storage, transportation, use, collection, destruction, conversion, recycling, offering for sale, transfer or the like of hazardous and other wastes to obtain an authorization from the relevant state pollution control board. The Rules lay down corresponding duties of various authorities such as Ministry of Environment, Forest and Climate Change of India, Central Pollution Control Board, Central/State/Union Territory Governments, State Pollution Control Boards/ Pollution Control Committees, Port Authority and Custom Authority while State Pollution Control Boards/ Pollution Control Committees have been designated with wider responsibilities touching across almost every aspect of Hazardous wastes generation, handing and their disposal.

The Public Liability Insurance Act, 1991 (the "PLI Act")

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances has been enumerated in The Environment Protection Act, 1986 and Hazardous and other Wastes (Management & Transboundary Movement) Rules, 2016. The owner or handler is also required to obtain an insurance policy insuring against liability under the legislation. The rules made under the PLI Act mandate that the owner has to contribute towards the environmental relief fund a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

H. OTHER APPLICABLE LAWS

Electricity Act, 2003 (the "Electricity Act")

The Electricity Act was enacted to regulate the generation, transmission, distribution, trading and use of

electricity by authorizing a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states 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 in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving 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 and plant, if any, the nature and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorizes the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorizes the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid. The Electricity Act also states the mechanism for seeking judicial relief by setting up an Appellate Tribunal and laying down the process to seek justice against the orders of the Commission established under the Electricity Act.

Consumer Protection Act, 2019 (the "COPRA")

The Ministry of Consumer Affairs notified certain sections of the COPRA by way of the notification dated July 15, 2020 (with effect from July 20, 2020), while certain other provisions of the Act like establishing the Central Consumer Protection Authority came into effect from 24 July 2020. The COPRA includes sections regulating the formation and functioning of the Consumer Protection Council at the national, state and district levels, the formation and functioning of Consumer Dispute Redressal Commissions at the national, state and district levels, mediation of consumer disputes, product liability actions and punishment for manufacturing for sale or storing, selling or distributing or importing products containing adulterants and spurious goods.

The COPRA provides a mechanism for the consumer to file a complaint against a product manufacturer, seller or service provider in cases of unfair contract or trade practices, restrictive trade practices, defected goods, goods which are hazardous or likely to be hazardous to life being sold in contravention to safety standards, deficiency in services and price charged being unlawful. It also places product liability on a manufacturer or product service provider or product seller, to compensate for any harm caused by defective product or deficiency in services. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Noncompliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has, *inter alia*, also introduced a Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements, which are prejudicial to the interests of public and consumers and promote, protect and enforce the rights of consumers.

OUR HISTORY AND CERTAIN CORPORATE MATTERS

COMPANY'S BACKGROUND

Our Company was originally incorporated as a Public limited company in the name of "**S**hining Tools Limited" on May 01, 2013, pursuant to the provisions of the Companies Act, 1956, and was granted a certificate of incorporation dated May 01, 2013, by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. The Corporate Identity Number of our Company is U29220GJ2013PLC074803. For information on our Company's profile, activities, market, service, etc., market of each segment, standing of our Company in comparison with prominent competitors, with reference to its services, management, managerial competence, technology, market, major suppliers and customers, environmental issues, geographical segment, etc. wherever applicable, please refer to chapters titled "*Our Business", "Industry Overview", "Restated Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operation*" and " *Government and Other Approvals"* beginning on page 143, 127 , 213, 216 and 238 respectively.

CHANGES IN THE REGISTERED OFFICE

The registered office address of the company has been changed for two times since the date of incorporation. The details of changes in registered office address of the company is as follows:

Effective Date of change of Registered Office	Details of the address of Registered Office	Reason for change
March 02, 2015	The Registered Office of our Company was changed from City Survey Ward No. 7, Survey No. 5906 paiki 10, Samrat Industrial Area, Gondal Road, Rajkot-360002, Gujarat TO Survey No. 17, Plot No. 26, 1 rani industries area, B/h parin furniture, Vavdi, Rajkot-360001, Gujarat.	Administrative convenience
May 16, 2019	The Registered Office of our Company was changed from Survey No. 17, Plot No. 26, 1 rani industries area, B/h parin furniture, Vavdi, Rajkot-360001, Gujarat TO Survey No.63/2, Plot No. 2, Rajkot-Gondal Highway, At: Pipaliya, Tal: Gondal, Dist.: Rajkot-360311, Pipaliya, Gujarat.	Setting up for new project

MAIN OBJECTS OF OUR COMPANY

The main objects contained in our Memorandum of Association are as follows:

1. To manufacture, refurbish, process, sale, resale, assemble, fabricate, erect, purchase, process, design , develop, distribute, promote, import, export, trade and otherwise deal in, solely or through agents, dealers, franchisees, all kinds of Machining Tools & Engineering Goods, equipment, implements, apparatus and deal in its spare parts, components, implements, articles, auxiliaries and accessories.

2. To carry on the business of manufacturing, buying, selling, reselling, sub-contracting, exchanging, hiring, altering importing, exporting, improving, assembling, distributing, servicing, repairing, dealing, in as original Tools, equipment, manufacturer as also on a jobbing industry basis and in any other capacity all and very kind of Engines, Machineries, component parts, replacement parts, spare parts, accessories, tools implement and fitting of all kinds metals & non-metal goods, casting, forging and foundry, investment casting, sand casting, inclusive of all types of ferrous and non-ferrous metals.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Set out below are the amendments to the Memorandum of Association of our Company since its incorporation:

Date of Shareholders' Resolution / Effective date	Details of the modifications
September 23, 2013	Memorandum of Association of our Company was amended to reflect the increase in our authorized share capital from *Rs, 5,00,000 (Rupees Five Lakhs) to Rs 75,00,000 (Rupees Seventy-five Lakhs)*
July 11, 2016	Memorandum of Association of our Company was amended to reflect the increase in our authorized share capital from *Rs.75,00,000 (Rupees Seventy-five Lakhs) to Rs 1,10,00,000 (Rupees One Crore Ten Lakhs)*
February 19, 2020	Memorandum of Association of our Company was amended to reflect the increase in our authorized share capital from *Rs 1,10,00,000 (Rupees One Crore Ten Lakhs) to Rs 2,00,00,000 (Rupees Two crore)*
October 5, 2021	Memorandum of Association of our Company was amended to reflect the increase in our authorized share capital from *Rs 2,00,00,000 (Rupees Two crore) to Rs 5,00,00,000 (Rupees Five crore)*
September 14,2024	Memorandum of Association of our Company was amended to reflect the increase in our authorized share capital from *Rs. 5,00,00,000 (Five crore) to Rs. 6,50,00,000 (Six crore fifty lakh)*

MAJOR EVENTS AND MILESTONES OF OUR COMPANY

Year	Particulars
2013	Incorporation of the Company in the name of Shining Tools Limited and commenced the manufacturing of Solid Carbide Tools at City Survey Ward No. 7, Survey No. 5906 paiki, 10, Samrat Industrial Area, Gondal Road, Rajkot - 360002, Gujarat, INDIA. Company has launched its products under the brand **"TIXNA"**
2018	Company has acquired land at admeasuring 1603.27 Survey no.63/2, Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gondal, Rajkot-360311, Gujarat, India. For its manufacturing facility.
2019	Company had constructed the factory building of 1945.86 sq. mtr.
2020	Started production at the company owned new Manufacturing Facility

2022	Received certification for ISO 9001:2015 for Manufacturing and Supply of Solid Carbide Cutting Tools from TÜV SÜD South Asia Private Limited

KEY AWARDS, ACCREDITATIONS, CERTIFICATION OR RECOGNITION

Year	Key Awards, Accreditations, Certification or Recognition
2024	**INDIA 500 SME Award** for Outstanding contribution in quality and excellence, in realm of customer satisfaction, impact on society through service & management to boost up all. The award given by INDIA 5000 (Organised and initiated by Benchmark Trust and TQV Private Limited)

STRATEGIC AND FINANCIAL PARTNERS

As on the date of this Draft Prospectus, our Company does not have any significant financial or strategic partners. Apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

TIME AND COST OVERRUN

As on the date of this Draft Prospectus, there have been no time and cost overruns in any of the projects undertaken by the company.

LAUNCH OF KEY PRODUCTS, ENTRY IN NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS

For details of key products launched by our Company, capacity/ facility creation, location of our Manufacturing Facility and entry into new geographies or exit from existing markets, see **"Our Business"** and **"Major events and milestones of our Company"** beginning on pages 143 and 178.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS

There have been no defaults or rescheduling/restructuring of borrowings with any of the financial institutions/banks in relation to our Company.

DETAILS REGARDING MATERIAL ACQUISTIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION OR ANY REVALUATION OF ASSETS, IN THE LAST TEN YEARS

The Company has not acquired or divested any business or undertaking and has not undertaken any merger, amalgamation or revaluation of assets in last ten years. Further, no material acquisitions or divestments have been undertaken by our Company subsequent to the latest financial period for which financial statements are disclosed in this Draft Prospectus.

HOLDING COMPANY

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

SUBSIDIARIES OF OUR COMPANY

As on the date of this Draft Prospectus, our Company does not have any subsidiaries.

JOINT VENTURES OF OUR COMPANY

As on the date of this Draft Prospectus, our Company does not have any joint ventures.

SHAREHOLDERS AND OTHER AGREEMENTS

There are no subsisting shareholder's agreements among our Shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Prospectus.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY

There are no agreements entered into except in the ordinary course of business by a Key Managerial Personnel or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

GUARANTEES GIVEN BY PROMOTERS OFFERING ITS SHARES IN THE OFFER FOR SALE

This is a fresh issue of Equity Shares and our Promoters are not offering their shares in this Issue.

MATERIAL AGREEMENTS

Our Company has not entered into any other subsisting material agreement, including with strategic partners or financial partners, other than in the ordinary course of business except as mentioned under chapter titled **"Material Contracts and Documents for Inspection"** on page 321.

OUR MANAGEMENT

Our Board of Directors presently consists of Seven (7) Directors including Three (3) Executive Directors, One (1) Non-Executive Director who is also a woman director and Three (3) are Independent Directors. The present composition of our Board of Directors and its committees are in accordance with the Companies Act, 2013 and SEBI Listing Regulations to the extent applicable.

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Prospectus:

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships
Vipulbhai Laljibhai Ghonia **Date of Birth:** March 29, 1974 **Age (Years):** 51 Years **Address:** Prem Raj, 06-Alka Society, B/h Vishveshwar Temple, Mavdi main road, Rajkot-360004, Gujarat, India. **Occupation:** Business **Term:** Five Years from November 07, 2024 **Period of directorship:** Since May 01, 2013 **DIN:** 06511100	Managing Director w.e.f. November 07, 2024	1. Indian Companies Nil 2. Limited Liability Partnerships Nil 3. Foreign Companies Nil
Kamalbhai Laljibhai Ghonia **Date of Birth:** June 08, 1978 **Age (Years):** 47 Years **Address:** Prem Raj, 06-Alka Society, B/h Vishveshwar Temple, Mavdi main road, Rajkot-360004, Gujarat, India. **Occupation:** Business **Term:** Five Years from November 07, 2024 **Period of directorship:** Since May 01, 2013 **DIN:** 06511096	Whole Time Director w.e.f. November 07, 2024	1. Indian Companies Nil 2. Limited Liability Partnerships Nil 3. Foreign Companies Nil
Abhishek Dobaria Arvindbhai **Date of Birth:** May 09, 1994 **Age (years):** 31 Years **Address:** Dave Sheri, Keshod, Junagadh, Gujarat- 362220 **Occupation:** Professional **Term:** Retire by Rotation **Period of directorship:** Since February 01, 2025 **DIN:** 07359117	CFO & Executive Director	1. Indian Companies Nil 2. Limited Liability Partnerships Nil 3. Foreign Companies Nil
Kiranben Vipulbhai Ghonia **Date of Birth:** April 25, 1977 **Age (Years):** 48 Years **Address:** Prem Raj, 06-Alka Society, B/h Vishveshwar Temple, Mavdi main road,	Non-Executive Director	1. Indian Companies Nil 2. Limited Liability Partnerships Nil 3. Foreign Companies

Rajkot-360004, Gujarat, India. **Occupation:** Service **Term:** Retire by rotation **Period of directorship:** Since March 21, 2024 **DIN:** 08510856		Nil
Dhruvi Shyam Kapadia **Date of Birth:** July 03, 1993 **Age (Years):** 32 Years **Address:** 32, Aagam Heritage, Near Someshwara Enclave, University Road, Surat-395007, Gujarat, India. **Occupation:** Professional **Term:** Five Years **Period of directorship:** Since April 03, 2025 **DIN:** 10683926	Independent Director	1. Indian Companies ● Curis Lifesciences Limited ● Bhatia Colour Chem Limited ● Mittal Sections Limited ● Omsarthi Dairy Products Limited 2. Limited Liability Partnerships Nil 3. Foreign Companies Nil
Grishma A Shewale **Date of Birth:** June 20, 1992 **Age (Years):** 33 Years **Address:** 9, Ashirwad Society, Vadodara-390019, Gujarat, India. **Occupation:** Professional **Term:** Five Years **Period of directorship:** Since November 07, 2024 **DIN:** 10685826	Independent Director	1. Indian Companies ● Curis Lifesciences Limited ● Accretion Pharmaceuticals Limited ● Riddhi Display Equipments Limited 2. Limited Liability Partnerships Nil 3. Foreign Companies Nil
Palak Pankaj Shah **Date of Birth:** September 08, 1994 **Age (Years):** 31 Years **Address:** Room No-3, Badri Manzil, S.V. Road, Naniyadwala Colony No.-2, Mallad West Dely, Mumbai, Maharashtra-400064 **Occupation:** Professional **Term:** Five Years **Period of directorship:** Since June 16, 2025 **DIN:** 11068258	Independent Director	1. Indian Companies Nil 2. Limited Liability Partnerships Nil 3. Foreign Companies Nil

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

None of our Directors or members of Senior Management have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others. For details, please see "History and Certain Corporate Matters" on page 178 of this Draft Prospectus.

BRIEF PROFILE OF OUR DIRECTORS

Vipulbhai Laljibhai Ghonia, Managing Director

Vipulbhai Laljibhai Ghonia, aged 51 years, is the Promoter, and Managing Director of our Company. He is matriculated from Gujarat Secondary Education Board 1993. Vipulbhai Laljibhai Ghonia was initially appointed as an Executive Director under promoter category since incorporation i.e., 01 May, 2013. Thereafter, pursuant to the approval of shareholder in the extra ordinary General meeting dated November 07, 2024 his designation was changed and appointed as Managing Director of the company. Mr. Vipulbhai Laljibhai Ghonia has played a pivotal role in the growth and success of the company having experience of more than 12 years of which includes managing routine financial operations, fostering client relationships, overseeing HR processes and committed to streamlining operations and enhancing organisational performance.

Kamalbhai Laljibhai Ghonia, Whole Time Director

Kamalbhai Laljibhai Ghonia, aged 47 years, is the Promoter and Whole-Time Director of our Company. He has completed his Higher Secondary education in the year 1997 from Gujarat Higher Secondary Education Board , Followed by Bachelor of Arts from Saurashtra University, Rajkot, Gujarat in the year 2000. He has been associated with our Company since its incorporation i.e. 01 May, 2013 as an Executive Director and Promoter of the company. Thereafter, pursuant to the approval of shareholder in the Extra-ordinary General meeting dated November 07, 2024 his designation was changed and appointed as Whole Time Director of the company. Mr. Kamalbhai Laljibhai Ghonia has over 10 years of experience in the field of conventional machining, product designing, geometry development for machining applications, and tools grinding techniques he has been associated with our company since its incorporation. He has played a key role in the company's growth and success, leveraging his vast knowledge in CNC milling operations, process optimization, and development of innovative tool geometries. His expertise has been instrumental in enhancing machining applications and improving overall operational efficiency, contributing significantly to the company’s progress and achieving new milestones in the industry.

Abhishek Dobaria Arvindbhai, CFO & Executive Director

Abhishek Dobaria Arvindbhai, aged 31 years, is the CFO & Executive Director of the company. He holds the degree in Bachelor of Commerce (Accounting and Finance) from Saurashtra University, Rajkot, Gujarat in the year 2014 followed by Bachelor of law in the year 2017 from Saurashtra University, Rajkot, Gujarat He was appointed as CFO and Executive Director of the company. He has an overall experience of more than 10 years in the field of finance.

Kiranben Vipulbhai Ghonia, Non-Executive Director

Kiranben Vipulbhai Ghonia, aged 48 years, is the Promoter and Non-Executive Director of our Company. She has completed her Bachelor of home science from Saurashtra University, Rajkot, Gujarat in the year 1998. She was appointed as Non-Executive Director of the company in the Extra-ordinary General meeting held on March 21, 2024. With over 10 years of experience in customer relationship management, human resource management, and team leadership and development, she brings a wealth of expertise to the company.

Dhruvi Shyam Kapadia, Independent Director

Dhruvi Shyam Kapadia, aged 32 years, serves as an Independent Director of our Company. She was appointed as an additional Independent director pursuant to the approval of board in the board meeting held on April 03, 2025 till the ensuing Annual General meeting. Her designation has been changed from Additional Independent Director to Independent Director with effect from May 23, 2025. Mrs. Kapadia completed her Bachelor of Commerce in the year 2014 and her Bachelor of Laws in 2018 from Veer Narmad South Gujarat University. Additionally, she became an Associate Member of The Institute of Company Secretaries of India (ICSI) in 2020, further enhancing her expertise in corporate governance and compliance.
With over 5 years of experience in the legal and regulatory domain, she has gained significant knowledge and hands-on expertise in handling matters related to the SEBI (Prohibition of Insider Trading) Regulations, 2015, legal drafting, and stock exchange compliances and other Secretarial compliances. She has also served as a

Compliance Officer for listed entities, overseeing and ensuring adherence to various regulatory requirements.

Grishma A Shewale, Independent Director

Grishma A Shewale, aged 33 years, serves as an Additional Independent Director of our Company. She was appointed as an additional Independent director pursuant to the approval of board in the board meeting held on November 07, 2024 till the ensuing Annual General meeting. Her designation has been changed from Additional Independent Director to Independent Director with effect from December 19, 2024. Ms. Grishma has completed her Master of Commerce from Sardar Patel University in the year 2014 and her Bachelor of Laws in 2016 from Maharaja Sayajirao University of Baroda. Additionally, she became an Associate Member of The Institute of Company Secretaries of India (ICSI) in 2015, further enhancing her expertise in corporate governance and compliance.
With over 6 years of experience as company secretary and compliance officer in NBFC's and Public Limited she handled various compliance related work including assisting secretarial audits, Due diligence, RBI compliances related to NBFC's etc.

Palak Pankaj Shah, Independent Director

Palak Pankaj Shah, aged 31 years, is an Independent Director of our Company. She was appointed as Independent director pursuant to the approval of members in the meeting of the members held on June 16, 2025. She completed her Bachelor of Commerce in Accounting, Finance & Taxation in 2015, from Nagindas Khandwala College, Mumbai. In addition to this, she passed the Chartered Accountancy exam in 2016 conducted by the Institute of Chartered Accountants of India in May 2016, enhancing his expertise in accounting and financial regulations.

RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL

Except as disclosed below, there is no relationship between any of the Directors, Key Managerial Personnel and Senior Management of our Company as on date of filling of Draft Prospectus:

Sr. No.	Name of the Director	Designation	Relationship with Director
1.	Vipulbhai Laljibhai Ghonia	Managing Director	1. He is the spouse of Mrs. Kiranben Vipulbhai Ghonia who is Non-Executive Director of the Company. 2. He is the brother of Mr. Kamalbhai Laljibhai Ghonia who is Whole Time Director of the company.
2.	Kamalbhai Laljibhai Ghonia	Whole Time Director	1. He is the brother of Mr. Vipulbhai Laljibhai Ghonia who is Managing Director of the company.
3.	Kiranben Vipulbhai Ghonia	Non-Executive Director	1. She is the spouse of Mr. Vipulbhai Laljibhai Ghonia who is Managing Director of the Company.

SERVICE CONTRACTS ENTERED INTO BY DIRECTORS

We have not entered into any service agreement or formal employment agreement with any of our Directors. The terms of appointment and remuneration of our Directors are determined by way of our Board of Directors and shareholders by approving their appointment.

REMUNERATION/COMPENSATION OF MANAGING DIRECTOR AND EXECUTIVE DIRECTOR

The compensation payable to our Directors is governed as per the terms of their appointment and is 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 read with Schedule V to the Companies Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).

TERMS OF APPOINTMENT OF OUR MANAGING DIRECTOR AND WHOLE TIME DIRECTORS ARE AS FOLLOWS: -

The following table sets forth the terms of appointment of Vipulbhai Laljibhai Ghonia as Managing Director as resolved in the Extra- ordinary General Meeting held on 19th December, 2024.

SR. NO.	PARTICULARS	SALARY AND PERQUISITES
1.	Remuneration	Upto ₹12 lakhs per annum with such annual increments/increase as may be decided by our Board of Directors from time to time
2.	Perquisites, Benefits and Allowances	i. Rent free residential accommodation (furnished or otherwise)with company bearing the cost of repairs, maintenance, society charge, and utilities (e.g. gas, electricity, and water charges) for the said accommodation or house rent and maintenance allowance (in case residential accommodation is not provided by the company) of 85% of the salary per annum. ii. Reimbursement of hospitalization and major medical expenses incurred as per rules of the company (this includes medical insurance premium) iii. Car facility as per rule of the company. iv. Telecommunication facility as per rule of the company. v. Housing loan facility as per rule of the company. vi. Other perquisites and allowance given below subject to the maximum of 55% of salary per annum. This includes: a. Medical Allowances. b. Leave Travel concession / allowance. c. Other Allowances. d. Personal Accident premium. e. Annual club membership fees. vii. Contribution to provident fund superannuation fund and gratuity as per the rules of the company. viii. Leave and encashment of unveiled leave as per the rules of the company.
3.	Performance linked bonus	In addition to salary, benefits, allowances, he may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to achievement of performance crieteria and such other parameters as may be considers from time to time by the board. An indicative list of factors that may be consider for determination of the extent of the performance linked bonus by the board are:

		A) Company performance on certain define field qualitative, parameter as may be decided by the board from time to time. B) Industry benchmark of remuneration. C) Performance of Individual.
4.	Terms of Appointment	5 years
5.	Current Designation	Managing Director

The following table sets forth the terms of appointment of Mr. Kamalbhai Laljibhai Ghonia as Whole time director as resolved in the Extra- ordinary General Meeting held on 19th December, 2024.

SR. NO.	PARTICULARS	SALARY AND PERQUISITES
1.	Remuneration	Upto ₹_12_lakhs per annum with such annual increments/increase as may be decided by our Board of Directors from time to time
2.	Perquisites and Benefits	i. Rent free residential accommodation (furnished or otherwise)with company bearing the cost of repairs, maintenance, society charge, and utilities (e.g. gas, electricity, and water charges) for the said accommodation or house rent and maintenance allowance (in case residential accommodation is not provided by the company) of 85% of the salary per annum. ii. Reimbursement of hospitalization and major medical expenses incurred as per rules of the company (this includes medical insurance premium) iii. Car facility as per rule of the company. iv. Telecommunication facility as per rule of the company. v. Housing loan facility as per rule of the company. vi. Other perquisites and allowance given below subject to the maximum of 55% of salary per annum. This includes: a. Medical Allowances. b. Leave Travel concession / allowance. c. Other Allowances. d. Personal Accident premium. e. Annual club membership fees. vii. Contribution to provident fund superannuation fund and gratuity as per the rules of the company. viii. Leave and encashment of unveiled leave as per the rules of the company.
3.	Performance linked bonus	In addition to salary, benefits, allowances, he may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to achievement of performance crieteria and such other parameters as may be considers from time to time by the board. An indicative list of factors that may be consider for determination of the extent of the performance linked bonus by the

		board are: A) Company performance on certain define field qualitative, parameter as may be decided by the board from time to time. B) Industry benchmark of remuneration. C) Performance of Individual.
4.	Terms of Appointment	5 years
5.	Current Designation	Whole-Time Director

The following table sets forth the details of the remuneration/ compensation paid by our Company to our Executive Directors for the last FY 2023-24 is as follows:

Sr. No.	Name of Directors	Remuneration
1.	Vipulbhai Laljibhai Ghonia	₹12.00 lakhs
2.	Kamalbhai Laljibhai Ghonia	₹12.00 lakhs
3.	Abhishek Dobaria Arvindbhai	Nil

SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

Pursuant to the Resolution passed by the Board of Directors of our Company on 7th November 2024, the Non-Executive Directors including Independent Directors appointed or to be appointed of our Company would be entitled to a sitting fee of ₹10,000/- for attending every meeting of Board and ₹5,000/- for attending every meeting of Committees with effect from 7th November, 2024 for attending every meeting of Board and committees thereof.

PAYMENT OF BENEFITS (NON-SALARY RELATED)

Except as disclosed above, no amount or benefit has been paid or given within the 2 (two) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given to any of our Directors except the remuneration for services rendered and/or sitting fees as Directors.

REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS FROM OUR SUBSIDIARIES OR ASSOCIATE COMPANY

As on the date of this Draft Prospectus, our Company does not have any subsidiary or associate company. As such, our Directors do not receive any remuneration from any subsidiary or associate company.

BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

As on the date of this Draft Prospectus, our Company does not have any bonus or profit-sharing plan for the Directors.

APPOINTMENT OF RELATIVES OF OUR DIRECTORS TO ANY OFFICE OR PLACE OF PROFIT

As on the date of this Draft Prospectus, except following No other relatives of our Directors currently hold office or place of profit in our Company.

Sr. No.	Name of the person	Designation	Relationship
1.	Vipulbhai Laljibhai Ghonia	Managing Director	1. He is spouse of Mrs. Kiranben Vipulbhai Ghonia who is Non-Executive Director of the Company. 2. He is brother of Mr.

			Kamalbhai Laljibhai Ghonia who is Whole Time Director of the company.
2.	Kamalbhai Laljibhai Ghonia	Whole Time Director	1. He is brother of Mr. Vipulbhai Laljibhai Ghonia who is Managing Director of the company.
3.	Kiranben Vipulbhai Ghonia	Non-Executive Director	1. She is spouse of Mr. Vipulbhai Laljibhai Ghonia who is Managing Director of the Company.

SHAREHOLDING OF DIRECTORS

Our Articles of Association do not require our Directors to hold any qualification shares.

Except as detailed below, none of our Directors hold Equity Shares in our Company as on the date of this Draft Prospectus.

Sr. No.	Name of Directors	Designation	No. of Equity Shares held	Percentage of pre-offer equity share capital
1.	Vipulbhai Laljibhai Ghonia	Managing Director	6,65,660	16.01%
2.	Kamalbhai Laljibhai Ghonia	Whole Time Director	6,66,160	16.02%
3.	Kiranben Vipulbhai Ghonia	Non-Executive Director	6,66,670	16.03%
Total			19,98,490	48.06%

For further details, please refer to **"Capital Structure - The aggregate shareholding of the Promoters and Promoter group"** on page 80 this Draft Prospectus.

CONTINGENT AND/OR DEFERRED COMPENSATION PAYABLE TO OUR DIRECTORS

Except as disclosed under ***"Our Management – Terms of appointment of our Managing Director & Executive Director"*** on page 182 of this Draft Prospectus there are no contingent or deferred compensation payable to our Executive Director which does not form part of his remuneration.

BORROWING POWERS OF THE BOARD OF DIRECTORS

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on December 19, 2024 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 are 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 ₹ 100 crores.

INTEREST OF DIRECTORS

Our Executive Directors may be deemed to be interested to the extent of remuneration payable to them & our Non-Executive Director and Independent Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or committees thereof and our Directors may also be interested to

the extent of reimbursement of expenses payable to them, in our Company.

Our Directors may be interested to the extent of Equity Shares, if any, held by them, or held by the entities in which they are associated as partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts, if any, in which they are interested as promoters, directors, partners, proprietors, members or trustees and any dividend and other distributions payable in respect of such Equity Shares.

None of our Directors have availed any loan from our Company except as stated in Related Party Transaction in Restated Financial Statement.

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 him/ her to become, or to qualify him/ her as a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

INTEREST IN PROPERTY

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company except plant & machinery acquired from proprietorship of director and proprietorship of wife of director (For more detail, refer page no.213 ANNEXURE – XXXVI-DETAILS OF RELATED PARTY TRANSACTION AS RESTATED.

For further details, see ***"Properties"*** under the chapter titled ***"Our Business" and "Restated Financial Statements"*** on page 143 and 213, respectively, of this Draft Prospectus.

INTEREST IN PROMOTION OR FORMATION OF OUR COMPANY

Except Vipulbhai Laljibhai Ghonia and Kamalbhai Laljibhai Ghonia being the Promoters of our Company, none of our other Directors have any interest in the promotion of our Company other than in ordinary course of business. For further details regarding our promoters, see "***Our Promoter and Promoter Group***" on page 206 of this Draft Prospectus.

BUSINESS INTEREST

Except as stated in the sections titled ***"Restated Financial Statements – Annexure XXXVI – Related Party Transactions"*** on page 213 of this Draft Prospectus, our Directors do not have any other business interest in our Company.

CONFIRMATION

As on the date of the Draft Prospectus:

A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.

B. None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.

C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, Director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

D. None of our Directors are/were Director of any company whose shares were delisted from any stock exchange(s) up to the date of filling of this Draft Prospectus.

E. None of Promoters or Directors of our Company is a fugitive economic offender.

F. None of our Directors are/were Director of any company whose shares were suspended from trading by

stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.

G. In respect of the track record of the Directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our Directors and none of our Directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason for the changes in the board
Late Laljibhai Keshavbhai Ghonia	May 29, 2024	Resignation	Resigned from the post of Director with effect from May 29, 2024 due to death.
Kiranben Vipulbhai Ghonia	March 21, 2024	Appointment	Appointed as Non-Executive Director with effect from March 21, 2024
Vipulbhai Laljibhai Ghonia	November 07, 2024	Change in Designation	Change in Designation to Managing Director with effect from November 07, 2024
Kamalbhai Laljibhai Ghonia	November 07, 2024	Change in Designation	Change in Designation to Whole Time Director with effect from November 07, 2024
Shyam Bhadresh Kapadia	December 19, 2024	Change in Designation	Change in Designation to Independent Director with effect from December 19, 2024
Grishma A Shewale	December 19, 2024	Change in Designation	Change in Designation to Independent Director with effect from December 19, 2024
Chand Rameshbhai Kanabar	December 19, 2024	Change in Designation	Change in Designation to Independent Director with effect from December 19, 2024
Shyam Bhadresh Kapadia	March 29, 2025	Resignation	Resigned from the post of Independent Director with effect from May 29, 2025 due to professional commitments.
Abhishek Dobaria Arvindbhai	February 01, 2025	Appointment	Appointment as Additional Executive Director with effect from February 01, 2025
Abhishek Dobaria Arvindbhai	May 23, 2025	Change in Designation	Regularization to Executive Director with effect from May 23, 2025
Dhruvi Shyam Kapadia	April 03, 2025	Appointment	Appointment as Additional Independent Director with effect from April 03, 2025
Dhruvi Shyam Kapadia	May 23, 2025	Change in Designation	Change in Designation to Independent Director with effect from May 23, 2025
Chand Rameshbhai Kanabar	May 01, 2025	Resignation	Resigned from the post of Independent Director with effect from May 01, 2025 due to professional commitments and Personal reasons.
Richa Arora	May 23, 2025	Appointment	Appointment as Independent Director with effect from May 23, 2025
Palak Pankaj Shah	June 16, 2025	Appointment	Appointment as Independent Director with effect from June 16, 2025
Richa Arora	June 09, 2025	Resignation	Resigned from the post of Independent Director with effect from

Name of Director	Date of Event	Nature of Event	Reason for the changes in the board
			June 09, 2025 due to other commitments and Personal reasons

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act with respect to the corporate governance, provisions of the SEBI LODR Regulations to the extent applicable to the entity whose shares are listed on the SME Exchange, we are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

As on date of this Draft Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on the date of this draft prospectus, the requirements specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good Corporate Governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of Independent Directors including woman Director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

COMPOSITION OF BOARD OF DIRECTORS

Currently our Board consists of 7 (Seven) Directors, out of which 3 (Three) are Executive Directors, 1 (One) is Non-Executive Non Independent Director and 3 (Three) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	DIN
1.	Vipulbhai Laljibhai Ghonia	Managing Director	06511100
2.	Kamalbhai Laljibhai Ghonia	Whole-Time Director	06511096
3.	Abhishek Dobaria Arvindbhai	Executive Director	07359117
4.	Kiranben Vipulbhai Ghonia	Non-Executive Director	08510856
5.	Dhruvi Shyam Kapadia	Independent Director	10683926
6.	Grishma A Shewale	Independent Director	10685826
7.	Palak Pankaj Shah	Independent Director	11068258

CONSTITUTION OF COMMITTEES

Our company has constituted the following Committees of the Board;

1. **Audit Committee**
2. **Nomination and Remuneration Committee**
3. **Stakeholder Relationship Committee**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

1. **Audit Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on June 16, 2025 constituted the Audit Committee of its Board of Directors.

The constitution of the Audit Committee is as follows:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Palak Pankaj Shah	Independent Director	Chairperson	11068258
2.	Dhruvi Shyam Kapadia	Independent Director	Member	10683926
3.	Grishma A Shewale	Independent Director	Member	10685826
4.	Vipulbhai Laljibhai Ghonia	Managing Director	Member	06511100

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

Terms of Reference

The Role of Audit Committee not limited to but includes:

1) The Recommendation for the appointment, re-appointment and, if required, the replacement or removal of the auditor, their remuneration and fixation of terms of appointment of the Auditors of the company;
2) Review and monitor the auditor' independence and performance, and effectiveness of audit process;
3) Examination of financial statement and auditor's report thereon including interim financial result before submission to the Board of Directors for approval;
    a. Changes, if any, in accounting policies and practices and reasons for the same.
    b. Major accounting entries involving estimates based on the exercise of judgment by management.
    c. Significant adjustments made in the financial statements arising out of audit findings.
    d. Compliance with listing and other legal requirements relating to financial statements.
    e. Disclosure of any related' party transactions.
    f. Qualifications in the draft audit report.
4) Approval or any subsequent modification of transactions of the Company with related party;

    Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

    Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

    Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;
5) Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
6) Scrutiny of Inter-corporate loans and investments;
7) Reviewing and discussing 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;

8) To review the functioning of the Whistle Blower mechanism, in case the same is existing;
9) Valuation of undertakings or assets of the company, where ever it is necessary;
10) Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, adequacy of the internal control systems; and
11) 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;
12) 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; and
13) Carrying out any other function as assigned by the Board of Directors from time to time.

