



(Please scan this QR code to view this Draft Red Herring Prospectus)

**UNISEM AGRITECH LIMITED****Corporate Identification Number: U01100KA2016PLC096390**

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115	#29. New # 2, 7th Main, 21st Cross, CHBCS Layout, Vijayanagar, Bangalore-560040	Bobby Seth, Company Secretary and Compliance Officer	Tel No.: +91 9141031113 Email: compliance.officer@unisem.in	www.unisem.in

THE PROMOTERS OF OUR COMPANY ARE H N DEVAKUMAR, B H DEVASINGHNAIK, DHARANENDRA H GOUDA, RAMALINGAM VENKATARAMANA, ANIL K N

DETAILS OF ISSUE TO PUBLIC

Type	Fresh Issue Size	Offer for Sale	Total Issue Size	Eligibility and Allocation of the offer
Fresh Issue	₹ [●] Lakhs	Nil	Up to 33,00,000 Equity Shares of Face Value ₹5/- each aggregating [●] Lakhs	This Issue is being made in terms of Regulation 229 (1) and 253 of Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 5 each. The Floor Price, the Cap Price and the Issue Price determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in “*Basis for Issue Price*” on page 93 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are Listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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 our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled “*Risk Factors*” beginning on page 28 of this Draft Red Herring Prospectus.


ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 Getfive Advisors Private Limited (Formerly Aavanya Advisors Private Limited)	Aman Jain	Email: investor.grievance@getfive.in Telephone No.: +91 079-40300332

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 Kfin Technologies Limited	M. Murali Krishna	Tel No.: +91 40 6716 2222/ 1800 309 4001 E-mail: unisem.ipo@kfintech.com

BID/ISSUE PERIOD

ANCHOR PORTION OFFER OPENS/ CLOSES ON: [●]	BID/ ISSUE OPENS ON: [●]	BID/ ISSUE CLOSES ON: [●]
---	---------------------------------	----------------------------------



UNISEM AGRITECH LIMITED

Corporate Identification Number: U01100KA2016PLC096390

Our Company was originally incorporated as Unisem Agritech Private Limited on 09.09.2016 under the Companies Act, 2013 vide certificate of incorporation issued by the Registrar of Companies/ Central Processing Centre. Subsequently, the name of the company was changed from "Unisem Agritech Private Limited" to "Unisem Agritech Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the Extra-Ordinary General Meeting held on 11.02.2025 and had obtained fresh certificate of incorporation dated 01.03.2025 issued by the Registrar of Companies/ Central Processing Centre, with Corporate Identification Number of the Company U01100KA2016PLC096390. For details pertaining to the changes of name of our company, and changes of registered office of our company, please refer to the chapter titled 'History and Corporate Structure' on page no. 178 of this Draft Red Herring Prospectus.

Registered Office: RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115

Corporate Office: #29, New # 2, 7th Main, 21st Cross, CHBCS Layout, Vijayanagar, Bangalore-560040

Tel. No.: +91 9141031113; **Email:** compliance.officer@unisem.in; **Website:** www.unisem.in

Contact Person: Bobby Seth, Company Secretary & Compliance Officer

Promoters Of Our Company: H N Devakumar, B H Devasinghnaik, Dharanendra H Gouda, Ramalingam Venkataramana, Anil K N

INITIAL PUBLIC ISSUE OF UP TO 33,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH OF UNISEM AGRITECH LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH 1,68,000 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] %, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5/- EACH.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] CIRCULATED HINDI NATIONAL DAILY NEWSPAPER. AND KANNADA EDITION OF [●] REGIONAL NEWSPAPER (KANNADA REGIONAL LANGUAGE OF KARNATAKA WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED "BSE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 307 OF THIS DRAFT RED HERRING PROSPECTUS.

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

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229(1) of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors wherein (a) one third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than ₹10 lakhs; and (c) any unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to Applicants in the other sub-category of Non-Institutional Investors; and not less than 35.00% of the Net Issue shall be available for allocation to Individual Investors, who applies for minimum application size in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All Potential Bidders (except anchor investors) are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see "Issue Procedure" on page no. 318 of this Draft Red Herring Prospectus.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 5 each. The Floor Price, the Cap Price and the Issue Price determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in "Basis for Issue Price" on page no. 93 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are Listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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 our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the beginning section of "Risk Factors" on page no. 28

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGER TO THE ISSUE		REGISTER TO THE ISSUE	
	GETFIVE ADVISORS PRIVATE LIMITED Address: 502, Abhishree Avenue, Nehrunagar, Manekbag, Ahmedabad, Gujarat, India, 380015 Website: www.getfive.in SEBI Registration: INM000013147		Kfin Technologies Limited Address: Selenium Tower B, Plot No.31-32 Gachibowli, Financial District Nanakramguda, Serilingampally Hyderabad 500 032, Telangana, India Website: www.kfintech.com SEBI Registration: INR000000221
	Contact Person: Aman Jain Contact No.: +91 7990729901		E-Mail: investor.grievance@getfive.in Grievance Redressal: investor.grievance@getfive.in
BID/ISSUE PERIOD			
ANCHOR PORTION OFFER OPENS/ CLOSES ON: [●]		BID/ ISSUE OPENS ON: [●]	BID/ ISSUE CLOSES ON: [●]

TABLE OF CONTENTS

SECTION I – GENERAL	2
DEFINITIONS AND ABBREVIATIONS.....	2
CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION	18
FORWARD LOOKING STATEMENTS	20
SECTION II – SUMMARY OF DRAFT RED HERRING PROSPECTUS.....	21
SECTION III – RISK FACTORS	28
SECTION IV – INTRODUCTION.....	47
THE ISSUE	47
SUMMARY OF FINANCIAL INFORMATION	49
GENERAL INFORMATION.....	54
CAPITAL STRUCTURE.....	68
OBJECTS OF THE ISSUE	84
BASIS FOR ISSUE PRICE.....	93
STATEMENT OF SPECIAL TAX BENEFIT.....	102
SECTION V – ABOUT THE COMPANY.....	105
INDUSTRY OVERVIEW.....	105
BUSINESS OVERVIEW	117
KEY INDUSTRY REGULATIONS AND POLICIES	170
HISTORY AND CORPORATE STRUCTURE	178
OUR MANAGEMENT.....	182
OUR PROMOTERS AND PROMOTER GROUP	197
DIVIDEND POLICY	205
SECTION VI – FINANCIAL INFORMATION	206
RESTATED FINANCIALS STATEMENT	206
OTHER FINANCIAL INFORMATION.....	260
CAPITALISATION STATEMENT.....	261
STATEMENT OF FINANCIAL INDEBTEDNESS	262
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS	264
SECTION VII – LEGAL AND OTHER INFORMATION	275
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	275
GOVERNMENT AND OTHER APPROVALS	279
OTHER REGULATORY AND STATUTORY DISCLOSURES	292
OUR GROUP COMPANY	306
SECTION VIII – ISSUE RELATED INFORMATION	307
TERMS OF THE ISSUE.....	307
ISSUE STRUCTURE	315
ISSUE PROCEDURE	318
RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	352
SECTION X – PROVISIONS OF ARTICLES OF ASSOCIATION	353
SECTION XI – OTHER INFORMATION.....	373
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION.....	373
DECLARATION.....	374

SECTION I – GENERAL
DEFINITIONS AND ABBREVIATIONS

GENERAL TERMS

Term	Description
Unisem Agritech Private Limited or Unisem Agritech Limited or ‘UAL’ or ‘UAPL’ or ‘We’ or ‘Us’ or ‘The Issuer’ or ‘The/Our Company’	Unless the context otherwise requires, refers to Unisem Agritech Limited, a company incorporated under the Companies Act, 2013, vide Corporate Identification Number U01100KA2016PLC096390 and having registered office at RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115.
You’, ‘your’, or ‘yours’	Prospective Investor in this Issue.

COMPANY AND INDUSTRY RELATED TERMS

Term	Description
Articles/ Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Unisem Agritech Limited, as amended from time to time
Associate Companies	A body corporate in which any other company has a significant influence, but which is not a subsidiary of the company having such influence and includes a joint venture company.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 182 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being M/s S K S V M & CO, Chartered Accountants having firm registration number 002045S.
B. Com	Bachelor of Commerce
B.Sc.	Bachelor of Science
Board of Directors/ Board/ Director(s)	The Board of Directors of Unisem Agritech Limited, including all duly constituted committees thereof.
CEO	The Chief Executive Officer of our Company being Mr. B H Devasinghnaik
CFO	The Chief Financial Officer of our Company being Mr. Ramalingam Venkataramana.
Companies Act	The Companies Act, 2013 and amendments thereto
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Bobby Seth.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director	The Director(s) of our Company, unless otherwise specified.
DIN	Directors Identification Number.
Equity Shareholders	Persons holding equity shares of our Company.
Equity Shares	Equity Shares of our Company of Face Value of Rs.5/- each unless otherwise specified in the context thereof.
Group Companies	In terms of SEBI ICDR Regulations, the term “Our Group Companies” includes companies (other than promoters and subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in “ <i>Our Group Companies</i> ” on page 306 of this Draft Red Herring Prospectus.
HUF	Hindu Undivided Family
Independent Director	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 182 of this Draft Red Herring Prospectus.

Indian GAAP	Generally Accepted Accounting Principles in India.
IRS	Indian Revenue Services
ISIN	International Securities Identification Number, in this case being INE1FHV01026.
Key Managerial Personnel/ Key Managerial Employees	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled “ Our Management ” on page 182 of this Draft Red Herring Prospectus.
Key Performance Indicators” or “KPIs”	Key financial and operational performance indicators of our Company, as included in “ Basis for Issue Price ” beginning on page 93 of this Draft Red Herring Prospectus.
Lt	Late
M.Sc	Masters in Science
MD or Managing Director or chairman	The Managing Director of our Company being H N Devakumar
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Unisem Agritech Limited.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as the Company’s Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “ Our Management ” on page 182 of this Draft Red Herring Prospectus.
Non-Residents	A person resident outside India, as defined under FEMA.
NRI/ Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time.
Peer Review Auditor	The Peer Review Auditors of our Company, being M/s S K S V M & CO, Chartered Accountants having firm registration number 002045S and peer review number 016058.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled Our Promoters Group. For further details refer page 197 of this Draft Red Herring Prospectus.
Promoters or Our Promoters	H N Devakumar, B H Devasinghnaik, Dharanendra H Gouda, Ramalingam Venkataramana, Anil K N.
Registered Office	The Registered of our company which is located at RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115.
Relationship Committee	Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter “ Our Management ” on page 182 of this Draft Red Herring Prospectus.
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the year ended as at March 31, 2023, 2024 and 2025 and the restated statements of profit and loss and the restated cash flows for the year ended as at March 31, 2023, 2024 and 2025 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
ROC	Registrar of Companies.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI (ICDR) Regulations/ ICDR	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

SEBI (Takeover) Regulations or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
Stock Exchange/ Designated Stock Exchange/ DSE	Unless the context requires otherwise, refers to, the SME Platform of BSE Limited.
Subscribers to MOA	Initial Subscribers to the MOA & AOA being Honnebagi Nagappa Devakumar, Devasingh Naik Beeranahalli Hemlanaik, Dhranendra Halappa Gauda, Ramalingam Venkatramana and Ramachandra Sreenivasarao Nidimamidi.
Stakeholders Relationship Committee	Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter “Our Management” on page 182 of this Draft Red Herring Prospectus.
Senior Management	Senior Management of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations and as disclosed in the chapter “Our Management” on page 182 of this Draft Red Herring Prospectus.

KEY PERFORMANCE INDICATORS

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
Growth in Revenue from Operations (%)	Revenue Growth Rate informs the management of annual growth rate in revenue of the company on consideration to the 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
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.
Debt to Equity Ratio	The debt-to-equity ratio is used to assess the extent to which a company relies on debt to finance its operations relative to the equity provided by shareholders.

ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form.
Addendum	An <i>addendum</i> is a formal, written addition or supplement to a document or contract, used to modify, clarify, or expand its original terminologies and conditions.
Allot/ Allotment of Equity shares/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares to successful Applicants pursuant to the Issue.