Further, the Audit Committee shall mandatorily review the following:

1) Management discussion and analysis of financial condition and results of operations;
2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
4) Internal audit reports relating to internal control weaknesses; and
5) The appointment, removal and terms of remuneration of the Internal Auditor;
6) Annual statement of funds utilized for purpose other than those stated in the offer document /prospectus.

Powers of Committee

The Audit Committee shall have powers, including the following:

a) To investigate any activity within its terms of reference;
b) To seek information from any employee;
c) To obtain outside legal or other professional advice; and
d) To secure attendance of outsiders with relevant expertise, if it considers necessary

2. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on June 16, 2025 constituted the Nomination and Remuneration Committee of its Board of Directors.

The constitution of the Nomination and Remuneration Committee is as follows:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Kiranben Vipulbhai Ghonia	Non-Executive Director	Chairperson	08510856
2.	Dhruvi Shyam Kapadia	Independent Director	Member	10683926
3.	Grishma A Shewale	Independent Director	Member	10685826
4.	Palak Pankaj Shah	Independent Director	Member	11068258

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

Terms of reference

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

a) 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;
b) Formulation of criteria for evaluation of Independent Directors and the Board;
c) To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

3. Stakeholder Relationship Committee

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on June 16, 2025 constituted Stakeholder Relationship Committee.

The constitution of the Stakeholder Relationship Committee is as follows:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Kiranben Vipulbhai Ghonia	Non-Executive Director	Chairperson	08510856
2.	Dhruvi Shyam Kapadia	Independent Director	Member	10683926
3.	Grishma A Shewale	Independent Director	Member	10685826
4.	Palak Pankaj Shah	Independent Director	Member	11068258

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

Terms of Reference

Role of Stakeholder Relationship Committee shall include: -

The role of the Stakeholders Relationship Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
2. Redressal of shareholder's and Investor's complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc;
3. Issue duplicate /split/consolidated share certificates;
4. Dematerialization/Rematerialization of shares;
5. Review of cases for refusal of transfer/ transmission of shares and debentures;
6. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;
7. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

MANAGEMENT ORGANIZATION STRUCTURE

The Management Organization Structure of the company as follows:

KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who

are permanent employees of our Company. The details of our other Key Managerial Personnel as on the date of this Prospectus are set forth in below:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Vipulbhai Laljibhai Ghonia	He is Matriculated from from Gujarat Secondary Education Board, 1993.	NA	12
Designation	Managing Director (w.e.f., November 07, 2024)			
Date of Appointment	May 01, 2013			
Overall Experience	He has an overall experience of more than 12 years.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Kamalbhai Laljibhai Ghonia	He has completed his Higher Secondary education in the year 1997 from Gujarat Higher Secondary Education Board , Followed by Bachelor of Arts from Saurashtra University, Rajkot, Gujarat in the year 2000.	NA	12
Designation	Whole Time Director(w.e.f., November 07, 2024)			
Date of Appointment	May 01, 2013			
Overall Experience	He has an overall experience of more than 10 years.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Abhishek Dobaria Arvindbhai	He holds the degree in Bachelor Commerce (Accounting and Finance) from Saurashtra University, Rajkot, Gujarat in the year 2014 followed by Bachelor of law in the year 2017 from Saurashtra University, Rajkot, Gujarat	Parsana Associates	-
Designation	Chief Financial Officer			
Date of Appointment	November 07,2024			
Overall Experience	He has an overall experience of more than 10 years in the field of finance.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Sneha Dhaval Shah	She holds the degree of company secretary from The Institute of Company Secretaries of India since year 2016.	Lingraj Steel and Power Private Limited	-
Designation	Company Secretary and Compliance Officer			
Date of Appointment	November 16,2024			
Overall Experience	She is having more than 5 years of experience as a Company secretary working as Compliance officer of the company			

SENIOR MANAGEMENT PERSONNEL

The Senior Managerial Personnel of our Company are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Dilipbhai Bhupatbhai Chauhan	He holds the degree in Bachelor of Commerce from Saurashtra University, Rajkot, Gujarat in the year 1994	Working with the company since December 20, 2018	3.65
Designation	Chief Accountant			
Date of Appointment	December 20, 2018			
Overall Experience	He has more than 4 years of comprehensive experience in the field of finance.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Sunil Pal	He holds the degree in Bachelor of Commerce from Devi Ahilya Vishwavidyalya, Indore, Madhya Pradesh in the year 2021	Working with the company since April 01, 2016	2.45
Designation	Sales Manager			
Date of Appointment	April 01, 2016			
Overall Experience	He has an overall experience of more than 4 years in sales and business development.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Pratik Baldha	He has completed his diploma in engineering from Gujarat Technological university in the year 2021	Working with the company since December 25, 2019	4.47
Designation	Production Manager			
Date of Appointment	December 25, 2019			

Overall Experience	He has an overall experience of more than 3 years in the field of Production management.

Details of Remuneration paid to KMP and SMP is certified by M/S. V S S B & Associates with certificate dated 02/06/2025.

SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

Other than the statutory benefits that the Key Managerial Personnel and Senior Management Personnel are entitled to, upon their retirement, Directors, the Key Managerial Personnel, and Senior Managerial Personnel of our Company as detailed in their respective appointment letters, they have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

INTEREST OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

Other than to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel and Senior Managerial Personnel have no other interest in the equity share capital of the Company.

No loans have been availed by our Key Managerial Personnel and Senior Managerial Personnel from our Company as on the date of this Draft Prospectus.

RELATIONSHIP AMONGST KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

Except as stated in "***Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel***", none of our Key Managerial Personnel or Senior Management Personnel are related.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

None of our Key Managerial Personnel and Senior Managerial Personnel have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

REMUNERATION/ COMPENSATION AND/OR BENEFITS TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

No amount of compensation has been paid, and/or benefits granted to our Key Managerial Personnel and Senior Managerial Personnel on an individual basis by the Company for the services provided by our Key Managerial Personnel and Senior Managerial Personnel in all capacities, including contingent or deferred compensation accrued for the year and payable at a later date, which does not form part of their remuneration.

TERMS OF APPOINTMENT OF OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL:

The remuneration/compensation package payable to the Key Managerial Personnel and Senior Managerial Personnel from FY 2024 is stated hereunder:

Particulars	Vipulbhai Laljibhai Ghonia	Kamalbhai Laljibhai Ghonia	Abhishek Dobaria Arvind-bhai	Sneha Dhaval Shah	Dilipbhai Bhupatbhai Chauhan	Sunil Pal	Pratik Baldha
Remuneration	Salary plus allowances with	Salary plus allowances with	Rs. 50,000	Rs. 40,000	[●]	[●]	[●]

	different breakup be revised and payable monthly/yearly basis within overlimit package not exceeding Rs. 12,00,000/- per annum subject to ceiling limit of the managerial remuneration under companies act 2013 and rules thereunder, for each year.	different breakup be revised and payable monthly/yearly basis within overlimit package not exceeding Rs. 12,00,000/- per annum subject to ceiling limit of the managerial remuneration under companies act 2013 and rules thereunder, for each year.	per month	per month			
Perquisites, Benefits and allowances	i. Rent free residential accommodation (furnished or otherwise)with company bearing the cost of repairs, maintenance, society charge, and utilities (e.g. gas, electricity, and water charges) for the said accommodation or house rent and maintenance allowance (in case residential accommodation is not provided by the company) of 85% of the salary per annum. ii. Reimbursement of hospitalization and major medical expenses incurred as per rules of the company (this	i. Rent free residential accommodation (furnished or otherwise)with company bearing the cost of repairs, maintenance, society charge, and utilities (e.g. gas, electricity, and water charges) for the said accommodation or house rent and maintenance allowance (in case residential accommodation is not provided by the company) of 85% of the salary per annum. ii. Reimbursement of hospitalization and major medical expenses incurred as per	Nil	Nil	Nil	Nil	Nil

	includes medical insurance premium) iii. Car facility as per rule of the company. iv. Telecommunication facility as per rule of the company. v. Housing loan facility as per rule of the company. vi. Other perquisites and allowance given below subject to the maximum of 55% of salary per annum. This includes: a. Medical Allowances. b. Leave Travel concession / allowance. c. Other Allowances. d. Personal Accident premium. e. Annual club membership fees. vii. Contribution to provident fund superannuation fund and gratuity as per the rules of the company. viii. Leave and encashment of unveiled leave as per the rules	rules of the company (this includes medical insurance premium) iii. Car facility as per rule of the company. iv. Telecommunication facility as per rule of the company. v. Housing loan facility as per rule of the company. vi. Other perquisites and allowance given below subject to the maximum of 55% of salary per annum. This includes: a. Medical Allowances. b. Leave Travel concession / allowance. c. Other Allowances. d. Personal Accident premium. e. Annual club membership fees. vii. Contribution to provident fund superannuation fund and gratuity as per the rules of the company. i. viii. Leave					

	of the company.	and encashment of unveiled leave as per the rules of the company.					
Performance linked bonus	In addition to salary, benefits, allowances, he may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to achievement of performance crieteria and such other parameters as may be considers from time to time by the board. An indicative list of factors that may be consider for determination of the extent of the performance linked bonus by the board are: A) Company performance on certain define field qualitative, parameter as may be decided by the board from time to time. B) Industry benchmark of remuneration. C) Performance of Individual.	In addition to salary, benefits, allowances, he may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to achievement of performance crieteria and such other parameters as may be considers from time to time by the board. An indicative list of factors that may be consider for determination of the extent of the performance linked bonus by the board are: A) Company performance on certain define field qualitative, parameter as may be decided by the board from time to time. B) Industry benchmark of remuneration. C) Performance of Individual.					
Current Designation	Managing Director	Whole-Time Director	Chief Financial Officer	Company Secretary and	Senior Managerial Personnel	Senior Managerial Personnel	Senior Managerial Personnel

				Complia - nce Officer			

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The following table sets forth the details of the remuneration/ compensation paid by our Company to our Key Managerial Personnel and Senior Management Personnel for the last FY 2023-24 is as follows:

Sr. No.	Key Managerial Personnel and Senior Management Personnel	Remuneration	Professional Fees
1.	Mr. Vipulbhai Laljibhai Ghonia	*₹12.00 lakhs	Nil
2.	Mr. Kamalbhai Laljibhai Ghonia	*₹12.00 lakhs	Nil
3.	Mrs. Sneha Dhaval Shah	Nil	Nil
4.	Mr. Abhishek Dobaria Arvindbhai	Nil	Nil
5.	Mr. Dilipbhai Bhupatbhai Chauhan	*₹3.65 lakhs	Nil
6.	Mr. Sunil Pal	*₹2.45 lakhs	Nil
7.	Mr. Pratik Baldha	*₹4.47 lakhs	Nil

* The remuneration paid for last FY 2023-24 in the capacity of an employee of our Company and were not forming part of KMP as per SEBI ICDR Regulations and the Companies Act, 2013.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

There is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Managerial Personnel.

COMPENSATION PAID TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL PURSUANT TO A BONUS OR PROFIT-SHARING PLAN

Our Company does not have any performance linked bonus or profit-sharing plan with any of the Key Managerial Personnel and Senior Management Personnel.

STATUS OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

All our Key Managerial Personnel and Senior Managerial Personnel are permanent employees of our Company.

SHAREHOLDING OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

Except as detailed below, none of our Key Managerial Personnel and Senior Managerial Personnel hold Equity Shares in our Company as on the date of this Draft Prospectus.

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	Percentage of pre-offer equity share capital
1.	Mr. Vipulbhai Laljibhai Ghonia	Managing Director	6,65,660	16.01
2.	Mr. Kamalbhai Laljibhai Ghonia	Whole time Director	6,66,160	16.02

For further details, please refer to "***Capital Structure - The aggregate shareholding of the Promoter and Promoter group***" ***starting*** on page no 80.

CHANGES IN THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGERIAL PERSONNEL DURING THE LAST THREE YEARS

Except as mentioned below, there are no other changes in the Key Management Personnel other than directors in the last three years preceding the date of filing this Draft Prospectus:

Name of Director	Date of Event	Nature of Event	Reason for the changes in the board
Vipulbhai Laljibhai Ghonia	7th November,2024	Change in Designation	Change in Designation to Managing Director with effect from 7th November, 2024
Kamalbhai Laljibhai Ghonia	7th November,2024	Change in Designation	Change in Designation to Whole Time Director with effect from 7th November, 2024

ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

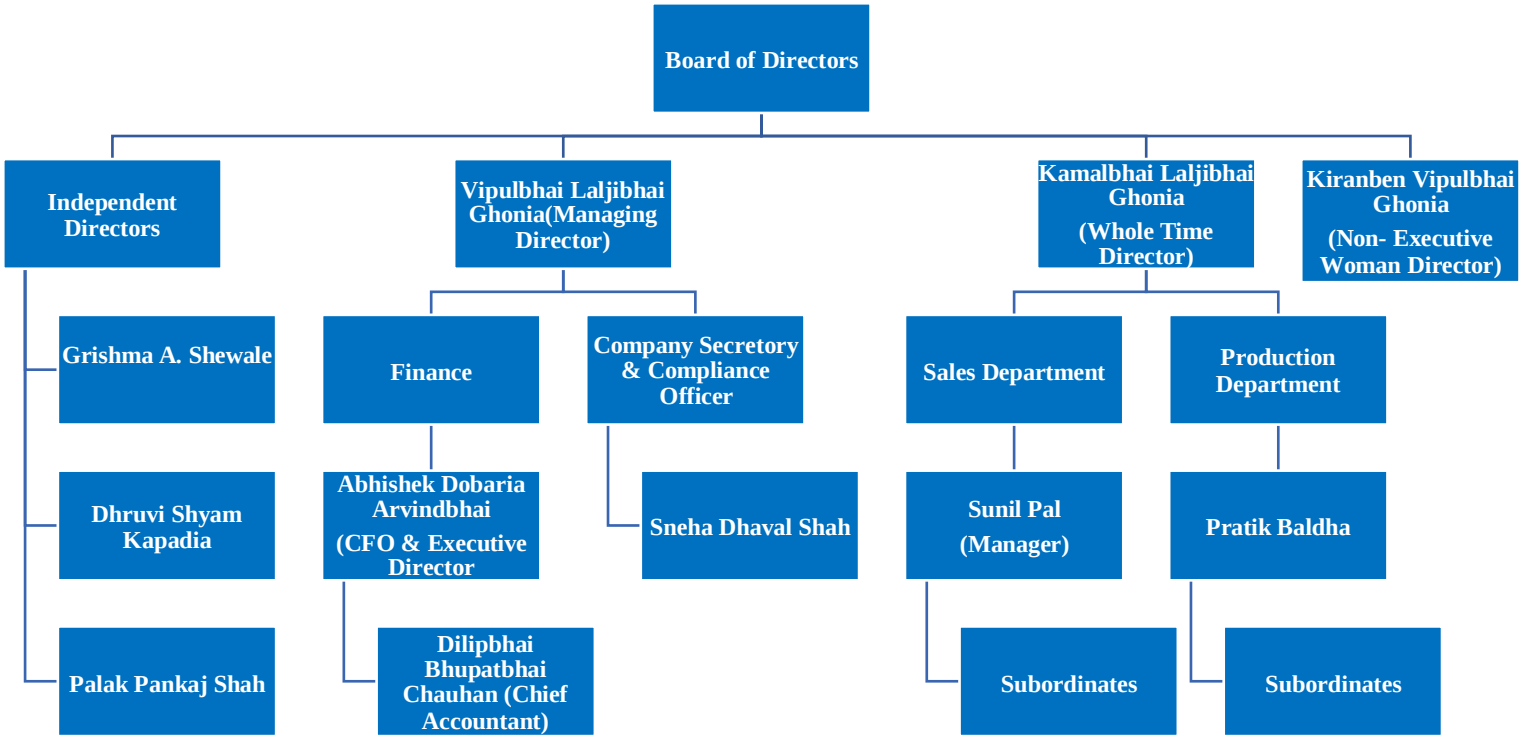
The attrition of Key Managerial Personnel and Senior Management Personnel is not high in our Company compared to the industry.

PAYMENT OR BENEFIT (NON-SALARY RELATED) TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL OF OUR COMPANY

No non-salary related amount or benefit has been paid or given to any officers of our Company, including Key Managerial Personnel and Senior Managerial Personnel within the two (2) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given, as on the date of filing of this Draft Prospectus other than in the ordinary course of their employment.

EMPLOYEE STOCK OPTIONS AND STOCK PURCHASE SCHEMES

As on date of this Draft Prospectus, our Company does not have any Employee Stock Options and other Equity-Based Employee Benefit Schemes.


Board of Directors
Independent Directors
Grishma A. Shewale
Dhruvi Shyam Kapadia
Palak Pankaj Shah
Vipulbhai Laljibhai Ghonia(Managing Director)
Finance
Abhishek Dobaria Arvindbhai (CFO & Executive Director
Dilipbhai Bhupatbhai Chauhan (Chief Accountant)
Company Secretory & Compliance Officer
Sneha Dhaval Shah
Kamalbhai Laljibhai Ghonia (Whole Time Director)
Sales Department
Sunil Pal (Manager)
Subordinates
Production Department
Pratik Baldha
Subordinates
Kiranben Vipulbhai Ghonia (Non- Executive Woman Director)

OUR PROMOTER & PROMOTER GROUP

OUR PROMOTER

The Promoters of our Company are Mr.Vipulbhai Laljibhai Ghonia and Mr.Kamalbhai Laljibhai Ghonia.

As on the date of this Draft Prospectus, the Promoters holds 13,31,820 Equity Shares of our Company, representing 32.03% of the pre-issue paid-up equity share capital of our Company.

For details of the build-up of the Promoter's shareholding in our Company, see ***"Capital Structure – Capital Buildup of our Promoter shareholding in the Company" beginning*** on page 80 of this Draft Prospectus.

DETAILS OF OUR PROMOTERS

Mr.Vipulbhai Laljibhai Ghonia	
Qualification	10th
Date of Birth	March 29, 1974
Age	51 Year
Address	Prem Raj, 06-Alka Society, B/h Vishveshwar Temple, Mavdi main road, Rajkot-360004, Gujarat, India.
Experience	12+ years
Occupation	Business
Permanent Account Number	AGKPG7210J
Passport Number	TO858953
Driving License Number	GJ0320110004206
No. of Equity Shares held in [% of Shareholding (Pre-Issue)]	6,65,660 Equity Shares of face value ₹10/- each, representing 16.01%
DIN	06511100
Other Interests	NIL

Mr.Kamalbhai Laljibhai Ghonia	
Qualification	Bachelors Of Arts
Date of Birth	June 08, 1978
Age	47 Year
Address	Prem Raj, 06-Alka Society, B/h Vishveshwar Temple, Mavdi main road, Rajkot-360004, Gujarat, India.
Experience	10+ years
Occupation	Business
Permanent Account Number	AJHPG9140 K

	Passport Number	U8738193
	Driving License Number	GJ0319960001490
	No. of Equity Shares held in [% of Shareholding (Pre-Issue)]	6,66,160 Equity Shares of face value ₹10/- each, representing 16.02%.
	DIN	06511096
	Other Interests	NIL

DECLARATION

In relation to our Promoters, Mr.Vipulbhai Laljibhai Ghonia and Mr.Kamalbhai Laljibhai Ghonia, our Company confirms that the PAN, bank account number, passport number, aadhar card number and driving license number shall be submitted to the Stock Exchange on which the Equity Shares are proposed to be listed at the time of filing of this Draft Prospectus.

UNDERTAKING

None of our Promoter or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority;
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad;
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoter, Group Company and Company promoted by the promoter of our company;
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoter, Group Company and Company promoted by the promoters since incorporation;
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoter are disclosed in chapter titled "*Outstanding Litigations and Material Developments*" beginning on page 229 of this Draft Prospectus;
- None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

OTHER VENTURES OF OUR PROMOTERS

Other than as disclosed in this section "*Our Promoter and Promoter Group*" beginning on page 206 of this Draft Prospectus, our Promoter is not involved in any other ventures.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

Mr.Vipulbhai Laljibhai Ghonia, Mr.Kamalbhai Laljibhai Ghonia and Mr.Laljibhai Keshavbhai Ghonia were the initial promoters of the Company.

Mr.Laljibhai Keshavbhai Ghonia ceased to be the promoters of our Company ("Former Promoters"), due to his death on May 29, 2024, there has been no change in the control of our Company during the five years immediately preceding the date of this Draft Prospectus. Accordingly, as on the date of this Draft Prospectus, the Company has only two Promoters, Mr.Vipulbhai Laljibhai Ghonia and Mr. Kamalbhai Laljibhai Ghonia. For more information, please refer to chapters titled "*Our History and Other Corporate Matter*" and "*Capital*

Structure - Capital Build-up of our Promoter shareholding in the Company" beginning on pages 178 and 80 respectively.

Except as disclosed in chapter titled "*Our Management*" on page no. 182 of this Draft Prospectus, there has been no change in management of our Company during the last 5 years.

INTEREST OF PROMOTER

Our Promoter is interested in our Company to the extent the Promoter has (i) promoted our Company, (ii) to the extent of his shareholding in our Company (iii) the directorship in our Company (iv) other distribution in respect of his shareholding in our Company, from time to time. Our Promoter is also interested to the extent of shareholding of his relatives in our Company. For further details of shareholding of our Promoter in our Company, see "*Capital Structure – Equity shareholding of the promoter and promoter group*" beginning on page 80.

Our Promoters Mr.Vipulbhai Laljibhai Ghonia and Mr.Kamalbhai Laljibhai Ghonia, who are also Directors of our Company, may be deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to him for services rendered to our Company in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any, and AOA of our Company. For details refer to the chapter titled "*Our Management*" beginning on page 182 of this Draft 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 any firm or company, in cash or shares or otherwise by any person either to induce him to become, or to qualify them as directors, promoters or otherwise for services rendered by such Promoters or by such firm or company, in connection with the promotion or formation of our Company.

Our Promoters have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Prospectus except plant & machinery acquired from proprietorship of director and proprietorship of wife of director (For more detail, refer ANNEXURE – XXXVI-DETAILS OF RELATED PARTY TRANSACTION AS RESTATED or proposed to be acquired by the Company, or in any transaction with respect to the acquisition of land, construction of building and supply of machinery.

Our Promoters are not interested in any other entity which holds any intellectual property rights that are used by our Company.

Our Promoters may also be interested to the extent of providing personal guarantees for some of the loans taken by our Company. For details see "*Capital Structure*", "*Our Management*" and "Restated *Financial Information"* on page 80, 182 and 213 respectively of this Draft Prospectus.

Except as stated in "*Restated Financial Information–Related Party Transactions*" and "*Our Management*" beginning on pages 213 and 182, respectively, there has been no amounts paid or benefits granted by our Company to our Promoter or any of the members of the Promoter Group in the two years preceding the date of this Draft Prospectus, nor is there any intention to pay any amount or provide any benefit to our Promoters or Promoter Group as on the date of this Draft Prospectus.

Our Promoter has not disassociated from any companies or firms during the preceding three years from the date of filing of this Draft Prospectus.

OTHER VENTURES OF OUR PROMOTER

Save and except as disclosed in the chapter titled *"Our Management"* beginning on page 182 of this Draft Prospectus, there are no other ventures, in which our Promoters has any business interests/ other interests.

LITIGATION DETAILS PERTAINING TO OUR PROMOTER

For details on litigations and disputes pending against our Promoter and defaults made by the Promoters, if any, please refer to the section titled *"Outstanding Litigations and Material Developments"* beginning on page 229 of this Draft Prospectus.

MATERIAL GUARANTEES GIVEN BY OUR PROMOTER TO THIRD PARTIES WITH RESPECT TO EQUITY SHARES

Our Promoters has not given any material guarantees to third parties with respect to the Equity Shares of our Company. For further information, please refer to the details under the heading "Capital ***Structure***" beginning on page 80.

OUR PROMOTER GROUP

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in Terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

1. **Natural Persons who are part of the Promoter Group**

As per Regulation 2 (1)(pp)(ii) of the SEBI ICDR Regulations, the natural person who are part of the Promoter Group (due to their relationship with the Promoter) are as follows:

Name of the Promoter	Name of the relative	Relationship with Promoter
Vipulbhai Laljibhai Ghonia	Late. Laljibhai Keshavbhai Ghonia	Father
	Jayaben Laljibhai Ghonia	Mother
	Kamalbhai Laljibhai Ghonia	Brother
	Kairvi Ankit Patoliya	Daughter
	Raj Vipulbhai Ghonia	Son
	Kiranben Vipulbhai Ghonia	Spouse
	Haribhai Ratnabhai Limbani	Spouse's father
	Samjuben Haribhai Limbani	Spouse's Mother
	Geetaben Sureshbhai Malaviya	Spouse's Sister
	Rekhaben Bhaveshbhai Sorathiya	Spouse's Sister
	Manishbhai Haribhai Limbani	Spouse's Brother

Name of the Promoter	Name of the relative	Relationship with Promoter
Kamalbhai Laljibhai Ghonia	Late. Laljibhai Keshavbhai Ghonia	Father
	Jayaben Laljibhai Ghonia	Mother
	Vipulbhai Laljibhai Ghonia	Brother
	Khushi Kamalbhai Ghonia	Daughter
	Premkumar Kamalbhai Ghonia	Son
	Pritiben Kamalbhai Ghonia	Spouse
	Jivrajbhai Jagabhai Nandaniya	Spouse's father
	Daxaben Jivrajbhai Nandaniya	Spouse's Mother
	Ravibhai Jivrajbhai Nandaniya	Spouse's Brother

	Vijaybhai Jivrajbhai Nandaniya	Spouse's Brother

2. **Corporate Entities or Firms forming part of the Promoter Group**

As per Regulation 2 (1)(pp)(iv) of the SEBI ICDR Regulations, the following entities would form part of our Promoter Group:

S.No.	Name of Promoter Group Entity/Company
1.	Vipulbhai Laljibhai Ghonia HUF
2.	Shinning Technology (Proprietorship of Vipulbhai Laljibhai Ghonia)
3.	Shine Industries (Proprietorship of Kiranben Vipulbhai Ghonia)
4.	Shree Industries (Proprietorship of Kairvi Ankit Patoliya)
5.	Kamalbhai Laljibhai Ghonia HUF
6.	Shinning Machining Solution (Proprietorship of Kamalbhai Laljibhai Ghonia)
7.	Shine Engineering (Proprietorship of Pritiben Kamalbhai Ghonia)

3. **Other persons included in Promoter Group**

None of other persons form a part of promoter group, whose shareholding is aggregated under the heading "shareholding of the promoter group" under Regulation 2(1)(pp)(v) of SEBI ICDR Regulations.

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OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of 'group companies', our company has considered such companies (other than a subsidiary) with which they are related party transactions during the period for which Restated Financial Statements has been disclosed in this Draft Prospectus, as covered under the applicable accounting standards.

Accordingly, all such companies (other than a subsidiary) with which there were related party transactions during the periods covered in the Restated Financial Statements, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

Based on the parameters outlined above, our Company does not have any group companies as on the date of this Draft Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

For details of risks in relation to our capability to pay dividend, see "*Risk Factors*. – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid / declared any dividend in last three years and during stub period from date of this Draft Prospectus.

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SECTION IX – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr. No.	Particulars	Page no.
1	Restated Financial Statements	F-1 to F-38

Independent Auditor's Report on Restated Standalone Financial Statements

To,
The Board of Directors
Shining Tools Limited
Survey No. 63/2 , Plot No. 2,
Rajkot, Gondal Highway,
Pipaliya, Gujarat – 360311

1. We have examined the attached restated financial information of **Shining Tools Limited** (hereinafter referred to as "the company") comprising the restated statement of standalone assets and liabilities as at February 28, 2025, March 31, 2024 , March 31, 2023 and March 31, 2022, restated statement of profit and loss and restated cash flow statement for the period ended February 28, 2025 and financial year ended on March 31, 2024 , March 31, 2023 and March 31, 2022 and the summary statement of significant accounting policies and other explanatory information (collectively referred to as the "restated financial information" or "restated financial statements") annexed to this report and initialed by us for identification purposes. These Restated Financial Statements have been prepared by the management of the Company and approved by the board of directors at their meeting in connection with the proposed Initial Public Offering on SME Platform ("**IPO**" or "**SME IPO**") of Bombay stock exchange Limited ("**BSE**") of the company.

2. These restated summary statements have been prepared in accordance with the requirements of:

   (i) Section 26 of Part – I of Chapter III of 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"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**);
   (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**Guidance Note**")

3. The Company's Board of Directors is responsible for the preparation of the Standalone Restated Financial Statements for inclusion in the Draft Prospectus/ Prospectus ("**Offer Document**") to be filed with Securities and Exchange Board of India ("SEBI"), BSE and Registrar of Companies in connection with the proposed IPO. The Standalone Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Statements. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Financial Statements taking into consideration:

   (i) The terms of reference and terms of our engagement letter requesting us to carry out the assignment, in connection with the proposed SME IPO;

HEAD OFFICE: A/912, 9th Floor, Ratnaakar Nine Square, Opp. ITC Narmada Hotel, Vastrapur, Ahmedabad – 380015, GJ
(o) 079 2754 1783 (m) +91 93777 71182 (e) cavishves@gmail.com / cashridhar@gmail.com

(ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

(iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements;

(iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. The Standalone Restated Financial Statements of the Company have been compiled by the management from audited financial statements for the period ended February 28, 2025 and financial year ended on March 31, 2024, March 31, 2023 and 2022.

6. The audit for the period ended February 28, 2025 was conducted by us vide dt. June 02, 2025 and for financial year ended on March 31, 2024 by was conducted by us vide dt. September 02, 2024 & Audit for financial year ended on March 31, 2023 vide dt. September 01, 2023, Audit for financial year ended on March 31,2022 vide dt. July 19, 2022 was conducted by R N Vekariya & Associates. There are no audit qualifications in the audit reports issued by us and which would require adjustments in the Restated Financial Statements of the Company, however the following disclosure have been made:

Financial Year 2021-22:

(a) The company is in the arrear of statutory liability for the period of more than six months from the date they become payable as under;

(i) Income Tax [IT] payable as on 31.03.2022 pertaining to F.Y. 2020- 21 is Rs. 3,19,180/-.

(ii) TDS payable as on 31.03.2022 is Rs. 14,34,459/- out of which Rs.7,48,721/- pertains to F.Y. 2020-21 a Rs. 6,85,738/- pertains to F.Y. 2021-22.

(iii) Provident Fund payable as on 31.03.2022 is Rs. 9,70,169/-.

Financial Year 2022-23:

(a) The company has granted loan to following parties during the year covered in the registered maintained under section 189 of the Act;

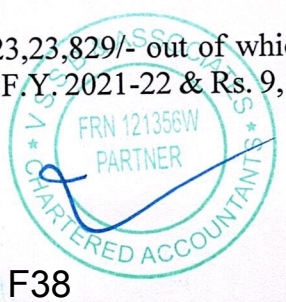
Name of Parties	**Outstanding as on 31.03.2023 (Rs.)**
Shine Engineering	77,10,503/-
Kiran V. Ghoniya	9,20,000/-

(b) According to the records of the company and information and explanation given, the company has not complied with the provision of section 185 of the Act.

(c) The company is in the arrear of statutory liability for the period of more than six months from the date they become payable as under;

(i) Income Tax [IT] payable as on 31.03.2023 pertaining to F.Y. 2021-22 is Rs. 3,19,180/-.

(ii) TDS payable as on 31.03.2023 is Rs. 23,23,829/- out of which Rs.7,48,721/- pertains to F.Y. 2020-21, Rs. 6,85,738/- pertains to F.Y. 2021-22 & Rs. 9,16,670/- pertains F.Y. 2022-23.



(iii) Provident Fund payable as on 31.03.2023 is Rs. 18,21,418/-.

For Financial Year 2023-24:

Details of dues of Income Tax which have not been deposited as on 31st March, 2024 on account of disputes are given bellow:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending	Remarks
Income Tax	154 of the Income Tax Act, 1961	82,566/-	2021	CIT(A)	Demand u/s 154 of the Act
Income Tax	143(3) of the Income Tax Act, 1961	8,44,530/-	2022	CPC	Demand u/s 143(3) of the Act
Provident Fund	Statutory Liability Pending	28,39,502/-	2023	-	-

7. Based on our examination and according to information and explanations given to us, we are of the opinion that the Restated Financial Statements:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively in period ended February 28, 2025 and financial year ended on March 31, 2024, March 31, 2023 and 2022.

b) do not require any adjustment for modification as there is no modification in the underlying audit reports;

c) have no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.

d) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.

8. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:

(i) The "**restated statement of standalone asset and liabilities**" of the Company period ended February 28, 2025 and financial year ended on March 31, 2024, March 31, 2023 and 2022 examined by us as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

(ii) The "**restated statement of standalone profit and loss**" of the Company for the financial period ended February 28, 2025 and financial year ended on March 31, 2024, March 31, 2023 and 2022 are examined by us, as set out in **Annexure II** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

FRN 121356W PARTNER

(iii) The **"restated statement of standalone cash flows"** of the Company for the financial period ended February 28, 2025 and financial year ended on March 31, 2024, March 31, 2023 and 2022 are examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.

9. 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 reporting relating to the Company for the financial period ended February 28, 2025 and financial year ended on March 31, 2024, March 31, 2023 and 2022 proposed to be included in the Offer Document.

Annexure to Restated Financial Statements of the Company:-

Annexure No.	Particulars
Annexure I	Summary of restated statement of assets and liabilities
Annexure II	Summary statement of profit and loss
Annexure III	Summary statement of cash flows
Annexure IV	Corporate Information, Significant accounting policies as restated and Notes to reconciliation of restated profits and net worth
Annexure V	Details of share capital as restated
Annexure VI	Details of reserve and surplus as restated
Annexure VII	Details of long term borrowing as restated
Annexure VIII	Details of long term provision as restated
Annexure IX	Details of short term borrowing as restated
Annexure X	Details of trade payables as restated
Annexure XI	Details of other current liabilities as restated
Annexure XII	Details of short term provision as restated
Annexure XIII	Details of property, plant & equipment and intangible assets as restated
Annexure XIV	Details of deferred tax asset (net) as restated
Annexure XV	Details of long term loans & advances as restated
Annexure XVI	Details of other non-current assets as restated
Annexure XVII	Details of inventory as restated
Annexure XVIII	Details of trade receivable as restated
Annexure XIX	Details of cash and bank balance as restated
Annexure XX	Details of short term loans and advances as restated
Annexure XXI	Details of other current assets as restated
Annexure XXII	Details of revenue from operations as restated
Annexure XXIII	Details of other income as restated
Annexure XXIV	Details of cost of material consumed as restated
Annexure XXV	Details of changes in inventories of finished goods as restated
Annexure XXVI	Details of employee benefit expenses as restated
Annexure XXVII	Details of finance costs as restated
Annexure XXVIII	Details of depreciation and amortization expense
Annexure XXIX	Details of other expenses as restated
Annexure XXX	Details of bifurcated other income as restated
Annexure XXXI	Ageing of trade payables as restated
Annexure XXXII	Ageing of trade receivables as restated
Annexure XXXIII	Disclosure under AS-15 as restated
Annexure XXXIV	Summary of significant accounting ratios as restated
Annexure XXXV	Statement of tax shelters as restated
Annexure XXXVI	Details of related party transactions as restated

Annexure XXXVII	Details for terms of borrowings as restated
Annexure XXXVIII	Details of contingent liabilities & commitments as restated
Annexure XXXIX	Details of restated value of imports calculated on c.i.f basis by the company
Annexure XL	Details of dues of small enterprises and micro enterprises as restated
Annexure XLI	Details of payment to auditor as restated
Annexure XLII	Details of value (including incidental expenses) of imported and indigenous raw materials consumed
Annexure XLIII	Details of addition regulatory information (as per para Y of Schedule III to Companies act, 2013) as restated
Annexure XLIV	Capitalisation Statement as at February 28, 2025 as restated

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. Our report is intended solely for use of the board of directors for inclusion in the offer document to be filed with SEBI, BSE and Registrar of Companies in connection with the proposed SME IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For: **V S S B & Associates**
Chartered Accountants
FRN – 0121356W

V S S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

Vishves A. Shah
Partner
MRN - 109944
UDIN - 25109944BMGPLG1735

Place: Ahmedabad
Date: 02/06/2025

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED — **ANNEXURE - I**

(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	EQUITY AND LIABILITIES					
1)	**Shareholders Funds**					
	a. Share Capital	V	415.84	200.00	200.00	200.00
	b. Reserves & Surplus	VI	382.99	159.66	2.13	10.06
2)	**Non - Current Liabilities**					
	a. Long-term Borrowings	VII	412.67	357.46	484.91	572.59
	b. Long-term Provisions	VIII	18.20	7.12	0.39	0.25
3)	**Current Liabilities**					
	a. Short Term Borrowings	IX	467.97	396.38	460.51	474.12
	b. Trade Payables	X				
	- Due to Micro and Small Enterprises		0.23	0.11	1.20	2.52
	- Due to Others		190.90	201.78	365.87	304.01
	c. Other Current liabilities	XI	59.11	80.79	85.16	90.95
	d. Short Term Provisions	XII	117.92	101.20	82.46	163.10
	TOTAL		**2,065.83**	**1,504.50**	**1,682.63**	**1,817.60**
	ASSETS					
1)	**Non Current Assets**					
	a. Property, Plant & Equipment and Intangible Assets					
	- Property, Plant & Equipment	XIII	685.55	547.51	524.50	609.02
	- Intangible Assets		34.90	1.22	2.45	1.59
	b. Deferred Tax Assets (Net)	XIV	20.19	16.74	14.00	11.36
	c. Long-term Loans & Advances	XV	-	-	2.78	1.09
	d. Other Non-current assets	XVI	12.21	-	0.26	0.26
2)	**Current Assets**					
	a. Inventories	XVII	382.59	298.53	352.62	390.40
	b. Trade Receivables	XVIII	542.49	237.72	378.93	401.00
	c. Cash and Bank Balance	XIX	5.32	34.31	20.37	21.52
	d. Short term loan and advances	XX	375.37	361.26	379.53	374.52
	e. Other current assets	XXI	7.21	7.21	7.19	6.84
	TOTAL		**2,065.83**	**1,504.50**	**1,682.63**	**1,817.60**

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to ANNEXURE - XLIV)

For: V S S B & Associates
Chartered Accountants
FRN : 121356W

V S S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

CA Vishves A. Shah
Partner
MRN : 109944
UDIN : 25109944BMGPLG1735

Place : Ahmedabad
Date : 02/06/2025

For and on behalf of the Board of Directors of Shining Tools Limited

Vipulbhai Laljibhai Ghonia
(Managing Director)
DIN - 06511100
Place : Rajkot
Date : 02/06/2025

Kamalbhai Laljibhai Ghonia
(Wholetime Director)
DIN - 06511096
Place : Rajkot
Date : 02/06/2025

Mr. Abhishek Dobaria
(CFO & Director)
DIN - 07359117
Place : Rajkot
Date : 02/06/2025

Mrs. Sneha Dhaval Shah
(Company Secretary)
ACS No.- 57521
Place : Rajkot
Date : 02/06/2025

SHINING TOOLS LTD. * RAJKOT *

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

STATEMENT OF PROFIT AND LOSS AS RESTATED — **ANNEXURE - II**

(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
A	**INCOME**					
	Revenue from Operations	XXII	1,247.23	1,052.95	1,032.15	1,007.05
	Other Income	XXIII	1.19	7.47	13.57	2.91
	Total Income (A)		**1,248.42**	**1,060.42**	**1,045.72**	**1,009.96**
B	**EXPENDITURE**					
	Cost of material consumed	XXIV	309.64	198.50	270.56	323.30
	Changes in inventories of WIP & Finished Goods	XXV	(38.29)	37.66	26.75	52.80
	Employee Benefits Expense	XXVI	150.56	158.94	124.53	120.40
	Finance costs	XXVII	93.68	91.20	113.04	110.73
	Depreciation and Amortization Expense	XXVIII	124.95	118.25	93.17	103.96
	Other Expenses	XXIX	237.62	244.35	428.25	323.63
	Total Expenses (B)		**878.16**	**848.90**	**1,056.30**	**1,034.82**
C	**Profit before and tax (A-B)**		**370.26**	**211.52**	**(10.58)**	**(24.86)**
D	**Tax Expense:**					
	(i) Current tax	XXXV	104.04	56.72	-	-
	(ii) Deferred tax expenses/(credit)	XIV	(3.46)	(2.73)	(2.64)	(5.34)
	Total Expenses (D)		**100.58**	**53.99**	**(2.64)**	**(5.34)**
E	**Profit for the year (C-D)**		**269.68**	**157.53**	**(7.93)**	**(19.52)**
F	**Earnings per share (Face value of ₹ 10/- each):**					
	Post Bonus issue					
	i. Basic		**6.63**	**3.94**	**(0.20)**	**(0.49)**
	ii. Diluted		**6.63**	**3.94**	**(0.20)**	**(0.49)**

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to ANNEXURE - XLIV)

For: V S S B & Associates
Chartered Accountants
FRN : 121356W

CA Vishves A. Shah
Partner
MRN : 109944
UDIN : 25109944BMGPLG1735

Place : Ahmedabad
Date : 02/06/2025

V S S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

For and on behalf of the Board of Directors of Shining Tools Limited

Vipulbhai Laljibhai Ghonia
(Managing Director)
DIN - 06511100
Place : Rajkot
Date : 02/06/2025

Kamalbhai Laljibhai Ghonia
(Wholetime Director)
DIN - 06511096
Place : Rajkot
Date : 02/06/2025

Mr. Abhishek Dobaria
(CFO & Director)
DIN - 07359117
Place : Rajkot
Date : 02/06/2025

Mrs. Sneha Dhaval Shah
(Company Secretary)
ACS No.- 57521
Place : Rajkot
Date : 02/06/2025

SHINING TOOLS LTD. * RAJKOT *

Shining Tools Limited

Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311

CIN: U29220GJ2013PLC074803

STATEMENT OF CASH FLOW AS RESTATED **ANNEXURE - III**

(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash Flow From Operating Activities:				
Net Profit before tax as per Profit And Loss A/c	370.26	211.52	(10.58)	(24.86)
Adjustments for:				
Finance Cost	93.68	91.20	113.04	110.73
Gratuity Provision	11.55	7.07	0.15	0.26
Provision for penalty u/s 271B of Income-tax Act, 1961	-	-	1.50	1.50
Interest Income	-	-	-	(1.16)
Net (Profit) or Loss on Sale of property, plant & equipment	-	-	(0.74)	0.72
Depreciation and Amortisation Expense	124.95	118.25	93.17	103.96
Operating Profit Before Working Capital Changes	**600.44**	**428.04**	**196.54**	**191.15**
Adjusted for (Increase)/Decrease in operating assets				
Inventories	(84.06)	54.09	37.78	74.40
Trade Receivables	(304.77)	141.21	22.07	(42.05)
Short term loan and advances	(14.11)	18.27	(5.01)	(135.47)
Long term loan and advances	-	2.78	(1.69)	(1.09)
Other Non-current Assets	(12.21)	0.26	-	(0.26)
Other Current Assets	-	(0.02)	9.15	1.09
Other Bank Balances	-	-	-	5.34
Adjusted for Increase/(Decrease) in operating liabilities:				
Trade Payables	(10.78)	(165.20)	60.57	0.40
Other Current Liabilities	(21.67)	(4.37)	(5.78)	16.75
Provisions	(17.28)	(29.99)	(82.15)	119.55
Cash Generated From Operations Before Extra-Ordinary Items	**135.56**	**445.07**	**231.48**	**229.81**
Net Income Tax paid/ refunded	(70.51)	(8.33)	-	(0.08)
Net Cash Flow from/(used in) Operating Activities: (A)	**65.05**	**436.74**	**231.48**	**229.73**
Cash Flow from Investing Activities:				
Purchase of property, plant & equipment	(296.66)	(140.02)	(11.30)	(44.20)
Proceeds from sale of property, plant & equipment	-	-	2.50	3.29
Interest Income	-	-	-	1.16
Net Cash Flow from/(used in) Investing Activities: (B)	**(296.66)**	**(140.02)**	**(8.80)**	**(39.75)**
Cash Flow from Financing Activities:				
Net Proceeds/(Repayment) of Borrowings**	126.80	(191.58)	(101.29)	(78.53)
Proceeds from issue of shares	169.49	-	-	-
Finance Cost Paid	(93.68)	(91.20)	(113.04)	(110.73)
Net Cash Flow from/(used in) Financing Activities (C)	**202.61**	**(282.78)**	**(214.33)**	**(189.26)**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(29.00)	13.94	8.35	0.72
Cash & Bank Balance As At Beginning of the Year	34.31	20.37	12.02	11.30
Cash & Bank Balance As At End of the Year	**5.32**	**34.31**	**20.37**	**12.02**
Cash & Bank Balance comprise of				
Cash-in-Hand	3.61	31.79	20.20	11.86
Bank Balance	1.71	2.52	0.17	0.16
Total	**5.32**	**34.31**	**20.37**	**12.02**

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to ANNEXURE - XLIV)

Note: The Cash Flow Statements 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. All the Adjustments relating to Foreign Gain/Loss have been already taken care in Net Profit before Tax as per profit & Loss.

** The Net Proceeds/(Repayment) of Borrowings comprises both long-term and short-term borrowings. The respective amounts have been grossed up to derive the net amount presented.

For: V S S B & Associates
Chartered Accountants
FRN : 121356W

V S S B & ASSOCIATES * FRN 121356W PARTNER * CHARTERED ACCOUNTANTS *

CA Vishves A. Shah
Partner
MRN : 109944
UDIN : 25109944BMGPLG1735

Place : Ahmedabad
Date : 02/06/2025

SHINING TOOLS LTD. * RAJKOT *

For and on behalf of the Board of Directors of Shining Tools Limited

Vipulbhai Laljibhai Ghonia
(Managing Director)
DIN - 06511100
Place : Rajkot
Date : 02/06/2025

Kamalbhai Laljibhai Ghonia
(Wholetime Director)
DIN - 06511096
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Mr. Abhishek Dobaria
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DIN - 07359117
Place : Rajkot
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Mrs. Sneha Dhaval Shah
(Company Secretary)
ACS No.- 57521
Place : Rajkot
Date : 02/06/2025

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH

1. CORPORATE INFORMATION

Shinning Tools Limited is a company incorporated on May 01, 2013.

The corporate identification number of the company is U29220GJ2013PLC074803.

The company is engaged in the business of manufacturing solid carbide cutting tool solutions for end mills, drills, reamers and its re-conditioning services under its brand name 'Tixna'. The company also offers regrinding and coating services. The company was incorporated in 2013 and has its registered office located Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujrat - 360311.

2. SIGNIFICANT ACCOUNTING POLICIES

2.01 BASIS OF ACCOUNTING AND PREPARATION OF RESTATED FINANCIAL STATEMENTS

The restated summary statement of assets and liabilities of the Company as at February 28, 2025, March 31, 2024, March 31, 2023 and March 31, 2022 and the related restated summary statement of profits and loss and cash flows for the period/year ended February 28, 2025, March 31, 2024, March 31, 2023 and March 31, 2022 (herein collectively referred to as ("Restated Summary Statements") have been compiled by the management from the audited Financial Statements of the Company for the period\year ended February 28, 2025, March 31, 2024, March 31, 2023 and March 31, 2022 approved by the Board of Directors of the Company. 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 **BSE** in connection with its proposed SME 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 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 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. 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 consistent with those followed in the previous year.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles in India.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities.

2.02 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 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.

2.03 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

(i) Property, Plant & Equipment

All Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost for this purpose comprises its purchase price and any attributable cost bringing the asset to its working contribution for its intended use. Property, Plant & Equipment taken on finance lease are capitalized.

Capital work-in-progress is stated at the amount expended up to the date of Balance Sheet. On commencement of commercial production, capital work-in-progress related to project is being allocated to the respective Property, Plant & Equipment.

(ii) Intangible Assets

Intangible Assets if any are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

2.04 DEPRECIATION / AMORTISATION

Depreciation on Property, Plant & Equipment is provided to the extent of depreciable amount on the Written Down Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition to the Property, Plant & Equipment is provided on a pro-rata basis from the date of put to use.

Leasehold land is amortized over the period of lease.

2.05 INVENTORIES

Inventories are valued at lower of cost and net realisable value. In case of Finished goods, costs are calculated at direct material cost, conversion and other cost incurred to bring the goods to their present location and condition and also include excise duty on finished goods (if any).

2.06 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. An impairment loss is charged to the Statement of Profit and Loss in the 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.

2.07 INVESTMENTS:

Investments that are intended to be held for more than a year, from the date of acquisition are classified as non-current investments and are carried at cost. However, provision for diminution in value of investments is made to recognize a decline, other than temporary, in the value of the investment. The carrying amount for current investments is the lower of cost and fair value.

2.08 FOREIGN CURRENCY TRANSLATIONS

i) Foreign Currency Transactions are recorded at exchange rates prevailing on the date of such transactions.

ii) Monetary items denominated in foreign currencies at year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract

iii) Foreign Currency assets and liabilities at the year end are realigned at the exchange rates prevailing at the year end and the difference on realignment is recognized in the statement of profit and loss/fixed assets as the case may be. iv)

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

2.09 BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

2.10 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

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 which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes on accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

2.11 REVENUE RECOGNITION

Sale Revenue is Recognized only when significant risk and rewards of ownership has been transferred to the buyer and is stated at net of claims, discount, sales related tax, trade discounts & rebates and when it is reasonably certain that ultimate collection will be made. Interest income is recognized on time proportion basis . However Income and Expense which are uncertain in nature are provided on acceptance basis. Insurance claims area accounted for on acceptance based on certainity of realisation.

2.12 TAXES ON INCOME

i) Current Taxes

Provision of Current tax is determined on the basis of taxable income and tax credits computed in accordance with the provision of the income tax act, 1961.

ii) Deferred Taxes

Deferred tax assets and liabilities are recognized by computing the tax effect on timing difference which arise during the year and reverse in the subsequent periods. Deferred tax assets are recognized only to the extent that there is a reasonable certainity that sufficient future taxable income will be available against whuch such deferred tax assets can be realized.

2.13 CASH AND BANK BALANCES

Cash and cash equivalents comprises Cash-in-hand, Current Accounts, Fixed Deposits 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. Other Bank Balances are short-term balance (with original maturity is more than three months but less than twelve months).

2.14 EARNINGS PER SHARE

In determining the earning per share, the company consider the net profit after tax and includes the post tax effect of any extra ordinary items, The number of shares used in computing the earning per share is the number of shares allotted by the company as on the Balance sheet date.

2.15 EMPLOYEE BENEFITS

Gratuity:

The Company has an obligation towards gratuity a defined benefit retirement plan covering eligible employees The plan provides for lump sum payment to vested employees at retirement, at death while in employment of an amount equal to 15 by 26 days salary payable for each completed years of service. The normal age of retirement is 60 years and vesting occurs upon the completion of five years of service. The maximum limit of Gratuity is Rs. 20 lacs. The Company accounts for the liability of gratuity benefits payable in future based on an independent actuarial valuation, carried out as the year end.

Provident Fund:

The eligible employees of the company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both the employees and the company make monthly contributions at a specified percentage of the covered employee's salary (currently 12% of employee's salary). The contribution as specified under the law is paid to the recognized provident fund.

Others:

Short Term employee benefits are recognized as an expense at the undiscounted amount in the account of the period in which the related services are rendered.

2.16 SEGMENT REPORTING

The company is engaged in manufacture and sale of Solid Carbide Tools which constitutes use single business segment during the period. Considering the nature of company's business and operations, there are no reportable segments (business and/or geographical) in accordance with the requirements of AS-17.

2.17 LEASE

Lease is classified as a finance lease if it transfers substantially all the risks and rewards incident to ownership or if the asset is leased for substantially entire life of the asset. Title may or may not eventually be transferred. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incident to ownership. The Company has leasehold land under the arrangement of finance lease as the ownership will be transferred at the end of lease term.

At the inception of a finance lease, the lessee should recognize the lease as an asset and a liability. Such recognition should be at amount equal to the fair value of the leased asset at the inception of the lease. However, if the fair value of the leased asset exceeds the present value of the minimum lease payments from the standpoint of the lessee, the amount recorded as an asset and a liability should be the present value of the minimum lease payments from the standpoint of the lessee. In calculating the present value of the minimum lease payments, the discount rate is the interest rate implicit in the lease, if this is practicable to determine; if not, the lessee's incremental borrowing rate should be used.

Lease payments should be apportioned between the finance charge and the reduction of the outstanding liability. The finance charge should be allocated to periods during the lease term to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

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ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH

3. NOTES ON RECONCILIATION OF RESTATED PROFITS

(₹ in Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit/(Loss) after Tax as per Audited Profit & Loss Account	**269.68**	**196.34**	**7.58**	**5.16**
Adjustments for:				
Provision for Gratuity	-	(7.07)	(0.15)	(0.26)
Depreciation expense	-	(44.16)	(19.87)	(33.99)
Income tax	-	10.82	5.33	5.50
Deferred tax	-	1.60	(0.04)	6.29
Late fees and interest on TDS pertaining to prior period	-	-	-	-
Tax paid for prior period	-	-	-	-
Profit on sale of property, plant & equipment	-	-	0.73	-
Loss on sale of property, plant & equipment	-	-	-	(0.72)
Provision for penalty u/s 271B of Income-tax Act, 1961	-	-	(1.50)	(1.50)
Net Profit/ (Loss) After Tax as Restated	**269.68**	**157.53**	**(7.93)**	**(19.52)**

Explanatory notes to the above restatements to profits made in the audited Financial Statements of the Company for the respective years:

a. Provision for Gratuity: The Company has not recognised gratuity liability as per AS-15 which has now been provided for and restated.

b. Depreciation and Amortization Expense: Depreciation amount has been restated after using correct useful life as per Schedule II of Companies Act, 2013.

c. Income Tax Expense: The Company has Errorneously calculated income tax liability which has now been restated for restatement adjustment as above and provided for using tax rates related to the respective financial year as per Statement of tax shelters.

d. Deferred Tax: It has been restated due to consideration of permanent disallowance and change in amount of depreciation by using enacted rates.

e. Late fees and interest on TDS pertaining to prior period : Expense has been restated belong to the actual period and correct head.

f. Tax paid for prior period : Expense has been restated belong to the actual period and correct head.

g. Profit on sale of fixed asset: The Company has sold fixed assets in the year FY 2021-22 & 2022-23 on which profit on sale of asset was to be booked, which has been now restated.

h. Loss on sale of fixed asset: The Company has sold fixed assets in the year FY 2021-22 on which loss on sale of asset was to be booked, which has been now restated.

i. Provision for penalty u/s 271B of Income-tax Act, 1961 : The company has file tax audit after the due date and thus provision for penalty has been booked.

V. S. B & ASSOCIATES * CHARTERED ACCOUNTANTS * PARTNER

SHINING TOOLS LTD. * RAJKOT *

4. NOTES ON RECONCILIATION OF RESTATED NET-WORTH

(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Networth as audited (a)	**890.04**	**449.87**	**253.53**	**245.96**
Adjustments for:				
Opening Balance of Adjustments	(90.21)	(51.40)	(35.90)	3.47
Late fees and interest on TDS pertaining to prior period	-	-	-	(1.25)
Opening Deferred tax adjustment	-	-	-	0.61
Opening Depreciation adjustment	-	-	-	(14.05)
Change in Profit/(Loss)	-	(38.81)	(15.50)	(24.68)
Closing Balance of Adjustments (b)	(90.21)	(90.21)	(51.40)	(35.90)
Networth as restated (a +b)	**799.83**	**359.66**	**202.13**	**210.06**

Explanatory notes to the above restatements to networth made in the audited Financial Statements of the Company for the respective years:

a. Reversal of depreciation expenses : The Company has inappropriately calculated depreciation using WDV method and useful life as per Schedule II of Companies Act, 2013 which has now been restated and debited to opening reserves for impact related to period on or before March 31, 2020.

b. Deferred Tax: It has been restated due to consideration of permanent disallowance and change in amount of depreciation by using enacted rates.

c. Change in Profit/(Loss) : Refer Note 3 above.

d. TDS Demand : Prior period demand not shown therefore adjustment has made and now been restated.

5. ADJUSTMENTS HAVING NO IMPACT ON NETWORTH AND PROFIT:

a. Material Regrouping

Appropriate regroupings have been made in the Restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited Financial Statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

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DETAILS OF SHARE CAPITAL AS RESTATED

ANNEXURE - V

(₹ In Lakhs, except in case of share)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
EQUITY SHARE CAPITAL:				
AUTHORISED:				
65,00,000 Equity Shares of ₹ 10 each	650.00	500.00	500.00	500.00
(Previously 50,00,000 Equity Shares of ₹ 10 each)				
ISSUED, SUBSCRIBED AND PAID UP				
20,00,000 Equity Shares of ₹ 10 each fully paid up	200.00	200.00	200.00	200.00
21,58,400 Equity Shares of ₹ 10 each fully paid up	215.84	-	-	-
TOTAL	**415.84**	**200.00**	**200.00**	**200.00**

Reconciliation of number of shares outstanding at the end of the year:

(Amount in Rs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Equity Shares at the beginning of the year	2,000,000	2,000,000	2,000,000	2,000,000
Add: Addition during the year				
Due to Bonus Issue (see note 4)	2,000,000	-	-	-
Due to Preferential Allotment (see note 4)	158,400	-	-	-
Equity Shares at the end of the year	**4,158,400**	**2,000,000**	**2,000,000**	**2,000,000**

Note:

1) Terms/Rights attached to Equity Shares: The company has only one class of Equity Shares having a par value of ₹ 10/- per share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity share will be entitled to receive remaining Assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Share holders.

2) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.

3) Every member of the company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the company.

4) 20,00,000 Bonus shares were issued in the ratio of 1:1 as per the board resolution dated 19/09/2024 and 158,400 Preferential allotment was made for Rs. 107 per shares with a premium of Rs.97 per share as per the board resolution dated 03/10/2024. The price for preferential allotment has been taken from Signed Valuation report of registered valuer dated 10/09/2024.

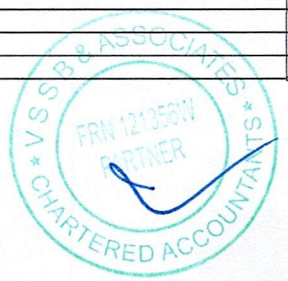
Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at February 28,2025	
	No. of Shares Held	% of Holding
Equity Share Holders		
Jayaben Laljibhai Ghonia	939,012	22.58%
Kamal Laljibhai Ghonia	666,160	16.02%
Kiran Vipulbhai Ghonia	666,670	16.03%
Priti Kamalbhai Ghonia	1,060,996	25.51%
Vipul Laljibhai Ghonia	665,660	16.01%
TOTAL	**3,998,498**	**96.15%**

Name of Shareholders	As at March 31,2024	
	No. of Shares Held	% of Holding
Equity Share Holders		
Jayaben Laljibhai Ghonia	333,311	16.67%
Kamal Laljibhai Ghonia	333,330	16.67%
Kiran Vipulbhai Ghonia	333,335	16.67%
Laljibhai K Ghonia	136,195	6.81%
Priti Kamalbhai Ghonia	530,498	26.52%
Vipul Laljibhai Ghonia	333,330	16.67%
TOTAL	**1,999,999**	**99.99%**

Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at March 31,2023	
	No. of Shares Held	% of Holding
Equity Share Holders		
Jayaben Laljibhai Ghonia	333,311	16.67%
Kamal Laljibhai Ghonia	333,330	16.67%
Kiran Vipulbhai Ghonia	333,335	16.67%
Laljibhai K Ghonia	136,195	6.81%
Priti Kamalbhai Ghonia	530,498	26.52%
Vipul Laljibhai Ghonia	333,330	16.67%
TOTAL	**1,999,999**	**99.99%**



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Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at March 31,2022	
	No. of Shares Held	% of Holding
Equity Share Holders		
Jayaben Laljibhai Ghonia	333,311	16.67%
Kamal Laljibhai Ghonia	333,330	16.67%
Kiran Vipulbhai Ghonia	333,335	16.67%
Laljibhai K Ghonia	136,195	6.81%
Priti Kamalbhai Ghonia	530,498	26.52%
Vipul Laljibhai Ghonia	333,330	16.67%
TOTAL	**1,999,999**	**99.99%**

Details of equity shares held by promoters & Promoter group

Name	As at February 28,2025		% Change during the year
	No. of Shares Held	% of Holding	
Jayaben Laljibhai Ghonia	939,012.0	22.58%	5.92%
Kamal Laljibhai Ghonia	666,160.0	16.02%	-0.65%
Kiran Vipulbhai Ghonia	666,670.0	16.03%	-0.63%
Priti Kamalbhai Ghonia	1,060,996.0	25.51%	-1.01%
Vipul Laljibhai Ghonia	665,660.0	16.01%	-0.66%
Ghonia Khushi Kamalbhai	500.0	0.01%	
Kairavi Ankit Patoliya	500.0	0.01%	
TOTAL	**3,999,498.00**	**96.18%**	

Name	As at March 31,2024		% Change during the year
	No. of Shares Held	% of Holding	
Jayaben Laljibhai Ghonia	333,311	16.67%	0.00%
Kamal Laljibhai Ghonia	333,330	16.67%	0.00%
Kiran Vipulbhai Ghonia	333,335	16.67%	0.00%
Laljibhai K Ghonia	136,195	6.81%	0.00%
Priti Kamalbhai Ghonia	530,498	26.52%	0.00%
Vipul Laljibhai Ghonia	333,330	16.67%	0.00%
TOTAL	**1,999,999.00**	100.00%	

Details of equity shares held by promoters & Promoter group :

Name of Promoter	As at March 31,2023		% Change during the year
	No. of Shares Held	% of Holding	
Jayaben Laljibhai Ghonia	333,311	16.67%	0.00%
Kamal Laljibhai Ghonia	333,330	16.67%	0.00%
Kiran Vipulbhai Ghonia	333,335	16.67%	0.00%
Laljibhai K Ghonia	136,195	6.81%	0.00%
Priti Kamalbhai Ghonia	530,498	26.52%	0.00%
Vipul Laljibhai Ghonia	333,330	16.67%	0.00%
TOTAL	**1,999,999.00**	**100.00%**	

Details of equity shares held by promoters & Promoter group :

Name of Promoter	As at March 31,2022		% Change during the year
	No. of Shares Held	% of Holding	
Jayaben Laljibhai Ghonia	333,311	16.67%	0.00%
Kamal Laljibhai Ghonia	333,330	16.67%	0.00%
Kiran Vipulbhai Ghonia	333,335	16.67%	0.00%
Laljibhai K Ghonia	136,195	6.81%	0.00%
Priti Kamalbhai Ghonia	530,498	26.52%	0.00%
Vipul Laljibhai Ghonia	333,330	16.67%	0.00%
TOTAL	**1,999,999.00**	**100.00%**	

S S B & ASSOCIATES CHARTERED ACCOUNTANTS FRN 121358W PARTNER

SHINING TOOLS LTD. RAJKOT

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DETAILS OF RESERVE & SURPLUS AS RESTATED

ANNEXURE - VI

(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(A) General Reserves				
Surplus i.e. balance in statement of Profit & Loss as restated				
Opening Balance	159.66	2.13	10.06	44.29
Opening restatement adjustments:				
Interest and Penalty on TDS for Previous Years	-	-	-	(1.26)
Deferred tax credit of earlier years	-	-	-	0.60
Depreciation expense of earlier years	-	-	-	(14.05)
Add:- Profit/(loss) for the Period	269.68	157.53	(7.93)	(19.52)
Less:- Bonus to Shareholders**	200.00	-	-	-
Closing Balance (A)	**229.34**	**159.66**	**2.13**	**10.06**
(B) Securities Premium				
Opening Balance	-	-	-	-
Add:- During the year	153.65	-	-	-
Closing Balance (B)	**153.65**	-	-	-
TOTAL(A+B)	**382.99**	**159.66**	**2.13**	**10.06**

** During the reporting period, the company has issued bonus shares as per the resolution passed on September 19, 2024, by utilising the free reserves balance as per the audited financial statements as on 31st March 2024.

DETAILS OF LONG TERM BORROWINGS AS RESTATED

ANNEXURE - VII

(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured				
Term Loan				
- Banks	180.38	70.40	107.30	221.42
Unsecured				
Loan from				
- Directors	197.33	285.84	292.36	276.77
- Inter Corporate Deposits	34.96	1.22	85.25	74.40
TOTAL	**412.67**	**357.46**	**484.91**	**572.59**

(Refer Annexure XXXVII for terms of security, repayment and other relevant details)

DETAILS OF LONG TERM PROVISIONS AS RESTATED

ANNEXURE - VIII

(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision of Gratuity	18.20	7.12	0.39	0.25
TOTAL	**18.20**	**7.12**	**0.39**	**0.25**

DETAILS OF SHORT TERM BORROWINGS AS RESTATED

ANNEXURE - IX

(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured				
a) Loans repayable on demand				
- Cash Credit	363.37	395.29	452.73	404.02
b) Current maturities of long-term borrowings	104.60	1.09	7.78	70.10
TOTAL	**467.97**	**396.38**	**460.51**	**474.12**

(Refer Annexure XXXVII for terms of security, repayment and other relevant details)

*** Details of Secured and unsecured loan (both short term and long term) are taken as per the Financial Indebtedness certificate issued by the Auditor.***

V G B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 127350W PARTNER

SHINING TOOLS LTD. * RAJKOT *

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DETAILS OF TRADE PAYABLES AS RESTATED

ANNEXURE - X
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Due to Micro and Small Enterprises	0.23	0.11	1.20	2.52
Due to Others	190.90	201.78	365.87	304.01
TOTAL	**191.13**	**201.89**	**367.07**	**306.53**

(Refer Annexure - ANNEXURE - XXXI for ageing)

DETAILS OF OTHER CURRENT LIAIBILITES AS RESTATED

ANNEXURE - XI
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Statutory Dues Payable	27.80	48.71	37.43	27.09
Advance received from customers	31.31	32.08	47.73	63.86
TOTAL	**59.11**	**80.79**	**85.16**	**90.95**

DETAILS OF SHORT TERM PROVISIONS AS RESTATED

ANNEXURE - XII
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a) Provision for Employee Benefit				
- Provision for Salary	13.82	6.81	5.96	5.33
- Provision for Gratuity	0.83	0.36	0.02	0.01
- Provision for Directors Salary	17.02	13.68	9.11	8.73
- Provision for Employee Provident Fund	1.67	28.39	18.21	9.70
b) Provision for Income Tax (Net of TDS and Advance taxes)	81.92	48.39	-	-
c) Provision for Expenses				
- Provision for Interest Payable	1.91	3.57	47.86	52.92
- Provision for Rent	-	-	-	85.00
- Provision for Power & Electricity Expense Payable	0.75	-	1.30	1.41
TOTAL	**117.92**	**101.20**	**82.46**	**163.10**

DETAILS OF DEFERRED TAX ASSETS (NET) AS RESTATED

ANNEXURE - XIV
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets arising on account of:				
-Difference of WDV as per Companies Act, 2013 and Income Tax Act, 1961	18.31	14.85	9.04	7.60
-Expenses disallowed under Income Tax Act, 1961	1.88	1.89	0.10	0.07
-Unabsorbed Loss	-	-	4.86	3.69
TOTAL	**20.19**	**16.74**	**14.00**	**11.36**

DETAILS OF LONG-TERM LOANS & ADVANCES AS RESTATED

ANNEXURE - XV
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
TDS , Advance tax (Net of provision for tax)**	-	-	2.78	1.09
TOTAL	-	-	**2.78**	**1.09**

***Note - That, the company has considered the amounts receivable from Government authorities in respect of direct taxes as Long term loans & advances*

S S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121058W PARTNER

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DETAILS OF OTHER NON CURRENT ASSETS AS RESTATED

ANNEXURE - XVI
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Security deposits	-	-	0.26	0.26
Deferred Revenue Expenses(To the extent not Written off)***	12.21	-	-	-
TOTAL	**12.21**	**-**	**0.26**	**0.26**

****Note - That the company has recognised deferred revenue expenditure in respect of expenses related to fresh issue of share capital which are required to be amortised during the period of 5 years as per the accounting policies followed by the company.*

DETAILS OF INVENTORIES AS RESTATED

ANNEXURE - XVII
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Raw Materials	109.51	63.74	80.17	91.20
Work-in-progress	18.56	12.21	15.80	17.56
Finished goods	254.52	222.58	256.65	281.64
TOTAL	**382.59**	**298.53**	**352.62**	**390.40**

DETAILS OF TRADE RECEIVABLES AS RESTATED

ANNEXURE - XVIII
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good				
Trade Receivable More than Six Months	56.88	53.78	71.16	77.17
Trade Receivable Less than Six Months	485.61	183.94	307.77	323.83
TOTAL	**542.49**	**237.72**	**378.93**	**401.00**

(Refer Annexure - ANNEXURE - XXXII for ageing)
Note: To accelerate sales and enter new markets, the company increased the amount of credit extended to its customers compared to the previous period.