Allotment Advice	A note or advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allotment Date	Date on which the Allotment is made
Allottees	The successful applicant(s) to whom the Equity Shares are being/ have been allotted.
Applicant/ Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus.
Application Amount	The amount at which the prospective investors shall apply for Equity Shares of our Company in terms of the Prospectus.
Application Supported by Blocked Amount/ ASBA	An application whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by UPI Bidders using the UPI Mechanism, where the Application Amount shall be blocked upon acceptance of UPI Mandate Request by UPI Bidders using UPI Mechanism.
ASBA Account	A bank account maintained by ASBA Applicant with an SCSB and specified in the ASBA Form submitted by such ASBA Applicant in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Applicant and includes a bank account maintained by a UPI Bidders linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to an Application by a UPI Bidders.
ASBA Applicant(s)	Any prospective investors in the Issue who intend to submit the Application through the ASBA process.
ASBA Application/ Application	An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus.
ASBA Form/ Application Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicants and which will be considered as an application for Allotment in terms of the Offer document.
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled “ General Information ” on page no 54 of this Draft Red Herring Prospectus.
Banker(s) to the Issue	Collectively, Escrow Collection Bank, Public Issue Bank, Sponsor Bank and Refund Bank, as the case may be, which are Clearing Members and registered with SEBI as Banker to the Issue with whom the Escrow Agreement is entered and in this case being [●].
Banker(s) to the Issue and Sponsor Bank Agreement	The agreement dated [●] entered into amongst our Company, the Registrar to the Issue, the Lead Manager, and Banker(s) to the Issue in accordance with the UPI Circulars, transfer of funds to the Public Issue Account(s) and where applicable remitting refunds, if any, to Applicants, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled “ Issue Procedure ” beginning on page no 318 of this Draft Red Herring Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchange.
Bidding Centers/ Collection Centers	Centers 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 Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Business Day	Monday to Friday (except public holidays).
CAN/ Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
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 and the UPI Circulars issued by SEBI as per the list available on the websites of Stock Exchange.
Collecting Registrar and Share Transfer Agents/ CRTAs/ RTA	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 and the UPI Circulars issued by SEBI.
Corrigendum	A <i>corrigendum</i> is an official correction document issued to amend an error or inaccuracy in a previously published or issued legal document, notice, or contract, without altering its fundamental terms or intent.
Circular on Streamlining of Public Issues/ UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
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.
Debt to Equity Ratio	Debt to equity ratio has been calculated as debt divided by total equity
Demat Account	Dematerialised Account
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository/ Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 i.e. CDSL and NSDL.
Depository Participant/DP	A depository participant as defined under the Depositories Act
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the ASBA Forms and in case of UPI Bidders only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchange.
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in Equity Shares will be Allotted in the Issue.
Designated Intermediaries/ Collecting Agent	In relation to ASBA Forms submitted by RIIs and NIIs with an application size of up to 5,00,000 (not using the UPI Mechanism) authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI bidders where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders 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	[•] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.

Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by UPI applicants where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such UPI applicants using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	SME Platform of BSE Limited.
Draft Red Herring Prospectus	The Draft Red Herring Prospectus issued in accordance with the SEBI ICDR Regulations which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto.
EBITDA	EBITDA has been calculated as profit for the year before exceptional items and taxes plus finance cost, depreciation and amortization less Other Income
EBITDA Margin %	EBITDA Calculated as profit for the year before exceptional items and taxes plus finance cost, depreciation and amortization less Other Income. EBITDA margin has been calculated as EBITDA divided by Revenue from Operations
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitutes an invitation to purchase the equity shares.
Equity Shares	Equity Shares of our Company of face value ₹ 5.00 each.
Escrow Account(s)	Account(s) to be opened with the Escrow Collection Bank(s) will transfer money through NACH/ direct credit/ NEFT/ RTGS in respect of the Application Amount when submitting an Applicant.
First or Sole Applicant	Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint Applicants, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Foreign Institutional Investors/ FII	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered 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.
Fraudulent Borrower	Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fresh Issue	Fresh Issue of up 33,00,000 Equity Shares of face value ₹ 5 each for cash at a price of ₹ [●] per Equity Shares aggregating ₹ [●] lakhs by our Company
Fresh Issue Proceeds	The proceeds of the Fresh Issue as stipulated by the Company. For further information about use of the Fresh Issue Proceeds please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page no. 84 of this Draft Red Herring Prospectus.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
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

	(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	The Initial Public Offer of up to 33,00,000 Equity Shares of face value of ₹5 each for cash at a price of ₹ [●] each (including securities premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs.
Issue Agreement	The agreement dated 10.09.2025 entered amongst our Company, and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing date	The date on which the Issue closes for subscription being [●]
Issue Opening date	The date on which the Issue opens for subscription being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their applications, including any revisions thereof.
Individual Bidder(s) or Individual Investor(s) or II(s) or IB(s) or retail Individual Investor	Investors applying for Minimum application size which shall be two lots per application, such that the minimum application size shall be above ₹ 2 lakhs. (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Issue Price	The Price at which the Equity Shares are being Issued by our Company in consultation with the Lead Manager under this Draft Red Herring Prospectus being ₹ [●] per equity share.
Issue Proceeds	The proceeds of the Issue that will be available to our Company. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” on page no. 84 of this Draft Red Herring Prospectus.
Issue Period	<p>The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Applicants can submit their applications, including any revisions thereof in accordance with the SEBI ICDR Regulations. Provided, however, that the applications shall be kept open for a minimum of three Working Days for all categories of Applicants.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the LM, for reasons to be recorded in writing, extend the Issue Period for a minimum of one Working Day, subject to the Issue Period not exceeding 10 Working Days.</p>
Issue Size	The Public Issue UP TO 33,00,000 of Equity shares of ₹5 each at price of ₹ [●] per Equity share, aggregating to ₹ [●] lakhs by our Company
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE Limited.
LM/ Lead Manager	Lead Manager/ Book Running Lead Manager to the Issue, in this case being Getfive Advisors Private Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Market Maker	Member Brokers registered as Market Makers with the BSE
Market Maker Reservation Portion	The Reserved portion of up to 1,68,000 Equity shares of ₹5 each at an Issue Price of ₹ [●] per share aggregating to ₹ [●] lakhs for Designated Market Maker in the Public Issue of our Company
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager and our Company dated [●]
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on 16.09.2025 in accordance with the requirements of the SEBI (ICDR) Regulations, 2018.
Minimum Promoters Contribution	Aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoters of 20% and locked-in for a period of three years from the date of Allotment.
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 UPI applicants to submit Applications using the UPI Mechanism
Mutual Fund	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Asset Value per equity share/ NAV per share	Net asset value per equity share is calculated by dividing Net worth by Weighted Average Number of Equity Shares
Net Issue	The Net Issue of up to 31,32,000 Equity Shares of ₹5 each at price of ₹ [●] per Equity Shares aggregating to ₹ [●] lakhs by our Company
Net Proceeds	Proceeds of the Issue that will be available to our Company i.e. gross proceeds of the Fresh Issue, less Issue expenses to the extent applicable to the Fresh Issue. For further details regarding the use of the Net Proceeds and the Issue expenses, see “ <i>Objects of the Issue</i> ” beginning on page no. 84 of this Draft Red Herring Prospectus.
Net Worth	Net Worth is computed as Share capital plus Reserves and Surplus less Revaluation Reserve, unless otherwise specified
Non-Institutional Applicant/ NIIs	All Applicants including FPIs that are not Qualified Institutional Buyers or Individual Investor and who have Applied for Equity Shares for a cumulative amount more than 2,00,000 (but not including NRIs other than Eligible NRIs).
Non-Resident or NRI	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI and FVCIs registered with SEBI
OCB/ Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the regulations. OCBs are not allowed to invest in this Issue. (A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.)
PAT Margin %	PAT Margin has been calculated as profit for the year/ period divided by total income
PAT/ Restated profit/ (loss) for the year	Restated profit/(loss) for the period/ year as set out in our Restated Standalone/Consolidated Financial Information.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus, to be filed with the RoC containing, inter alia, the Issue opening and Closing date and other information.
Public Issue Account	A bank account opened with Bankers to the Issue under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Issue Bank	A bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Public Issue Account will be opened, in this case being [●]
Qualified Institutional Buyers/ QIBs	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the 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 Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable
Refund Bank(s)	The bank which is a clearing member and registered with SEBI as a Banker to an Issue 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 eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 issued by SEBI.
Registrar/ Registrar to the Issue	Registrar to the Issue being Kfin Technologies Limited.
Registrar Agreement	The agreement dated 10.09.2025 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents/ RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. IR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Applicants and Non-Institutional Applicants are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Individual Investor Applicants can revise their Application during the Issue Period or withdraw their Applications until Issue Closing Date.
RoCE	ROCE” means return on capital employed, which represents EBIT (Earnings before Interest and Tax) during the relevant year as a percentage of capital employed. Capital employed is the total of all types of capital, other equity, total borrowings, total lease liabilities and deferred tax liabilities (net) less deferred tax assets (net) as of the end of the relevant year.
RoE	Return on equity has been calculated as net income (owners share) divided by total equity
Self-Certified Bank(s)/ SCSBs Syndicate	The banks registered with SEBI, which offer services, (i) in relation to ASBA, where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI applicants using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) 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 appearing in the “list of mobile applications for using UPI in public issues” displayed on the SEBI website. The said list shall be updated on the SEBI website.
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is included in the Bid cum Application Form.
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of UPI Bidder as per the UPI Mechanism, in this case being [●]
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
SCORES	SEBI Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI.
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.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Underwriters	The underwriters in this case are [●].
Underwriting Agreement	The Agreement among our Company and the Underwriters dated [●].

Unified Payments Interface or UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Bidders/ UPI Applicants	<p>Collectively, individual investors applying as (i) Investors who applies for minimum application size in the Individual Investor Portion; and (ii) Non-Institutional Investors with an application size of up to Rs. 5 Lakhs on in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agent. 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 Rs. 5 Lakhs using UPI Mechanism, shall</p> <p>provide their UPI ID in the application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)</p>
UPI Circulars	<p>Circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as amended by its Circular number SEBI/HO/CED/DIL/CIR/2016/26 dated January 21, 2016 and Circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by SEBI as amended or modified by SEBI from time to time, including Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular. No. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time.</p>
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	<p>A request (intimating the UPI applicant by way of a notification on the UPI application and by way of a SMS directing the UPI applicant to such UPI application) to the UPI applicant initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, 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?doRecognisedFpi=yes&intmid=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43) respectively, as updated from time to time.</p>

UPI mechanism	The Application mechanism that may be used by an UPI applicant to make an Application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue
UPI PIN	Password to authenticate UPI transaction.
W.e.f.	With Effect From
W.r.t.	With Respect To
Weighted Average Number of Equity Shares	Weighted Average Number of Equity shares is calculated in accordance with Accounting Standard 20- Earnings per share (AS 20- EPS)
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	Any day, 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 Day” shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars

ABBREVIATIONS

Abbreviation	Full Form
%	Percent
&	And
a.m.	Ante meridiem
AIF	Alternative Investment Funds
AS	Accounting Standard
ASBA	Application Supported by Blocked Amount
B2B	Business-to-Business
B2C	Business-to-Consumer
B2G	Business-to-Government
BIOS	Basic Input/ Output System
Bn	Billion
BIFR	Board for Industrial and Financial Reconstruction
BRLM/ LM	Book Running Lead Manager
BIS	Bureau of Indian Standards
C.Ex	Custom and Excise
CAGR	Compound Annual Growth Rate
CWIP	Capital Work in Progress
CBDT	Central Board of Direct Taxes
CDP	Collecting Depository Participants
CDSL	Central Depository Services (India) Limited
Cess	A tax on a tax, levied for a specific purpose
CGST	Central Goods and Services Tax
CIN	Corporate Identification Number
CO2	Carbon Dioxide
CAN	Confirmation of Allocation Note
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
CIN	Corporate Identification Number
COVID-19	Coronavirus Disease 2019

CPCB	Central Pollution Control Board
CPI	Consumer Price Index
CPU	Central Processing Unit
CRM	Customer Relationship Management
CRTA	Collecting Registrar and Transfer Agent
CS	Company Secretary
CSR	Corporate Social Responsibility
CESTAT	Customs, Excise, and Service Tax Appellate Tribunal
CVD	Countervailing Duty
CY	Calendar Year
DDT	Dividend Distribution Tax
DEA	Department of Economic Affairs
DPIIT	Department for Promotion of Industry and Internal Trade
DPDPA	Digital Personal Data Protection Act of 2023
DIN	Director Identification Number
DGFT	Directorate General of Foreign Trade
DP	Depository Participant
DRHP	Draft Red Herring Prospectus
DRI	Directorate of Revenue Intelligence
DSE	Designated Stock Exchange
e.g.	for example
EBIT	Earnings Before Interest and Taxes
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortization
e-commerce	Electronic commerce
EEE	Electrical and Electronic Equipment
e-Gazette	Electronic Gazette
EGM	Extra-ordinary General Meeting
ESSCI	Electronics Sector Skills Council of India
ESDM	Electronics System Design and Manufacturing
EDLI	Employees Deposit Linked Insurance Scheme
EPA	Environment (Protection) Act, 1986
EPF	Employees' Provident Fund
EPR	Extended Producer Responsibility
EPS	Earnings Per Share
ER Act	Equal Remuneration Act, 1976
ESG	Environmental, Social, and Governance
ESI	Employees' State Insurance
etc.	Et cetera (and so on)
EU	European Union
E-waste	Electronic waste
FE	Final Estimates
FII	Foreign Institutional Investor
FIPB	Foreign Investment Promotion Board
FMCG	Fast-Moving Consumer Goods
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999
FPI	Foreign Portfolio Investor
FRE	First Revised Estimates