DETAILS OF CASH & BANK BALANCE AS RESTATED

ANNEXURE - XIX
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a. Cash & Bank Balances				
Cash-in-Hand	3.61	31.79	20.20	11.86
Bank Balance	1.71	2.52	0.17	0.16
b. Other Bank Balances with Scheduled Bank				
Fixed Deposit Receipts	-	-	-	9.50
(*having original maturity of more than 3 months and remaining maturity of less than 12 months which includes deposits given as margin money or security against borrowings.)				
TOTAL	**5.32**	**34.31**	**20.37**	**21.52**

DETAILS OF SHORT TERM LOAN AND ADVANCES AS RESTATED

ANNEXURE - XX
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance to Suppliers	368.47	346.98	285.86	281.09
Balance with revenue authorities	6.90	10.68	6.96	5.13
Loan to Related Parties	-	3.41	86.31	88.01
Interest PGVCL Receivable	-	0.19	0.40	0.29
TOTAL	**375.37**	**361.26**	**379.53**	**374.52**

DETAILS OF OTHER CURRENT ASSETS AS RESTATED

ANNEXURE - XXI
(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
TDS Receivable from NBFC	7.21	7.21	7.19	6.84
TOTAL	**7.21**	**7.21**	**7.19**	**6.84**

S B & ASSOCIATES CHARTERED ACCOUNTANTS FRN 124350W PARTNER

SHINING TOOLS LTD RAJKOT

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

DETAILS OF REVENUE FROM OPERATIONS AS RESTATED

ANNEXURE - XXII
(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Goods	922.95	770.34	733.72	732.83
Sales of Services (Jobwork)	324.28	282.61	298.43	274.22
TOTAL	**1,247.23**	**1,052.95**	**1,032.15**	**1,007.05**

DETAILS OF OTHER INCOME AS RESTATED

ANNEXURE - XXIII
(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Income **	-	0.21	0.13	0.79
Interest Subsidy	-	-	-	1.16
Discount	1.19	7.26	2.54	0.63
Foreign Exchange Gain	-	-	10.16	0.33
Profit on sale of property, plant & equipment	-	-	0.74	-
TOTAL	**1.19**	**7.47**	**13.57**	**2.91**

**Interest Income includes Interest on FD, PGVCL Interest for the respective periods

DETAILS OF COST OF MATERIAL CONSUMED AS RESTATED

ANNEXURE - XXIV
(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock	63.74	80.17	91.20	112.79
Add: Addition During the year	355.41	182.07	259.53	301.71
Less : Closing Stock	(109.51)	(63.74)	(80.17)	(91.20)
TOTAL	**309.64**	**198.50**	**270.56**	**323.30**

DETAILS OF CHANGES IN INVENTORIES OF FINISHED GOODS AS RESTATED

ANNEXURE - XXV
(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Work in Progress				
Opening Stock	12.21	15.80	17.56	21.54
Less: Closing Stock	(18.56)	(12.21)	(15.80)	(17.56)
a) Finished Goods				
Opening Stock	222.58	256.65	281.64	330.46
Less: Closing Stock	(254.52)	(222.58)	(256.65)	(281.64)
TOTAL	**(38.29)**	**37.66**	**26.75**	**52.80**

V S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

SHINING TOOLS LTD. * RAJKOT *

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

DETAILS OF EMPLOYEE BENEFIT EXPENSES AS RESTATED

ANNEXURE - XXVI

(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and Wages	53.16	62.64	50.05	55.10
Director Remuneration	23.00	36.00	21.60	21.60
Director Sitting Fees	9.00	-	-	-
House Rent Allowance	31.66	30.60	28.19	20.01
Leave Salary	6.48	6.29	7.49	5.56
Contribution to PF & ESIC	4.85	5.29	5.46	6.07
Gratuity Expense	11.55	7.08	0.14	0.26
Bonus	7.06	7.02	6.54	5.83
Staff Welfare	3.80	4.02	5.06	5.97
TOTAL	**150.56**	**158.94**	**124.53**	**120.40**

DETAILS OF FINANCE COST AS RESTATED

ANNEXURE - XXVII

(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on loan from banks and financials institutions	71.49	50.03	69.14	76.63
Interest on unsecured loan	-	33.85	36.86	27.47
Interest on Statutory Dues	15.71	1.19	-	1.86
Bank Loan Processing Fees and Misc. Charges	6.48	6.13	7.04	4.77
TOTAL	**93.68**	**91.20**	**113.04**	**110.73**

DETAILS OF DEPRECIATION AND AMORTIZATION EXPENSE AS RESTATED

ANNEXURE - XXVIII

(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation Expenses	124.50	117.03	91.40	103.11
Amortization Expenses	0.45	1.22	1.77	0.85
TOTAL	**124.95**	**118.25**	**93.17**	**103.96**

DETAILS OF OTHER EXPENSES AS RESTATED

ANNEXURE - XXIX

(₹ In Lakhs)

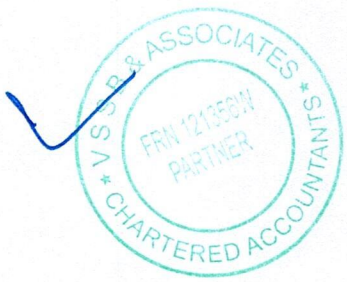
Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Manufacturing Expense:				
Electric Power Expense	13.51	18.83	17.79	19.33
Job work Expense / Labour Charge	188.96	195.41	214.59	110.12
Loading & Unloading Expense	0.21	-	0.78	0.37
Plant & Machinery Rent**	-	-	155.00	155.00
Factory Miscellaneous Expense	0.56	0.39	0.48	0.65
Machinery Repairing Expense	3.35	1.26	2.40	4.06
Packing Expense	0.74	0.65	0.46	0.76
Custom Duty	-	-	1.31	0.54
Staff Catering Expense	1.50	6.98	5.06	3.25

S S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121350W PARTNER

SHINING TOOLS LTD. * RAJKOT *

Administrative Expense:				
Audit Fees	-	0.16	0.03	0.10
IPO Related Expenses	3.05	-	-	-
Advertisement Expense	-	-	-	0.02
Computer Repairing & Maintenance	1.32	0.47	0.50	0.13
Donation Expense	-	0.25	0.30	0.61
Rates & Taxes	2.61	2.13	7.91	0.35
Provision for penalty u/s 271B of Income-tax Act, 1961	-	-	1.50	1.50
Insurance Expense	0.61	2.08	1.06	1.72
ISO Fees	0.27	0.27	0.30	0.25
Repair & Maintenance	0.70	0.08	-	0.12
Late Payment Gap Interest	0.08	-	-	-
Loss on sale of assets	-	-	-	0.72
Legal & Professional Fee	2.04	0.87	0.54	5.33
Office Expense	7.20	1.85	5.32	6.19
TDS Interest and Late fees	-	0.63	-	-
Sales Discount	-	-	0.47	0.04
Sales Incentive	0.46	1.09	2.44	-
Subscription Expense	0.87	0.15	0.37	0.34
Shareholder Processing Fees	0.30	-	-	-
Security Expense	2.69	2.76	2.76	2.76
Software Expense	0.06	0.04	0.04	-
Stationery and Postage Expense	3.09	3.92	3.96	4.78
Traveling Expense	0.78	0.52	0.65	1.58
Vehicle Expense	2.56	3.56	2.23	3.01
Other Expenses	0.10	-	-	-
TOTAL	**237.62**	**244.35**	**428.25**	**323.63**

** During the financial year 2023–24, the company made a strategic investment by purchasing its own Plant & Machinery. As a result of this acquisition, there were no rent expenses incurred or recorded for machinery usage in the period following the purchase.



Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

DETAILS OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS AS RESTATED

ANNEXURE - XIII
(₹ In Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION / AMMORTAIZATION				NET BLOCK	
	AS AT 01.04.2024	ADDITIONS	DEDUCTIONS	AS AT 28.02.2025	UPTO 01.04.2024	FOR THE PERIOD	DEDUCTIONS	UPTO 28.02.2025	AS AT 28.02.2025	AS AT 31.03.2024
Property, Plant & Equipment										
Plant and Machinery	810.47	260.08	-	1,070.55	567.26	77.91	-	645.17	425.38	243.21
Furniture & Fixture	2.03	-	-	2.03	1.73	0.07	-	1.80	0.23	0.30
Electrical Fittings	1.55	-	-	1.55	1.33	0.05	-	1.38	0.17	0.22
Computer Systems	12.95	2.45	-	15.40	12.27	0.42	-	12.69	2.70	0.68
Vehicles	0.34	-	-	0.34	0.32	0.01	-	0.33	0.01	0.02
Office Equipments	15.81	-	-	15.81	14.15	0.61	-	14.76	1.05	1.66
Factory Land	3.25	-	-	3.25	-	-	-	-	3.25	3.25
Factory Building	280.83	-	-	280.83	81.46	17.28	-	98.74	182.09	199.37
Continuous Process Machine	140.00	-	-	140.00	41.19	28.15	-	69.34	70.66	98.81
Intangible Assets										
Computer Software	14.21	0.11	-	14.31	12.98	0.45	-	13.43	0.88	1.22
ERP Accounting Software**	-	34.02	-	34.02	-	-	-	-	34.02	-
Total	**1,281.44**	**296.66**	**-**	**1,578.09**	**732.69**	**124.95**	**-**	**857.64**	**720.45**	**548.74**

** The company acquired ERP software during the financial year 2024-25. As the software was not put to use during the year, no depreciation has been charged in accordance with applicable accounting standards.

Particulars	GROSS BLOCK				DEPRECIATION / AMMORTAIZATION				NET BLOCK	
	AS AT 01.04.2023	ADDITIONS	DEDUCTIONS	AS AT 31.03.2024	UPTO 01.04.2023	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2024	AS AT 31.03.2024	AS AT 31.03.2023
Property, Plant & Equipment										
Plant and Machinery	810.47	-	-	810.47	513.93	53.33	-	567.26	243.21	296.54
Furniture & Fixture	2.03	-	-	2.03	1.63	0.10	-	1.73	0.30	0.40
Electrical Fittings	1.55	-	-	1.55	1.26	0.07	-	1.33	0.22	0.29
Computer Systems	12.95	-	-	12.95	12.15	0.12	-	12.27	0.68	0.80
Vehicles	0.34	-	-	0.34	0.31	0.01	-	0.32	0.02	0.03
Office Equipments	15.79	0.02	-	15.81	12.86	1.29	-	14.15	1.66	2.93
Factory Land	3.25	-	-	3.25	-	-	-	-	3.25	3.25
Factory Building	280.83	-	-	280.83	60.54	20.92	-	81.46	199.37	220.29
Continuous Process Machine	-	140.00	-	140.00	-	41.19	-	41.19	98.81	-
Intangible Assets										
Computer Software	14.21	-	-	14.21	11.76	1.22	-	12.98	1.22	2.45
Total	**1,141.42**	**140.02**	**-**	**1,281.44**	**614.44**	**118.25**	**-**	**732.69**	**548.74**	**526.98**

V S S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN : 120360W PARTNER

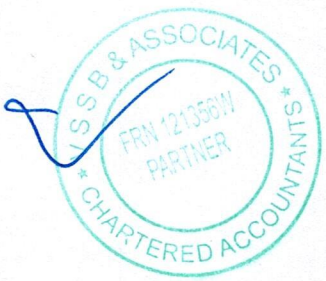
SHINING TOOLS LTD. * RAJKOT *

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

Particulars	GROSS BLOCK				DEPRECIATION / AMMORTAIZATION				NET BLOCK	
	AS AT 01.04.2022	ADDITIONS	DEDUCTIONS	AS AT 31.03.2023	UPTO 01.04.2022	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2023	AS AT 31.03.2023	AS AT 31.03.2022
Property, Plant & Equipment										
Plant and Machinery	805.35	7.73	(2.61)	810.47	449.47	65.31	(0.85)	513.93	296.54	355.88
Furniture & Fixture	2.03	-	-	2.03	1.49	0.14	-	1.63	0.40	0.54
Electrical Fittings	1.55	-	-	1.55	1.16	0.10	-	1.26	0.29	0.39
Computer Systems	12.74	0.21	-	12.95	11.61	0.54	-	12.15	0.80	1.13
Vehicles	0.34	-	-	0.34	0.30	0.01	-	0.31	0.03	0.04
Office Equipments	15.18	0.61	-	15.79	10.61	2.25	-	12.86	2.93	4.57
Factory Land	3.25	-	-	3.25	-	-	-	-	3.25	3.25
Factory Building	280.70	0.13	-	280.83	37.49	23.05	-	60.54	220.29	243.21
Intangible Assets										
Computer Software	11.59	2.62	-	14.21	9.99	1.77	-	11.76	2.45	1.59
Total	**1,132.73**	**11.30**	**(2.61)**	**1,141.42**	**522.12**	**93.17**	**(0.85)**	**614.44**	**526.98**	**610.60**

(₹ In Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION / AMMORTAIZATION				NET BLOCK	
	AS AT 01.04.2021	ADDITIONS	DEDUCTIONS	AS AT 31.03.2022	UPTO 01.04.2021	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2022	AS AT 31.03.2022	AS AT 31.03.2021
Property, Plant & Equipment										
Plant and Machinery	771.24	37.65	(3.54)	805.35	377.45	73.08	(1.06)	449.47	355.88	393.79
Furniture & Fixture	2.03	-	-	2.03	1.30	0.19	-	1.49	0.54	0.73
Electrical Fittings	1.55	-	-	1.55	1.03	0.13	-	1.16	0.39	0.52
Computer Systems	12.74	-	-	12.74	10.29	1.32	-	11.61	1.13	2.45
Vehicles	9.52	-	(9.18)	0.34	7.91	0.03	(7.64)	0.30	0.04	1.61
Office Equipments	14.65	0.53	-	15.18	7.27	3.34	-	10.61	4.57	7.38
Factory Land	3.25	-	-	3.25	-	-	-	-	3.25	3.25
Factory Building	275.96	4.74	-	280.70	12.47	25.02	-	37.49	243.21	263.49
Intangible Assets										
Computer Software	10.30	1.28	-	11.59	9.14	0.85	-	9.99	1.59	1.16
Total	**1,101.24**	**44.20**	**(12.72)**	**1,132.73**	**426.86**	**103.96**	**(8.70)**	**522.12**	**610.60**	**674.38**



Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

DETAILS OF OTHER INCOME AS RESTATED **ANNEXURE - XXX**

(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022	Nature
Other Income	1.19	7.47	13.57	2.91	
Net Profit Before Tax as Restated	370.26	211.52	(10.58)	(24.86)	
Percentage	**0.32%**	**3.53%**	**(128.31%)**	**(11.71%)**	

Source of Income

Interest Income on FD	-	-	-	0.64	Recurring and but not related to Business Activity
Interest Income PGVCL	-	0.21	0.13	0.13	Non-Recurring and not related to Business Activity
Interest Subsidy	-	-	-	1.16	Non-Recurring and not related to Business Activity
Interest on IT Refund	-	-	-	0.02	Non-Recurring and not related to Business Activity
Discount	1.19	7.26	2.54	0.63	Non-Recurring and related to Business Activity
Foreign Exchange Gain	-	-	10.16	0.33	Non-Recurring and related to Business Activity
Profit on sale of property, plant & equipment	-	-	0.74	-	Non-Recurring and not related to Business Activity
Total Other income	**1.19**	**7.47**	**13.57**	**2.91**	

V S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

SHINING TOOLS LTD. * RAJKOT *

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

AGEING OF TRADE PAYABLES AS RESTATED **ANNEXURE - XXXI**

(₹ In Lakhs)

I. Ageing of Creditors as at February 28, 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a) MSME	0.23	-	-	-	0.23
(b) Others	178.60	0.92	-	11.38	190.90
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	-	-	-	-	-
Total	**178.83**	**0.92**	**-**	**11.38**	**191.13**

II. Ageing of Creditors as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a) MSME	0.11	-	-	-	0.11
(b) Others	178.14	-	23.64	-	201.78
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	-	-	-	-	-
Total	**178.25**	**-**	**23.64**	**-**	**201.89**

III. Ageing of Creditors as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a) MSME	1.20	-	-	-	1.20
(b) Others	317.45	48.42	-	-	365.87
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	-	-	-	-	-
Total	**318.65**	**48.42**	**-**	**-**	**367.07**

IV. Ageing of Creditors as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a) MSME	2.52	-	-	-	2.52
(b) Others	227.05	76.96	-	-	304.01
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	-	-	-	-	-
Total	**229.57**	**76.96**	**-**	**-**	**306.53**

S S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

SHINING TOOLS LTD. * RAJKOT *

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

AGEING OF TRADE RECEIVABLES AS RESTATED

ANNEXURE - XXXII

(₹ In Lakhs)

I. Ageing of Debtors as at February 28, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	485.61	6.94	0.95	4.89	44.10	542.49
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**485.61**	**6.94**	**0.95**	**4.89**	**44.10**	**542.49**

II. Ageing of Debtors as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	183.94	1.49	5.35	4.14	42.80	237.72
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**183.94**	**1.49**	**5.35**	**4.14**	**42.80**	**237.72**

III. Ageing of Debtors as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	307.77	8.33	5.01	57.82	-	378.93
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**307.77**	**8.33**	**5.01**	**57.82**	**-**	**378.93**

IV. Ageing of Debtors as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	323.83	7.04	70.13	-	-	401.00
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**323.83**	**7.04**	**70.13**	**-**	**-**	**401.00**

(Note - Company do not have any amount as Unbilld/Not due Trade Receivable in any of the reporting period/year and No amount is receivable from Related Trade Receivable)

V. S. B. & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

SHINING TOOLS LTD. * RAJKOT *

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

DISCLOSURE UNDER AS-15 AS RESTATED **ANNEXURE - XXXIII**

A. DEFINED CONTRIBUTION PLAN

Particulars	For the Period ended February 28, 2025	For the Period ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)
Employers' Contribution to Provident Fund and ESIC	4.85	5.29	5.46	6.07

B. DEFINED BENEFIT OBLIGATION

1) Gratuity

The gratuity benefit payable to the employees of the Company is as per the provisions of the Payment of Gratuity Act, 1972, as amended. Under the gratuity plan, every employee who has completed at least 5 years of service gets gratuity on separation or at the time of superannuation calculated for equivalent to 15 days salary for each completed year of service calculated on last drawn basic salary. The Company does not have a funded plan for gratuity liability.

I. ASSUMPTIONS:	For the Period ended February 28, 2025	For the Period ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount Rate	7.00%	7.00%	7.30%	7.20%
Salary Escalation	2.00%	2.00%	2.00%	2.00%
Attrition Rates, based on age (% p.a.)				
Upto 25 Years	2.00%	2.00%	2.00%	2.00%
From 26 years to 35 years	2.00%	2.00%	2.00%	2.00%
From 36 years to 45 years	2.00%	2.00%	2.00%	2.00%
From 46 years to 55 years	2.00%	2.00%	2.00%	2.00%
More than 55 years	2.00%	2.00%	2.00%	2.00%
Mortality Table	100% Indian Assured Lives Mortality (2012-14)	100% Indian Assured Lives Mortality (2012-14)	100% Indian Assured Lives Mortality (2012-14)	100% Indian Assured Lives Mortality (2012-14)
Retirement Age	60 years	60 years	60 years	60 years

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION:	For the Period ended February 28, 2025	For the Period ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)
Present Value of Benefit Obligation as at the beginning of the year	7.48	0.40	0.26	-
Current Service Cost	1.83	5.34	0.08	0.26
Interest Cost	0.48	0.03	0.02	-
(Benefit paid)	-	-	-	-
Actuarial (gains)/losses	9.24	1.71	0.05	-
Present value of benefit obligation as at the end of the year	**19.03**	**7.48**	**0.40**	**0.26**

III. ACTUARIAL GAINS/LOSSES:	For the Period ended February 28, 2025	For the Period ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)
Actuarial (gains)/losses on obligation for the year	9.24	1.71	0.05	-
Actuarial (gains)/losses on asset for the year	-	-	-	-
Actuarial (gains)/losses recognized in income & expenses Statement	**9.24**	**1.71**	**0.05**	**-**

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IV. EXPENSES RECOGNISED	For the Period ended February 28, 2025	For the Period ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)
Current service cost	1.83	5.34	0.08	0.26
Interest cost	0.48	0.03	0.02	-
Actuarial (gains)/losses	9.24	1.71	0.05	-
Expense charged to the Statement of Profit and Loss	**11.55**	**7.08**	**0.15**	**0.26**

V. BALANCE SHEET RECONCILIATION:	For the Period ended February 28, 2025	For the Period ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)
Opening net liability	7.48	0.40	0.26	-
Expense as above	11.55	7.08	0.15	0.26
(Benefit paid)	-	-	-	-
Net liability/(asset) recognized in the balance sheet	**19.03**	**7.48**	**0.41**	**0.26**

VI. EXPERIENCE ADJUSTMENTS	For the Period ended February 28, 2025	For the Period ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)	(₹ In Lakhs)
On Plan Liability (Gains)/Losses	9.24	1.71	0.05	-

VII. The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.

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DETAILS OF ACCOUNTING RATIOS AS RESTATED **ANNEXURE - XXXIV**

(₹ In Lakhs, except per share data and ratios)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Restated Profit after Tax as per Profit & Loss Statement (A)	269.68	157.53	(7.93)	(19.52)
Tax Expense (B)	100.58	53.99	(2.64)	(5.34)
Depreciation and amortization expense (C)	124.95	118.25	93.17	103.96
Interest Cost (D)	87.20	85.07	106.00	105.96
Weighted Average Number of Equity Shares at the end of the Year Pre Bonus Issue of shares (E1)	2,070,663	2,000,000	2,000,000	2,000,000
Weighted Average Number of Equity Shares at the end of the Year after giving effect to any bonus or split of shares undertaken after the last balance sheet date (E2)	4,070,663	4,000,000	4,000,000	4,000,000
Number of Equity Shares outstanding at the end of the Year (F1)	2,070,663	2,000,000	2,000,000	2,000,000
Number of Equity Shares outstanding at the end of the Year after giving effect to any bonus or split of shares undertaken after the last balance sheet date (F2)	4,070,663	4,000,000	4,000,000	4,000,000
Nominal Value per Equity share (₹) (G)	10.00	10.00	10.00	10.00
Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities (H)	786.62	359.66	202.13	210.06
Current Assets (I)	1,312.98	939.03	1,138.64	1,194.28
Current Liabilities (J)	836.13	780.26	995.20	1,034.70
Earnings Per Share - Basic & Diluted[1 & 2] (₹)	**13.02**	**7.88**	**(0.40)**	**(0.98)**
Weighted Earnings Per Share - Basic & Diluted[1 & 2] (₹)	**6.63**	**3.94**	**(0.20)**	**(0.49)**
Return on Net Worth[1 & 2] (%)	**34.28%**	**43.80%**	**(3.92%)**	**(9.29%)**
Net Asset Value Per Share[1] (₹) (Pre Bonus of shares)	**37.99**	**17.98**	**10.11**	**10.50**
Net Asset Value Per Share[1] (₹) (after giving effect to any bonus or split of shares undertaken after the last balance sheet date)*	**19.32**	**8.99**	**5.05**	**5.25**
Current Ratio[1]	**1.57**	**1.20**	**1.14**	**1.15**
Earning before Interest, Tax and Depreciation and Amortization[1] (EBITDA)	**582.41**	**414.84**	**188.59**	**185.06**

Notes -

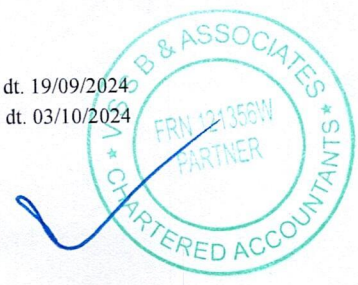
1. Ratios have been calculated as below:

Earnings Per Share (₹) (EPS) :	A / E1 or E2
Return on Net Worth (%):	A / H
Net Asset Value per equity share (₹):	H / F2
Current Ratio:	I / J
Earning before Interest, Tax and Depreciation and Amortization (EBITDA):	A + (B+C+D)

2. Ratios are not annualised.

3. Bonus has been issued in (1:1) and resolution was passed on dt. 19/09/2024

4. Preferential shares were issued and resolution was passed on dt. 03/10/2024



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STATEMENT OF TAX SHELTERS

ANNEXURE - XXXV
(₹ In Lakhs)

Particulars	For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax as per books (A)	370.26	211.52	(10.58)	(24.86)
Income Tax Rate (%)	25.17%	25.17%	25.17%	25.17%
MAT Rate (%)	NA	NA	NA	NA
Tax at notional rate on profits	93.19	53.24	-	-
Adjustments :				
Permanent Differences(B)				
Expenses disallowed under Income Tax Act, 1961				
- Donation	-	0.25	0.30	0.61
- Provision for penalty u/s 271B of Income-tax Act, 1961	-	-	1.50	1.50
- Penalty on Excise	-	1.00	-	-
- Interest on MSMED Act	-	-	-	0.14
- GST Late Fees	2.61	1.13	-	-
- Interest on TDS & Income Tax	15.65	1.83	-	0.02
Total Permanent Differences(B)	**18.26**	**4.21**	**1.80**	**2.27**
Income considered separately (C)				
Interest Income	-	(1.95)	(1.69)	(1.95)
Total Income considered separately (C)	**-**	**(1.95)**	**(1.69)**	**(1.95)**
Timing Differences (D)				
Depreciation as per Companies Act, 2013	124.50	117.03	91.40	103.12
Depreciation as per Income Tax Act, 1961	(111.18)	(95.17)	(86.71)	(96.17)
Profit on Sale PPE	-	-	(0.74)	-
Loss on PPE	-	-	-	0.72
Gratuity expense	11.55	7.08	0.14	0.26
Total Timing Differences (D)	**24.87**	**28.94**	**4.09**	**7.93**
Net Adjustments E = (B+C+D)	**43.13**	**31.20**	**4.20**	**8.25**
Tax expense / (saving) thereon	**10.85**	**7.85**	**1.06**	**2.08**
Income from Other Sources				
Interest Income	-	1.95	1.69	1.95
Income from Other Sources (F)	**-**	1.95	1.69	1.95
Income from Capital Gain				
Income from Capital Gain	-	-	-	-
Income from Capital Gain (G)	-	-	-	-
Set-off from Brought Forward Losses (H)	-	(19.29)	-	-
Taxable Income/(Loss) as per Income Tax (A+E+F+G+H)	**413.39**	**225.37**	**(4.69)**	**(14.66)**
Set-off from Brought Forward Losses for MAT (G)	-	-	-	
Taxable Income/(Loss) as per MAT (A+G)	370.26	211.52	(10.58)	(24.86)
Income Tax as returned/computed	104.04	56.72	-	-
Tax paid as per normal or MAT	Normal	Normal	Normal	Normal

Note : The company has opted for Income tax rates specified under section 115BAA of Income Tax Act, 1961

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DETAILS OF RELATED PARTY TRANSACTION AS RESTATED

ANNEXURE - XXXVI

(₹ In Lakhs)

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount of transaction during the year ended February 28, 2025	Amount outstanding as on February 28, 2025 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2024	Amount outstanding as on March 31, 2024 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2023	Amount outstanding as on March 31, 2023 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2022	Amount outstanding as on March 31, 2022 (Payable)/ Receivable
Vipul Laljibhai Ghonia	Director	Salary	11.00	(6.58)	12.00	-	8.40	-	8.40	-
		Sitting fees	3.00		-		-		-	
		Loan Received	3.92	(98.05)	67.07	(230.30)	69.10	(227.90)	145.88	(207.93)
		Loan Repaid	136.17		64.68		49.13		71.89	
		Interest	-	-	26.78	-	27.26	-	19.08	-
Kamal Laljibhai Ghonia	Director	Salary	11.00	(6.60)	12.00	-	8.40	-	8.40	-
		Sitting fees	3.00		-		-		-	
		Loan Received	33.86	(4.81)	378.33	3.41	42.30	(8.92)	-	(24.28)
		Loan Repaid	29.52		390.65		57.67		6.31	
		Interest	-		-		3.07		3.09	
		Expenditure Incured on company behalf	0.47		25.54		-		-	
Late Laljibhai K. Ghonia	Director	Salary	1.00	-	-	-	4.80	-	4.80	-
		Loan Received	-	-	-	(55.55)	11.00	(55.55)	2.50	(44.55)
		Loan Repaid	57.17		-		-		-	
		Interest	-		6.67		6.44		5.30	
Kiran Vipulbhai Ghoniya	Director	Salary	-	(3.00)	12.00	-	-	-	-	-
		Sitting fees	3.00							
		Loan Received	11.57	(0.36)	15.85	(0.25)	0.33	9.20	-	(2.00)
		Loan Repaid	11.46		6.40		11.53		-	
Priti Kamalbhai Ghonia	Relative of Director	Salary	-	(6.00)	-	-	-	-	-	-
		Loan Received	-	-	23.52	(0.97)	0.04	(0.87)		(0.83)
		Loan Repaid	0.97		23.42					
		Interest	-		0.10					
Jayaben Laljibhai Ghonia	Relative of Director	Loan Received	57.17	(54.11)	-	-	-	-	-	-
		Loan Repaid	3.06		-		-		-	
Abhishek Dobaria Arvindbhai	CFO & Director	Salary	0.50	(0.84)	-	-	-	-	-	-
		Loan Received	65.00	(40.00)	-	-	-	-	-	-
		Loan Repaid	25.00		-		-		-	
Enterprises influenced by Key Managerial Person(KMP)										
Shine Industries (Prop. Kiran Vipulbhai Ghonia)	Director's Concern	Machinery Rent	-	-	-	-	85.00	-	85.00	-
		Purchase of Machinery	-	(0.90)	65.00	(65.00)	-	-	-	-
		Loan Obtained	-	-	11.52	-	234.77	(40.36)	34.43	(27.4
		Loan Repaid	-		51.89		221.96		117.91	
Shine Engineering (Prop. Priti Kamalbhai Ghonia)	Concern of Director's Relative	Machinery Rent	-	-	-	-	70.00	-	70.00	-
		Purchase of Machinery	-	-	75.00	(10.87)				
		Loan Given	-	-	18.50	-	79.50	77.11	-	88.01
		Loan Received	-		95.61		2.39		-	
Shinning Machining Solution (Prop. Kamal Laljibhai Ghonia)	Director's Concern	Loan Obtained	-	-	-	-	-	(33.66)	-	(33.66
		Loan Repaid	-		33.58		-		-	
Shinning Technology (Prop. Vipul Laljibhai Ghonia)	Director's Concern	Loan Obtained	-	-	-	-	-	(10.35)	-	(10.3
		Loan Repaid	-		10.36		-		-	
Shree Industries (Prop. Kairvi Ankit Patoliya)	Concern of Director's Relative	Purchase of Services	56.56	5.19	85.94	9.34	113.06	(80.04)	7.63	2.94

Note: As per the certificate issued by the Company's Peer and Statutory Auditor, i.e., M/S VSSB & Associates, all transactions entered into with related parties have been recorded at arm's length price.

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SHINING TOOLS LTD RAJKOT

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ANNEXURE - XXXVII

ANNEXURE FOR TERMS OF BORROWINGS AS RESTATED:

Sr. No.	Name of Lender	Nature of Security	Sanction (₹ In Lakhs)	Rate of Interest	Tenure (Months)	No of O/S Instalments	Instalment (₹)	Outstanding as on February 28, 2025 (₹ In Lakhs)	Outstanding as on March 31, 2024 (₹ In Lakhs)	Outstanding as on March 31, 2023 (₹ In Lakhs)	Outstanding as on March 31, 2022 (₹ In Lakhs)
1	India Infoline Finance Ltd. - 1163	(Against Personal Guarantee of promoters)	4.34	14.00%	48	-	11,846.00	-	0.72	2.27	3.63
2	Kotak Mahindra Bank 153199165	(Against Personal Guarantee of promoters)	2.44	6.67%	48	-	7,631.00	-	0.37	1.22	2.01
3	Canara Bank TL 170012637938	(Primarily secured by Hypothecation of Plant & Machinery.)	115.00	11.90%	24	13	208,334.00	27.08	50.00	-	-
4	Canara Bank TL 170012658804	(Primarily secured by Hypothecation of Plant & Machinery.)	74.00	9.25%	48	37	116,111.00	41.80	41.80	-	-
5	Canara Bank TL 17300049835	(Primarily secured by Hypothecation of Plant & Machinery.)	37.00	9.25%	48	37	10,000.00	3.60	3.60	-	-
6	Canara Bank Cash Credit-125005644750	Primary Security: Hypothecation of Stock and Book Debt	-	11.60%	Repayable on demand	-	-	363.37	370.29	-	-
7	Canara Bank Loan-170012645886	(Primarily secured by Hypothecation of Plant & Machinery.)	-	11.90%	78	68	312,500.00	212.50	-	-	-
8	Cash Credit (CBI 3292968601)	(Secured against hypothecation of all goods of raw materials, work in progress and finished goods)	-	0	24	-	-	-	-	373.27	372.15
9	Aditya Birla Capital	(Against Personal Guarantee of promoters)	30.00	0	24	-	-	-	-	0.41	9.99
10	Axis Bank BPR008704540891	(Against Personal Guarantee of promoters)	40.00	0	36	-	142,611.00	-	-	3.25	17.53
11	Capital Flot Loan 1	(Against Personal Guarantee of promoters)	30.00	0	36	-	110,546.00	-	-	-	11.05
12	HDFC Bank Loan 93452897	(Against Personal Guarantee of promoters)	-	-	-	-	-	-	-	-	8.18
13	Incred Financial Services Ltd.	(Against Personal Guarantee of promoters)	20.23	19.50%	24	-	-	-	-	-	1.74
14	India Infoline Finance Ltd. - 1538		25.23	19.50%	27	-	134,147.00	-	-	-	-

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15	Svakarma Finance Pvt. Ltd.	1.Lein Mark on Liquid Assets - 56% of Loan amount. 2. Isuue of 1 Post dated cheque for facility amount and submission of NACH.	50.00	14.00%	36	-	170,888.00	-	-	-	13.18
16	Yes Bank Ltd.	(Against Personal Guarantee of promoters)	15.00	18.00%	36	-	54,229.00	-	-	1.43	6.28
17	CBI Term Loan (CBI 3819311029)	(Secured against Factory Building, Factory Premises, Ind. Plot, Residential Flats)	-		-	-	-	-	-	95.78	113.08
18	CBI Covid 19 Sahayata Loan (CBI 3809937089)	(Against Personal Guarantee of promoters)	-		-	-	-	-	-	-	5.60
19	CBI Covid 19 Sahayata Loan (CBI 3823529914)	(Against Personal Guarantee of promoters)	-		-	-	-	-	-	31.15	61.23
20	CBI Covid 19 Sahayata loan (CGECL Extension 1.0)	(Against Personal Guarantee of promoters)	-		-	-	-	-	-	-	60.55
21	CBI Covid 19 Sahayata loan (CBI 5168807267)	(Against Personal Guarantee of promoters)	59.02		-	-	-	-	-	59.02	9.33

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ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

DETAILS OF CONTINGENT LIABILITIES & COMMITMENTS AS RESTATED

ANNEXURE - XXXVIII

(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I. Contingent Liabilities				
(a) claims against the company not acknowledged as debt;	-	-	-	-
(b) guarantees excluding financial guarantees; and	-	-	-	-
(c) other money for which the company is contingently liable	-	-	-	-
II. Commitments				
(a) estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-	-
(b) uncalled liability on shares and other investments partly paid	-	-	-	-
(c) other commitments	-	-	-	-

RESTATED VALUE OF IMPORTS CALCULATED ON C.I.F BASIS BY THE COMPANY DURING THE FINANCIAL YEAR IN RESPECT OF:

ANNEXURE - XXXIX

(₹ In Lakhs)

Particulars		For the period ended February 28, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
		₹	₹	₹	₹
(a)	Raw Material	-	-	15.42	4.85
(b)	Components and spare parts	-	-	-	-
(b)	Capital goods	-	-	-	-

DUES OF SMALL ENTERPRISES AND MICRO ENTERPRISES AS RESTATED

ANNEXURE - XL

(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	₹	₹	₹	₹
(a) Dues remaining unpaid to any supplier at the end of each accounting year				
-Principal	0.23	0.11	1.20	2.52
-Interest on the above	-	-	0.01	0.14
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-	-
(d) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-

Note : During the period under consideration, the Company does not have any system in place to determine the bifurcation of the creditors as Micro, Small or Medium Enterprises. Based on the information available with the Company, there are no dues to Small and Micro enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006. The information regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

PAYMENT TO AUDITORS

ANNEXURE - XLI

(₹ In Lakhs)

Particulars	As at February 28, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	₹	₹	₹	₹
Statutory Audit	-	0.16	0.03	0.10

VALUE (INCLUDING INCIDENTAL EXPENSES) OF IMPORTED AND INDIGENOUS RAW MATERIALS CONSUMED

ANNEXURE - XLII

(₹ In Lakhs)

Particulars	28th February, 2025	%	31st March, 2024	%
Raw Materials - Imported	-	0.00%	-	0.00%
Raw Materials - Indigenous	309.64	100.00%	198.50	100.00%
Total	309.64	100%	198.50	100%
Stores and Spares - Indigenous	-		-	

Particulars	31st March, 2023	%	31st March, 2022	%
Raw Materials - Imported	15.42	5.70%	4.85	1.50%
Raw Materials - Indigenous	255.14	94.30%	318.45	98.50%
Total	270.56	100.00%	323.30	100%
Stores and Spares - Indigenous	-		-	

V S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

SHINING TOOLS LTD. * RAJKOT *

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

ADDITIONAL REGULATORY INFORMATION AS PER PARA Y OF SCHEDULE III TO COMPANIES ACT, 2013: **ANNEXURE - XLIII**

i. The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.

ii. The Company has not revalued its Property, Plant and Equipment.

iii. The Company has granted loans or advances in the nature of loans to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
(a) repayable on demand or
(b) without specifying any terms or period of repayment

Particulars	31st March, 2024		31st March, 2023		31st March, 2022	
Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	3.41	100.00%	9.20	10.66%	88.01	100.00%
Related Party	-	-	77.11	89.34%	-	-
Total	**3.41**	**100.00%**	**86.31**	**100.00%**	**88.01**	**100.00%**

iv. The Company does not have any capital work-in-progress.

v. The Company have intangible assets under development and the details for the same are shown in PPE.

vi. No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

vii The Company has availed borrowings from banks on the basis of security of current assets and monthly returns or statements of current assets are filed by the Company with banks which are in agreement with the books of accounts except as below

As at March 31,2022

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ In Lakhs)	Amount as reported in the quarterly return/ statement (₹ In Lakhs)	Amount of difference (₹ In Lakhs)	Reason for material discrepancies
Q1	Central Bank, Canara Bank	Book debt	542.83	234.81	308.02	Due to non Completion of bank & book entries
		Stock	255.09	357.76	(102.67)	
Q2	Central Bank, Canara Bank	Book debt	613.27	258.18	355.09	Due to non Completion of bank & book entries
		Stock	260.28	382.24	(121.96)	
Q3	Central Bank, Canara Bank	Book debt	653.10	212.46	440.64	Due to non Completion of bank & book entries
		Stock	378.80	410.52	(31.71)	
Q4	Central Bank, Canara Bank	Book debt	401.00	246.24	154.76	Due to non Completion of bank & book entries
		Stock	390.40	399.40	(9.00)	

As at March 31,2023

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ In Lakhs)	Amount as reported in the quarterly return/ statement (₹ In Lakhs)	Amount of difference (₹ In Lakhs)	Reason for material discrepancies
Q1	Central Bank, Canara Bank	Book debt	594.45	209.25	385.20	Due to non Completion of bank & book entries
		Stock	255.67	398.66	(142.99)	
Q2	Central Bank, Canara Bank	Book debt	660.88	250.62	410.26	Due to non Completion of bank & book entries
		Stock	254.04	386.43	(132.39)	
Q3	Central Bank, Canara Bank	Book debt	652.00	218.77	433.23	Due to non Completion of bank & book entries
		Stock	247.27	411.05	(163.78)	
Q4	Central Bank, Canara Bank	Book debt	378.93	-	378.93	Due to non Completion of bank & book entries
		Stock	352.63	352.63	-	

S B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

SHINING TOOLS LTD. * RAJKOT *

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

As at March 31,2024

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ In Lakhs)	Amount as reported in the quarterly return/ statement (₹ In Lakhs)	Amount of difference (₹ In Lakhs)	Reason for material discrepancies
Q1	Central Bank,Canara Bank	Book debt	379.90	206.54	173.36	Due to non Completion of bank & book entries
		Stock	509.80	381.13	128.68	
Q2	Central Bank,Canara Bank	Book debt	409.12	236.03	173.10	Due to non Completion of bank & book entries
		Stock	492.08	405.42	86.66	
Q3	Central Bank,Canara Bank	Book debt	399.99	224.10	175.89	Due to non Completion of bank & book entries
		Stock	457.35	415.07	42.28	
Q4	Central Bank,Canara Bank	Book debt	237.72	-	237.72	Due to non Completion of bank & book entries
		Stock	298.54	298.54	-	

As at February 28,2025

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ In Lakhs)	Amount as reported in the quarterly return/ statement (₹ In Lakhs)	Amount of difference (₹ In Lakhs)	Reason for material discrepancies
Q1	Central Bank, Canara Bank	Book debt	296.68	-	296.68	Due to non Completion of bank & book entries
		Stock	298.54	452.76	(154.22)	
Q2	Central Bank, Canara Bank	Book debt	348.93	-	348.93	Due to non Completion of bank & book entries
		Stock	298.54	455.39	(156.85)	
Q3	Central Bank, Canara Bank	Book debt	428.67	-	428.67	Due to non Completion of bank & book entries
		Stock	298.54	450.11	(151.57)	
Q4(upto 28.02.2025)	Central Bank, Canara Bank	Book debt	542.49	-	542.49	Due to non Completion of bank & book entries
		Stock	382.59	430.01	(47.42)	

viii. The company is not declared as willful defaulter by any bank or financial institution or other lender.

ix. The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

x. There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

xi. The company does not have any investments and hence, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

xii. Significant Accounting Ratios:

% or Times	Ratios	Numerator	Denominator	For the period ended February 28, 2025	For the year ended March 31, 2024	Variation (%)
In times	(a) Current Ratio	Current Assets	Current Liabilities	1.57	1.20	30.48%
In times	(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	1.10	2.10	(47.40%)
In times	(c) Debt Service Coverage Ratio*	Earning available for Debt Service (EBITDA)	Debt Service	0.61	0.50	23.52%
In Percentage	(d) Return on Equity Ratio*	Net Profit After Taxes - Preference Dividend (if any)	Average Shareholder's Equity	46.56%	56.08%	(16.98%)
In times	(e) Inventory turnover ratio*	Cost of Goods Sold	Average Inventory	0.80	0.73	9.85%
In times	(f) Trade Receivables turnover ratio*	Net Credit Sales	Average Accounts Receivable	3.20	3.42	(6.38%)
In times	(g) Trade payables turnover ratio*	Net Credit Purchase	Average Accounts Payable	1.58	0.70	125.82%
In times	(h) Net capital turnover ratio*	Net Sale	Average Working Capital	3.92	6.97	(43.68%)
In Percentage	(i) Net profit ratio	Net Profit	Net sales	21.62%	14.96%	44.52%
In Percentage	(j) Return on Capital employed	Earning before Interest and Taxes	Capital Employed	27.24%	26.64%	2.26%
In Percentage	(k) Return on investment*	Market Value at the end of the year - Market Value at the beginning of the year - sum of cash inflows, outflows on specific date	Market Value at the beginning of the year + sum of (weight of net cash flow x cash inflow, outflow on specific date)	NA	NA	NA
In Days	(l) Inventory Days	Closing Stock	Total Revenue	102	103	(0.39%)
In Days	(m) Debtors Days**	Debtors	Credit Sales	145	82	76.30%
In Days	(n) Creditors Days	Creditors	Cost of Goods Sold including Manufacturing expenses	133	160	(17.07%)

**Note : Since, comparative period is full financial year, hence, not comparable.*

****Note: Company is providing longer credit period to its debtors to increase the sales. That's why the Debtor days are increased from 82 days in FY 2023-24 to 145 days in FY 2024-25 upto February 28, 2025.**

S V ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

SHINING TOOLS LTD. * RAJKOT *

Shining Tools Limited
Survey No. 63/2 , Plot No. 2, Rajkot, Gondal Highway, Pipaliya, Gujarat - 360311
CIN: U29220GJ2013PLC074803

ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

% or Times	Ratios	Numerator	Denominator	For the year ended March 31, 2024	For the year ended March 31, 2023	Variation (%)
In times	(a) Current Ratio	Current Assets	Current Liabilities	1.20	1.14	5.19%
In times	(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	2.10	4.68	(55.19%)
In times	(c) Debt Service Coverage Ratio	Earning available for Debt Service (EBITDA)	Debt Service	0.50	0.18	176.08%
In Percentage	(d) Return on Equity Ratio	Net Profit After Taxes - Preference Dividend (if any)	Average Shareholder's Equity	56.08%	(3.85%)	(1557.01%)
In times	(e) Inventory turnover ratio	Cost of Goods Sold	Average Inventory	0.73	0.80	(9.36%)
In times	(f) Trade Receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	3.42	2.65	29.03%
In times	(g) Trade payables turnover ratio	Net Credit Purchase	Average Accounts Payable	0.70	0.80	(13.14%)
In times	(h) Net capital turnover ratio	Net Sale	Average Working Capital	6.97	6.81	2.29%
In Percentage	(i) Net profit ratio	Net Profit	Net sales	14.96%	(0.77%)	(2046.60%)
In Percentage	(j) Return on Capital employed	Earning before Interest and Taxes	Capital Employed	26.64%	8.32%	220.31%
In Percentage	(k) Return on investment	Market Value at the end of the year - Market Value at the beginning of the year - sum of cash inflows, outflows on specific date	Market Value at the beginning of the year + sum of weight of net cash flow * cash inflow, outflow on specific date.	NA	NA	NA
In Days	(l) Inventory Days	Closing Stock	Total Revenue	103	123	(16.51%)
In Days	(m) Debtors Days	Debtors	Credit Sales	82	134	(38.50%)
In Days	(n) Creditors Days	Creditors	Cost of Goods Sold including Manufacturing expenses	160	193	(16.82%)

Reasons for Variation more than 25%:

(a) Debt Equity Ratio: As during the current period, the profit available to shareholders increased, thus the equity funds increased.
(b) Debt Service Coverage Ratio : Ratio is increaseed due to decrease in other expenses for the year.
(c) Return on Equity Ratio : Ratio is increased as company became cost efficient and increase in profit during the year.
(d) Trade Receivables Turnover Ratio: As the revenue of the company got increased, the company timely collected its receivables so that its working capital doesn't get blocked for a longer period of time. Hence this ratio improved.
(e) Net profit ratio : Due to effective use of working capital and increase in revenue of the company, the ratio got improved.
(f) Return on Capital employed : Since the margins of the company got increased, thus the profit margin increased.

% or Times	Ratios	Numerator	Denominator	For the year ended March 31, 2023	For the year ended March 31, 2022	Variation (%)
In times	(a) Current Ratio	Current Assets	Current Liabilities	1.14	1.15	(0.87%)
In times	(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	4.68	4.98	(6.13%)
In times	(c) Debt Service Coverage Ratio	Earning available for Debt Service (EBITDA)	Debt Service	0.18	0.16	11.54%
In Percentage	(d) Return on Equity Ratio	Net Profit After Taxes - Preference Dividend (if any)	Average Shareholder's Equity	(3.85%)	(7.17%)	(46.32%)
In times	(e) Inventory turnover ratio	Cost of Goods Sold	Average Inventory	0.80	0.88	(9.01%)
In times	(f) Trade Receivables turnover ratio	Net Sales	Average Accounts Receivable	2.65	2.45	8.25%
In times	(g) Trade payables turnover ratio	Net Purchase	Average Accounts Payable	0.80	1.06	(23.89%)
In times	(h) Net capital turnover ratio	Net Sale	Average Working Capital	6.81	5.90	15.38%
In Percentage	(i) Net profit ratio	Net Profit	Net sales	(0.77%)	(1.94%)	(60.34%)
In Percentage	(j) Return on Capital employed	Earning before Interest and Taxes	Capital Employed	8.32%	6.45%	28.86%
In Percentage	(k) Return on investment	Market Value at the end of the year - Market Value at the beginning of the year - sum of cash inflows, outflows on specific date	Market Value at the beginning of the year + sum of weight of net cash flow * cash inflow, outflow on specific date.	NA	NA	NA
In Days	(l) Inventory Days	Closing Stock	Total Revenue	123	141	(12.77%)
In Days	(m) Debtors Days	Debtors	Credit Sales	134	145	(7.80%)
In Days	(n) Creditors Days	Creditors	Cost of Goods Sold including Manufacturing expenses	193	167	15.44%

ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

Reasons for Variation more than 25%:
(a) Return on Equity Ratio : The net loss during the year decreased as compared to previous year due to reduction in costs.
(b) Net Profit Ratio : Net Profit of the company increased due to reduction in cost of consumption.
(c) Return on Capital employed : Since the company used its working capital (both short term and long term) effectively, the EBIT got increased. The effect of effective capital utilisation on current year figures can be seen as analysis ratios of the company got improved in every aspect.

xiii. The Company does not have any scheme of arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

xiv. A. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, 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 on behalf of the Ultimate Beneficiaries.
B. No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), 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 Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

xv. The provision of section 135 (Corporate Social Responsibility) of the Companies Act is not applicable in case of the Company.

xvi. The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

xvii. The Company has not traded or invested or dealt in Crypto Currency or Virtual currency during the financial year.

CAPITALISATION STATEMENT AS AT
February 28,2025

ANNEXURE - XLIV
(₹ In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	467.97	-
Long Term Debt (B)	412.67	-
Total debts (C)	**880.64**	-
Shareholders' funds		
Share capital	415.84	-
Reserve and surplus - as Restated	382.99	-
Total shareholders' funds (D)	**798.83**	-
Long term debt / shareholders funds (B/D)	**0.52**	-
Total debt / shareholders funds (C/D)	**1.10**	-

Signatures to Annexures Forming Part Of The Restated Financial Statements
For and on behalf of the Board of Directors of Shining Tools Limited

Vipulbhai Laljibhai Ghonia
(Managing Director)
DIN - 06511100
Place : Rajkot
Date : 02/06/2025

Kamalbhai Laljibhai Ghonia
(Wholetime Director)
DIN - 06511096
Place : Rajkot
Date : 02/06/2025

Mr. Abhishek Dobaria
(CFO & Director)
DIN - 07359117
Place : Rajkot
Date : 02/06/2025

Mrs. Sneha Dhaval Shah
(Company Secretary)
ACS No.- 57521
Place : Rajkot
Date : 02/06/2025

V. S. B & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN 121356W PARTNER

SHINING TOOLS LTD. * RAJKOT *

STATEMENT OF 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 on February 28, 2025:

SECURED BORROWINGS

As on February 28, 2025, we have availed secured loans of which the total outstanding amount of secured loan is ₹ 648.35 lakhs, the details of which are as under:

(Rs. In Lakhs)

Sr. No.	Name of Bank	Rate of Interest (p.a.)	Sanctioned Amount	Amount outstanding as on February 28, 2025	Tenure	Security	Joint Borrowers/ Guarantee
	Canara Bank TL 170012637938	11.90%	115.00	27.08	24 months	Primarily secured by Hypothecation of Plant & Machinery.	Directors & Joint Borrowers: 1. Kamalbhai L Ghonia 2. Vipulbhai L Ghonia
	Canara Bank TL 170012658804	9.25%	74.00	41.80	48 months	Primarily secured by Hypothecation of Plant & Machinery.	Same As Above Loan
	Canara Bank TL 17300049835	9.25%	37.00	3.60	48 months	Primarily secured by Hypothecation of Plant & Machinery.	Same As Above Loan
	Canara Bank Loan-170012645886	11.90%	225.00	212.50	78 months	Primarily secured by Hypothecation of Plant & Machinery.	Same As Above Loan
	Canara Bank Cash Credit 750	11.60%	370.00	363.37	Repayable	Primary Security:	Same As Above

					on Demand	Hypothecation of Stock and Book Debt	Loan

Note: All of the above Canara Bank loans are also secured by –
i) Fresh EMT of Industrial land & building situated at Pipaliya RS No. 63/2-p-1, Plot No. 2, Gondal Highway, Rajkot-360311- This Property is in the name of M/s Shining Tools Limited vide sale deed no. 2105 dated 20.03.2018.
ii) Fresh EMT of Industrial land & building situated at RS No. 394/P, TPS No. 4, FP No. 1205/P, Samrat Industrial Area, 10/4 Corner, B/h ST Work Shop, Rajkot-360004
iii) Fresh EMT of Residential Flat situated at E-304, Wing E, Real Heights, Opp. GIDC Metoda Gate 3, Metoda, Rajkot.
iv) Fresh EMT of Residential Flat situated at A-304, Wing A, Real Heights, Opp. GIDC Metoda Gate 3, Metoda, Rajkot.

UNSECURED BORROWINGS

We have also availed Unsecured Borrowings. Set forth below is a brief summary of Unsecured Borrowings as on February 28, 2025.

(Rs. In Lakhs)

Sr. No.	Particulars	Amount Outstanding
1.	Vipulbhai L. Ghonia	98.05
2.	Kamalbhai L. Ghonia	4.81
3.	Kiranben V. Ghonia	0.36
4.	Jayaben Ghonia	54.11
5.	Abhishek Dobaria Arvindbhai	40.00
6.	Mudhur Agri Overseas Limited	34.96
	TOTAL	**232.29**

*As certified by M/s V S S B & Associates, Chartered Accountants, pursuant to their certificate Dated June 02, 2025.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Draft Prospectus. You should also read the section entitled "Risk Factors" beginning on page 32 , which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our consolidated restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.

The financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our peer review auditors report which is included in this Draft Prospectus under the section titled "Restated Financial Information" beginning on page 213 of this Draft Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements. This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors such as those described under "Risk Factors" and Forward Looking Statements" beginning on pages and respectively, and elsewhere in this Draft Prospectus Accordingly, the degree to which the financial statements in this Draft Prospectus will provide meaningful information depend entirely on such potential investor's level of familiarity with Indian accounting practices. Please also refer to section titled "Presentation of Financial, Industry and Market data" beginning on page 15 of this Draft Prospectus.

BUSINESS OVERVIEW

Our Company operate in the machinery and equipment industry, our company is one of the major manufacturer and supplier of high- performance cutting tools, specializes in providing innovative tooling solutions which includes end mills, drills and reamers. Additionally, the company provides regrinding, resharpening and coating services to enhance the performance and longevity of these tools.

Our Company comes amongst the few top manufacturers of Indian market who specializes in the Designing and Manufacturing of Solid carbide cutting tool solutions for Endmill, Drill, and Reamer etc. Our distinctive strength which differs us from others is that we are majorly into manufacturing of customized tools. Majority of our total revenue comes from manufacturing of customized tools. The Company has a completely integrated unit with state-of-the-art manufacturing facilities for every critical operation. We are not just limited as cutting tool provider rather we are into the resharpning of tools also for our existing customers. Our company provides full support and guidance to our customers in maximising their productivity and profitability by providing them customized tools and fulfilling our commitments on or before time.

Since our inception, we have always been the trusted business partners in providing quality tooling solutions to achieve higher productivity, the consistency with our clients prove their trust on us. For the development and designing of standard and customized tools for special purpose applications some like Walter HELITRONIC Tool Studio, Siemens Powershape software packages are being used, and for the monitoring of product or quality check non- contact optical CNC measuring machine is used to avoid human error.

The Company serves various industries such as Aerospace, Medical, Defence, Space, Power and Energy, Automotive, Mould and Die, Casting & Foundry, General Engineering.

For details about Business Overview, please refer chapter titled "Our Business" beginning on page 143 of this Draft Prospectus.

The following table sets forth a breakdown of our revenue from operations, as well as other key performance indicators, for the periods indicated:

(₹ In Lakhs except percentages)

Key Performance Indicator	February 28, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations [(1)]	1247.23	1052.95	1032.15	1007.05
Revenue from Operation Growth %	18.45%	2.02%	2.49%	-
EBITDA [(2)]	582.41	414.84	188.59	185.06
EBITDA Margin [(3)]	46.70%	39.40%	18.27%	18.38%
Restated Profit After Tax	269.68	157.53	(7.93)	(19.52)
PAT Margin [(4)]	21.62%	14.96%	(0.77%)	(1.94%)
Net Worth[(5)]	786.62	359.66	202.13	210.06
Capital Employed	1679.47	1113.50	1147.55	1256.77
ROE% [(6)]	46.56%	56.08%	(3.85%)	(7.17%)
ROCE% [(7)]	27.24%	26.64%	8.32%	6.45%

KPI disclosed above is certified by V S S B & Associates, Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated June 21, 2025.

Notes:

1) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*

2) *EBITDA is calculated as Profit before tax + Depreciation + Finance Cost*

3) *EBITDA Margin is calculated as EBITDA divided by Revenue from operations*

4) *PAT Margin is calculated as PAT for the period/year divided by revenue from operations.*

5) *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account reduced by miscellaneous expenditure and the debit of Profit & Loss Account.*

6) *Return on Equity is ratio of Profit after Tax and average Shareholder Equity*

7) *Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings (current & non-current)*

Explanation for KPI metrics:

KPI	Explanation
Revenue from Operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
Revenue Growth Rate %	Revenue Growth rate informs the management of annual growth rate in revenue of the company in consideration to previous period
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
ROCE %	ROCE provides how efficiently our Company generates earnings from the capital employed in the business
PAT	Profit after Tax is an indicator which determine the actual earnings available to equity shareholders

PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of the Business
ROE/RoNW	It is an indicator which shows how much company is generating from its available shareholders' funds

STATEMENT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except the following:

i. Board of Directors of Our Company has on November 16, 2024 approved the issue of share through initial public offer.

ii. Shareholders of our company vide special resolution dated December 19, 2024 approved the issue of share through initial public offer.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Restated Financial Statements. For details of our significant accounting policies, please refer section titled **"Financial information"** begnning on page 213.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section entitled "Risk Factors" beginning on page 32 . The following are certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- General geopolitical and other global risks;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international;
- Economies changes in laws and regulations that apply to the industry;
- Increasing competition in the industry;
- Company's inability to successfully implement its future growth plans;
- Our ability to retain our key clients;
- Our ability to retain our key managerial persons and other employees.

Our Result of Operations

As a result of the various factors discussed above that affect our income and expenditure, our results of operations may vary from period to period. The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of Company for the period ended February 28, 2025 and Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ In lakhs except for percenteges)

Sr. No.	Particulars	For the period ended February 28, 2025	% of Total Income	For the year 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
A	**INCOME**								

	Revenue from Operations	1247.23	99.90%	1,052.95	99.30%	1,032.15	98.70%	1,007.05	99.71%
	Other Income	1.19	0.10%	7.47	0.70%	13.57	1.30%	2.91	0.29%
	Total Income (A)	**1248.42**	**100.00 %**	**1,060.42**	**100.00 %**	**1,045.72**	**100.00%**	**1,009.96**	**100.00%**
B	**EXPENDITURE**								
	Cost of material consumed	309.64	24.80%	198.50	18.72%	270.56	25.87%	323.30	32.01%
	Changes in inventories of finished Goods	(38.29)	(3.07%)	37.66	3.55%	26.75	2.56%	52.80	5.23%
	Employee Benefits Expense	150.56	12.06%	158.94	14.99%	124.53	11.91%	120.40	11.92%
	Finance costs	93.68	7.50%	91.20	8.60%	113.04	10.81%	110.73	10.96%
	Depreciation and Amortization Expense	124.95	10.01%	118.25	11.15%	93.17	8.91%	103.96	10.29%
	Other Expenses	237.62	19.03%	244.35	23.04%	428.25	40.95%	323.63	32.04%
	Total Expenses (B)	**878.16**	**70.34%**	**848.90**	**80.05%**	**1,056.30**	**101.01%**	**1,034.82**	**102.46%**
C	**Profit before and tax (A-B)**	**370.26**	**29.66%**	**211.52**	**19.95%**	**(10.58)**	**(1.01%)**	**(24.86)**	**(2.46%)**
D	**Tax Expense:**								
	(i) Current tax	104.04	8.33%	56.72	5.35%	-	0.00%	-	0.00%
	(ii) Deferred tax expenses/(credit)	(3.46)	(0.28%)	(2.73)	(0.26%)	(2.64)	(0.25%)	(5.34)	(0.53%)
	Total Expenses (D)	**100.58**	**8.06%**	**53.99**	**5.09%**	**(2.64)**	**(0.25%)**	**(5.34)**	**(0.53%)**
E	**Profit for the year (C-D)**	**269.68**	**21.60%**	**157.53**	**14.86%**	**(7.93)**	**(0.76%)**	**(19.52)**	**(1.93%)**

OVERVIEW OF REVENUE AND EXPENSES

INCOME:

Revenue from operations:

Revenue from operations mainly consists of revenue from sale of goods and Job work charges.

Other Income:

Our other income primarily comprises of Interest income, Interest Subsidy, Discounts, foreign exchange gain, profit on sale of fixed assets and miscellaneous income.

EXPENSES:

Company's expenses consist of cost of material consumed, changes in inventories of work-in-progress, finished goods and stock in trade, employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

- **Cost of material consumed**

  This represents purchases related to raw material and other direct expenses.

- **Changes in Inventories of Stock in trade, work-in-progress and finished goods**

  This represents changes in inventories of finished goods and work in progress.

Employee benefits expense

Our employee benefits expense primarily comprises of Director Remuneration, Director Sitting Fees, salaries to staff, staff welfare expenses, wages, staff transportation expenses, staff uniform expense, contribution to PF and ESIC, Gratuity, House Rent Allowance, Leave Salary Expenses and Bonus.

Finance costs

Our finance cost includes bank charges & processing fees, Bank interest on term loan, Car loan, Cash credit limit and Interest on statutory dues.

Depreciation and amortization expense

Depreciation and amortization on tangible and intangible assets.

Other expenses

Our other expenses include Power expense, Job work expense, Loading & Unloading expense, Rent of Plant & Machinery, Repairs & Maintenance, packing expense, Custom duty, Audit expense, staff catering, IPO Related Expenses, Advertisement expense, donation expense, Insurance, ISO Expense, legal & professional fees, office expenses, TDS Interest and late fees, Sales discount & Incentives, Subscription expense, Security expense, software expense, stationary and postage expense, travelling expense, vehicle expense, Factory Miscellaneous Expense, Rates & Taxes, Provision for penalty u/s 271B of Income-tax Act, 1961, Discount Expenses, Late Payment Gap Interest, Loss on sale of assets, Shareholder Processing Fees, Machinery Repairing Expense, Computer Repairing & Maintenance, and Other Expenses.

Comparison of Financial Year 2024 with Financial Year 2023

(Amount ₹ in lakhs)

Sr. No.	Particulars	For Fiscal 2024	For Fiscal 2023	% Change
1	Revenue from Operation	1,052.95	1,032.15	2.02%
2	Other Income	7.47	13.57	(44.95%)
	Total Income (1+2)	**1,060.42**	**1,045.72**	1.41%
3	Expenditure			
(a)	Operating Expenses	236.16	297.31	(20.57%)
(b)	Employee Benefit Expenses	158.94	124.53	27.63%
(c)	Finance Cost	91.20	113.04	(19.32%)
(d)	Depreciation & Amortization	118.25	93.17	26.92%
(e)	Other Expense	244.35	428.25	(42.94%)
4	**Total Expenditure 3(a) to 3(e)**	**848.90**	**1,056.30**	(19.63%)
5	**Profit/(Loss) Before Tax (1+2-4)**	**211.52**	**(10.58)**	(2099.24%)

6	Tax Expense:			
(a)	Current Tax	56.72	-	-
(b)	Deferred Tax	(2.73)	(2.64)	3.41%
	Net Current Tax Expenses	**53.99**	**(2.64)**	(2145.08%)
7	**Profit/(Loss) for the Period/Year (5-6)**	**157.53**	**(7.93)**	(2086.51%)

Total Income:

Total income for the Fiscal year 2024 stood at ₹ 1060.42 Lakhs. Total income for the Fiscal year 2023 stood at ₹ 1045.72 Lakhs representing an increase of 1.41%. The increase was due to increase in revenue from operations.

Revenue from Operations:

During the Fiscal year 2024 revenue from operations was ₹ 1052.95 Lakhs. Revenue from Operations for the Fiscal year 2023 stood at ₹ 1032.15 Lakhs representing increase of 2.02%. During the Fiscal year 2024, the sale of manufactured Product was ₹ 770.34 Lakhs as against ₹ 733.72 Lakhs for the Fiscal year 2023. Increased production and higher demand of customized tools has resulted in increased revenue.

Other Income:

During the Fiscal year 2024, other income was ₹ 7.47 Lakhs. For Fiscal year 2023, it was ₹ 13.57 Lakhs representing a decrease of 44.95%. The Company has earned foreign exchange gain in the Fiscal year 2023, due to which there was increase in other income.

Total Expenses:

The Total Expenses for the Fiscal year 2024 stood at ₹ 848.90 Lakhs. The total expenses represented a decrease of 19.63% as compared to Fiscal year 2023 which is ₹ 1056.30 Lakhs due to the factors described below: -

Cost of Material consumed:

Our cost of material consumed is ₹ 198.50 Lakhs for the Fiscal year 2024 as compared to ₹ 270.56 Lakhs for the Fiscal year 2023 representing a decrease of 26.63% due to increase in efficiency levels , favourable change in product mix, operational efficiency in our operations.

Changes in Inventories

Our changes in inventories is ₹ 37.66 Lakhs for the Fiscal year 2024 which was ₹ 26.75 Lakhs in the Fiscal year 2023 due to inventory optimization.

Employee benefits expense:

Our Company has incurred ₹ 158.94 Lakhs as Employee benefits expense for the Fiscal year 2024. It stood at ₹ 124.53 Lakhs during the Fiscal year 2023, representing an increase of 27.63%. The overall increase in employee cost was increased due to increase in director's remuneration, staff salary, wages, House rent allowance, Bonus and gratuity.

Finance costs:

Finance costs for the Fiscal year 2024 was ₹ 91.20 Lakhs. For Fiscal year 2023, it was ₹ 113.04 Lakhs, representing a decrease of 19.32%, which is mainly due to the availment of low cost debt and lesser reliance on high cost debt representing Business loans.

Depreciation and Amortization Expenses:

Depreciation for the Fiscal year 2024 was ₹ 118.25 Lakhs. For Fiscal year 2023, it stood at ₹ 93.17 Lakhs, representing an increase of 26.92 % due to addition of machine in assets block.

Other Expenses:

Other Expenses for the Fiscal year 2024 stood at ₹ 244.35 Lakhs. For Fiscal year 2023, other expenses were₹ 428.25 Lakhs. The significant decrease of 42.94% was mainly due to the decrease in Rental cost of Plant & Machinery as it was purchased by the Company in fiscal 2024.

Restated Profit/ (Loss) after tax:

The Company reported Restated profit after tax for the Fiscal year 2024 stood at ₹ 157.53 Lakhs in comparison to net loss of ₹ 7.93 Lakhs in the Fiscal year 2023. The increase in the profit after tax was due to aforementioned reasons.