FCFE	Free Cash Flow to Equity
FRN	Floating Rate Note
FVCI	Foreign Venture Capital Investor
FY	Financial Year
G7	Group of Seven
GAAP	Generally Accepted Accounting Principles
GB	Gigabyte
GDP	Gross Domestic Product
GeM	Government e-Marketplace
GID	General Information Document
GHMC Act 1955	Greater Hyderabad Municipal Corporation Act, 1955
GoI	Government of India
GeM	Government e-Marketplace
GNDI	Gross National Disposable Income
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HRMS	Human Resource Management System
i.e.	that is
IANA ID	Internet Assigned Numbers Authority Identifier
IBC	Insolvency and Bankruptcy Code
ICAI	Institute of Chartered Accountants of India
ID	Identification
IFRS	International Financial Reporting Standards
IGST	Integrated Goods and Services Tax
IIP Growth	Index of Industrial Production Growth
IMF	International Monetary Fund
IEC	Import Export Code
Ind AS	Indian Accounting Standards
INR/ Rs/ ₹	Indian Rupees
IP	Intellectual Property
IoT	Internet of Things
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority
IRDAI	Insurance Regulatory and Development Authority of India
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
IST	Indian Standard Time
IT	Information Technology
ITAD	IT Asset Disposition
Kg/ h	Kilograms per hour
KMP	Key Managerial Personnel
KPI	Key Performance Indicator
Kv	Kilovolt
LEI	Legal Entity Identifier
LLB	Bachelor of Laws
LLC	Limited Liability Company
LLP	Limited Liability Partnership
LM Act	Legal Metrology Act, 2009

M/s	Messrs (a title for a firm or company)
M. Com	Master's degree in commerce
MENA	Middle East and North Africa
MWA Rules	Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963
MoEF & CC	Ministry of Environment, Forest and Climate Change
MIS	Management Information System
Mn	Million
MOA	Memorandum of Association
MRTP Act	Monopolies and Restrictive Trade Practices Act, 1969
MOSPI	Ministry of Statistics & Programme Implementation
Mr	Mister
MSME	Micro, Small, and Medium Enterprises
Mt.	Metre
NA Land	Non-Agricultural Land
NA/ N.A.	Not Applicable
NACH	National Automated Clearing House
NEFT	National Electronic Fund Transfer
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NCLT	National Company Law Tribunal
NEP	National Education Policy
NGO	Non-Governmental Organization
No.	Number
NOC	No Objection Certificate
NRE	Non-Resident External
NRO	Non-Resident Ordinary
NPCI	National Payments Corporation of India
NRIs	Non-Resident Indians
NSDL	National Securities Depository Limited
NSO	National Statistical Office
O/s	Outstanding
OCB	Overseas Corporate Body
OEM	Original Equipment Manufacturer
OFS	Offer for Sale
OCI	Overseas Citizen of India
p.a.	Per annum (per year)
p.m.	Post meridiem
P/E	Price-to-Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
POB Act	Payment of Bonus Act, 1965
PC	Personal Computer
PDF	Portable Document Format
PM	Pradhan Mantri (Prime Minister)
PPE	Property Plant and Equipment
PFCE	Private Final Consumption Expenditure
PLI	Production Linked Incentive
P.T.E.C	Professions Tax Payer Enrolment Certificate
P.T.R.C	Professions Tax Payer Registration Certificate

PO	Purchase Order
PMI	Purchasing Managers' Index
QFIs	Qualified Foreign Investors
QIB	Qualified Institutional Buyer
QR	Quick Response
QC	Quality Control
R&D	Research and Development
RBI	Reserve Bank of India
RTGS	Real-Time Gross Settlement
RFQ	Request for Quotation
RHP	Red Herring Prospectus
RII	Retail Individual Investor
ROC	Registrar of Companies
ROCE	Return on Capital Employed
ROE	Return on Equity
RoNW	Return on Net Worth
RTA	Registrar and Transfer Agent
S&P Global	Standard & Poor's Global
SAE	Second Advanced Estimate
SCORES	SEBI Complaints Redress System
SCSB	Self-Certified Syndicate Banks
SHWW Act	Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
SGST	State Goods and Services Tax
SCN	Show Cause Notice
SMF	Single Master Form
SME	Small and Medium-sized Enterprises
SMFG India Credit	Sumitomo Mitsui Financial Group India Credit
SMP	Senior Management Personnel
SPF	Sovereign Patent Fund
Sq.	Square
Sr. No.	Serial Number
SS	Secretarial Standards Issued by The Institute of Company Secretaries of India
SSC	Secondary School Certificate
SSD	Solid-State Drive
SPCBs	State Pollution Control Boards
STT	Securities Transaction Tax
T. V	Television
TAT	Turn Around Time
TAN	Tax Deduction and Collection Account Number
TDS	Tax Deducted at Source
Tel.	Telephone
DPIIT	The Department for Promotion of Industry and Internal Trade
ITU	The International Telecommunication Union
TRS	Transaction Registration Slip
TSDF	Treatment, Storage, and Disposal Facility
UDIN	Unique Document Identification Number
UEFI	Unified Extensible Firmware Interface
UPI	Unified Payments Interface
UN SDGs	United Nations Sustainable Development Goals

UPI	Unified Payments Interface
US	United States
USB	Universal Serial Bus
VAR	Value at Risk
VCFs	Venture Capital Funds
VR	Virtual Reality
WEO	World Economic Outlook
WHO	World Health Organization
Wi-Fi	Wireless Fidelity
OS	Operating System
WCA	Workmen's Compensation Act, 1923
WDV	Written Down Value
Y-o-Y/ YOY	Year-on-Year

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

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

(The remainder of this page has been intentionally left blank)

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

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “Unisem” “our Company”, unless the context otherwise indicates or implies, refers to Unisem Agritech Limited. All references in this Draft Red Herring Prospectus to “India” are to the Republic of India. All references in this Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac/ Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac/ Ten Lakh”, the word “Crore” means “ten million” and the word “Billion (bn)” means “One Hundred Crores”. In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

USE OF FINANCIAL DATA

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our Restated Financial Statements prepared for the year ended March 31, 2023, 2024 and 2025 in accordance with Indian GAAP, the Companies Act and SEBI ICDR Regulations, 2018 included under Section titled “**Financial Information**” on page no. 206 of this Draft Red Herring Prospectus.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “**Risk Factors**”, “**Business Overview**”, “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Restated Financial Statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled “**Financial Information**” on 206 of this Draft Red Herring Prospectus. As on date of this Draft Red Herring Prospectus we don’t have any subsidiaries. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Draft Red Herring Prospectus, see the section “**Definitions and Abbreviations**” on page no. 2 of this Draft Red Herring Prospectus. In the section titled “**Main Provisions of the Articles of Association**”, on page no. 353 of this Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Certain Non-GAAP Measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, and others, have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non GAAP measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar terminology that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by the accounting standards and may not be comparable to similarly titled measures presented by other companies.

USE OF INDUSTRY & MARKET DATA

Unless stated otherwise, industry and market data and forecast used throughout this Draft Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the Lead Manager or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI ICDR Regulations, 2018 as amended time to time the section titled “***Basis for Issue Price***” on page no. 93 of this Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the Lead Manager, have independently verified such information.

CURRENCY OF FINANCIAL PRESENTATION

All references to “Rupees” or “INR” or “Rs.” Or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “***Industry Overview***” throughout this Draft Red Herring Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in “***Risk Factors***”, “***Business Overview***”, “***Management’s Discussion and Analysis of Financial Conditions and Results of Operations***” on page no. 28, 117 and 264 respectively of this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our Restated Financial Statements prepared in accordance with Indian GAAP.

This Draft Red Herring Prospectus contains conversion 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, 2018. 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.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside of the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. See “***Other Regulatory and Statutory Disclosures***” on page no. 292 of this Draft Red Herring Prospectus.

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 Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

(The remainder of this page has been intentionally left blank)

FORWARD LOOKING STATEMENTS

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

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

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

- Any future pandemic or widespread public health emergency could adversely affect our business, results of operations, financial condition and cash flows
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our further capital expenditure requirements;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other Countries;
- Conflict of Interest with affiliated companies, the promoter group and other related parties
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business.
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Failure to successfully upgrade our products and service portfolio, from time to time;
- Changes in consumer demand

For further discussions of factors that could cause our actual results to differ, please see the section titled “**Risk Factors**”, “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page no. 28, 117 and 264 of this Draft Red Herring Prospectus, respectively.

By their nature, certain risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements speak only as of this Draft Red Herring Prospectus. Our Company, our Directors, the Lead Manager, and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI 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 approvals by the Stock Exchange.

SECTION II – SUMMARY OF DRAFT RED HERRING PROSPECTUS

The following is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Prospectus, when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Business Overview”, “Our Promoters and Promoter Group”, “Restated Financial Information”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Outstanding Litigation and Material Developments”, “Issue Procedure” and “Main Provisions of The Articles of Association” on pages 28, 47, 67, 84, 105, 117, 197, 206, 264, 275, 318 and 353 respectively.

SUMMARY OF OUR BUSINESS

We are a company engaged in developing, processing, and selling diverse range of seeds for vegetables, flower and field crops. By integrating conventional breeding techniques, we strive to develop hybrid vegetable, flower and field crop seeds that offer higher yields, improved product quality, and greater resistance to pests and diseases compared to naturally occurring varieties. Our core operations focus on developing hybrid vegetable, flower and field crop seed varieties and processing them to ensure the consistent quality.

We continuously develop various type of hybrid breeder seeds and select only the best qualitative traits from it which undergo additional processing and eliminating more seeds and provide only the superior quality seeds, which are known as foundation seeds. The foundation seeds consist of the parental materials essential for developing a hybrid. Following this, the foundation seeds then multiplied into commercial seeds, which are then offered in the market for agricultural production. We provide multiple seed variants for vegetable, flower and field crop, specifically designed to meet the requirements of different Agro-climatic conditions, including factors such as water availability, crop duration, and soil characteristics across various geographic regions.

For further details please refer to the chapter titled ‘**Business Overview**’ on page no 117 of this Draft Red Herring Prospectus.

SUMMARY OF INDUSTRY

India’s seed industry plays a pivotal role in ensuring national food security and agricultural sustainability. High-quality seeds are essential for maximizing crop yields and farmer livelihoods. However, seed viability can be significantly impacted during storage and transportation. Traditional methods, while effective, have limitations.

Seeds are the foundation of agriculture. Their quality directly influences germination rates, plant vigor, and ultimate crop yield. Deterioration during storage and transportation can significantly compromise these factors. Seed moisture content, temperature, and exposure to pests and diseases are critical factors impacting viability. Implementing advanced storage and transportation solutions is crucial to ensure seeds reach farmers in optimal condition.

As per the Second Advance Estimates of National Income, the share of GVA of agriculture and allied sectors in the total economy in 2022-23 was 18.3%, with a growth rate of 3.3%. The improved performance is also demonstrated by a significant increase in agricultural exports, reaching Rs. 4.2 lakh crore (US\$ 50.47 billion) in FY23, surpassing the previous year’s record. Between April 2000-March 2024, FDI in agriculture services stood at US\$ 3.08 billion.

For more details, please refer chapter titled “**Industry Overview**” on page no 105 of this Draft Red Herring Prospectus.

NAME OF PROMOTERS

Promoters of our Company are H N Devakumar, Anil K N, Dharanendra H Gouda, B H Devasinghnaik, Ramalingam Venkataramana. For detailed information on our Promoters and Promoter Group, please refer to Chapter titled “**Our Promoters and Promoter Group**” on page no. 197 of this Draft Red Herring Prospectus.

SIZE OF THE ISSUE

The following table summarizes the details of the Issue.

Equity Shares Issued	Up to 33,00,000 Equity Shares of Face Value of ₹ 5/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs.
-----------------------------	---

<i>Out of which:</i>	
Issue Reserved for the Market Maker	Up to 1,68,000 Equity Shares of Face Value of ₹ 5/- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
Net Issue to the Public	Up to 31,32,000 Equity Shares of having Face Value of ₹ 5/- each fully paid-up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs

The Issue has been authorized by our board pursuant to resolution passed on 03.03.2025 and by our shareholders pursuant to a resolution passed on 05.03.2025.

OBJECT OF THE ISSUE

Particulars	Amount (₹ in) Lakhs
Gross proceeds of the Issue	[●]
(less) Issue expenses*	[●]
Net Issue Proceeds	[●]

* The Issue related expenses are estimated expenses and subject to change.

UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in) Lakhs	% of Gross Issue Proceeds
1	Funding Working Capital Requirements	1106.00	[●]
2	Repayment of Loan	575.00	[●]
3	General Corporate Purpose	[●]	[●]
Total		[●]	[●]

For further details, please refer to chapter titled “*Objects of the Issue*” on page no. 84.

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

The shareholding pattern of our Promoters and Promoter Group and public before the Issue is as under:

Sr. No.	Name of shareholders	Pre-issue		Post-issue ⁽¹⁾	
		No. of Equity Shares	As a % of Pre-Issued Capital*	No. of Equity Shares	As a % of Post Issued Capital
Promoter (A)					
1.	H N Devakumar	19,27,632	23.999%	19,27,632	[●]
2.	B H Devasinghnaik	19,27,632	23.999%	19,27,632	[●]
3.	Dharanendra H Gouda	3,21,272	3.999%	3,21,272	[●]
4.	Ramalingam Venkataramana	19,27,632	23.999%	19,27,632	[●]
5.	Anil K N	19,27,632	23.999%	19,27,632	[●]
Total – A		80,31,800	99.997%	80,31,800	[●]
Promoter Group (B)					
Total – B		Nil	Nil	Nil	Nil
Top 10 Shareholders ⁽²⁾ (C)					
6.	Shivakumar S Hiremath	100	0.0015%	100	[●]
7.	Kavita S Davanageri	100	0.0015%	100	[●]
Total – C		200	0.003%	200	[●]
Total Shareholding		80,32,000	100%	80,32,000	[●]

*Rounded off

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

2. As on the date of this Draft Red Herring Prospectus, we have total 7 (seven) shareholders, out of which 2 are Public Shareholders.

SUMMARY OF RESTATED FINANCIAL STATEMENTS

Based on Restated Financial Statements

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended		
		March 31, 2025	March 31, 2024	March 31, 2023
1	Share Capital	401.60	401.60	401.60
2	Net worth [#]	959.65	532.25	446.93
3	Revenue ^{\$}	6,907.75	6,113.88	4,691.15
4	Profit After Tax	427.41	215.32	132.15
5	Earnings Per Share (Basic & Diluted) [@]	5.32	2.68	1.65
6	NAV per Equity Shares [*]	11.95	6.63	5.56
7	Total Borrowings [^]	1,190.19	611.32	581.47

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

^{\$} Revenue = Restated Revenue from operations

[@] Earnings per share (Basic & diluted) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year

^{*}Net Asset Value per Equity Share in Rupees = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year

[^]Total Borrowings = Restated Long-Term Borrowings Plus Restated Short-Term Borrowings

AUDITOR'S QUALIFICATIONS

As of the date of this Draft Red Herring Prospectus, there are no observations in the Auditor's Report regarding the Restated Financial Statements of our Company.

OUTSTANDING LITIGATIONS

A summary of outstanding matters set out below includes details of civil proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, Directors, Promoter and Group Company, as at the date of this Draft Red Herring Prospectus. For further details, please refer chapter titled "*Outstanding Litigations and Material Developments*" on page no. 275.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	03	Nil	Nil	Nil	Nil	5.87
Against the Company	Nil	03	Nil	Nil	Nil	26.84
Promoters*						
By Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoter	Nil	01	Nil	Nil	Nil	0.27
Directors other than Promoters						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Director	Nil	Nil	Nil	Nil	Nil	Nil
KMPs/SMPs*						
By our KMPs	Nil	Nil	Nil	Nil	Nil	Nil
Against the KMPs	Nil	03	Nil	Nil	Nil	0.38

*Our promoters are also acting as KMP of the company.

RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Draft Red Herring Prospectus could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Draft Red Herring Prospectus may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. Specific attention of the investors is invited to the section titled “**Risk Factors**” on page no. 28 of this Draft Red Herring Prospectus.

CONTINGENT LIABILITIES

As of the date of this Draft Red Herring Prospectus, our Company has no contingent liabilities as indicated in our Restated Financial Statements.

RELATED PARTY TRANSACTIONS

As required under Accounting Standard (AS) 18, Related Party Disclosures, notified under the Companies (Accounting Standards) Rules, 2006, and in accordance with the requirements of the Companies Act, 2013, the details of transactions during the year with related parties of the Company, as defined under AS 18 and under the Companies Act, are provided below.

Name of Related Parties	Description of Relationship
Honnebagi Nagappa Devakumar	Managing Director and Chairman
Beeranahalli Hemlanaik Devasinghnaik	Chief Executive Officer (KMP)
Dharanendra Halappa Gouda	Whole Time Director (KMP)
Venkataramana Ramalingam	Chief Finance Officer (KMP)
Anil Karalamangala Narasimhamurthy	Whole Time Director (KMP)
Suma Nagesh Uppin	Director
Balappa Basappa Madalageri	Director
Ramachandra Subbanna Giddi	Director
Bobby Seth	Company Secretary (KMP)

Transactions during the year

(Amount in Lakhs)

Nature of Transactions	For the year ended on		
	March 31, 2025	March 31, 2024	March 31, 2023
Purchases			
Unison Agri Services (Sole Proprietorship)	1,621.12	1,119.71	842.07
Payment			
Unison Agri Services (Sole Proprietorship)	1,045.60	1,026.00	877.00
Re imbursement of Expenses			
Honnebagi Nagappa Devakumar	4.24	6.82	5.04
Beeranahalli Hemlanaik Devasinghnaik	5.59	9.92	6.55
Dharanendra Halappa Gouda	5.36	5.92	2.92
Venkataramana Ramalingam	8.42	13.50	9.49
Anil Karalamangala Narasimhamurthy	5.85	6.88	2.84
Key Managerial Person's Remuneration			
Honnebagi Nagappa Devakumar	48.38	43.44	37.22

Dharanendra Halappa Gouda	31.54	28.32	23.42
Anil Karalamangala Narasimhamurthy	48.38	43.44	37.22
Beeranahalli Hemlanaik Devasinghnaik-Chief Executive Officer	48.38	43.44	37.22
Venkataramana Ramalingam-Chief Finance Officer	48.38	43.44	37.22
Bobby Seth	1.24	-	-

Outstanding Balance at the end of the year

(Amount in lakhs)

Outstanding Balance Receivables/ (Payable)	As At 31/03/2025	As At 31/03/2024	As At 31/03/2023
Trade payable			
Unison Agri Services (Sole Proprietorship)	1,118.03	545.79	458.58

For more details, please refer the section titled **“Restated Financial Statement”** on page no. 206 of this Draft Red Herring Prospectus.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group or our directors and their relatives (as defined in the Companies Act, 2013) 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 the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS

Weighted average price at which the Equity Shares were acquired by our Promoters in last one year preceding the date of this Draft Red Herring Prospectus set forth in the table below:

Sr. No.	Name of Promoters	No of Equity Shares acquired during the last one year	Nature of Transaction	Weighted Average Price* (in ₹ per Equity Share)
1.	H N Devakumar	9,63,816	Split of shares from face value of ₹ 10/- each to ₹5/- each	Nil
2.	B H Devasinghnaik	9,63,816	Split of shares from face value of ₹ 10/- each to ₹5/- each	Nil
3.	Dharanendra H Gouda	1,60,636	Split of shares from face value of ₹ 10/- each to ₹5/- each	Nil
4.	Ramalingam Venkataramana	9,63,816	Split of shares from face value of ₹ 10/- each to ₹5/- each	Nil
5.	Anil K N	9,63,816	Split of shares from face value of ₹ 10/- each to ₹5/- each	Nil

*The Weighted average price of equity shares acquired by our promoters as certified by M/s. S K S V M & Co, Chartered Accountant vide their certificate dated 16.09.2025 bearing UDIN: 25232286BMJOYJ6987

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

AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTERS

Sr. No.	Name of Promoters	No. of Equity Shares Held	Weighted Average Price* (in ₹ per Equity Share)
1.	H N Devakumar	19,27,632	3.12
2.	B H Devasinghnaik	19,27,632	3.12
3.	Dharanendra H Gouda	3,21,272	3.12

4.	Ramalingam Venkataramana	19,27,632	3.12
5.	Anil K N	19,27,632	3.11

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

**The Average Cost of Acquisition as certified by M/s. S K S V M & Co, Chartered Accountant vide their certificate dated 16.09.2025 bearing UDIN: 25232286BMJOYJ6987*

PRE-IPO PLACEMENT

Our Company may consider Pre-IPO placement of equity shares of the Company and ensure that shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety).

ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

The details of allotment of 15,06,000 Equity Shares made on March 9, 2023 by way of bonus issue out of free reserve (Profit & Loss Account) in ratio of 3:5 i.e. (Three Equity Shares given against Five Equity Shares) are as follows:

Sr. No.	Name of Allottees	No. of Equity Shares Allotted	Face Value per Equity Share (in ₹)	Issue Price per Equity Share (in ₹)
1.	Venkataramana Ramalingam	3,61,440	10/-	N.A.
2.	Dharanendra H. Gouda	60,240		
3.	Anil K. N.	3,61,440		
4.	H. N. Devakumar	3,61,440		
5.	B. H. Devasinghnaik	3,61,440		
Total		15,06,000	10/-	N.A.

Allotment of 25,00,000 Equity Shares of face value of ₹ 10 each fully paid up and aggregating upto ₹ 2,50,00,000 for the purchase of the business of Unisem Agritech (Partnership Firm) on 04.07.2018 are as follows:

Sr. No	Name of Allotees	No. of Shares Allotted	Face Value per Equity Share (in ₹)	Issue Price per Equity Share (in ₹)
1.	H N Devakumar	6,00,000	10/-	N.A.
2.	B H Devasinghnaik	6,00,000		
3.	Dharanendra H Gouda	1,00,000		
4.	Ramalingam Venkataramana	6,00,000		
5.	Anil K N	6,00,000		
Total		25,00,000	10/-	N.A.

SPLIT/ CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has undertaken a split, pursuant to a resolution passed by our Board dated 08.02.2025 and a resolution passed by our Shareholders at an EGM on 11.02.2025 the existing Equity Shares of face value of ₹10/- each were sub-divided into equity shares of face value of ₹5/- each ("Equity Shares"). Accordingly, the issued, subscribed and paid-up equity share capital of our Company, comprising of 40,16,000 Equity Shares of face value of ₹10/- each was sub divided into 80,32,000 issued, subscribed and paid-up Equity Shares face value ₹5/- each.

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

Our Company had filed an exemption application dated June 26, 2025 with SEBI under Regulation 300(1)(c) of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 for seeking exemption from disclosing i) Mrs. G Manjula (relative of Mr BH Devasinghnaik) ii) Mrs. Rupa R Sabhahit and iii) Mr Rajesh Hegde (relatives of Anil K N) and their connected entities (Related entities) as defined under 2(1)(pp)(iv) of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 in the promoter group of Unisem Agritech Limited.

The Securities & Exchange Board of India issued letter dated pursuant to the exemption having reference number SEBI/HO/CFD/RAC-DIL1/P/OW/2025/23546/1 dated September 2, 2025 has advised and ensure the followings:

- i) To classify and disclose Mrs G Manjula, Mrs Rupa R Sabhahit and Mr Rajesh Hegde and the Related Entities; as part of the promoter group as per the SEBI(ICDR) Regulations, 2018 and inform them about such inclusion as promoter group members;
- ii) To disclose inability to obtain information about Related promoter group members and Related Entities in the offer document;
- iii) To make all applicable disclosures in the offer document based on the information as available in the public domain.
- iv) To include appropriate Risk Factor in the offer documents.
- v) Further, this letter along with all your aforementioned communications shall be included in the material contracts and documents for inspection as disclosed in the offer document.

(The remainder of this page has been intentionally left blank)

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Draft Red Herring Prospectus, including the risks described below, before making an investment in our Equity Shares.

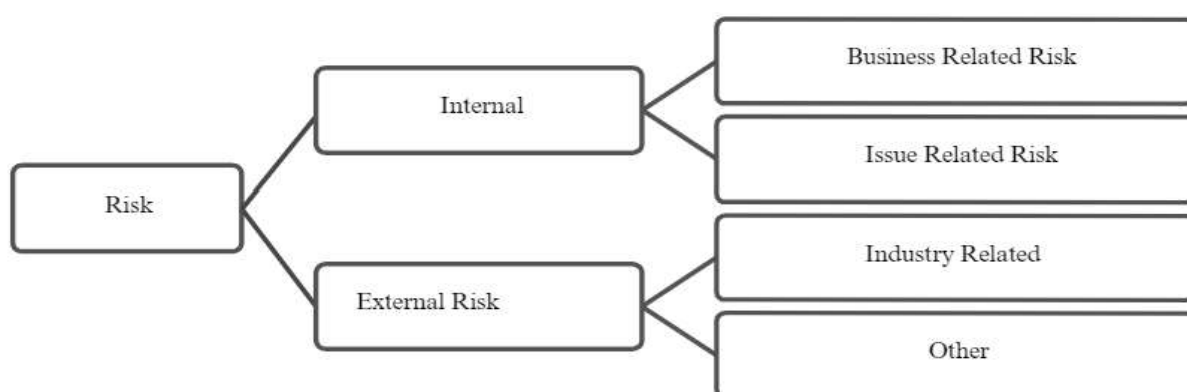
*The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate, and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Draft Red Herring Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections entitled “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page no. 117 and 264 of this Draft Red Herring Prospectus respectively as well as other financial and statistical information contained in this Draft Red Herring Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.*

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Draft Red Herring Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.

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



INTERNAL RISK FACTORS

- 1. We are highly dependent on the sale of particular products i.e. seeds. Our business is exposed to risks related to product concentration, which could materially and adversely affect our business, financial condition, results of operations, and prospects.**

A significant portion of our revenue is derived from the sale of **vegetable seeds**, making our business highly dependent on their demand and market performance. Any decline in demand for hybrid seeds due to factors such as **climatic changes, government policies, pricing pressure, availability of alternative seeds, competition from domestic and international players, or changes in consumer preferences** could materially and adversely impact our revenue and profitability.