Comparison of Financial Year 2023 with Financial Year 2022

(Amount ₹ in lakhs)

Sr. No.	Particulars	For Fiscal 2023	For Fiscal 2022	% Change
1	Revenue from Operation	1,032.15	1,007.05	2.49%
2	Other Income	13.57	2.91	366.32%
	Total Income (1+2)	**1,045.72**	**1,009.96**	3.54%
3	Expenditure			
(a)	Operating Expenses	297.31	376.10	(20.95%)
(b)	Employee Benefit Expenses	124.53	120.40	3.43%
(c)	Finance Cost	113.04	110.73	2.09%
(d)	Depreciation & Amortization	93.17	103.96	(10.38%)
(e)	Other Expense	428.25	323.63	32.33%
4	**Total Expenditure 3(a) to 3(e)**	**1,056.30**	**1,034.82**	2.08%
5	**Profit/(Loss) Before Tax (1+2-4)**	**(10.58)**	**(24.86)**	(57.44%)
6	Tax Expense:			
(a)	Current Tax	-	-	0.00%
(b)	Deferred Tax	(2.64)	(5.34)	(50.56%)
	Net Current Tax Expenses	**(2.64)**	**(5.34)**	(50.56%)
7	**Profit/(Loss) for the Period/Year (5-6)**	**(7.93)**	**(19.52)**	(59.38%)

Total Income:

Total income for the Fiscal year 2023 stood at ₹ 1045.72 Lakhs whereas in Fiscal year 2022 the same stood at ₹ 1009.96 Lakhs representing increase of 3.54%. The increase was due to increase in revenue from operations and other income.

Revenue from Operations:

Revenue from Operations for the Fiscal year 2023 stood at ₹ 1032.15 Lakhs whereas in Fiscal year 2022 the same stood at ₹ 1007.05 Lakhs representing increase of 2.49%. The revenue from operation was increased due to increase volume of our business operations and higher volume of sales.

Other Income:

For Fiscal year 2023, it has increased to ₹ 13.57 Lakhs as against ₹ 2.91 Lakhs in the Fiscal year 2022 representing a significant increase of 366.32%. This increase was due to increase in foreign exchange gain earned by the company in the Fiscal year 2023.

Total Expenses:

For Fiscal year 2023, it has increased to ₹ 1056.30 Lakhs from ₹ 1034.82 Lakhs in the Fiscal year 2022 representing an increase of 2.08% due to the factors described below: -

Cost of Material consumed

Our Cost of Material consumed is ₹ 270.56 Lakhs for the Fiscal year 2023 as compared to ₹323.30 Lakhs for the Fiscal year 2022 representing a decrease of 16.31%.

Changes in Inventories

Our changes in inventories are ₹ 26.75 Lakhs for the Fiscal year 2023 which is ₹ 52.80 Lakhs in the Fiscal year 2022.

Employee benefits expense:

Our employees benefit expenses stood at ₹ 124.53 Lakhs during the Fiscal year 2023 as compared to ₹ 120.40 Lakhs in the Fiscal year 2022, representing an increase of 3.43%. The increase in employee cost was increased due to increase in House rent allowance, Leave salary and Bonus.

Finance costs:

For Fiscal year 2023, it has increased to ₹ 113.04 Lakhs as against ₹ 110.73 Lakhs during the Fiscal year 2022 representing an increase of 2.09%, which was mainly due to the increase on unsecured loans and bank charges.

Depreciation and Amortization Expenses:

For Fiscal year 2023, it stood at ₹ 93.17 Lakhs as against ₹ 103.96 Lakhs during the Fiscal year 2022, representing a decrease of 10.38%.

Other Expenses:

For Fiscal year 2023, other expense was ₹ 428.25 Lakhs as against ₹ 323.63 Lakhs during the Fiscal year 2022. The significant increase of 32.33% was mainly due to increase in Job work charges.

Restated Profit/ (Loss) after tax*:*

The Company reported Restated Net loss for the Fiscal year 2023 of ₹ 7.93 Lakhs in comparison to Net loss of ₹ 19.52 Lakhs in the Fiscal year 2022 due to aforementioned reasons.

Cash flows

The following table sets forth our cash flows with respect to operating activities, investing activities and financing activities for the period indicated:

(₹ In lakh)

Particulars	February 28, 2025	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash flow from/ (used in) operating activities	65.05	436.74	231.48	229.73

Net cash flow from/ (used in) investing activities	(296.66)	(140.02)	(8.80)	(39.75)
Net cash flow from/ (used in) financing activities	202.61	(282.78)	(214.33)	(189.26)
Net increase/(decrease) in cash and Bank Balances	(29.00)	13.94	8.35	0.72
Cash and Bank Balances at the beginning of the year	34.31	20.37	12.02	11.30
Cash and Bank Balances at the end of the year	5.32	34.31	20.37	12.02

Cash Flows from Operating Activities
The following is the Cash Flows from Operating Activities for the following periods:

Period ended February 28, 2025
Our net cash flow from operating activities was ₹65.05 lakh for the period ended February 28, 2025 as compared to the Restated Profit before Tax of ₹ 370.26 lakh for the same period. Our operating profit before changes in working capital changes was ₹600.44 lakh which was primarily adjusted against Increase in inventories,Increase in Trade receivables, Increase in Short Term Loans & Advances, Increase in Other Non-Current Assets, Decrease in Trade Payables and Increase in other liabilities.

Financial Year 2023-24
Our net cash flow from operating activities was ₹436.74 lakh for the Fiscal 2024 as compared to the Restated Profit before Tax of ₹211.52 lakh for the same period. Our operating profit before changes in working capital changes was ₹428.04 lakh which was primarily adjusted against Decrease in Inventories, Decrease in Trade Receivables, Decrease in Short Term Loans and Advances, Increase in Other Current Assets, Decrease in Other Non-Current Assets, Decrease in Long Term Loans & Advances, Decrease in Trade Payables, and Increase in other liabilities.

Financial Year 2022-23
Our net cash from operating activities was ₹231.48 lakh for the Fiscal 2023 as compared to the Restated Profit before Tax of (₹10.58) lakh for the same period. Our operating profit before changes in working capital changes was ₹196.54 lakh which was primarily adjusted against Decrease in Inventories, Decrease in Trade Receivables, Decrease in Short Term Loans and Advances, Increase in Other Current Assets, Increase in Long Term Loans & Advances, Increase in Trade Payables and Decrease in Other Liabilities.

Financial Year 2021-22
Our net cash from operating activities was ₹ 229.73 lakhs for the Fiscal 2022 as compared to the Restated Profit before Tax of (₹24.86) lakh for the same period. Our operating profit before changes in working capital changes was ₹ 191.15 lakh which was primarily adjusted against Decrease in Inventories, Increase in Trade Receivables, Increase in other current assets, decrease in short term loans and advances, decrease in short term borrowing, increase in trade payables and increase in other liabilities.

Cash Flows from Investing Activities
Our net cash flow changes due to investing activities are significant compared to our cash flow from operating activities for period ended February 28, 2025 and the Fiscal 2024 on account of investment in fixed assets which resulted to net used in investing activity to Rs. 296.66 lakhs and Rs. 140.02 lakh respectively. For Fiscal 2023 and Fiscal 2022, our net cash flow changes due to investing activities are insignificant compared to our cash flow from operating activities for respective periods.

Cash Flows from Financing Activities

Period ended February 28, 2025
Net cash from financing activities for the period ended February 28, 2025 was ₹202.61 lakh which was on account of mainly increase in loans amounting to ₹126.80 lakh, Issue of share capital amounting to ₹169.49 lakh and interest payment amounting to ₹93.68 lakh.

Financial Year 2023-24
Net cash used in financing activities for the Fiscal 2024 was (₹282.78) lakhs which was on account of mainly repayment of loans amounting to ₹191.58 lakh and interest payment amounting to ₹91.20 lakh.

Financial Year 2022-23
Net cash used in financing activities for the Fiscal 2023 was (₹214.33) lakh which was on account of mainly repayment of secured loans from banks and unsecured loans amounting to ₹101.29 lakh and interest payment amounting to ₹113.04 lakh.

Financial Year 2021-22
Net cash used in financing activities for the Fiscal 2022 was (₹189.26) lakh which was on account of mainly repayment of secured loans from banks and unsecured loans amounting to ₹78.53 lakh and interest payment amounting to ₹110.73 lakh.

OTHER INFORMATION

Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rates. In the normal course of business, we are exposed to certain market risks including interest risk.

Interest rate risk
Interest rate risk results from changes in prevailing market interest rates, which can cause a change in the fair value of fixed-rate instruments and changes in the interest payments of the variable-rate instruments. Our operations are funded to a certain extent by borrowings. Our current loan facilities carry interest at variable rates. We mitigate risk by structuring our borrowings to achieve a reasonable, competitive cost of funding. There can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks. Further, we also keep fixed deposits and any change in interest rate results change in our interest income.

Liquidity risk
Adequate and timely cash availability for our operations is the liquidity risk associated with our operations. Our Company's objective is to all time maintain optimum levels of liquidity to meet its cash requirements. We employ prudent liquidity risk management practices which inter-alia means maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities.

Credit Risk
We are exposed to the risk that our counterparties may not comply with their obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities, primarily from trade receivables. Though, we believe that our customers to be creditworthy counterparties, which limits the credit risk, however, there can be no assurance that our counterparties may not default on their obligations, which may adversely affect our business and financial condition.

Material Frauds
There are no material frauds committed against our Company in the last three financial years.

Related Party Transactions
We have entered into various transactions with related parties in the ordinary course of business. For information relating to our related party transactions, please see Annexure XXXVI titled as "Related Party Disclosures" under chapter titled ***"Restated Financial Statement***" beginning on page 213.

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

Except impact of Covid -19 pandemic in past on our industry, there have been no events or transactions to our knowledge which may be described as "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 213 and 216 respectively of this Draft Prospectus, to our knowledge there are no significant economic changes that may materially affect or 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 sales, 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 32 and 216 **respectively** of the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. ***Future changes in the relationship between costs and revenues***

Other than as described in the sections ***"Risk Factors"***, ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** on pages 32, 143 and 216 respectively, to our knowledge, there is no future changes in relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. ***Total turnover of each major industry segment in which our Company operates***

We are primarily engaged in the business of manufacturing of tools. Relevant industry data, as available has been included in the chapter titled "Industry Overview" beginning on page no 127 of this Draft Prospectus.

6. ***Status of any publicly announced New Products or Business Segment***

Except as disclosed in the Chapter ***"Our Business"***, our Company has not announced any new product or service.

7. ***Seasonality of business***

Our business is not subject to seasonality. For further information, see "Industry Overview" and "Our Business" on pages 127 and 143 respectively.

8. ***Dependence on single or few customers***

Our business is dependent upon few customers for further details, refer "Risk Factor" on page 32 of this Draft Prospectus.

9. ***Competitive conditions***

Competitive conditions are as described under the Chapters "Industry Overview" and "Our Business" beginning on pages 127 and 143 respectively of this Draft Prospectus.

Material Developments subsequent to the period ended March 31st 2024 and February 28, 2025.

Except as disclosed below, in our opinion there are no circumstances have arisen past period ended March 31st 2024 and February 28, 2025 being the date of the latest financial statements as disclosed in this Draft

Prospectus until the date of filing this Draft Prospectus, which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

- Our Company has allotted 20,00,000 Equity Shares on September 19, 2024 as bonus share in ratio of 1:1 (i.e. 1 Equity Shares for every one Equity Shares held), consequent to this bonus issue, our paid up Equity Capital has increased from Rs. 200.00 lakh to Rs. 400.00 lakh.

- Our Company has allotted 1,58,400 Equity Shares on October 3, 2024 as Private Placement at the rate of Rs. 107 per Equity share, consequent to this Private Placement, our paid up Equity Capital has increased from Rs. 400.00 lakh to Rs. 415.84 lakh.

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CAPITALISATION STATEMENT

The following table sets forth our capitalization as of February 28, 2025, derived from our Restated Financial Information. This table should be read in conjunction with "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Financial Information" beginning on pages 32, 216, and 213 respectively.

Following are the details of Capitalization Statement of "Shining Tools Limited" as on 28th February, 2025:

ANNEXURE-XLIV

(₹ In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	467.97	[●]
Long Term Debt (B)	412.67	[●]
Total debts (C)	**880.64**	[●]
Shareholders' funds		
Share capital	415.84	[●]
Reserve and surplus - as Restated	382.99	[●]
Total shareholders' funds (D)	**798.83**	[●]
Long term debt / shareholders' funds (B/D)	**0.52**	[●]
Total debt / shareholders' funds (C/D)	**1.10**	[●]

SECTION X – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENT

Except as stated below there are no (i) pending criminal litigation involving our Company, Directors, Promoter, Group Company, Key Managerial Persons (KMPs) or Senior Managerial Persons (SMPs); (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Company; (iii) outstanding claims involving our Company, Directors, Promoter or Group Company for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Company or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purposes of (x) above, in terms of the Materiality Policy adopted by our Board pursuant to a resolution dated May 23, 2025 any pending litigation / arbitration proceedings involving the Relevant Parties shall be considered "material" for the purposes of disclosure in this Draft Prospectus, if:

- ***a.*** *All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Directors, Promoters, Group Companies, Key Managerial Personnel, and Senior Management Personnel;*
- *b. All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material', if the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of lower of the following shall be considered material:*

i.2% of turnover as per latest annual restated consolidated financial statements of the issuer;
ii.2% of net worth, as per the latest annual restated consolidated financial statements of the issuer, (Not to be considered if the arithmetic value of the net worth is negative);
iii.5% of the average of absolute value of profit or loss after tax, as per the last 3 annual restated consolidated financial statements of the issuer

However, where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at https://www.tixnatools.com/

- *c. Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital

markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. Further in terms of the Materiality Policy adopted by our Board on May 23, 2025,

the Company shall make relevant disclosures in the Draft prospectus, the details of the outstanding dues to creditors:

(i) Based on the policy on materiality defined by the Board, complete disclosure for such creditors;

(ii) Consolidated information on outstanding dues to small scale undertakings and other creditors, separately giving details of number of cases and amount involved; and

(iii) Additionally, complete details about outstanding dues to creditors as per (i) and (ii) above shall be disclosed on the webpage of the Company with a web link thereto in the Draft Prospectus.

For identification of material creditors, in terms of point (1) above, a creditor of the Company, shall be considered to be material for the purpose of disclosure in the Draft Prospectus, if amounts due to such creditor exceeds 5 % of trade payables as on the date of the restated consolidated financial statements for the last completed fiscal year included in the Offer Documents

All terms defined in a particular litigation are for that particular litigation only.

1. LITIGATION INVOLVING OUR COMPANY

i. Litigation against our Company

1. *Criminal Proceedings:*

NIL

2. *Actions taken by Statutory/Regulatory Authorities*

NIL

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
GST	2*	35.16
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		
Income Tax and TDS	12***	9.81
Total	14	44.97

**To the extent quantifiable*

**Indirect Tax (GST):*

1. The company received an intimation upon issuance of DRC-07A vide reference no ZD240423032736K on 12/04/2023, for an amount involving Rs.5,85,307(state tax/UT Tax). No appeal has been filed against this demand, and the matter remains pending as of now.

2. The company received an intimation DRC- 01A vide reference no ZD240923021640Q on 20th September 2023 under section 74(5) of the GST ACT 2017 for Non-Genuine and inadmissible ITC, for which the due date to reply was 23rd September 2023. Since no reply was filed, the Deputy Commissioner of State Tax issued a show cause notice and GST DRC 01 vide reference no ZD240923030443N on 26th September 2023 on the same ground, for which the due date to submit a response was on 26th October 2023. Since no

response was submitted within the due date. the state tax officer (Gujrat) Passed an Assessment order and GST DRC07 vide order number ZD241223028839B on 12th December 2023 demanding an amount of Rs. 30,30,054/-. (Central Tax 15,15,027 + State/UT Tax 15,15,027). An appeal was sought by submitting a deposit of Rs.99,478 (mandatory deposit for filling appeal) against the impugned order vide appeal number AD2403240369642, Case ID AD2403240369642 requesting for relief from the demand of Rs.29,30,576 and set aside the demand order. The matter is still pending.

***Direct Tax*
Income tax
1. A demand was raised vide demand reference number 20232021372452127 84C for the assessment year 2021-2022, under Section Code 154, on 27th February 2024, for an amount involving of Rs.9,174 (final interest). The original demand amount was Rs.3,27,030. The company received an intimation u/s245 of the IT Act, 1961, dated 12th January, 2023 stating that the demand has been adjusted from the refund due. No appeal has been filed against this demand, and the matter remains pending.

2.Two demands were raised vide demand reference number 2023202237246167575C for the assessment year 2022-2023, under Section 143(3) of the income tax act 1961, on 20th March 2024 for an amount involving of Rs.1,25,020 and 7,19,510 respectively. Aggrieved by the demand order, the assessee has filed an appeal for the disputed amount of Rs.8,44,530 vide appeal Acknowledgement Number -179413260180424 on 18th April 2024 stating that the Assessing Officer erred in law and fact by adding Rs. 9,99,728 due to an alleged discrepancy between gross receipts in the Audit Report and Income Tax Return, disallowing Rs.6,85,738 under section 40(a)(ia) for TDS payable, and disallowing Rs.9,70,169 under section 43B for Provident Fund payable, with all disallowances being unjustified and requesting deletion. The Appeal is still pending.

(TDS):
1. A demand was raised against the company for TDS for the financial year 2013-14 for an amount involving Rs. 41,110
2. A demand was raised against the company for TDS for the financial year 2014-15 for an amount involving Rs. 3,900
3. *A demand was raised against the company for TDS for the financial year 2015-16 for an amount involving Rs. 1,460*
4. A demand was raised against the company for TDS for the financial year 2016-17 for an amount involving Rs. 420
5. A demand was raised against the company for TDS for the financial year 2017-18 for an amount involving Rs. 150
6. A demand was raised against the company for TDS for the financial year 2019-20 for an amount involving Rs. 1,600
7. A demand was raised against the company for TDS for the financial year 2020-21 for an amount involving Rs. 77,000
8. A demand was raised against the company for TDS for the financial year 2022-23 for an amount involving Rs. 440
9. A demand was raised against the company for TDS for the financial year 2024-25 for an amount involving Rs. 1000

4. Other Material Litigations

NIL

5.Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals

NIL

6. Outstanding Dues from EPF
i) A demand was raised against the company vide reference number 20240103005642, *Type 7Q for an amount involving Rs.93,280*
ii) A demand was raised against the company vide reference number 20240103005643, Type 14B for an amount involving Rs.1,71,087

ii. Litigation by our Company

1. *Criminal Proceedings*

NIL

2. *Civil and other Material Litigations*

A. Shining Tools Ltd. vs. Divine Packaging (Summary Suit No. 310/2022, Execution No. 461/2023) at the Small Cause Court in Rajkot

The plaintiff, Shining Tools Ltd., represented by Mr. Dilipbhai Bhupatbhai Chauhan, sought to recover an outstanding amount of Rs.1,00,000 from the defendants, Divine Packaging and its proprietors, Mr. Girishbhai and Mr. Gordhanbhai Timbadiya, for unpaid CNC and VMC machine carbide tools supplied between April 2017 and March 2022. Despite multiple reminders and a legal notice served on March 19, 2021, the defendants paid only Rs.25,000 via cheque, leaving the balance unpaid. The court, noting the defendants' failure to appear or seek leave to defend despite duly served summons, ruled in favor of the plaintiff on February 17, 2023, under Order 37 Rule 3(6)(a) of the CPC, ordering the defendants to pay Rs. 1,00,000 with 6% annual interest from the suit's filing date until payment, along with bearing the plaintiff's costs, aggregating to Rs.1,31,437 as on the date of filing the execution petition. The plaintiff subsequently filed an execution application on August 18, 2023, under Order 21 Rule 11 of the CPC, demanding Rs.131,437 requesting enforcement measures, including arrest, property attachment, or appointment of a receiver to recover the decretal amount, due to the defendants' non-compliance with the judgment. The execution petition is currently pending at the stage of "**REPLY**", with the next hearing scheduled for **04th July 2025.**

B. Shining Tools Ltd. vs. Dinesh Engineering (Summary Suit No. 313/2022, Execution No. 462/2023) at the Small Cause Court in Rajkot

The plaintiff, Shining Tools Ltd., represented by Mr. Dilipbhai Bhupatbhai Chauhan, sought to recover an outstanding amount of Rs. 66,442 from the defendant, Mr. Dineshbhai Narsinhbhai Patel, proprietor of Dinesh Engineering, for unpaid CNC and VMC machine carbide tools supplied between April 2017 and February 2022. Despite multiple reminders and a legal notice served on March 18, 2021, the defendant failed to pay the outstanding amount or respond, leading to the filing of the suit under Order 37 Rule 2 of the CPC. The court, noting the defendant's failure to appear or seek leave to defend despite duly served summons, ruled in favor of the plaintiff on January 12, 2023, under Order 37 Rule 3(6)(a) of the CPC, ordering the defendant to pay Rs. 66,442 with 6% annual interest from the suit's filing date until payment, along with bearing the plaintiff's costs. The plaintiff subsequently filed an execution application on August 18, 2023, under Order 21 Rule 11 of the CPC, demanding Rs.93,317, requesting enforcement measures, including arrest, property attachment, or appointment of a receiver to recover the decretal amount, due to the defendant's non-compliance with the judgment. The execution petition is currently pending at the stage of "**SUMMONS - NOTICE**", with the next hearing scheduled for **20th June 2025.**

C. Shining Tools Ltd. vs. Phinix Enterprise (Summary Suit No. 306/2022, Execution No. 7/2024) at the Small Cause Court in Rajkot

The plaintiff, Shining Tools Ltd., represented by Dilipbhai Bhupatbhai Chauhan, sought to recover Rs. 12,503/- from Finix Enterprise, represented by Sudhakar Gopichand Khot, for unpaid CNC and VMC machine carbide tools supplied between April 1, 2015, and February 24, 2022, under Order 37 Rule 2 of the CPC; despite a legal notice served on February 25, 2019, and partial payment of Rs.1,000/- on April 1, 2021, the defendant, duly served but absent, failed to defend, leading to an ex-parte decree on October 27, 2023, ordering payment of Rs.12,503/- with 6% p.a. interest and costs, as the court deemed the plaintiff's evidence, including invoices and account ledgers, sufficient and reduced the claimed 18% interest to 6% due to no contractual agreement. Subsequently, Execution No. 7/2024, filed on December 5, 2023, under Order 21 Rule 11, seeks enforcement of the decree, demanding Rs.21,265/- (including principal, 18% interest from February 19, 2022, to March 1, 2024, costs, advocate fees, and filing expenses) through arrest, property attachment, or receiver appointment, as no appeal or settlement has occurred. The execution petition is currently pending at the stage of

"**SUMMONS - NOTICE**", with the next hearing scheduled for **18th June 2025.**

D. Shining Tools Ltd. vs. Vishwakarma Technologies (Summary Suit No. 132/2022, Execution No. 30/2024) at the Small Cause Court in Rajkot

The plaintiff, Shining Tools Ltd., represented by Dilipbhai Bhupatbhai Chauhan, sought to recover Rs. 4,32,830/- from Vishwakarma Technologies, represented by Rubi Rani, under Order 37 Rule 2 of the CPC for unpaid CNC and VMC machine carbide tools supplied between April 1, 2017, and February 3, 2022, totalling Rs. 4,97,538/-, with Rs. 59,708/- returned and Rs. 5,000/- paid on April 15, 2021, after a legal notice served on September 2, 2020; the defendant, duly served but absent, failed to defend, leading to an ex-parte decree on September 22, 2023, ordering payment of Rs. 4,32,830/- with 18% p.a. interest from the filing date until payment, supported by invoices specifying 18% interest for late payments, along with costs. Subsequently, Execution No. 30/2024, filed on February 27, 2024, under Order 21 Rule 11, seeks enforcement of the decree, demanding Rs. 6,27,898/- (including principal, 18% interest from February 19, 2022, to March 1, 2024, costs, advocate fees, and filing expenses) through arrest, property attachment, or receiver appointment, as no appeal or settlement has occurred. The execution petition is currently pending at the stage of "**SUMMONS - NOTICE**", with the next hearing scheduled for **25th June 2025.**

E. Shining Tools Ltd. vs. C.M. Smith and Sons Ltd (Summary Suit No 137/2022, Execution No. 464/2023) at the Small Cause Court in Rajkot

The plaintiff, Shining Tools Ltd., represented by Dilipbhai Bhupatbhai Chauhan, sought to recover Rs. 52,805/- from C.M. Smith and Sons Ltd. and Shri C.M. Smith under Order 37 Rule 2 of the CPC for unpaid CNC and VMC machine carbide tools supplied between April 1, 2018, and March 31, 2022, totalling Rs. 61,081/-, with Rs. 8,276/- paid on May 3, 2019, after a legal notice served on March 18, 2021; the defendants, duly served but absent, failed to defend, leading to an ex-parte decree on March 17, 2023, ordering payment of Rs. 52,805/- with 6% p.a. interest from the filing date until payment, supported by invoices ,account ledgers, and other documents, with the requested 18% interest reduced to 6% due to no contractual agreement. Subsequently, Execution No. 464/2023, filed on August 18, 2023, under Order 21 Rule 11, seeks enforcement of the decree, demanding Rs. 76,403/- (including principal, 6% interest from April 1, 2022, to July 16, 2023, costs, advocate fees, and filing expenses) through arrest, property attachment, or receiver appointment, as no appeal or settlement has occurred. The execution petition is currently pending at the stage of "**SUMMONS - NOTICE**", with the next hearing scheduled for **20th June 2025.**

2. LITIGATION INVOLVING OUR PROMOTERS

Cases filed against our Promoters

1. *Criminal Proceedings*

   NIL

2. *Actions taken by Statutory/Regulatory Authorities*

   NIL

3. *Tax Proceedings*

   Below are the details of pending tax cases involving our Promoters, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
GST	Nil	Nil
Central Excise	Nil	Nil

Particulars	Number of cases	Amount involved*
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		
Income Tax and TDS	3**	1.40
Total	Nil	Nil

**To the extent quantifiable*
***Direct Tax*
Income tax

VIPULBHAI LALJIBHAI GHONIA

1. A final interest was levied on Vipulbhai Laljibhai Ghonia, vide demand reference number 201120113702802903OT for the assessment year 2011-2012 under Section Code 143(1)(a), on 12th February 2012, for an amount involving of Rs. 24,950. No response was submitted by the Assessee. However, the assessing officer responded on 8th December 2023 that the demand outstanding is correct and collectible. No appeal has been filed against this demand, and the matter remains pending.

2. A final interest was levied on Vipulbhai Laljibhai Ghonia, vide demand reference number 2022202237151117376T for the assessment year 2022-2023 under Section Code 143(1)(a), on 20th February 2023, for an amount involving of Rs. 11,180. No response was submitted by the Assessee. However, the assessing officer responded on 20th December 2024 that the demand outstanding is correct and collectible. No appeal has been filed against this demand, and the matter remains pending.

KAMALBHAI LALJIBHAI GHONIA

1. A demand was raised vide demand reference number 201420133702277702 1T for the assessment year 2013-2014, under Section Code 143(1)(a), on 17th August 2014, for an amount involving of Rs. 1,04,008. No response was submitted by the Assessee. No appeal has been filed against this demand, and the matter remains pending.

4. *Other Material Litigations*

NIL

Cases filed by our Promoters

5. *Criminal Proceedings*

NIL

6. *Other Material Litigations*

NIL

7. Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals

As on date of this Draft Prospectus, no disciplinary action including penalty imposed by SEBI or Stock Exchanges has been initiated against our Promoters in the last five Fiscals including any outstanding action.

3. LITIGATION INVOLVING OUR DIRECTORS

Cases filed against our Directors

1. *Criminal Proceedings*

NIL

2. *Actions taken by Statutory/Regulatory Authorities*

NIL

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Directors, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
GST	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		
Income Tax and TDS	5**	1.99
Total	Nil	Nil

**To the extent quantifiable*

***Direct Tax*

Income tax

VIPULBHAI LALJIBHAI GHONIA

1. A final interest was levied on Vipulbhai Laljibhai Ghonia, vide demand reference number 201120113702802903OT for the assessment year 2011-2012 under Section Code 143(1)(a), on 12th February 2012, for an amount involving of Rs. 24,950. No response was submitted by the Assessee. However, the assessing officer responded on 8th December 2023 that the demand outstanding is correct and collectible. No appeal has been filed against this demand, and the matter remains pending.

2. A final interest was levied on Vipulbhai Laljibhai Ghonia, vide demand reference number 2022202237151117376T for the assessment year 2022-2023 under Section Code 143(1)(a), on 20th February 2023, for an amount involving of Rs. 11,180. No response was submitted by the Assessee. However, the assessing officer responded on 20th December 2024 that the demand outstanding is correct and collectible. No appeal has been filed against this demand, and the matter remains pending.

KAMALBHAI LALJIBHAI GHONIA

1. A demand was raised vide demand reference number 201420133702277702 1T for the assessment year 2013-2014, under Section Code 143(1)(a), on 17th August 2014, for an amount involving of Rs. 1,04,008. No response was submitted by the Assessee. No appeal has been filed against this demand, and the matter remains pending.

DHRUVI SHYAM KAPADIA

1. A demand was raised vide demand reference number 2024202437349620396T for the assessment year 2024-2025, under Section Code 143(1)(b), on 24th February 2025, for an amount involving of Rs. 9,563. No appeal has been filed against this demand, and the matter remains pending.

KIRANBEN VIPULBHAI GHONIA

1. A demand was raised vide demand reference number 201320133705489082 2T for the assessment year 2013-2014, under Section Code 154, on 13th March 2014, for an amount involving of Rs. 48,970. No appeal has been filed against this demand, and the matter remains pending.

4. *Disciplinary action by SEBI or any stock exchange in the last five Fiscals*

NIL

5. *Other Material Litigations*

NIL

Cases filed by our Directors

6. Criminal Proceedings

NIL

7. Other Material Litigations

NIL

4. LITIGATION INVOLVING OUR SUBSIDIARY

As on date of this Draft Prospectus, our Company does not have any subsidiaries.

5. LITIGATION INVOLVING OUR GROUP COMPANIES

As on date of this Draft Prospectus, our Company does not have any Group Companies.

6. LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

As on date of this Draft Prospectus, there are no pending criminal proceedings or actions by regulatory authorities and statutory authorities involving our Key Managerial Personnel and Senior Management. However, one of the SMP, Mr. Dilipbhai Bhupatbhai Chauhan who is representing the Company in various civil matters which are mentioned as below:

DILIPBHAI BHUPATBHAI CHAUHAN, Senior management of the company (Authorised Person of the Company) has case, [Summary Suit No. 310/2022, Execution No. 461/2023 at the Small Cause Court in Rajkot; Summary Suit No. 313/2022, Execution No. 462/2023 at the Small Cause Court in Rajkot; Summary Suit No. 306/2022, Execution No. 7/2024 at the Small Cause Court in Rajkot; Summary Suit No. 132/2022, Execution No. 30/2024 at the Small Cause Court in Rajkot; Summary Suit No 137/2022, Execution No. 464/2023 at the Small Cause Court in Rajkot]that already been mentioned above in the column 'LITIGATION INVOLVING THE COMPANY'

7. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

In terms of the Materiality Policy dated 23/05/2025, ,

Details of amounts outstanding to material and other creditors as on February 28, 2025 is as follows:

(₹ in lacs)

Particulars	No. of Creditors	Amount
Outstanding dues to material creditors	5	133.73
Outstanding dues to micro, small and medium enterprises	1	0.23
Outstanding dues to other creditors	38	57.17
Total outstanding dues	**44**	**191.13**

For further details, refer to the section titled *"Financial Information"* on page 213 of this Draft Prospectus.

8. Material Developments subsequent to the period ended March 31st 2024 and February 28, 2025.

Except as disclosed below, in our opinion there are no circumstances have arisen past period ended March 31st 2024 and February 28, 2025 being the date of the latest financial statements as disclosed in this Draft Prospectus until the date of filing this Draft Prospectus, which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities

within the next twelve months.

- Our Company has allotted 20,00,000 Equity Shares on September 19, 2024 as bonus share in ratio of 1:1 (i.e. 1 Equity Shares for every one Equity Shares held), consequent to this bonus issue, our paid up Equity Capital has increased from Rs. 200.00 lakh to Rs. 400.00 lakh.
- Our Company has allotted 1,58,400 Equity Shares on October 3, 2024 as Private Placement at the rate of Rs. 107 per Equity share, consequent to this Private Placement, our paid up Equity Capital has increased from Rs. 400.00 lakh to Rs. 415.84 lakh.

For further details, please refer to the chapter titled "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on page 216 of this Draft Prospectus.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central Government and appropriate State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. It must, however, be distinctly understood that in granting the 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 on this behalf.

Following statements set out the details of licenses, permissions and approvals obtained by the Company under various Central and State legislations for carrying out its business activities.

The Company has its business located at the following location:

Registered Office: Survey no.63/2, Plot no. 2, Rajkot-Gondal Highway, At: Pipaliya, Tal: Gondal, Dist: Rajkot, Rajkot, Pipaliya, Gujarat, India, 360311

Factory:

I. APPROVALS FOR THE ISSUE

Corporate Approvals

The following approvals have been obtained or will be obtained in connection with the Issue:

a) Our Board of Directors have pursuant to a resolution passed at their meeting held on 16th November, 2024, authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary.

b) The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1)(c) of the Companies Act, 2013 by Special Resolution in an Extra Ordinary General Meeting held on19th December, 2024.

ISIN Number

The Company's International Securities Identification Number ("ISIN") is INE0D8001018.

Lender Consent

Our Company has received the consent letter on June 09, 2025, from Canara Bank, Gayatri Nagar Branch, Rajkot.

Stock Exchange

In-Principal approval letter dated [●] from BSE SME for the listing of equity shares issued by our Company pursuant to the Issue.

Other Approvals

1. The Company has entered into a tripartite agreement dated May 22, 2020 with Central Depository Service (India) Limited (CDSL) and the Registrar and Share Transfer Agent, who in this case is ACCURATE SECURITIES AND REGISTRY PRIVATE LIMITED, for the dematerialization of its shares.
2. The Company has entered into tripartite agreement into an agreement dated October 28, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Share Transfer Agent, who in this

case is ACCURATE SECURITIES AND REGISTRY PRIVATE LIMITED, for the dematerialization of its shares.

II. APPROVALS OBTAINED BY THE COMPANY

S.no.	Nature of Licenses/ Approval Granted	Issuing Authority	Registration/License No.	Date of Granting Renewal/ Approval	Validity
1.	Certificate of Incorporation of the Company by the Name of Shining Tools Limited	Registrar of Companies, Gujarat, Dadra and Nagar Haveli	U29220GJ2013PLC074803	1st May, 2013	Until cancelled or surrendered
2.	Certificate of Commencement of Business	Registrar of Companies, Gujarat, Dadra and Nagar Haveli	-	20th May, 2013	Until cancelled or surrendered
B. TAXATION RELATED APPROVALS					
1.	PAN	Income Tax Department, Government of India	AATCS2354K	1st May, 2013	Until Cancelled or Surrendered
2.	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	RKTS09585C	10th December, 2013	Until Cancelled or Surrendered
3.	GST Registration	Assistant Commissioner, Income Tax Department, Government of India	24AATCS2354K1ZX	1st July, 2017	Until Cancelled or Surrendered
C. BUSINESS AND APPROVALS					
1.	Importer Exporter License	Ministry of Commerce and Industry, Office of Jt. Director General of Foreign Trade	2414010975	17th November, 2014	Until Cancelled or Surrendered
2.	UDYAM Certificate by the name of	Ministry of Micro, Small and Medium	UDYAM-GJ-20-0001828	23rd August, 2020	Until cancelled or surrendered

		Enterprises.			
3.	Factory License	Directorate Industrial Safety & Health, Rajkot	39938	15th November, 2019	31st December, 2027
4.	ISO Certificate in accordance with ISO 9001:2015 for Manufacturing and Supply of Solid Carbide Cutting Tools	TUV SUD South Asia Private Limited	9910020042	11th July, 2022	10th July, 2025
5.	Legal Metrology Certificate-Application*	Office of the Controller, Legal Metrology, Gujarat	SW0121724218-M009_D002_A008-1734688048343	20th December, 2024	NA
6.	Legal Entities Identifier	Legal Entity Identifier India Limited	9845004DDCBEBAAC0915	12th December, 2024	12th December, 2025
7.	Fire NOC-Application*	Gujarat State Fire Prevention Services	10001448940	21st January, 2025	NA
D. LABOUR RELATED APPROVALS					
1.	Provident Fund Code Number under EPF Scheme	Ministry of Labour and Employment, Government of India	GJRAJ1967236000	10th June, 2019	Until Cancelled or Surrendered

**For Legal Metrology Certificate and Fire NOC, Company has made application but the approval is pending.*

DOMAIN

B. THE DETAILS OF DOMAIN NAME REGISTERED IN THE NAME OF THE COMPANY:					
Sr. No	**Domain Name**	**Registry/ Domain ID**	**Registrant name, IANA ID**	**Creation Date**	**Registration Expiry Date**
1	www.tixnatools.com	PDR Ltd. d/b/a PublicDomainRegistry.com	IANA ID: 303	26th June 2012	26th June 2026

INTELLECTUAL PROPERTY RELATED APPROVALS

Sr. No.	**Nature of the License**	**Issuing Authority**	**Application Date**	**Application Number**	**Class**	**Status/Validity**

A. Intellectual Property Rights Related Approvals						
1.	Company has Registered this trademark under Class 7.	Controller General of Patents, Design & Trademarks, Govt. of India	5th July, 2012	2359094	7	Registered

SECTION XI-OTHER REGULATORY AND STATUTORY DISCLOSURES AUTHORITY FOR THE OFFER

The Issue has been authorized by a resolution of the Board of Directors passed at their meeting held on November 16, 2024 subject to the approval of shareholders of our Company through a special resolution to be passed pursuant to Section 62(1)(c) vis-à-vis of the Companies Act, 2013.

The shareholders of our Company have authorized the Issue by a special resolution passed pursuant to Section 62(1) (c) vis-à-vis of the Companies Act, 2013 at the EGM of our Company held on December 19, 2024.

IN-PRINCIPLE APPROVAL

The Company has obtained approval from BSE, vide letter dated [●] to use the name of BSE in this Offer Document for listing of equity shares on the SME Platform of BSE Limited i.e. BSE SME. BSE is the designated stock exchange.

The Board of Directors of our Company have approved this Draft Prospectus, vide a resolution, passed at its meeting held on June 26, 2025.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, Promoters, Promoter Group and Directors are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Prospectus.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

None of our Directors are associated with the securities market and there are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which our director was associated have been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

PROHIBITION BY RBI

Neither our Company, nor Promoter, nor Promoter Group, nor any of our Directors or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers. by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled “Outstanding Litigations and Material Developments” beginning on page 229 of this Draft Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, Promoter and Promoter Group, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Prospectus.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action

initiated by SEBI against them in the five years preceding the date of this Draft Prospectus.

CONFIRMATION

1. Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Prospectus.

2. Our Directors are not in any manner associated with the securities market and no action has been taken by the SEBI against any of the Directors or any entity with which our Directors are associated as promoters or directors in past (5 five) years.

DECLARATION AS WILFUL DEFAULTERS & FUGITIVE ECONOMIC OFFENDER

Neither our Company, our Promoters, our Directors, have been identified as a willful defaulter or a fugitive economic offender by the RBI or other government authorities.

ELIGIBILITY FOR THE ISSUE

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our Company, nor any of its Promoters, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- Neither our Promoters, nor any Directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our Directors, are Wilful Defaulters or a fraudulent borrower.
- Neither our Promoters nor any of our Directors is declared as Fugitive Economic Offender;
- There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

Our company is a ―Unlisted Issuer in terms of the SEBI (ICDR) Regulations, 2018 as amended from time to time; and this Issue is an Initial Public Offer in terms of the SEBI (ICDR) Regulations, 2018 as amended from time to time.

Our company is eligible for the Issue in accordance with Regulation 229(1) of SEBI (ICDR) Regulations which states the following:
"An issuer, whose post issue paid up capital is less than or equal to ten crore rupees, may issue specified securities in accordance with provisions of this Chapter."

Further, as per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME on which the specified securities are proposed to be listed. The point wise criteria for SME Platform of BSE Limited and compliance thereof are given hereunder:

a. Our Company was originally incorporated on May 01, 2013, under the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli.
b. As on the date of the Draft Prospectus, our Company has a total paid-up capital of ₹ 415.84 Lakhs comprising 41,58,400 Equity Shares of ₹ 10/- each and the Post Issue paid-up Capital will be ₹ 565.84 Lakhs comprising 56,58,400 Equity Shares which shall be below the limit as prescribed.
c. As per the Restated Financial Statements, our company has net worth at least ₹1 Cr for 2 preceding full financial years depicted as follows:

(₹ In Lakhs)

Particulars	As at March 31st 2024	As at March 31st 2023	As at March 31st 2022

Net Worth	359.66	202.13	210.06

d. Based on the Restated Financial Statements, Company's Net Tangible Assets for the full financial year ended March 31, 2024 was more than Rs. 3 Crores and the working is given below:

(₹ In Lakhs)

Particulars	**FY 2023-24**
Total Assets	1,504.50
Less: Intangible Assets	1.22
Less: Deferred Revenue Expenditure	-
Total Tangible Assets	**1,503.28**
Less: Total Liabilities	1,144.84
Net Tangible Assets	**358.44**

e. Our Company was incorporated on May 01, 2013 under the provisions of Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Therefore, we are in compliance with criteria of having track record of 3 years.

f. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) of ₹ 1 Crore from operations for at least two out of three previous financial years preceding the application date as per the Restated Financial Statements.

(₹ In Lakhs)

Particulars	March 31st 2024	March 31st 2023	March 31st 2022
EBITDA	414.84	188.59	185.06

g. The Leverage ratio (Total Debts to shareholders funds) of the Company as on February 28, 2025 was 1.10 which is less than the limit of 3:1. The working is given below:

(₹ In Lakhs)

Particulars	February 28, 2025
Long Term Borrowings	412.67
Short Term borrowings	467.97
Total Debt (A)	**880.64**
Paid-up Share Capital	415.84
Reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account	382.99
Total shareholders' funds (B)	**798.83**
Debt-Equity Ratio (A/B)	1.10

h. There has been no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.

i. The Promoter(s) or directors are not promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.

j. Our directors are not disqualified/ debarred by any of the Regulatory Authority.

k. There are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.

l. The Company confirms that there has not been any change in its name in last 1 year.

m. Other Requirements:

- Our Company has a website: https://www.tixnatools.com/
- Equity Shares of our company held by the Promoters are in dematerialized form.
- Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depositary Services Limited (CDSL) dated May 22, 2020 and National Securities Depository Limited dated October 28, 2024 for establishing connectivity.
- There has been no change in the promoter of our Company in the preceding one year from date of filing application to BSE for listing on SME segment.

- The composition of the board our company is in compliance with the requirements of Companies Act, 2013 at the time of in-principal approval;
- The Net worth of our company as mentioned above is computed as per the definition given in SEBI (ICDR) Regulations;
- Our Company has not been referred to NCLT under IBC.
- There is no winding up petition against our company, which has been admitted by the court.

As per Regulation 229 (4) of the SEBI ICDR Regulations and SEBI ICDR (Amendment) Regulations, 2025, our Company has ensured that:

"In case of an issuer, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document": **Not Applicable.**

As per Regulation 229 (5) of the SEBI ICDR Regulations and SEBI ICDR (Amendment) Regulations, 2025, our Company has ensured that:

"In cases where there is a complete change of promoter of the issuer or there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, the issuer shall file draft offer document only after a period of one year from the date of such final change(s)": **Not Applicable**

As per Regulation 229 (6) of the SEBI ICDR Regulations and SEBI ICDR (Amendment) Regulations, 2025, our Company has ensured that:

"An issuer may make an initial public offer, only if the issuer had minimum operating profits (earnings before interest, depreciation and tax) of ₹1 crore from operations for at least two out of the three previous financial years"

Our Company confirms that it has operating profits (earnings before interest, depreciation and tax) of ₹ 1 Crore from operations for at least two out of three previous financial years preceding the application date as per the Restated Financial
Statements.

As per Regulation 230 (1) of the SEBI ICDR Regulations and SEBI ICDR (Amendment) Regulations, 2025, our Company has ensured that:

a. The Draft Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the SME platform of BSE. BSE is the Designated Stock Exchange;
b. Our Company has entered into an agreement with Central Depositary Services Limited (CDSL) dated May 22, 2020 and National Securities Depository Limited dated October 28, 2024 for dematerialisation of its Equity Shares already issued and proposed to be issued;
c. 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 are fully paid-up;
d. The entire Equity Shares held by the Promoters are in dematerialized form;
e. The fund requirements set out for the Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals as required under the SEBI ICDR Regulations. For details, please refer the chapter "Objects of the Issue" on page 98;
f. The size of offer for sale by selling shareholders shall not exceed twenty per cent of the total issue size: **Not Applicable**;
g. The shares being offered for sale by selling shareholders shall not exceed fifty per cent of such selling shareholders' pre-issue shareholding on a fully diluted basis: **Not Applicable**;
h. The objects of the issue does not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable.

Our Company Further confirm that it will ensure compliance with the conditions specified in Regulation 230 (3) of the SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable.

We further confirm that:

1. In accordance with Regulation 245 (1) of the SEBI ICDR Regulations and SEBI ICDR (Amendment) Regulations, 2025, the issue documents contain all material disclosures which are true and adequate so as to enable the applicants to take an informed investment decision

2. Without prejudice to the generality of sub-regulation (1), the offer document shall contain:

   a. Disclosures specified in the Companies Act, 2013;

   b. Disclosures specified in Part A of Schedule VI;

   c. Details pertaining to Employees' Provident Fund and Employee State Insurance Corporation;

   d. Site visit report of issuer prepared by the lead manager(s) is made available as a material document for inspection; and

   e. Fees of Lead Manager to be disclosed in Prospectus.

3. In accordance with Regulation 246 of the SEBI ICDR Regulations and SEBI ICDR (Amendment) Regulations, 2025,

   (i) The issuer shall file a copy of the Prospectus with the Board through the lead manager(s), immediately upon filing of the Prospectus with the Registrar of Companies:

   (ii) The Board shall not issue any observation on the offer document.

   (iii) The lead manager(s) shall submit a due-diligence certificate as per Form A of Schedule V to which the site visit report of the issuer prepared by the lead manager(s) shall also be annexed, including additional confirmations as provided in Form G of Schedule V along with the draft offer document to the SME Exchange(s), where the specified securities are proposed to be listed.

   (iv) The offer document shall be displayed from the date of filing in terms of sub-regulation (1) of Regulation 246 SEBI ICDR Regulations and SEBI ICDR (Amendment) Regulations, 2025, on the websites of the issuer, the Board, the lead manager(s) and the SME exchange(s).

   (v) The offer documents shall also be furnished to the board in a soft copy.

4. 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 see "General Information" beginning on page 70.

5. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we shall enter into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see ―General Information on page no. 70 of this Draft Prospectus.

6. In accordance with Regulation 268 of the SEBI ICDR Regulations and SEBI ICDR (Amendment) Regulations, 2025, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to two hundred (200), otherwise, the entire application money will be unblocked or refunded forthwith with interest as prescribed under SEBI ICDR Regulations and as per the applicable law.

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 and Amendments thereto.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE LEAD MERCHANT BANKER, SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 25, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOUSER REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT OFFER DOCUMENT/OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/OFFER DOCUMENT.

Note: All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Section 26 of the Companies Act. All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE LEAD MANAGER

Our Company, our Directors, and the LM accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website: www.tixnatools.com or any website of any affiliate of our Company, any of the Group Companies, would be doing so at his or her own risk.

The LEAD MANAGER accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement entered into between the Underwriter and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large including our website: www.tixnatools.com , www.sobhagyacapital.com would be doing so at their own risk and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

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. Sobhagya Capital Options Private Limited is not an associate of the Company and is eligible to be appointed as the Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

Applicants are advised to ensure that any Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

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), HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or Trusts registered under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakh, pension funds with minimum corpus of Rs. 2,500 Lakh and the National Investment Fund, and permitted non- residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Prospectus does not, however, constitute an invitation to subscribe to the equity shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Prospectus had been filed with BSE SME for its observations and BSE SME gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any

jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date of this Draft Prospectus or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to apply for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, 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 Draft Prospectus shall be submitted to the BSE SME. The Disclaimer Clause as intimated by the BSE SME to us, post scrutiny of the Draft 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 the BSE SME. Application have been made to the BSE SME for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its BSE SME after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from BSE vide letter dated [●] to use name of BSE in the Prospectus for listing of equity shares on BSE SME.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE SME the Company shall unblock, without interest, all monies received from the applicants in pursuance of the Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within three (3) Working Days of the Issue Closing Date or such period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Issue within 3 Working Days from the Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Applicants, failing which interest shall be due to be paid to the Applicants at the rate of 15% p. a, for the delayed period as prescribed under Section 40 of the Companies Act, 2013 or such other rate as may be prescribed by the SEBI.

CONSENTS

Consents in writing of (a) Our Directors, Peer Review Auditor(s) and Statutory Auditor(s), Company Secretary & Compliance Officer, Chief Financial Officer, Banker(s) to the Company; (b) Lead Manager,

Underwriters, Market Maker, Registrar to the Issue, Banker to the Issue and Legal Advisor to the Issue to act in their respective capacities have been/will be obtained (before filing final prospectus to ROC) and will be filed along with a copy of the Prospectus with the ROC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

Our Company has received written consent of our Statutory Auditors, M/s V S S B & Associates, Chartered Accountants to include their name as required under Section 26(5) of the Companies Act 2013 in this Draft Prospectus dated 20th January, 2025, and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the examination report of the Statutory Auditors on the Restated Financial Statements dated 5th June, 2025 and the statement of possible tax benefits dated 2nd June, 2025 included in this Draft Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under Securities Act.

EXPERT OPINION

Except for Peer Review Auditors' reports on the restated financial statements issued by M/s V S S B & ASSOCIATES., and Statement of Tax Benefits issued by M/s V S S B & ASSOCAITES, Chartered Accountants; we have not obtained any other expert opinions.

PREVIOUS PUBLIC OR RIGHTS ISSUE 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 OR BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

We have not made any public issue in last five years. Hence, no sums have been paid or payable as Commission or Brokerage.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

PERFORMANCE VIS-À-VIS objects;

Except as stated in the chapter titled *"Capital Structure"* beginning on page 80 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last 5 years and are an ―Unlisted Issuer in terms of SEBI (ICDR) Regulations and this Issue is an ―Initial Public Offering in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

None of our Group Companies and Promoter Group Companies have their equity shares listed on any stock exchange.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Sobhagya Capital Options Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, and the website of Lead Manager at www.sobhagyacapital.com

For details regarding the price information and track record of the past issue handled by SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED, as specified in the circular reference

CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, please refer to Annexure "A" to this Draft Prospectus and the website of BRLM at www.sobhagyacapital.com Track Record of the public issues managed by the BRLM as specified in Circular reference CIR/MIRSD/1/2012 Dated January 10, 2012 issued by the SEBI; The Lead Merchant Banker has not filed any issues, main board or SME issues, on any of the stock exchanges in the current financial year and two financial years preceding the current financial year other than Asston Pharmaceuticals Limited and Western Overseas Study Abroad Limited in SME Platform of BSE Limited.

Track Record of past issues handled by Sobhagya Capital Options Private Limited

For details regarding track record of the Lead Manager to the Offer 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.sobhagyacapital.com

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Issue 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

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 Letter of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.

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.

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.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the

complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system SCORES. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on May 23, 2025. For further details, please refer the chapter titled *"Our Management"* on page no. 182 of Draft Prospectus.

Our Company has also appointed Mrs. Sneha Dhawal Shah as the Company Secretary and Compliance Officer of our company, for this Issue she may be contacted in case of any pre-issue or post-issue related problems at the following address:

Mrs. Sneha Dhawal Shah
Shining Tools Limited
Corporate Office Address: Survey No.63/2,
Plot No.2, On Rajkot-Gondal Highway,
At Pipaliya, Tal. : Gondal, Dist.: Rajkot, Gujarat-360311, India
Tel No: +91 9726744244
Website: www.tixnatools.com
E-mail: info@tixnatools.com

SECTION XII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Draft Prospectus, Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange(s), the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchange(s), the RoC and/or any other authorities while granting its approval for the Issue.

Authority for the Issue

The present Public Issue of 15,00,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on 16th Novemeber, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on 19th December, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013, SEBI Listing Regulations, SEBI ICDR Regulations, SCRA read with SCRR, the Memorandum of Association and the Articles of Association and shall rank Pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend and other corporate benefits, if any, declared by us after the date of Allotment/transfer in accordance with the provisions of the Companies Act and the Articles of Association. For further details, please refer to chapter titled "***Main Provisions of Article of Association***" on page 301.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled *"**Dividend Policy**"* and *"**Main Provisions of Article of Association**"* beginning on 195 and 301 respectively.

Face Value and Issue Price

The face value of each Equity Share is ₹ 10 are being issued in terms of the Draft Prospectus/ Prospectus at the price of Rs. **[●]** per Equity Share (including premium of Rs. **[●]** per share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under section titled "***Basis of Issue Price***" beginning on page 116. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI ICDR Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

a) Right to receive dividend, if declared;
b) Right to receive Annual Reports and notices to members;
c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
d) Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
g) Right of free transferability of the Equity Shares; subject to applicable laws including any RBI rules and regulations; and
h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled *"**Main Provisions of the Articles of Association**"* beginning on page 301.

Allotment only in Dematerialized Form

As per the provisions of the Depositories Act, 1996, the regulations made under and Section 29(1) of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated October 28, 2024 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated May 22, 2020 between CDSL, our Company and Registrar to the Issue.

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations and SEBI ICDR (Amendment) Regulations, 2025, our Company shall ensure that the minimum application size shall be two lots per application:

"Provided that the minimum application size shall be above ₹ 2.00 lakhs."

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE SME from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

In accordance with Regulation 268(1) of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within two (2) Working days of closure of Issue.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Gujarat.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 ("Securities Act") or any state securities laws in the United States, and may not be Issued or sold within the United States (as defined in Regulations under the Securities Act), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being Issued or sold outside in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdiction where those Offer 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 the maximum number of Equity Shares that can be held by them under applicable law. Further, each Applicant where required must agree in the Allotment Advice that such Applicant will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, 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 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

• To register himself or herself as the holder of the equity shares; or
• To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, 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 Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Withdrawal of the Issue

Our Company in consultation with the LM, reserve the right to not proceed with the Issue, in whole or in part thereof, after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within 2 days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The LM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank (in case of RIBs using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants and the Escrow Collection Bank to release the application amounts to the Investors, within 1 Working Day from the date of receipt of such notification. Our Company shall also inform the same to the BSE on which the Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

The LM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Banks (in case of UPI Applicants), to unblock the bank accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-issue

advertisements have appeared, and the Stock Exchange will also be informed promptly. In terms of the UPI Circulars, in relation to the Issue, the LM will submit reports of compliance with the applicable 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. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with LM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Prospectus with Stock Exchange.

Issue Program:

Issue Opens on		[●]
Issue Closes on		[●]
An indicative timetable in respect of the Issue is set out below:		
Event		**Indicative Date**
Finalization of Basis of Allotment with the Designated Stock Exchange		[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account*		[●]
Credit of Equity Shares to Demat accounts of Allottees		[●]
Commencement of trading of the Equity Shares on the Stock Exchange		[●]

* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Issue Closing Date 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, for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LMs and shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Applicant shall be compensated by the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the Self Certified Syndicate Bank(s)("SCSB"), to the extent applicable. The processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the remitter banks

(SCSBs) only after such banks provide a written confirmation in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, for which the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fee for applications made by the UPI Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023

The above timetable, other than the Issue Closing Date, is indicative and does not constitute any obligation on our Company or the LM.

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 such time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Issue Period by our Company in consultation with the LM or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within three days from the closure of the Issue, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. 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 Shareholder, severally and not jointly, has specifically confirmed that it shall extend such reasonable support and co-operation required by our Company and the LM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within such time as prescribed by SEBI.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Issue will be made under UPI Phase III on mandatory T+3 days listing basis, subject to the timing of the Issue and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Issue closure time from the Issue Opening Date till the Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Issue, the LM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time as prescribed by SEBI, 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 Working Days from the Issue Closing Date, the Applicant shall be compensated for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of one (1) working day, subject to the Issue Period not exceeding ten (10) working days.

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

Any circulars or notifications from SEBI after the date of this Draft Prospectus may result in changes to the listing timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Applications (other than Bids from Anchor Investors):

Issue Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) –For Individual Investors.	Only between 10:00 a.m. and up to 5:00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10:00 a.m. and up to 4:00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Individual Investor, Non-Individual Applications)	Only between 10:00 a.m. and up to 3:00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10:00 a.m. and up to 1:00 p.m. IST

Submission of Physical Applications (Syndicate Non-Individual Applications, Non-Individual Applications where Application Amount is more than ₹500,000	Only between 10:00 a.m. and up to 12:00 p.m. IST

[*] *UPI mandate and time and date shall be at 4:00 pm on Issue Closing Date.*

On the Issue Closing Date, the Applications shall be uploaded until:

i. 4:00 p.m. IST in case of Applications by QIBs and Non-Institutional Applicants, and
ii. Until 5:00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of applications by Individual Investors and other reserved categories.

On Issue Closing Date, extension of time will be granted by Stock Exchange only for uploading Applications received by Individual Investors after taking into account the total number of Applications received and as reported by the LM to the Stock Exchange.

It is clarified that Applications not uploaded on the electronic application system or in respect of which the full application amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and in any case, not later than 1:00 P.M. IST on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public offerings in India, it may lead to some applications may not get uploaded due to lack of sufficient time. Such applications that could not be uploaded on the electronic bidding systems were not considered for allocation under this Issue. Bids and any revisions in bids will only be accepted during the working days, during the Issue period. Bids were accepted only during Monday to Friday (excluding any public holiday), during the Issue period. Investor may please note that as per letter number list/smd/sm/2006 dated July 3, 2006 and letter number NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, bids and any revision in the bids would not be accepted on Saturdays, Sundays and Public Holiday as declared by the stock exchanges. Bids by ASBA bidder were uploaded by the designated intermediary in the electronic system to be provided in the stock exchange. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. None of our Company or any member of the Syndicate shall be liable for any failure in uploading the Applications due to faults in any software or hardware system or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including

devolvement of Underwriters, if any, our company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond two days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than two lots.

“Provided that the minimum application size shall be above ₹2 lakhs.”

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE Limited.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed under section titled *"**Capital Structure**"* beginning on page 80, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled *"**Main Provisions of the Articles of Association**"* beginning on page 301.

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 Applicants 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 Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

Allotment of Equity Shares in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful Applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

Application by Eligible NRIs, FPIs / FIIs Registered with SEBI, VCFs Registered with SEBI And Eligible QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs / FIIs registered with SEBI or VCFs or Eligible QFIs. Such Eligible NRIs, Eligible QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of allocation.

NRIs, FPIs / FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.The 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.

As per the extent Guideline of the Government of India, OCBs cannot participate in this issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, Where the post-issue paid up capital of the Company listed on the BSE SME is likely

to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue etc. the Company shall migrate its equity shares listed on a SME Platform to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

a) The shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
b) The Company has obtained an in principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).”

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, the company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and SEBI Circular SEBI/HO/CFD/PoD-1/P/CIR/2023/133 dated July 13, 2023, if the post-issue paid-up capital of our Company exceeds ₹25 crore pursuant to the Issue, our Company may continue to be listed on the SME Exchange and will not be mandatorily required to migrate to the Main Board, subject to compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable provisions. As per BSE Circular dated November 24, 2023, our Company may migrate its securities from SME Platform of BSE Limited to main board platform of the BSE Limited:

Eligibility Criteria	Details
Paid up capital and market capitalization	Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum ₹ 25 Crores. (Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.)
Promoter holding	Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
Financial Parameters	• The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediately preceding Financial Year of making the migration application to Exchange • The applicant company should have a Net worth of at least ₹ 15 crores for 2 preceding full financial years

Track record of the company in terms of listing/ regulatory actions, etc	The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.
Regulatory action	• No material regulatory action in the past 3 years like suspension of trading against the applicant company, Promoters/Promoter group by any stock Exchange having nationwide trading terminals. • No Debarment of company, promoters/promoter group, subsidiary company by SEBI. • No Disqualification/Debarment of directors of the company by any regulatory authority. • The applicant company has not received any winding up petition admitted by a NCLT
Public Shareholder	The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
Other parameters like No. of shareholders, utilization of funds	• No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies. • No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies. • The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform. • The applicant company has no pending investor complaints. • Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.

Notes:

1. Net worth definition to be considered as per definition in SEBI ICDR.
2. Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.
3. The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.
4. If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.
5. The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange.

Market Making

The shares Offered through this issue is proposed to be listed on the BSE SME, wherein the Lead Manager to this Issue shall ensure compulsory market making through the registered Market Maker of the BSE 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 agreement entered into between our Company, the Lead Manager and the Market Maker, please refer to section titled "***Details of Market Making Arrangement for this Issue"*** *under chapter titled "**General Information**"* on page 70.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI ICDR Regulations, 2018, read with SEBI (ICDR) Regulations, 2025, as amended from time to time, whereby, an issuer whose post issue paid-up capital is less than or equal to ₹10 Crores. The Company shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("**SME Exchange**" in this case being the SME Platform of the BSE).

For further details regarding the salient features and terms of such an Issue please refer to the chapter titled "***Terms of the Issue***" and "***Issue Procedure***" beginning on pages 253 and 269 respectively.

Issue Structure

This Issue comprised of Initial Public Offering of 15,00,000 Equity Shares of ₹10 each (the "**Equity Shares**") for cash at a price of ₹ **[●]** per Equity Share. The Issue comprises a reservation of [●] Equity Shares of ₹10 each for subscription by the designated Market Maker ("**Market Maker Reservation Portion**") and Net Issue to Public of **[●]** Equity Shares of face value of ₹10/- each ("the Net Issue"). The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post Issue paid-up equity share capital of the Company.

The Issue is being made through the Fixed Price Process.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation	**[●]** Equity Shares	[●] Equity Shares
Percentage of Issue Size available for allocation	**[●]** % of Issue Size	**[●]** % of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 2 lots and further allotment in multiples of [●] Equity Shares each[(1)] For further details please refer to "Issue Procedure" on page 269 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Individual Investors (who applies for minimum application size) using Syndicate ASBA).	
Mode of Allotment	Compulsorily in dematerialised form	
Minimum Application Size	**For Other than Individual Investors who applies for minimum application size:** Such number of Equity Shares in multiples of [●] Equity Shares of	[●] Equity Shares

	face value of ₹10/- each more than two lots. **For Individuals Investors who applies for minimum application size:** 2 lots such that the application size shall be above ₹2.00 lakhs in multiples of [●] Equity Shares.	
Maximum Application Size	**For Other than Individual Investors who applies for minimum application size:** Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue, subject to applicable limits to the Applicant. **For Individuals Investors who applies for minimum application size:** Such number of Equity Shares in multiples of [●] Equity Shares so that the Application Amount shall be above two lots, accordingly, the minimum application size shall be above ₹2.00 Lakhs.	[●] Equity Shares
Trading Lot	[●] Equity Shares	[●] Equity Shares. However, the Market Maker may buy odd lots if any in the market as required under the SEBI ICDR Regulations.
Who can Apply [(2)]	For Other than Individual Investors who applies for minimum application size: Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts. For Individuals Investors who applies for minimum application size: Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.	Market Maker

Terms of Payment [(3)]	The entire Application Amount will be payable at the time of submission of the Application Form.
Application Lot Size	Application Lot Size [●] Equity Share and in multiples of [●] Equity Shares thereafter

^ 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. Individual Investors (who applies for minimum application size), QIBs, Non-Institutional Investors, and also for all modes through which the applications are processed.

[(1)] The Present Issue is a fixed price issues the allocation in the Net Issue to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations will be made as follows:

a. Minimum 50% to Individual Investors who applies for minimum application size; and
b. Remaining to

- individual applicants who applies for more than minimum application size; and
- other investors, including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

Explanation. - For the purpose of sub-regulation (3), if the category of Individual Investor who applies for minimum application size is entitled to more than fifty percent of the issue size on a proportionate basis, such individual investors shall be allocated that higher percentage.

(2) 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.

(3) In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including 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.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after the Issue Opening Date, but before Allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final RoC approval to the Prospectus after it is filed with the RoC.

Issue Programme

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the issue closing date:

a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
b) A standard cut-off time of 4.00 p.m. for uploading of applications received from investor who apply for more than minimum application size.
c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only Individual Investors, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.
Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, 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 this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

All applicants should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively.

Additionally, all applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for applicants applying through ASBA process and Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall be not less than 50% of the Net Issue who applies for minimum application size, The allotment to each Individual Investors (who applies for minimum application size) shall not be less than the minimum application size applied by such individual investors (who applies for minimum application size), subject to availability of Equity Shares in the Individual Investor Portion and the remaining available Equity Shares, shall be allocated to individual investors other than individual investors who applies for minimum application size and investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.

Further, SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, our Company shall ensure that the minimum application size shall be two lots per application:

"Provided that the minimum application size shall be above ₹ 2 lakhs."

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. From January 1,

2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective up to June 30, 2019.

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by Individual Investors 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 was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.*

*The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Applicants ("**UPI Phase III**"), and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023.*

The Issue has been made under UPI Phase III of the UPI Circular on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. The Issue will be advertised in all editions of an English national daily newspaper, (ii) all editions of a Hindi national daily newspaper, and (iii) Gujarati editions of the Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located) on or prior to the Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has introduced certain additional measures for streamlining the process of initial public issues and redressing investor grievances. This circular is effective for initial public issues opening on or after May 01, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, and the provisions of this circular, as amended, aredeemed to form part of this Prospectus. Furthermore, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has mandated all individual investors applying in the

Offer up to ₹5,00,000 to use the UPI Mechanism for submitting their Applications with (i) a Syndicate Member; (ii) a Registered Broker at the Broker Centre; (iii) a Collecting Depository Participant; and (iv)the Registrar to the Offer. Subsequently, pursuant to the May 30, 2022 Circular, applications made using the ASBA facility in initial public Issues shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Further, 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 2 Working Days. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 2 Working Days from the Application/Issue Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion,

identify and fix the liability on such intermediary or entity responsible for such delay in unblocking of amounts in the ASBA Accounts.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. 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. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

Further, our Company and the LM are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Issue.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the Full Application Amount along with the Application Form.

Phased implementation of Unified Payments Interface

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, had extended the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: This phase has become applicable on a mandatory basis for all public issues opening on or after December 1, 2023 as per the SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as

notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI from time to time.

All SCSBs Issuing facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Applicants into the UPI mechanism.

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 Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement f or 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 Working 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 LM will be required to compensate the concerned investor.

The Issue will be made under UPI Phase III of the UPI Circular. All SCSBs issuing facility of making application in public issues shall also provide facility to make application using UPI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹2,00,000 to ₹5,00,000 for UPI based ASBA in initial public offerings.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

PART A

Fixed Price Issue

The Issue is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations through a Fixed Price Process. Wherein a minimum 50% of the Net Issue is allocated for Individual Investors who applies for minimum application size and the balance shall be Issued to individual applicants who applies for more than minimum application size and other investors including Corporate Bodies or Institutions, i.e. QIBs and Non-Institutional Investors. However, if the aggregate demand from the Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the other portion issued to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Individual Investors category who applies for minimum application size is entitled to more than 50% on proportionate basis, the Individual Investors who applies for minimum application size 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 Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Individual Investor Portion (who applies for minimum application size) where Allotment to each such Investors shall not be less than the minimum lot, subject to availability of Equity Shares in such Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM and the Stock Exchange

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for UPI Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

Electronic Registration of Applications

- The Designated Intermediary may register the Applications using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.
- On the Issue Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchanges and as disclosed in the Prospectus.
- Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange(s) send the application information to the Registrar to the Issue for further processing.