Further, the **quality, yield performance, and adaptability of vegetable seeds** play a crucial role in determining market acceptance. If our hybrid seeds fail to meet industry standards or farmers' expectations in terms of **yield, resistance to pests and diseases, or adaptability to varying climatic conditions**, it may result in loss of customer confidence and negatively impact our sales.

We cannot assure you that the performance of our vegetable seeds will continue to meet our customers' expectations. In addition, our business, financial condition, results of operations and prospects could be materially and adversely affected if one or more of these uncertainties or disruptions occur.

Moreover, **stringent regulatory approvals, intellectual property protection challenges, fluctuations in raw material costs, and dependency on third-party contract farmers for seed production** could pose additional risks to our business. Any disruption in the supply chain, production issues, or unfavourable market conditions could adversely affect our financial condition, results of operations, and cash flows:

(Amount in lakhs, except percentage)

Segments/ Service	31.03.2025	%age	31.03.2024	%age	31.03.2023	%age
Vegetable Seeds	5806.00	84.08%	4805.80	78.70%	3854.32	82.17%
Flower Seeds	164.92	2.39%	93.58	1.53%	49.95	1.06%
Field Crop Seeds	934.25	13.53%	1207.08	19.77%	786.16	16.76%
Total	6905.17	100.00%	6106.47	100.00%	4690.43	100.00%

There can be no assurance that the demand for our hybrid seeds will continue to grow or remain stable in the future. Any downturn in the hybrid seed market or an inability to diversify our product portfolio could have a material adverse effect on our business and financial performance.

- 2. We rely on third-party farmers who assist us in growing seeds (the "Seed Growing Farmers") to produce our seeds, and any problems with such Seed Growing Farmers may negatively affect our sales, cash flows from operations and results of operations, and may further expose us to reputational risk.**

We generally undertake our seed production through contractual arrangements with certain selected Seed Growing Farmers during every crop season. We provide these Seed Growing Farmers with the required farm inputs and closely manage their activities during all stages of seed production. However, our arrangements with these Seed Growing Farmers carry risks that they may have economic or other interests that are inconsistent with our interests. They may take actions that are contrary to our instructions or requests, or may be unable or unwilling to fulfil their obligations, especially those that relate to timely delivery of the produce. Under the provisions of the Protection of Plant Varieties and Farmers' Rights Act, 2001 (the "PPV & FR Act"), farmers may be entitled to statutory protection, thereby enabling farmers to save, use, sow, re-sow, exchange, share or sell their farm produce in any manner they want and we may not be able to enforce provisions in our agreements with such Seed Growing Farmers to restrict them from doing so. Further, any failure by us to monitor closely the activities of our Seed Growing Farmers could expose our crops to risks related to genetic contamination, disease or pest infestation and other types of problems that could affect the quality of our seeds. While we have had long- term relationships with several of our Seed Growing Farmers who are now familiar with our quality standards and other parameters, we do not have long-term contracts with our Seed Growing Farmers and cannot assure you that such Seed Growing Farmers will continue to work with us on expiry of the relevant contract period.

3. The immediate relatives of our promoters, who are deemed to be a part of the Promoter Group under the SEBI ICDR Regulations have not provided consent, information or any confirmations or undertakings pertaining to themselves which are required to be disclosed as part of the Promoter Group in this Draft Red Herring Prospectus.

Our Company requested i) Mrs. G Manjula (relative of Mr BH Devasinghnaik) ii) Mrs. Rupa R Sabhahit and iii) Mr Rajesh Hegde (relatives of Anil K N), consequently who are deemed to be a part of the Promoter Group under the SEBI ICDR Regulations (“Related Persons”), to provide information, confirmations and undertakings in respect of themselves and their relevant entities, for being deemed to be considered as members of the Promoter Group. However, our Company, despite several attempts, could not establish communication with these Related Persons. Therefore, our Company, pursuant to its letter dated June 26, 2025 had sought an exemption from the inclusion of Relevant Persons in Promoter Group of our Company. SEBI, pursuant to its letter dated September 02, 2025 has directed our Company to include these Related Persons as part of Promoter Group of our Company and include applicable disclosures based on the information as available in the public domain. In view of non-receipt of the relevant confirmations and undertakings from these mentioned Related Persons and in order to comply with the disclosure requirements specified under the SEBI ICDR Regulations pertaining to members of the Promoter Group of issuer companies, our Company has disclosed such details pertaining to these Related Persons in the section titled **“Our Promoters and Promoter Group”** on page 197 of this Draft Red Herring Prospectus only to the extent available and accessible to our Company from the publicly available information.

However, given that certain of such undertakings and confirmations are based only on publicly available information published on websites, our Company has not been able to identify any body corporate in which 20.00% or more of the equity share capital is held by any of these mentioned Related Persons in which they are members and consequently, our Company has not been able to identify all entities which may be considered as a part of the Promoter Group of our Company and/or include disclosures in this Draft Red Herring Prospectus pertaining to any factual confirmations required to be made in relation to the Promoter Group members. There can be no assurance that all relevant and/or complete disclosures pertaining to these aforementioned Related Persons and their connected entities, as members of the Promoter Group of our Company are included in this Draft Red Herring Prospectus. To that extent, the incremental disclosures made in the section titled **“Our Promoters and Promoter Group”** in relation to Relevant Persons and/or connected entities beginning on page 197 of this Draft Red Herring Prospectus, are limited and based on the publicly available information published.

4. Our operations are subject to high working capital requirements. Our inability to maintain an optimal level of working capital required for our business may impact our operations adversely.

Our business requires significant amount of working capital and major portion of our working capital is utilized towards accounts receivable and inventories. Our accounts receivable collection cycle is fairly long as a result of the nature of our business and operations. This makes our business more susceptible to market downturns and client credit risk. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Seed production requires various raw materials including foundation seeds as well as other key inputs such as pesticides, fertilisers and electricity.

Our accounts receivable as at the end of the Fiscal period 2025, 2024 and 2023 stood at Rs. 1,300.94 Lakhs, Rs. 884.01 Lakhs and Rs. 738.90 Lakhs which constituted 31.59%, 32.69% and 29.69% of the total current assets respectively. Also, our inventories as at the end of the Fiscal period 2025, 2024 and 2023 stood at Rs. 1977.19 Lakhs, Rs. 1495.48 Lakhs and Rs. 1541.52 Lakhs which constituted 48.02%, 55.31% and 61.95% of the total current assets respectively.

Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations.

5. Our company operates in the seed developing and trading business and relies heavily on a diverse network of farmers for seed cultivation. Any unavailability or shortage of these farmers, work stoppages, increased demands for compensation, or changes in regulations related to agricultural labour could negatively affect our cash flow and operational results.

Our company is engaged in the seed developing and trading business and relies significantly on a diverse group of farmers for seed production. The number of farmers involved with us can fluctuate based on the nature and scope of the cultivation tasks and seasonality. We may face challenges in securing the necessary number of farmers for timely seed production due to various factors, including potential disputes with farmers, less competitive compensation rates compared to our competitors, or changes in agricultural regulations that could affect contractual labour farmers availability. We work with farmers on a contract basis, which can lead to variable levels of commitment and consistency, resulting in higher absenteeism and disruptions in our operations

Any changes in agricultural regulations, could adversely impact our business and operational results. However, during the past three financial years, we have not encountered any significant incidents related to these issues.

6. There are outstanding legal proceedings on the date of this Draft Red Herring Prospectus involving our Company, however there may be possible litigation which may adversely affect our business, financial condition and results of operations.

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

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	03	Nil	Nil	Nil	Nil	5.87
Against the Company	Nil	03	Nil	Nil	Nil	26.84
Promoters*						
By Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoter	Nil	01	Nil	Nil	Nil	0.27
Directors other than Promoters						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
KMPs/SMPs*						
By our KMPs	Nil	Nil	Nil	Nil	Nil	Nil
Against the KMPs	Nil	03	Nil	Nil	Nil	0.38

**Our promoters are also acting as KMP of the company.*

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

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

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see ***“Outstanding Litigations and Material Developments”*** beginning on page 275 of this Draft Red Herring Prospectus.

7. Our business is seasonal in nature and therefore our results of operations for any quarter in a given year may not, therefore, be comparable with other quarters in that year.

Our business is seasonal in nature and as a result, our operating results may fluctuate. Since our business is influenced by the traditional crop season in India, our production as well as the demand for our products may be affected by seasonal factors such as weather conditions, irrigation facilities, availability of credit to farmers and overall agricultural production. For example, weak rainfall during a particular year may result in lower-than-normal area under cultivation for certain crops and this may affect overall agricultural production in India. Consequently, the results of one reporting period may not be necessarily comparable with the preceding, succeeding or corresponding reporting periods. Our revenues recorded during planting and harvesting seasons are typically lower as compared to revenues recorded during the periods preceding these crop seasons. During periods of low sales activity, we continue to incur substantial operating expenses in connection with, among other things, product promotion expenses

which are not reduced significantly during such periods, while our revenues remain reduced. We also experience significant fluctuations in our working capital requirements during the planting and harvesting cycles.

8. Our inability to predict accurately the demand for our products and to manage our production and inventory levels could materially and adversely affect our business, financial condition, results of operations and prospects.

We sell our seed products primarily to dealers, who in turn sell the products primarily to farmers, who are our end consumers. We monitor our inventory levels at different stages of our supply chain based on our own estimates of future demand for our products. Because of the length of time necessary to produce commercial quantities of seeds, we are typically required to make production decisions a year in advance of sales. Our end consumers generally make purchasing decisions for our products based on market prices, economic and weather or climatic conditions and certain other factors that we or our dealers may not be able to anticipate accurately in advance. Demand for our products may also be affected by factors such as irrigation facilities, availability of credit, overall agricultural production, farmers' ability to generate income from their produce. Any negative change in preferences of our end consumers for our products could result in reduced demand for our products.

An inaccurate forecast of demand for any of our products can result in the unavailability of seeds that are in high demand, which may adversely affect our results of operations, customer relationships and market share. Conversely, an inaccurate forecast of demand or return of our products can also result in a surplus of seeds, which may increase storage and other related costs, negatively impact cash flows, reduce the quality of inventory, erode margins substantially and may ultimately result in write-offs of inventory, any of which circumstances could materially and adversely affect our business, financial condition, results of operations and prospects. These factors could result in lower revenue or operating margins and in turn, materially and adversely affect our business, financial condition, results of operations and prospects.

9. Substantial portion of our revenues has been dependent upon few customers and dealers. The loss of any one or more of our major customers or dealers would have a material adverse effect on our business, cash flows, results of operations and financial condition.

As per our current nature of business model, our company generate majority of our revenue from top 10 dealers. Although, we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new dealers, we cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenue and operations. However, the composition and revenue generated from their customers might change as we continue to add new customers in the normal course of business. The details of the same is mentioned in the table below:

(Amount in lakhs, except percentage)

Particular	31.03.2025	%age	31.03.2024	%age	31.03.2023	%age
Dealer-1	172.76	2.50%	136.75	2.24%	-	-
Dealer-2	103.94	1.51%	82.68	1.35%	130.44	2.78%
Dealer-3	102.88	1.49%	104.41	1.71%	134.92	2.88%
Dealer-4	79.64	1.15%	72.18	1.18%	37.44	0.80%
Dealer-5	76.41	1.11%	30.24	0.50%	22.59	0.48%
Dealer-6	70.33	1.02%	22.79	0.37%	28.76	0.61%
Dealer-7	67.32	0.97%	38.42	0.63%	26.70	0.57%
Dealer-8	65.16	0.94%	67.62	1.11%	39.32	0.84%
Dealer-9	62.27	0.90%	97.24	1.59%	16.88	0.36%
Dealer-10	60.86	0.88%	51.02	0.84%	28.62	0.61%
Total	861.57	12.47%	703.35	11.52%	465.67	9.93%

In addition, we are exposed to payment delays and/or defaults by our major customers or dealer 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 or dealers will honour their outstanding amounts in time and whether they will be able to fulfil 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.

10. Our Promoters/ Directors/ Promoter Group have given personal guarantees and properties in relation to certain debt facilities provided to our Company by our lender. In event of default of the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoter's ability to manage the affairs of our Company and our Company's profitability and consequently this may impact our business, prospects, financial condition and results of operations.

Some of the debt facilities provided to our Company by our lenders stipulate that the facility shall be secured by a personal guarantee and properties of our Promoters/ Directors/ Promoter Group. In event of default on the debt obligations, the personal guarantees and properties may be invoked thereby adversely affecting our Promoters/ Directors/ Promoter Group ability to manage the affairs of our Company and consequently this may impact our business, prospects, financial condition and results of operations.

Further, in an event our Promoters/ Directors/ Promoter Group withdraws or terminates his/ their guarantee/s or security, the lender for such facilities may ask for alternate guarantee/s or securities or for repayment of amounts outstanding under such facilities or even terminate such facilities. We may not be successful in procuring guarantee/s or collateral securities 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 section titled "Our Promoter and Promoter Group" beginning on page 202 of this Draft Red Herring Prospectus.

11. The agreements executed by our Company with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.

We have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund-based facilities. These agreements may include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to directors, repaying loans, undertake guarantee obligations on behalf of any other borrower. Whereas our company shall request all the lenders for their prior approval/ no objection from the lenders for any of the above activities in-absence of which company may require to re-pay such loan amount on demand of such un-secured lender(s). We cannot assure you that our lenders will provide us with these approvals in the future. For details of these restrictive covenants, please refer to section titled "*Financial Indebtedness*" on Page 262 of this Draft Red Herring Prospectus.

12. Dependence upon transportation services for supply and transportation of our products are subject to various uncertainties and risks, and delays in delivery may result in rejection of products by customer.

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation of our finished products to our customers. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third-party transport service providers and engage them on a need basis. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented. The cost of our goods carried by such third-party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods.

13. Our company may incur penalties or liabilities for non-compliance or delay in compliance with certain provisions of GST Act, Income Tax Act, Companies Act, ESIC, Provident fund, Professional tax and other applicable laws in the previous years.

Our company has incurred penalties or liabilities for non-compliance or delay with compliance with certain provisions including lapsed/ made delay in certain filings under applicable acts in the past years. Such non-compliance or delay with compliance with certain provisions including lapsed/ made delay in certain filings and/or non-registration may incur penalties or liabilities which many affect the results of operations and financial conditions of the company in near future. There were certain instances when company has filed the returns of GST, PF and ESI after the due dates with or without penalties as applicable.

ROC delayed Form filing table

S. No	Form No.	SRN	Event Date	Filed within due date (Yes/ No)
1	AOC-4	G72172737	30-11-2017	No
2	ADT-1	G72166523	30-12-2017	No
3	MGT-14	G93918829	02-04-2018	No
4	SH-7	G93919371	02-04-2018	No

5	PAS-3	H05807680	04-07-2018	No
6	DIR-12	H27971951	04-07-2018	No
7	DPT-3	H76944560	31-03-2019	No
8	DPT-3	H76944628	31-03-2019	No
9	DPT-3	AA1184793	31-03-2022	No
10	AOC-4	F55241889	30-09-2022	No
11	MGT-7A	F56248214	30-09-2022	No
12	ADT-1	F55426910	30-09-2022	No
13	DPT-3	AA8869545	31-03-2024	No
14	AOC-4	N23221187	30-09-2024	No
15	MGT-7	N23221732	30-09-2024	No
16	CHG-1	R00824425	30-08-2019	No
17	CHG-1	T08426017	30-12-2020	No
18	CHG-1	T17537705	30-01-2021	No
19	CHG-1	AA1235953	22-11-2022	No
20	CHG-1	AA1693050	06-01-2023	No
21	CHG-1	AA9160682	14-06-2024	No
22	CHG-4	AA1516568	13-12-2022	No
23	CHG-4	AA1554290	21-01-2023	No
24	DIR-12	AB2758826	03-01-2025	No
25	CHG-1	AB6738184	25.07.2025	No
26	CHG-1	AB6735754	25.07.2025	No
27	CHG-1	AB6737494	25.07.2025	No

It cannot be assured, that there will not be such instance in the future, or our company will not commit any further delays or defaults in relation to its statutory filing requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our financial results and operational position.

14. Non-availability of PF and ESIC registration certificates with the Company may be viewed as a regulatory compliance gap.

While our Company is registered under the applicable labour laws, including the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and the Employees' State Insurance Act, 1948, we do not currently possess the PF and ESIC registration certificates. Instead, our registration and compliance status have been verified using our login credentials on the respective government portals.

The absence of physical registration certificates may be viewed as a procedural lapse and, during any regulatory scrutiny, could result in delays, additional queries, or potential penalties, which may adversely affect our business or reputation.

15. Non-availability of Fire NOC

As on the date of this Draft Red Herring Prospectus, our Company has not obtained the Fire No Objection Certificate ("Fire NOC") from the relevant fire department for its premises. A site inspection has been conducted by the fire authorities, and an inspection report has been issued, identifying certain compliance requirements. The Company is in the process of addressing these observations and fulfilling the conditions outlined in the report in order to obtain the Fire NOC.

While we believe the non-availability of the Fire NOC is procedural in nature and are actively undertaking the necessary corrective actions, any delay in obtaining the certificate or an adverse observation from the relevant authorities may give rise to compliance-related issues, potential penalties, or operational disruptions, which could adversely impact our business operations, financial condition, or reputation.

16. We are heavily dependent on our Promoters 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 Promoters and Key managerial personnel, particularly, H N Devakumar, B H Devasinghnaik, Dharamendra H Gouda, Ramalingam Venkataramana and Anil K N. We also depend significantly on our Key Managerial Persons for executing our day-to-day activities. The loss of any of our Promoter and Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the

Promoters 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 158 of this Draft Red Herring Prospectus.

17. We have incurred indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations.

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on 31.07.2025, our total secured outstanding indebtedness was ₹ 1898.28 lakhs, and as on 16.09.2025, our total unsecured outstanding indebtedness was ₹ 322.90 lakhs. Our significant indebtedness in future may result in substantial amount of debt service obligations which could lead to:

- i. Increasing our vulnerability to general adverse economic, industry and competitive conditions;
- ii. Limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- iii. Affecting our credit rating;
- iv. Limiting our ability to borrow more money both now and in the future; and
- v. Increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a short notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an adverse effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see “*Statement of Financial Indebtedness*” on page no. 262 of this Draft Red Herring Prospectus.

18. Weather conditions, crop diseases and pest attacks could adversely affect the production of our seed products, as well as the demand for our seed products, which may adversely affect our business, financial condition, results of operations and prospects.

Our seed production activities and the Indian seeds industry are subject to substantially all the risks faced by the agriculture industry in India. Crop yields depend significantly on the absence of any crop disease or pest attacks and favourable weather conditions such as adequate rainfall and temperature, which vary from location to location. Adverse weather conditions such as windstorms, flood, drought or frost may cause crop failures and reduce harvests, which may adversely affect our operations. However, results of changes in weather and climatic conditions are difficult to predict and may affect crop planning and timing. In addition to factors such as soil quality and the use of fertilisers, weather conditions may also affect the presence of diseases and pests. Any of these factors may adversely affect our production of seeds. As we are obliged to pay our Seed Growing Farmers a mutually agreed compensation regardless of the seed yield, we bear the risks associated with bad weather and climatic conditions. Furthermore, if crop diseases and pests develop resistance to our products, this could adversely affect our Seed Growing Farmers’ crop yields. Additionally, we cannot assure you that adverse weather patterns in the future or potential crop diseases will not affect our ability to produce the desired quality or quantity of products to meet demand and in turn, their pricing. Any of these factors, or a combination thereof, can adversely affect the quality of our seeds, yield and inventory levels, could increase our cost of operations, strain our operating margins and reduce our operating revenue, which could materially and adversely affect our business, financial condition, results of operations and prospects.

19. Actual or alleged claims relating to defective or low-quality products could materially and adversely affect our business, financial condition, results of operations, reputation and prospects.

Although our seeds undergo extensive quality checks, they may still contain defective or undesired characteristics that may be difficult to detect prior to their sale and use. Further, our seeds may be subject to contamination by external sources over which we may have little, if any, or no control. In particular, we have limited control of the handling and storage of our seed products once these products have been sold to our dealers and farmers. Any defects in our products, whether through our own fault or the fault of a third party, such as a dealer, could result in losses to farmers, which may include the value of lost crops and any claims for such losses could greatly exceed the value of the seeds that we sell, and could adversely affect our market reputation.

Further, the Seeds Act 1966, the Seeds Rules 1968 and the Seeds (Control) Order 1983 (the “Central Seeds Statutes”) prescribe stringent standards in relation to the quality and reliability of seeds, which are implemented and enforced by various central or state government authorities. Although we believe we take appropriate storage and handling precautions, our seeds are biological products which may deteriorate naturally over time as a result of natural biological processes. In the event the seeds sold by us or by our dealers are defective, contaminated or substandard for any reason, including due to human errors at any stage of seed processing or

conditioning, a large number of farmers may experience crop failures and government or regulatory authorities, individual farmers and other representative groups may pursue claims or actions against us.

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

Our Company has entered into various transactions with our Directors, Group companies, Promoters and Promoter Group members/entities. These transactions, inter-alia includes, sales, purchase, remuneration and loans and advances etc.

For details, please refer to Annexure IX - Related Party Transactions under Section titled *“Financial information of the Company”* and Chapter titled *“Capital Structure”* beginning on page no. 206 and 68 respectively of this Draft Red Herring Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution. All the related party transactions are conducted on arm's length basis and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws and in the ordinary course of business, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.

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

21. Some of the statutory approvals by our Company are required to be transferred in the name of “Unisem Agritech Limited” from “Unisem Agritech Private Limited”, pursuant to conversion from private limited to public limited company. Any failure to obtain and renew them or failure to transfer them in name of “Unisem Agritech Limited” in a timely manner may affect our business operations.

Our Company is in the process of updating some of its certificates/ licenses with respect to the details of our offices or updating of its name from “Unisem Agritech Private Limited” to “Unisem Agritech Limited” after the conversion. For more information on the licenses obtained by our Company and the licenses applied for by our Company, please refer chapter titled *“Government and other Key Approvals”* beginning on page no. 279 of this Draft Red Herring Prospectus and the property owned by our company are mentioned in chapter titled “Our Business” beginning on page no. 122 of the Prospectus. Our Company operates under several statutory and regulatory permits, licenses and approvals. Our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business may have an adverse effect on our business & operations.

We require various statutory and regulatory licenses, permits and approvals to operate our business. We need to make compliance and applications at appropriate stages of our business to continue our operations. There can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof in a timely manner, or at all. Further any default by our Company in complying with the same may result in the cancellation of such licenses, approvals or registrations which may adversely affect our operations and financial strength.

Further, certain licenses and registrations obtained by our Company contain certain terms and conditions, which are required to be complied by us. Any default by our Company in complying with the same, may result in inter alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations. There can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. Failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

22. We are subject to competition from both organized and unorganized players in the market, which may significantly affect the fixation and realisation 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, distribution network, pricing and timely delivery. Some of our competitors 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. Our continued operations are critical to our business and are subject to operating risks such as breakdown or failure of machinery, disruption to power sources or any temporary shutdown of our processing facility, in the event of which, our business, results of operations, financial condition and cash flows can be adversely affected.

Our processing facility are subject to operating risks, such as the breakdown or failure of machinery, power supply or processes, performance below expected levels of efficiency, obsolescence of equipment or machinery, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted and timely supply of our products is critical to our business. We also require substantial electricity for our processing facility which is sourced from state electricity boards. Our customer relationships, business and financial results may be materially adversely affected by any disruption of operations of our products, including as a result of any of the factors mentioned above.

24. 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 technology and machineries 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 have installed updated technology, we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

25. We are dependent on third party transportation providers for the delivery of our raw material and Finished products. Accordingly, continuing increases in transportation costs or unavailability of transportation services for them, as well the extent and reliability of Indian infrastructure may have an adverse effect on our business, financial condition, results of operations and prospects

We use third party transportation providers for the delivery of our raw material and Finished products. Transportation strikes could have an adverse effect on our receipt of raw materials and our ability to deliver our products to our customers. In addition, transportation costs in India have been steadily increasing over the past several years. Continuing increases in transportation costs or unavailability of transportation services for our products may have an adverse effect on our business, financial condition, results of operations and prospects.

In addition, India's physical infrastructure is less developed than that of many developed nations, and problems with its road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity, including our supply of raw materials and the delivery of our products to customers by third-party transportation providers. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our business operations, which could have a material adverse effect on our results of operations and financial condition.

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

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price of the shares proposed to be offered through this Draft Red Herring Prospectus. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer to chapter titled *"Summary of Draft Red Herring Prospectus"* on page no. 21 of this Draft Red Herring Prospectus.

27. Delays or defaults in client payments could affect our operations.

We may be subject to working capital risks due to delays or defaults in payment by clients, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time stipulated by our agreements, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting

their payment obligations to us may have a material effect on our business, financial condition and results of operations.

28. Failure to effectively manage labour/ staff or failure to ensure availability of sufficient labour/ staff could affect the business operations of the Company.

Our business activities are dependent on availability of skilled and unskilled labour/ staff. Non- availability of labour or staff 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/ staff 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.

29. The Promoters (including family Member of Promoters) and Directors hold majority of the Equity Shares of Our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.

Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company or their relatives, dividend entitlement, or loans advanced by them to the Company, and benefits deriving from the directorship in our Company. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. For further information, please refer to the chapters/ section titled “*Business Overview*”, “*Our Promoter and Promoter Group*” and Related Party Transactions under Chapter “*Restated Financial Statement*”, beginning on pages no. 117, 197 and 206 respectively of this Draft Red Herring Prospectus.

30. If we are unable to maintain and enhance our brand and reputation, the sales of our services may suffer which would have a material adverse effect on our business operations.

Our business depends significantly on the strength of our brand and reputation in marketing and providing our services. We also



believe that maintaining and enhancing the “ ” brand, are critical to maintaining and expanding our customer base. 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 sales volumes and our revenues, grow our existing market share and expand into new markets.