Application Form

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries and at the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the website of the BSE Limited (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All Applicants (other than Applicants using the UPI mechanism) shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants (other than Applicants using the UPI mechanism) must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected. Further Investors using UPI Mechanism for an application size of up to ₹5,00,000 may participate in the Issue through UPI by providing details in the relevant space provided in the Application Form and the Application Forms that do not contain the UPI ID are liable to be rejected. 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:

Category	Colour*
Resident Indians/ eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue

**Excluding Electronic Application Form*

Designated Intermediaries (other than SCSBs) after accepting application form submitted by UPI applicants (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

For UPI applicants using UPI mechanism, the Stock Exchanges shall share the application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI applicants, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every application entered in the Stock Exchanges bidding platform, and the liability to compensate UPI applicants (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Further, for applications submitted to designated 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(s).

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries"):

1. A SCSB, with whom the bank account to be blocked, is maintained.
2. A syndicate member (or sub-syndicate member).
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker').

4. A Depository Participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity).
5. A Registrar to an Issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity).

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSBs:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
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 application 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 application details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are

available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Who Can Apply?

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: ―Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.
24. Applications not to be made by:

Minors (except through their Guardians)

Partnership firms or their nominations
Foreign Nationals (except NRIs)
Overseas Corporate Bodies

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Maximum and Minimum Application Size

For Individual Investors (who applies for minimum application size)

The Application must be for a minimum of 2 lots of [●] Equity Shares each and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Amount is not less than ₹2,00,000 in accordance with Regulation 229(2)(a) of the SEBI ICDR Regulations, as amended. In case of revision of Applications, the Individual Investors have to ensure that the Application Amount remains equal to or above ₹2,00,000 and in multiples of 2 lots thereafter.

For Individual Investors who applies for more than minimum application size and other Investors (Non-Institutional Investors and QIBs)

The Application must be for a minimum of such number of Equity Shares that the Application Amount is more than the minimum application size of ₹2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws.

In case of revision in Applications, the Non-Institutional Investors, who are individuals, have to ensure that the Application Amount is greater than minimum application size for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Participation by Associates/Affiliates of Lead Manager, Promoter, Promoter Group and Persons Related To Promoter/Promoter Group

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, in the Non-Institutional Portion subject to compliance with applicable laws. The Promoters, Promoter Group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Issue.

All categories of investors, including associates or affiliates of the Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Applications by Mutual Funds

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company in consultation with the Lead Manager, reserves the right to reject any application without assigning any reason thereof, subject to applicable law.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such 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 such application has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. 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 Eligible Non-Resident Indians

Eligible NRIs applying on a non-repatriation basis must use the Resident Application Form (White), while those applying on a repatriation basis must use the Non-Resident Application Form (Blue). Eligible NRIs may obtain these forms from the Designated Intermediaries. Only applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for allotment.

NRI Applicants applying on a repatriation basis must authorize their SCSB to block the application amount via ASBA in their NRE or FCNR account at the time of form submission.

NRI Applicants applying on a non-repatriation basis must authorize their SCSB to block the application amount via ASBA in their NRO account at the time of form submission. Those applying on a non-repatriation basis via the UPI mechanism must ensure their NRO account is UPI-enabled before submitting the Application Form.

NRIs may apply through UPI Channels I or II, and, subject to UPI enablement of their NRE/NRO accounts, they may also use Channel IV, as per SEBI's UPI Circulars.

In accordance with FEMA Rules (PIS route), for repatriation-based applications: an individual NRI's holding shall not exceed 5%, and the aggregate holdings of all NRIs/OCIs shall not exceed 10%, which may be increased to 24% by passing a special resolution in a general meeting

Applications by HUFs

Bids by Hindu Undivided Families or HUFs are required to be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs may be considered at par with Bids from individuals.

Applications by FPIs (Including Deemed FPIs/FIIs)

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post- offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group 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. Further, 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 Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

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 Applications without assigning any reason. FPIs who wish to participate in the offer are advised to use the Application Form for Non-Residents (Blue in colour).

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 issue procedure, as prescribed by SEBI 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 is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

i. such offshore derivative instruments are issued only by persons registered as Category I FPIs;
ii. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
iii. such offshore derivative instruments are issued after compliance with 'know your client' norms;
iv. such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the 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.

Applications by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Applications:

a) FPIs which utilise the multi-investment manager structure;
b) Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
c) Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
d) FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
e) Multiple branches in different jurisdictions of foreign bank registered as FPIs;
f) Government and Government related investors registered as Category 1 FPIs; and
g) Entities registered as collective investment scheme having multiple share classes.

The Applications belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single application in the Bidding process. The Equity Shares allotted in the application may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Applications, FPIs making multiple Applications using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Applications shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Applicants, AIFs and FPIs. All Applicants will be treated on the same basis with other categories for the purpose of allocation.

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Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, funds set up by the army, navy or air force of India, Department of Posts, National Investment Fund and provident funds with a minimum corpus of ₹2,500.00 lakhs and pension funds with a minimum corpus of ₹2,500.00 lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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 reserve the right to accept or reject any application in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form.

In accordance with RBI regulations, OCBs cannot participate in the Issue.

Applications by SEBI Registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings. Regulatory rules require that at least 66.67% of investible funds must be deployed in unlisted venture capital undertakings, with the remaining 33.33% permitted in listed/public instruments, including IPOs. SEBI has removed the one-year lock-in on IPO-subscribed shares held by VCFs/FVCIs, allowing them to sell immediately post-listing, subject to applicable investment agreements.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one Investee Company. A category III AIF cannot invest more than 10% of the investible funds in one Investee Company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. SEBI has extended the VCF wind-down period for those migrating to Category I AIFs until July 19, 2026, subject to scheme-by-scheme liquidation timelines. Funds re-registered as AIFs must henceforth comply with AIF investment caps. Our Company, the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the issue shall be subject to the FEMA Rules.

Applications by Limited Liability Partnership

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 this, our Company in consultation with the Lead Manager, reserve 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 the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form. Failing this, our Company in consultation with the Lead Manager, reserve the right to reject any Application without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "Banking Regulation Act"), and the Master Directions - 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 bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. Investments classified under the "Held for Trading" category and sold within 90 days are excluded from the 20% aggregate cap, and no prior RBI approval is required for such trades. 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 bank's 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 the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) 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, as amended.

Applications by SCSBs

SCSBs participating in the issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Each SCSB must identify its Designated Branches (DBs) where ASBA applications can be submitted and appoint a Controlling Branch (CB) to act as the single point of coordination with the Registrar, Stock Exchanges, and Merchant Bankers for the ASBA process. The SCSB must communicate the list of its DBs and CB (including contact details) to Stock Exchanges and publish them on its website.

SCSBs making applications on their own account using ASBA must maintain a separate ASBA account with another SEBI-registered SCSB, which is used exclusively for public issue payments, and ensure clear, demarcated funds are available in that account before bid submission. The SCSB must provide an acknowledgment slip or confirmation number upon receipt of ASBA applications

Applications by Insurance Companies

In case of Applications made by insurance companies registered with the IRDAI, a certified copy of the IRDAI registration certificate 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 reason, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("IRDAI Investment Regulations"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. At any point in time, an insurer's investment in equity shares (including preference shares) of a single investee company, its group, or industry sector shall not

exceed 20% of the investee's subscribed share capital or 5% of the insurer's controlled funds. Insurance companies participating in the issue are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time. Insurers are also required to file quarterly and annual investment compliance reports with IRDAI as per the Regulations.

Applications by Provident Funds/Pension Funds

In case of Applications made by provident funds/pension funds with minimum corpus of ₹2,500.00 lakhs, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, our Company in consultation with the Lead Manager, reserve the right to reject any Application, without assigning any reason thereof.

Applications by Systemically Important Non-Banking Financial Companies

In case of applications made by Systemically Important Non-Banking Financial Companies ("NBFC-ULs") registered with the RBI, certified copies of the following must be submitted along with the Application Form:

1. Certificate of registration issued by the RBI;
2. Latest audited standalone financial statements;
3. Net worth certificate from the statutory auditor; and
4. Any other RBI-required approvals.

Failure to comply may result in rejection of the application by the Company, in consultation with the Lead Manager, without assigning any reason, subject to applicable law. Systemically Important NBFCs must comply with all applicable RBI regulations and circulars, including the Scale-Based Regulation (SBR) framework and Large Exposure Framework (LEF).

Exposure Limits:
Systemically Important NBFCs are subject to exposure limits under the RBI's LEF:

- Single counterparty exposure must not exceed 20% of Tier I capital, which may be increased by up to 5% (to a maximum of 25%) with Board approval; an additional 5% (to 25%) is permitted if exposure is to infrastructure projects—total cap remains 25% for non-infrastructure NBFC-ULs; for NBFC-IFCs, this cap is 30%.
- Group of connected counterparties exposure must not exceed 25% of Tier I capital, with an additional 10% (to 35%) allowed for infrastructure projects.
- These limits apply to both on-balance-sheet and off-balance-sheet exposures, with exemptions as prescribed by RBI.

In case of a breach, the NBFC must report immediately to RBI and reduce exposure within 30 days. All instances of breach or near-limit exposures (≥10% of Tier I) must be included in LEF returns.

Issue Procedure for Application Supported by Blocked Account (ASBA)

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA

Application Form is correctly filled up, as described in this section. "This ASBA process is conducted in accordance with Regulation 6(2) and Schedule VI of the SEBI (ICDR) Regulations, 2025."

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

Method and Process of Applications

The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

Terms of Payment

The entire Issue price of ₹ **[●]** per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment Mechanism

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Institutional Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying up to ₹500,000 must provide their UPI ID in the ASBA Form and use the UPI mechanism for payments.

This ASBA process is undertaken in accordance with Regulation 6(2) and Schedule VI of the SEBI (ICDR) Regulations, 2025.

A list of SCSBs and their Designated and Controlling Branches is provided on the SEBI website under 'Recognised Intermediaries'.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries.
5. The Stock Exchange will issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line

electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:

a) Name of the Applicant;
b) IPO Name:
c) Application Form Number;
d) Investor Category;
e) PAN (of First Applicant, if more than one Applicant);
f) DP ID of the demat account of the Applicant;
g) Client Identification Number of the demat account of the Applicant;
h) Number of Equity Shares Applied for;
i) Bank Account details;
j) Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
k) Bank account number

8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non- Institutional Investors and Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Prospectus with the RoC, publish a pre- issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, all editions of Hindi national daily newspaper, and all editions of the Regional daily newspaper in Gujarat (Gujarati also being the regional language of Gujarat where our Registered Office is located) each with wide circulation.

In the pre- issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of the Underwriting Agreement and Filing with the RoC

Our company has entered into an Underwriting Agreement dated [●].
After signing the Underwriting Agreement, an updated Prospectus will be filed with the RoC in accordance with applicable law.

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see "Terms of the Issue" on page 253.

Allotment Advertisement

Our Company, the Lead Manager and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, all editions of Hindi national daily newspaper and all editions of the Regional daily newspaper in Gujarat (Gujarati also being the regional language of Gujarat, where our Registered Office is located) each with wide circulation.

The information set out above is given for the benefit of the Applicants. Our Company, the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares application for do not exceed the prescribed limits under applicable laws or regulations.

Issuance of Confirmation on Allocation Note and Allotment in the issue

Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.

The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of this Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their applications through the ASBA process only;
2. Ensure that you have apply at Issue Price.
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 applications) within the prescribed time. UPI Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
6. Ensure that you have mentioned the correct ASBA Account number and such ASBA account belongs to you and no one else if you are not an II Applicant using the UPI Mechanism in the Application Form (with maximum length of 45 characters) and if you are an II using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Mechanism for an application size of up to ₹5,00,000 for UPI Applicants) to make an application in the Issue. Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Application Amount are available for blocking, is UPI 2.0 certified by NPCI;
8. If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form (for all Applicants other than Individual Investors, applying 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. 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;
12. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
13. Ensure that you request for and receive a stamped acknowledgement of your application;
14. Investors using the UPI mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
15. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;

16. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
17. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
18. Ensure that the Demographic Details are updated, true and correct in all respects;
19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
20. Ensure that the correct investor category and the investor status is indicated in the Application Form;
21. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
22. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
23. Ensure that you use only your own bank account linked UPI ID (only for Individual Investors using the UPI Mechanism) to make an application in the Issue;
24. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
25. Applicants, other than 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 Individual Investors using UPI Mechanism), ensure that while Applying 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 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. Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which 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 Individual Investors ASBA Account.
31. Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Investor shall be deemed to have verified the attachment containing the application details of the Investor in the UPI Mandate

Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
32. Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;
33. Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;
34. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;
36. Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date.
37. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
38. UPI Applicants using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Applicants shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not apply by another Application Form after submission of Application to the Designated Intermediary.
4. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;
5. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not submit the Application Forms to any non-SCSB bank or our Company;
7. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not submit more than one Application Forms per ASBA Account;
10. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
11. Do not apply for an Application Amount below Rs. 200,000 (for Applications by Individual Investors);
12. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Prospectus;
13. Do not submit the General Index Register number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
16. If you are a Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;

17. If you are an 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. Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;
22. Do not apply for shares more than specified by respective Stock Exchanges for each category;
23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Investor using the UPI mechanism;
24. Do not submit incorrect UPI ID details, if you are a Investors applying through UPI Mechanism;
25. If you are a Non-Institutional Investor or Individual Investor, do not submit your application after 3.00 p.m. on the Issue Closing Date;
26. Do not apply if you are an OCB.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejecton

In addition to the grounds for rejection of Applications on technical grounds as provided in the GID, Applicants are requested to note that Applications maybe rejected on the following additional technical grounds:

1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;
2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;
3. Applications submitted on a plain paper;
4. Applications submitted by Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;
5. Applications submitted by Individual Investors using third party bank accounts or using a third party linked bank account UPI ID;
6. Applications by HUFs not mentioned correctly.
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 Individual Investors with Application Amount for a value below Rs. 200,000 and less than 2 lots;
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 accompanied by cheques or demand drafts;
14. Applications accompanied by stock invest, money order, postal order or cash;
15. Application by OCB.

For details of grounds for technical rejections of a Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchange, along with the Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares issued through the Issue through the Prospectus except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Issue to public may be made for the purpose of making Allotment in minimum lots. The allotment of Equity Shares to Applicants other than to the Individual Investors, Non-Institutional Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The allotment of Equity Shares to each Individual Investors shall not be less than the minimum lot, subject to the availability of shares in Individual Investors Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allotment to each Non-Institutional Investors shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Allotment Procedure and Basis of Allotment

The Allotment of Equity Shares to Applicants other than Individual Investors may be on proportionate basis. No Individual Investor will be allotted less than the minimum application Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis.

Flow of Events from the closure of issue period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic application 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 application details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate 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 Designated Stock Exchange (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 allotees as per process mentioned below:

Process for generating list of allotees:

- 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 12345678 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address

of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;

2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Issue Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

INVESTOR GRIEVANCE

In case of any Pre-Issue or Post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled "***General Information***" on page 70.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Offer Closing Date, the Applicant shall be compensated in accordance with law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read

with SEBI circular no. SEBI/HO/CFD/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. 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, 2013 which is reproduced below:

"Any person who—

a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than 6 months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to 3 times such amount (provided that where the fraud involves public interest, such term shall not be less than 3 years.) Further, where the fraud involves an amount less than ₹ 1 million or 1% 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 5 years or with fine which may extend to ₹ 5 million or with both.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes (CBDT) on February 13, 2020, and press release dated June 25, 2021.

NOMINATION FACILITY TO APPLICANTS

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes (CBDT) on February 13, 2020, and press release dated June 25, 2021.

UNDERTAKINGS BY OUR COMPANY

Our Company undertake as follows:

1) our Company shall ensure compliance with all disclosure and accounting norms as may be specified by SEBI from time to time;
2) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Applicant at the rate prescribed under applicable law for the delayed period;

3) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;

4) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (three) Working days of Issue Closing Date or such other time as may be prescribed.

5) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

6) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

7) the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;

8) If Allotment is not made within three working days from the Issue Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;

9) That our Promoter's contribution in full has already been brought in;

10) That no further issue of Equity Shares shall be made until the Equity Shares offered through the Draft Prospectus/Prospectus are listed or until the Application monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc and

11) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

12) That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

13) That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;

14) Adequate arrangements shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;

15) that if our Company do not proceed with the Issue after the Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges shall be informed promptly;

16) that if our Company, in consultation with the LM, withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Issue document with Stock Exchange/SEBI, in the event our Company or subsequently decide to proceed with the Issue;

17) That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and

18) That neither our promoter nor the directors of the Company are willful defaulter under Section 5(c) of SEBI (ICDR) Regulations, 2018, as amended.

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;

2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;

3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and

4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

6) The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

DEPOSITORY ARRANGEMENTS

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

a) Tripartite Agreement dated October 28, 2024 between NSDL, the Company and the Registrar to the Issue;

b) Tripartite Agreement dated May 22, 2020 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE0D8001018.

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. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy and FEMA has been entrusted to the concerned ministries / departments.

The Government of India 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 (formerly, Department of Industrial Policy and Promotion), Government of India ("**DPIIT**") issued the Consolidated FDI Policy, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. The FDI Policy provides that the companies engaged in sectors/activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with applicable laws / regulations. For details, see "***Key Industry Regulations and Policies***" on page 169.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated 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 ("**Restricted Investor**"), 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 FDI 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Each Applicant should seek independent legal advice about its ability to participate in the Offer. 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 to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the FDI policy, FDI in companies engaged in the IT and IT Enabled Service Providers which is 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 269. Each Investor 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 Investor shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue/ Period.

Further, the existing individual and aggregate investment limits for an FPI in our Company are not exceeding 10% of the total paid-up Equity Share capital of our Company for each FPI and the total holdings of all FPIs in the Company shall not exceed 24% of the total paid-up Equity Share capital of our Company. The RBI, in exercise of its power under the FEMA, has also notified Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("Rules") and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. SEBI registered FPIs have been permitted to purchase shares of an Indian company through the Issue, subject to total FPI investment being within the individual FPI/sub account investment limit of less than 10% of the total paid-up equity capital on a fully diluted basis of the Company subject to the total holdings of all FPIs/sub accounts including any other direct and indirect foreign investments in the Company shall not exceed 24% of the paid-up equity capital of the Company on a fully diluted basis. The aggregate limit of 24% in case of FPIs may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Company concerned by passing of resolution by the Board of the Company to that effect and by passing of a special resolution to that effect by its Shareholders. With effect from April 1, 2020, the aggregate limit of 24% has increased to the sectoral cap applicable to the Indian Company which in case of the Company is 100% provided that the Company complies with conditions provided under the FDI Policy. As per the Rules, the aggregate limit as provided above was permitted to be decreased by the Company to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board ofThe Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in 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, such Equity Shares are being offered and sold outside of 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, under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to 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 being offered and sold only 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 sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. 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 Issue 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 Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION XIV: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION
OF
SHINING TOOLS LIMITED

The Registered Office of the Company is situated in the State of Gujarat.

The Companies Act, 2013
SHINING TOOLS LIMITED
TABLE - F
ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

Interpretation

I. (1) In these regulations—

(a) "the Act" means the Companies Act, 2013,

(b) "the seal" means the common seal 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) Within the meaning of Section-2(71) of the Companies Act 2013, The Company is a "Public company" means:

(a) is not a private company;
(b) Having 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 continues to be a private company in its articles ;.

Share capital and variation of rights

II. **1.** Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

***Adoption of New Set of Articles of Association as per Companies Act 2013, by passing Special**

Resolution in the Extra Ordinary General Meeting held on 14th September, 2024

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, --

a) one certificate for all his shares without payment of any charges; or
(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders paid-up thereon.
(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders

3. (*i*) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(*ii*) The provisions of Articles (*2*) and (*3*) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5 (*i*) The company may exercise the powers of paying commissions conferred by sub-section (*6*) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made there under.

(*ii*) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(*iii*) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (*i*) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(*ii*) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

8A "Subject to Provisions of Section 42, Section 62 of Companies Act, 2013 and rules made thereunder, Company may issue shares and any other security to any persons, if it is authorised by a special resolution, whether or not those persons include the persons who is existing shareholders or employees of the company, either for cash or for a consideration other than cash."

Lien

9. (*i*) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(*ii*) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (*i*) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(*ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.*

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (*i*) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(*ii*) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (*i*) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the

conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (*i*) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. Per annum or at such lower rate, if any, as the Board may determine.

(*ii*) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (*i*) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(*ii*) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19. (*i*) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(*ii*) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 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 shares on which the company has a lien.

21. The Board may decline to recognize any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (*1*) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (*i*) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(*ii*) Nothing in clause (*i*) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (*i*) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or
(b) to make such transfer of the share as the deceased or insolvent member could have made.

(*ii*) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (*i*) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(*ii*) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

Forfeiture of shares

27. 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.

28. 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.

29. 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

30. (*i*) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(*ii*) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (*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.

32 (*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.

33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution, —

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock, —

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. 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.

Capitalization of profits

38. (*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 is accordingly set free for distribution in the manner specified in clause (*ii*) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(*ii*) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (*iii*), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (*A*) and partly in that specified in sub-clause (*B*);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (*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 capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(*iii*) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (*i*) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(*ii*) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

43. (*i*) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(*ii*) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect

one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

47. (*i*) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(*ii*) No business shall be transacted at any adjourned meeting other than the business left *unfinished* at the meeting from which the adjournment took place.

(*iii*) *When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.*

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares, —

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. (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.

51. 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.

52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

53. 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.

54. (*i*) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(*ii*) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

55. 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.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. 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

58. The following shall be the First Directors of the Company:

1. **VIPULBHAI LALJIBHAI GHONIA**
2. **KAMALBHAI LALJIBHAI GHONIA**
3. **LALJIBHAI KESHAVBHAI GHONIA**

59. (*i*) the remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(*ii*) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

62. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. (*i*) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(*ii*) Such person shall hold office only up to the date of the next annual general meeting of the company but

shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

65. (*i*) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(*ii*) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (*i*) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(*ii*) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (*i*) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69. (*i*) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(*ii*) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (*i*) A committee may elect a Chairperson of its meetings.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (*i*) A committee may meet and adjourn as it thinks fit.

(*ii*) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

74. Subject to the provisions of the Act, —

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. 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.

The Seal

76. (*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 authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

79. (*i*) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks 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.

80. (*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.

81. 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.

82. (*i*) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(*ii*) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. 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.

84. 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.

85. No dividend shall bear interest against the company.

Accounts

86. (*i*) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(*ii*) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(*ii*) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Others

Dematerialization of Securities

89. Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form and will offer the Securities for subscription in dematerialized form. Notwithstanding anything contained herein the Company shall be entitled to treat the person whose names appear in the register of members as a holder of any share or whose names appear as beneficial owners of shares in the records of the Depository as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof. Conversion of Shares into Stock, Conversion of shares into stock or reconversion

90.. The Company may by ordinary resolution in General Meeting a) convert any fully paid-up shares into stock andb) re-convert any stock into fully paid-up shares of any enomination.

Transfer of stock

91. The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. Rights of stock holders

92. The holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends participation in profits voting at meetings of the Company and other matters as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage.

93. Such of the regulations of the Company (other than those relating to share warrants) as are applicable to paid up share shall apply to stock and the words share and shareholders in those regulations shall include stock and stockholders respectively, Power to borrow

94. Subject to the provisions of the Act and these Articles the Board may from time to time at its discretion by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits loans overdrafts cash creditor by issue of bonds debentures or debenture-stock (perpetual or otherwise) or in any other manner or from any person firm company co-operative society any body corporate bank institution whether incorporated in India or abroad Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received raised or borrowed provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Companys Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose. Nevertheless no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is observed. Terms of issue of Debentures

95. Subject to the provisions of the Act and these Articles any bonds debentures debenture-stock or any other securities may be issued at a discount premium or otherwise and with any special privileges and conditions as to redemption surrender allotment of shares appointment of Directors or otherwise provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting Securing payment or repayment of Moneys borrowed

96. Subject to the provisions of Article the payment and or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit by a resolution passed at a meeting of the Directors and in particular by mortgage charter lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being or by a guarantee by any Director Government or third party and the bonds debentures and debenture stocks and other securities may be made assignable free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage charge or

lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be. Bonds Debentures etc. to be under the control of the Directors

97. Any bonds debentures debenture-stock Global Depository Receipts or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider being for the benefit of the Company. Retirement and Rotation of Directors

98. Subject to provision of Section 152 and other applicable provisions of the Act not less than two-third of the total number of Directors of the Company shall be the persons whose period of office shall be liable to determination by retirement by rotation and one-third of such of Directors of the Company for the time being as are liable to retire by rotation and if their number is not three or a multiple of three then the number nearest to one-third shall retire from the office.The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in the office from the last appointment.Eligibility for re-election

99. A retiring Director shall be eligible for re-election MANAGING AND WHOLETIME DIRECTORS Powers to appoint Managing Whole-time Directors

100. (a) Subject to the provisions of the Act and of these Articles the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director Joint Managing Director or Managing Directors or whole-time Director or whole-time Directors Manager or Chief Executive Officer of the Company either for a fixed term or for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

(b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall not be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such reappointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.Remuneration of Managing or Whole-time Director

101. The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act or as per the clarifications notified by the Government and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors and may be by way of fixed salary or commission on profits of the Company or by participation in any such profits or by any or all of these modes.Powers and duties of Managing Director or Whole-time Director

102. (1) Subject to control direction and supervision of the Board of Directors the dayto- day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board

SECRECY

103.(a) Every Director Manager Auditor Treasurer Trustee Member of a Committee Officer Servant Agent Accountant or other person employed in the business of the company shall if so required by the Directors before entering upon his duties sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Lawand except so far as may be necessary in order to comply with any of the provisions in these presents containedAccess to property information etc.(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Companys premises or properties or the books of accounts of the Company without the

permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Companys trading or any matter which is or may be in the nature of trade secret mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company disclose or to communicate.

104. Subscriber details:

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of these Articles of Association:

Sr. No.	Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	Name, Address Description and Occupation of the Common Witness
1.	VIPULBHAI LALJIBHAI GHONIA S/o LALJIBHAI KESHAVBHAI GHONIA ADD : 11/5, ALKA SOC., MAVDI MAIN ROAD, RAJKOT - 360004 OCCUPATION : BUSINESS SIGN	Common witness to all subscribers CS. Jayesh A. Dobaria S/o. Shri Ramjibhai Dobaria 79, 3rd Floor, Samruddhi Bhavan, Sardar Road, Rajkot - 360002. Occupation Practising Company Secretaries M.No. 24493 CP No. 8856
2.	KAMAL KUMAR LALJIBHAI GHONIA S/o : LALJIBHAI KESHAVBHAI GHONIA ADD : K-RMYOG, 5/11 ALKA SOCIETY, MAVDI MAIN ROAD, BIH: VISHVESHWAR TEMPLE, RAJKOT. - 360004 OCCUPATION : BUSINESS SIGN :	

Sr. No.	Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	Name, Address Description and Occupation of the Common Witness
3.	KIRANBEN VIPULBHAI GHONIA S/O HARIBHAI RATANBHAI LIMBANI ADD: "KARMYOG" 11/5, ALKA SOCIETY, MAVDI ROAD, RAJKOT-360001 OCCUPATION : BUSINESS SIGN:- Ghonia K.V	Common witness to all subscribers CS. Jayesh A. Dobaria S/O. Shri Ramjibhai Dobaria 79, 3rd floor, Sumrudhhi Bhavan, Sorathal Road, Rajkot - 360002. Occupation Practising Company Secretaries M.No. 24493 CP.No. 8856 Dobaria
4.	LALJI BHAI KESHAVBHAI GHONIA S/O KESHAVBHAI THAKARSHI BHAI GHONIA ADD. "KARMYOG" 11/5, ALKA SOCIETY MAVDI ROAD RAJKOT 360004 OCCUPATION: BUSINESS SIGN.	

Sr. No.	Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	Name, Address Description and Occupation of the Common Witness
5.	PRITIBEN KAMALBHAI GHONIA S/O JIVRAJBHAI JAGABHAI NANDHANIA ADD:- KARMYOG-II 11/5, ALKA SOCIETY MAVDI MAIN ROAD RAJKOT - 360004 OCCUPATION :- BUSINESS SIGN :- Ghonia Priti. K.	Common witness to all subscribers CS. Jayesh A. Dobaria S/o. Shri Ramjibhai Dobaria 79, 3rd floor, Samruddhi Bhavan, Gondal Road, Rajkot - 360002. Occupation Practising Company Secretaries M.No. 24493 CP No. 8856 Dobaria
6.	જયાબેન વલ્લભભાઈ/ ઘોડાસરા પુત્રવધુ દેવશીભાઈ ગાળોદરા કર્મયોગ ૧૧/૫, અલ્કા સોસાયટી, મોવડી મેઈન રોડ, રાજકોટ ૪ ધંધો - દરજામ સહી - જે. વલ્લ. ઘોડાસરા	

Sr. No.	Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	Name, Address Description and Occupation of the Common Witness
7.	RAGHAV MANSUKH BHAI DUDHATRA S/O MANSUKH BHAI HIRA BHAI DUDHATRA M.P/KHAMBHALIYA (OZAT) TAL- VISAVADAR DIST- JUNAGADH OCCUPATION :- BUSINESS SIGN-	Common witness to all subscribers CS. Jayesh R. Dobaria S/o. Ramjibhai Dobaria 79, 3rd floor, Samruddhi Bhuvan Gondal Road, Rajkot - 360002 Occupation Practising Company Secretaries M.No. 24493 CP No. 8856 Dobaria JR.

Place : Rajkot

Date : 24/04/2013

Translation subscriber pages of AOA written and signed by Smt. Jayaben Laljibhai Ghoniya in English Language as under

Sr. No.	Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	Names, Addresses, Description and Occupation of the Common Witness
6.	JAYABEN LALJIBHAI GHONIYA Daughter of Shri Tapubhai Devshibhai Gajipara Karmyog, 11/5 – Alka Society, Mavdi Main Road, Rajkot – 360 004. Occupation ; House wife Sd/-	CS Jayesh Ramjibhai Dobaria Son of Shri Ramjibhai N. Dobaria 79, 3rd Floor, Samrudhi Bhavan, Opp. Bombay Petrol Pump, Gondal Road, Rajkot – 360 002. Occupation: Practising Company Secretaries M. No. ACS 24493 C.P. No. 8856 Sd/-

જે. એલ. ઘોણીયા

(JAYABEN LALJIBHAI GHONIYA)

(CS JAYESH R. DOBARIA)

SECTION XV- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus, will be delivered to the ROC for registration/submission of the Prospectus/Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Survey No.63/2, Plot No. 2, Rajkot-Gondal Highway, At: Pipaliya, Tal: Gondal, Dist: Rajkot, Pipaliya, Gujarat-360 311, India, from the date of filing the Prospectus with ROC on all Working Days until the Issue Closing Date. Copies of below mentioned Material Contracts and Documents are also available on the website of the company on www.tixnatools.com

A. MATERIAL CONTRACTS

1. Memorandum of understanding dated January 20, 2025 executed between our Company and Lead Manager to the Issue.
2. Registrar and Transfer Agent Agreement dated January 23, 2025 executed between our Company and the Registrar to the Issue.
3. Market Making Agreement dated [●] executed between our Company, Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated [●], executed between our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated [●] executed between our Company, Lead Manager, and Underwriter.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated October 28, 2024.
7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated May 22, 2020.

B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
2. Board Resolution dated November 16, 2024 and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on December 19, 2024.
3. Statement of Possible Tax Benefits dated June 02, 2025 issued by our peer review Auditors M/s. V S S B & Associates., Chartered Accountants.
4. Copy of Restated Financial Statement and along with Report from the peer review certified auditor M/s. V S S B & Associates, Chartered Accountants for the period ended February 28, 2025 and the financial year ended on March 31, 2024, 2023 and 2022 dated June 02, 2025 included in this Draft Prospectus.
5. Copy of Audited Financial Statement for the period ended on February 28, 2025 and year ended on March 2024, 2023 and 2022.

6. Copy of Certificate from M/s. V S S B & Associates, Chartered Accountants dated June 02, 2025 regarding the source and deployment towards the objects of the Offer.
7. Copy of Certificate from M/s. V S S B & Associates, Chartered Accountants dated June 21, 2025 regarding the KPIs as presented in the Draft Prospetus.
8. Copy of Certificate from M/s. V S S B & Associates, Chartered Accountants dated June 21, 2025 regarding the working capital requirements of the company.
9. Resolution passed by the Audit Committee of the Company in its meeting held on June 16, 2025 for taking on record the KPIs as presented in the Draft Prospectus.
10. Resolution passed by the Audit Committee of the Company in its meeting held on June 16, 2025 for working capital requirements of the company.
11. Certificate dated May 10, 2025, issued by M/s Bhavin R. Patel & Associates, Cost Accountant, Valuer (Plant & Machinery), Valuer (Land & Building), Valuer (Securities & Financial Assets), Chartered Engineer, certifying the Capacity and Capacity Utilization.
12. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the Lead Manager to the Issue, Registrar to the Issue, Banker to the Issue*, Market Maker*, and Underwriter to the Issue* to act in their respective capacities to be obtained prior filing of Prospectus.

    **To be obtained prior to filing of Prospectus.*
13. Due Diligence Certificate from Lead Manager dated June 25, 2025 addressing SEBI and BSE including site visit report.
14. Copy of In-principle approval letter dated [●] from the BSE.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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DECLARATION

We, hereby declares that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case maybe. We further certify that all the statements made in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

SD/- **Vipulbhai Laljibhai Ghonia** Managing Director **DIN:** 06511100	*SD/-* **Kamalbhai Laljibhai Ghonia** Whole-Time Directors **DIN:** 06511096
SD/- **Kiranben Vipulbhai Ghonia** Non-Executive Director **DIN:** 08510856	*SD/-* **Dhruvi Shyam Kapadia** Independent Director **DIN:** 10683926
SD/- **Grishma A Shewale** Non-Executive Independent Director **DIN:** 10685826	*SD/-* **Palak Pankaj Shah** Non-Executive Independent Director **DIN:** 11068258
SD/- **Abhishek Dobaria Arvindbhai** CFO & Executive Director **DIN:** 07359117 -	

SIGNED BY THE CFO AND CS OF OUR COMPANY

SD/- **Abhishek Dobaria Arvindbhai** Chief Financial Officer & Executive Director	*SD/-* **Sneha Dhaval Shah** Company Secretary and Compliance Officer

Place: Rajkot
Date: June 26, 2025