Also, we do not have any control over the registration of a trademark and a trademark may also be opposed by third parties that claim to have prior or superior rights. Such actions are not within our control and can severely impact business and may result in requirement to undertake rebranding exercises, all of which result in additional costs for us and could also impact our reputation. We routinely monitor third party trademarks, including domain names, by keeping a check on the use of our trademarks. However, it is possible that we are not aware of misuse of our trademarks and this could potentially cause loss of our reputation, which could impact our business and may even affect our goodwill.

31. 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 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 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.

32. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.

The proposed fund requirement for funding working capital requirements, as detailed in the section titled ***“Objects of the Issue”*** is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled ***“Objects of the Issue”*** beginning on page no. 84 of this Draft Red Herring Prospectus.

33. 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 no. 262 of the Draft Red Herring Prospectus. Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.

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

The deployment of funds will be entirely at our discretion, based on the parameters as mentioned in the chapter titled ***“Objects of the Issue”***. The fund requirement and deployment, as mentioned in the ***“Objects of the Issue”*** on page no. 84 of this Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under 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.

35. Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section ***“Dividend Policy”*** on page no. 205 of the Draft Red Herring Prospectus.

36. There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.

Since the proceeds from the Issue do not exceed ₹50 crore, 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. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue and as per regulation 262(5) of SEBI ICDR Regulations 2018, 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. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations/ adverse comments of the audit committee public.

37. We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt-to-equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

38. Certain data mentioned in this Draft Red Herring Prospectus has not been independently verified

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

39. We may not be able to sustain effective implementation of our business and growth strategies.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. We may not be able to execute our strategies in the future. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long-term business outlook. Further, we operate in a highly dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements 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. Our inability to implement our business strategies and sustain our growth may impair our financial growth and thus result in an adverse impact on our Company's share price.

40. In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects/ schedule of implementation of this Issue which would in turn affect our revenues and results of operations.

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter "*Objects of the Issue*" on page no. 84 of the Draft Red Herring Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

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

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchanges which require us to file unaudited financial results on a half yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

RISK FACTORS RELATED TO EQUITY SHARES

42. The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.

The Issue price based on numerous factors and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that you will be able to resell your Shares at or above the Issue Price. Among the factors that could affect our Share price are: quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

43. The Equity Shares issued pursuant to the Issue may not be listed on the Stock Exchange(s) in a timely manner, or at all, and any trading closures at the Stock Exchange(s) may adversely affect the trading price of our Equity Shares.

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuing of Equity Shares to be submitted and there could therefore be a failure or delay in listing the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining such approval would restrict your ability to dispose of your Equity Shares.

The regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in developed economies. The Stock Exchanges have in the past experienced problems, including temporary exchange closures, broker defaults, settlements delays and strikes by brokerage firm employees, which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares, in both domestic and international markets. A closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of the Equity Shares.

44. Any further issuance of Equity Shares by our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by our Company could dilute the investors' shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

45. There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue and, as a result, you could lose a significant portion or all of your investment.

There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares. Prior to the Issue, there has not been a public market for the Equity Shares. Further, we cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling the Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Issue Price. The market price of the Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors, including the following:

- Volatility in the Indian and other Global Securities Markets;
- The performance of the Indian and Global Economy;
- Risks relating to our business and industry, including those discussed in this Draft Red Herring Prospectus;
- Strategic actions by us or our competitors;
- Investor perception of the investment opportunity associated with the Equity Shares and our future performance;
- Adverse media reports about us, our shareholders or Group Companies;
- Future sales of the Equity Shares;
- Variations in our half-yearly results of operations;
- Differences between our actual financial and operating results and those expected by investors and analysts;
- Our future expansion plans;
- Perceptions about our future performance or the performance of Power (Transmission and Distribution) companies generally;
- Performance of our competitors in the Power (Transmission and Distribution) industry and the perception in the market about investments in the Trading sector;
- Significant developments in the regulation of the trading and distribution industry in our key trade locations;
- Changes in the estimates of our performance or recommendations by financial analysts;
- Significant developments in India's economic liberalization and deregulation policies; and
- Significant developments in India's fiscal and environmental regulations. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share.

Price could fluctuate significantly as a result of market volatility. A decrease in the market price of the Equity Shares could cause you to lose some or all of your investment.

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

The price of the Equity Shares will be subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised 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, upto an amount of ₹ 1 lakh, if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

EXTERNAL RISK FACTORS

48. The extent to which the Coronavirus disease (COVID-19) may affect our business and operations in the future is uncertain and cannot be predicted

During the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19. The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing “stay-at-home” orders and restricting the types of businesses that may continue to operate, among many others. On March 14, 2020, India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown beginning on March 25, 2020. The lockdown lasted until May 31, 2020, and has been extended periodically by varying degrees by state governments and local administrations. The lifting of the lockdown across various regions has been regulated with limited and progressive relaxations being granted for movement of goods and people in other places and calibrated re-opening of businesses and offices. Despite the lifting of the lockdown, there is significant uncertainty regarding the duration and long-term impact of the COVID-19 pandemic, as well as possible future responses by the Government, which makes it impossible for us to predict with certainty the impact that COVID-19 will have on our business and operations in the future. We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and workforce. Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition.

49. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Famine, War, Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, famine, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Our operations may be adversely affected by natural disasters and/or severe weather conditions, which can result in damage to our seeds inventory and hamper our productivity and may slow down our business operations temporarily or any other factor, which can adversely affect agriculture market in which we operate. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

In addition, India has witnessed local civil disturbances in recent years, in particular communal violence across ethnic or communal lines involving conflicts, riots and other forms of violence between communities of different religious faith or ethnic origins, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

50. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs

A majority of the provisions and rules under the Companies Act, 2013 have been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013, and amendments there to, has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in prospectus, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. Further, companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter

alia, our Company, Directors and key managerial employees being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations). We may face difficulties in complying with any such overlapping requirements. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations. Environmental and safety regulations impose additional costs and may affect our Company's results of operations.

Our Suppliers are subject to various central, state and local environmental and safety laws, concerning issues such as harm caused by air or waste water emission and the investigation and contamination. While we believe that our suppliers are currently in compliance with all material respects with applicable environmental laws and regulations, additional costs and liabilities related to compliance with these laws and regulations are an inherent part of their business. Further, while they currently intend to continue to comply with applicable environmental legislation and regulatory requirements, any changes in the applicable laws and regulations in the future may create substantial environmental compliance or remediation liabilities and costs, including monetary fines, criminal penalties on our Suppliers for violation of applicable laws, or imposition of restrictions on our Suppliers operations (which may include temporary suspension or closure of its operations). This may also increase our Company's cost and affect our revenues in the future.

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

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to ***“Key Industry Regulations and Policies”*** on page no. 170 of this Draft Red Herring Prospectus for details of the laws currently applicable to us. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of 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 applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge currently being collected by the central and state governments. The GST is expected to increase tax incidence and administrative compliance. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences.

In the absence of any precedents on the subject, the application of these provisions is uncertain. The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws

are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

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

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

53. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities in India or any region of our trade may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

54. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war in any region of our trade may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India, Africa and Middle East are regions that have witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in any such region could have a negative impact on the value of business and eventually the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

55. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of Our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.

Our financial statements, including the financial statements provided in this Draft Red Herring Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring 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 this Draft Red Herring Prospectus should accordingly be limited.

India has decided to adopt the "Convergence of its existing standards with IFRS" and not the "International Financial Reporting Standards" ("IFRS"), which was announced by the MCA, through the press note dated January 22, 2010. These "IFRS based/

synchronized Accounting Standards” are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards (i.e., IND (AS)) and for future periods.

Moreover, if we volunteer for transition to IND (AS) reporting, the same may be hampered by increasing competition and increased costs for the relatively small number of IND (AS)-experienced accounting personnel available as more Indian companies begin to prepare IND (AS) financial statements. Any of these factors relating to the use of converged Indian Accounting Standards may adversely affect our financial condition.

56. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business.

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

57. Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time-to-time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

(The remainder of this page has been intentionally left blank)

SECTION IV – INTRODUCTION
THE ISSUE

PRESENT ISSUE OF EQUITY SHARES BY OUR COMPANY IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS

Equity Shares offered through Public Issue*		Issue of up to 33,00,000 Equity Shares of Face Value of ₹ 5/- each fully paid-up of our Company.
Out of which:		
Reserved for the Market Makers		Up to 1,68,000 Equity Shares of Face Value of ₹ 5/- each for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs.
Net Issue to the Public		Up to 31,32,000 Equity Shares of Face Value of ₹ 5/- each for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs.
Of which:		
A. Allocation to Qualified Institutional Buyers	Anchor Investors	Not more than 9,36,000 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs.
	Net Qualified Institutional Buyers	Not more than 6,24,000 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs.
B. Allocation to Non- Individual Investors		Not less than 4,72,000 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs.
C. Allocation to Individual Investors		Not less than 11,00,000 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs.
Pre and Post-Issue Equity Shares of our Company:		
Equity Shares outstanding prior to the Issue		80,32,000 Equity Shares of Face Value of ₹ 5/- each
Equity Shares outstanding after the Issue		1,13,32,000 Equity Shares of Face Value ₹ 5/- each
Use of Net Proceeds		Please see the chapter titled “Objects of the Issue” on page no. 84 of this Draft Red Herring Prospectus.

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

Notes:

- The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation 229 (1) and 253 of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-issue paid up Equity Share capital of our company are being offered to the public for subscription.
- The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on 03.03.2025 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on 05.03.2025.
- In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Individual investor Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Individual Investor Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.
- The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non- Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.
- Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the

discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

For further details, please refer section titled “***Issue Procedure***” on page no 318 of this Draft Red Herring Prospectus.

(The remainder of this page has been intentionally left blank)

SUMMARY OF FINANCIAL INFORMATION
ANNEXURE I - RESTATED FINANCIAL STATEMENTS OF ASSETS AND LIABILITIES

(Amount in Lakhs)

	Particulars	Note	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
I	EQUITY AND LIABILITIES				
	1. Shareholders' funds				
	(a) Share Capital	I.1	401.60	401.60	401.60
	(b) Reserves and surplus	I.2	558.05	130.65	45.33
	(c) Money received against share warrants		-	-	-
	Sub Total Shareholder's Funds		959.65	532.25	446.93
	2. Non-current liabilities				
	(a) Long-term borrowings	I.3	305.73	162.57	50.41
	(b) Net Deferred tax liabilities		-	-	-
	(d) Other Long-term liabilities	I.4	225.99	194.35	187.01
	(e) Long-term provisions	I.5	99.31	81.81	73.61
	Sub Total Non-Current Liabilities		631.03	438.73	311.03
	3. Current liabilities				
	(a) Short-term borrowings	I.6	884.45	448.75	531.05
	(b) Trade payables	I.7			
	i) Due to MSME		1,166.66	547.98	459.33
	ii) Due to others		135.74	99.69	104.26
	(c) Other current liabilities	I.8	762.11	821.03	666.20
	(d) Short-term provisions	I.9	260.18	179.13	141.61
	Sub Total Current Liabilities		3,209.14	2,096.57	1,902.45
	TOTAL		4,799.81	3,067.53	2,660.40
II.	ASSETS				
	1. Non-current assets				
	(a) Property Plant & Equipment and Intangible Assets	I.10			
	(i) Property Plant & Equipment		351.62	143.54	111.32
	(ii) Intangible Assets		10.31	-	-
	(iii) Capital work-in-progress		256.90	164.82	11.22
	(iv) Intangible assets under development		-	-	-
	(b) Non-Current Investments	I.11	-	-	-
	(c) Deferred Tax Assets (Net)	I.12	48.70	42.28	37.02
	(d) Long-term loans and advances		-	-	-
	(e) Other Non-Current Assets	I.13	14.70	13.02	12.49
	Sub Total Non-Current Assets		682.24	363.65	172.05
	2. Current assets				
	(a) Current Investments		-	-	-
	(b) Inventories	I.14	1,977.19	1,495.48	1,541.52
	(c) Trade receivables	I.15	1,300.94	884.01	738.90
	(d) Cash and cash equivalents	I.16	405.85	66.96	58.26
	(e) Short-term loans and advances	I.17	433.58	257.43	149.67
	(f) Other Current Assets		-	-	-
	Sub- Total Current Assets		4,117.56	2,703.88	2,488.35
	TOTAL		4,799.81	3,067.53	2,660.40

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

As per our report of even date attached

For S K S V M & CO
Chartered Accountants
Firm Registration No: 002045S

For and on the behalf of the Board of Directors of
Unisem Agritech Limited

Sd/-

CA Shivakumara G V
Ramalingam
Chartered Accountant
M. No: 232286
UDIN: 25232286BMJOYH3066
Place: Bengaluru
Date: 16-09-2025

Sd/-

Dharanendra Halappa Gouda
Whole-Time Director
DIN: 07602434

Sd/-

Venkataramana
Chief Financial Officer
PAN: ACBPV9961C

Sd/-

Honnebagi Nagappa Devakumar
Managing Director and Chairman
DIN: 07586484

Sd/-

Bobby Seth
Compliance Officer and
Company Secretary
PAN: EFHPS6148B

(The remainder of this page has been intentionally left blank)

ANNEXURE II - RESTATED FINANCIAL STATEMENTS OF PROFIT AND LOSS

(Amount in Lakhs)

	Particulars	Note	For the year ended		
			31.03.2025	31.03.2024	31.03.2023
I	Revenue from operations	II.1	6,907.75	6,113.88	4,691.15
II	Other Income	II.2	-	2.14	0.11
III	Total Income (I+II)		6,907.75	6,116.02	4,691.26
	Expenses:				
	(a) Cost of materials consumed	II.3	3,020.39	2,192.84	1,525.20
	(b) Changes in inventories of finished goods and work-in- Progress	II.4	(455.78)	51.94	76.78
	(c) Employee benefits expense	II.5	1,026.57	1,083.70	859.99
	(d) Finance costs	II.6	71.12	72.39	73.15
	(e) Depreciation and amortisation expense	I.10	69.63	36.32	33.95
	(f) Other expenses	II.7	2,604.21	2,380.68	1,938.66
IV	Total expenses		6,336.15	5,817.87	4,507.72
V	Profit /(Loss) before tax and Exceptional Items (III-IV)		571.61	298.15	183.54
VI	Exceptional Items		-	-	-
VII	Profit /(Loss) before extraordinary items (V-VI)		571.61	298.15	183.54
VIII	Extraordinary items		-	-	-
IX	Profit /(Loss) before tax (VII-VIII)		571.61	298.15	183.54
X	Tax expense:		-	-	-
	(a) Current tax	IX	150.63	88.08	55.33
	(b) Deferred tax		(6.43)	(5.26)	(3.94)
	Total Tax Expenses		144.20	82.83	51.39
XI	Profit (Loss) for the period from continuing operations (IX-X)		427.41	215.32	132.15
XII	Profit/(loss) from discontinuing operations		-	-	-
XIII	Tax expense of discontinuing operations		-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-
XV	Profit (Loss) after tax for the period (XI + XIV)		427.41	215.32	132.15
XVI	Earnings per share (face value of ₹ 5/- each):	II.8			
	(a) Basic (in ₹)		5.32	2.68	1.65
	(b) Diluted (in ₹)		5.32	2.68	1.65

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

As per our report of even date attached

For S K S V M & CO
Chartered Accountants
Firm Registration No: 002045S

For and on the behalf of the Board of Directors of
Unisem Agritech Limited

Sd/-

Sd/-

Sd/-

CA Shivakumara G V
Chartered Accountant
M. No: 232286
UDIN: 25232286BMJOYH3066
Place: Bengaluru
Date: 16-09-2025

Dharanendra Halappa Gouda
Whole-Time Director
DIN: 07602434

Venkataramana Ramalingam
Chief Financial Officer
PAN: ACBPV9961C

Sd/-

Sd/-

Honnebagi Nagappa Devakumar
Managing Director and Chairman
DIN: 07586484

Bobby Seth
Compliance Officer and
Company Secretary
PAN: EFHPS6148B

ANNEXURE III- CASH FLOW STATEMENT, AS RESTATED

(Amount in Lakhs)

Particulars	For the year Ended		
	31.03.2025	31.03.2024	31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Extraordinary items	571.61	298.15	183.54
Adjustment For:			
(a) Depreciation and Amortization	69.63	36.32	33.95
(b) Interest Charges	68.78	70.34	51.71
(c) (Gain)/Loss on Sale of Assets	-	(2.01)	-
Operating Profit before Working Capital Changes	710.01	402.79	269.20
Adjustment For:			
(a) (Increase)/Decrease in Inventories	(481.71)	46.04	94.15
(b) (Increase)/Decrease in Trade Receivables	(416.93)	(145.11)	(120.82)
(c) (Increase)/Decrease in Loans & Advances	(68.15)	(31.99)	(1.50)
(d) Increase /(Decrease) in Trade Payables	654.74	84.08	(120.59)
(e) Increase/(Decrease) in Other current Liabilities	(58.92)	154.83	70.28
(f) Increase/(Decrease) in short term provisions	(69.57)	(50.57)	(43.01)
(g) Increase/(Decrease) in long term provisions	17.50	8.20	2.91
(h) Increase/(Decrease) in Other non-current liabilities	31.64	7.34	24.59
(i) (Increase)/Decrease in Other non-current assets	(1.68)	(0.53)	-
CASH GENERATED FROM OPERATIONS	316.92	475.08	175.20
Less: Direct Taxes paid	(108.00)	(75.77)	(53.57)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	208.92	399.31	121.63
NET CASH USED IN/ GENERATED FROM OPERATING ACTIVITIES (A)	208.92	399.31	121.63
B. CASH FLOW FROM INVESTING ACTIVITIES			
Fixed Assets Purchased (Net)	(380.10)	(224.07)	(16.08)
Fixed Assets Sold during the year (Net)	-	3.93	-
NET CASH USED IN/ GENERATED FROM INVESTING ACTIVITIES (B)	(380.10)	(220.12)	(16.08)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Net Proceeds from Long Term Borrowings	143.15	112.16	(34.38)
Net Proceeds from Short Term Borrowings	435.70	(82.31)	173.76
Issue of Share Capital (Bonus Issue)	-	-	-
Dividend Paid	-	(130.00)	(150.00)
Interest Paid	(68.78)	(70.34)	(51.71)
NET CASH USED IN/ GENERATED FROM FINANCING ACTIVITIES (C)	510.07	(170.49)	(62.33)
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+ (C)	338.89	8.70	43.22
Opening Balance – Cash & Cash Equivalent	66.96	58.26	15.04
Closing Balance – Cash & Cash Equivalent	405.85	66.96	58.26

As per our report of even date attached

For S K S V M & CO
Chartered Accountants
Firm Registration No: 002045S

For and on the behalf of the Board of Directors of
Unisem Agritech Limited

Sd/

CA Shivakumara G V
Ramalingam
Chartered Accountant
M.No: 232286
UDIN: 25232286BMJOYH3066
Place: Bengaluru
Date: 16-09-2025

Sd/

Dharanendra Halappa Gouda

Whole-Time Director
DIN: 07602434

Sd/

Venkataramana

Chief Financial Officer
PAN: ACBPV9961C

Sd/

Honnebagi Nagappa Devakumar
Managing Director and Chairman

DIN: 07586484

Sd/

Bobby Seth
Compliance Officer and
Company Secretary
PAN: EFHPS6148B

(The remainder of this page has been intentionally left blank)

GENERAL INFORMATION

The company, originally named M/s 'Unisem Agritech Private Limited' at Ranebennur, Karnataka was incorporated as a private limited company under the Companies Act, 2013, vide Corporate Identification Number (CIN) U01100KA2016PTC096390 pursuant to a certificate of incorporation dated 09.09.2016, issued by the Registrar of Companies, Central Registration Centre. In 2025, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 11.02.2025, and a fresh certificate of incorporation was issued in the name of 'Unisem Agritech Limited' dated 01.03.2025 vide Corporate Identification Number (CIN) U01100KA2016PLC096390 by the Registrar of Companies, Central Registration Centre.

For details of Business, Incorporation, change of name and Registered Office of our Company, please refer to chapter titled **"Business Overview"** and **"History and Corporate Structure"** on page no. 117 and 178 of this Draft Red Herring Prospectus.

REGISTERED OFFICE OF OUR COMPANY

Unisem Agritech Limited

Address: RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115

Tel: +91 9741077783

Email: Info@unisem.in

Website: <https://unisem.in/>

CIN: U01100KA2016PLC096390

CORPORATE OFFICE OF OUR COMPANY

Unisem Agritech Limited

Address: #29, New # 2, 7th Main, 21st Cross, CHBCS Layout, Vijayanagar, Bangalore-560040

Tel: +91 9741077783

Email: Info@unisem.in

Website: <https://unisem.in>

CIN: U01100KA2016PLC096390

REGISTRAR OF COMPANIES

Registrar of Companies, Karnataka

Address: Registrar of Companies, 'E' Wing, 2nd Floor, Kendriya Sadana, Kormangala, Bangalore-560034, Karnataka.

Contact No: 080-25633105

Fax No: NA

Website: www.mca.gov.in

Email: roc.bangalore@mca.gov.in

BOARD OF DIRECTORS OF OUR COMPANY

The following table sets out details regarding our Board as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Director	DIN	Address	Designation
1.	H. N. Devakumar	07586484	Sri Nidhi Eshwar Nagar 2nd Stage 4th Cross Near Ayyappaswamy Temple, Ranibennur, Haveri, Karnataka - 581115	Chairman and Managing Director
2.	Dharanendra H. Gouda	07602434	# 278, Gowri Sadana 1st Main, 3rd Cross Umashankara Nagar Ranebennur Town Ranebennur, Haveri, Karnataka - 581115	Whole Time Director
3.	Anil K. N.	08279621	410, 9th Cross, R H C S Layout Near Annapoorneshwari Temple, Annapoorneshwari Nagar, Bangalore, North Bangalore, Karnataka-560091	Whole Time Director
4.	Balappa Basappa Madalageri	10894606	#82 Anugraha, 3rd Main 7th Cross, Near Raghavendra Swamy Mata Kengeri Satellite Town, Bangalore South, Kengeri, Bangalore, Bangalore South, Karnataka- 560060	Non-Executive Director
5.	G S Ramachandra	10895577	#272 Haridwama, 4th Main 2nd Cross Umashankar Nagar, Ranebennur, Haveri, Karnataka- 581115	Independent Director

Sr. No.	Name of Director	DIN	Address	Designation
6.	Suma Nagesh Uppin	10894605	# 870/2, Vinayaka Nagar 1st Main 1st Cross, Ranibennur, Ranebennur, Haveri, Karnataka- 581115	Independent Director

For further details of our directors, please refer to the chapter titled “*Our Management*” on page no. 182 of this Draft Red Herring Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

Bobby Seth

Unisem Agritech Limited

Address: RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115

Tel: +91 9141031113

Email: compliance.officer@unisem.in

INVESTOR GRIEVANCES

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

All Issue related grievances, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Application Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, Application Form number, Applicant’s DP ID, Client ID, UPI ID, PAN, date of submission of the Application Form, address of the Applicant, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant and ASBA Account number (for Applicants other than RIIs using the UPI Mechanism) in which the amount equivalent to the Application Amount was blocked or the UPI ID in case of RIIs using the UPI Mechanism.

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 Exchange with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

DESIGNATED STOCK EXCHANGE

BSE Limited

Address: 25th Floor, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001.

Website: www.bsesme.com

CHIEF FINANCIAL OFFICER

Ramalingam Venkataramana

Unisem Agritech Limited

Address: RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115

Tel: +91 9741077783

Email: Info@unisem.in

CHIEF EXECUTIVE OFFICER

B H Devasinghnaik

Unisem Agritech Limited

Address: RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115

Tel: +91 9741077783

Email: Info@unisem.in

STATUTORY AUDITOR AND PEER REVIEWED AUDITOR

S K S V M & Co.

Address: #116/1 (43), Kumar Square, 3rd Floor, 7th Main Rd, 5th Block, Jayanagar, Bengaluru, Karnataka 560041

Email: Weassist@sksvm.com, shivugv@sksvm.com

Contact Person: CA Shivakumara G V

Firm Registration No: 002045S

Membership No: 232286

Peer Review No. 016058

Peer review certificate dated December 15, 2023 issued by the Institute of Chartered Accountants of India.

BOOK RUNNING LEAD MANAGER

Getfive Advisors Private Limited

Address: 502, Abhishree Avenue, Nehru Nagar, Manekbag, Ahmedabad, Gujarat – 380015

Tel: +91 79907 29901

Email: investor.grievance@getfive.in

Investor Grievance Email: investor.grievance@getfive.in

Website: www.getfive.in

Contact Person: Aman Jain

SEBI Registration No: INM000013147

REGISTRAR TO THE ISSUE

KFin Technologies Limited

Address: Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

CIN: L72400TG2017PLC117649

Tel: +91 40 6716 2222

Email: unisem.ipo@kfintech.com

Investor Grievance email: inward.ris@kfintech.com

Website: www.kfintech.com

Contact Person: M Murali Krishna

SEBI Registration No: INR000000221

LEGAL ADVISOR TO THE ISSUE

Zenith India Lawyers

Address: D-49, First Floor, Sushant Lok III Extension, Sector 57, Gurugram, Haryana 122003

Tel: +91 9899016169

E-mail: raj@zilawyers.com

Contact Person: Raj Rani Bhalla

Website: www.zilawyers.com

BANKER TO THE COMPANY

Federal Bank Limited

Address: The Zonal Office, #9, Halcyon Complex, St. Mark's Road, Bangalore - 560001

Tel: +91 7349400739

Email: shreyass@federalbank.co.in

Website: www.federalbank.co.in

Contact Person: Shreyas S

BANKER TO THE ISSUE AND REFUND BANKER

The Banker to the Issue shall be appointed prior to filing of the Prospectus.

DESIGNATED INTERMEDIARIES

SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)

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

REGISTERED BROKERS

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

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

SCSBS 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.

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 of 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.

REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS (“RTA”)

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

INVESTORS BANKS OR ISSUER 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 provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> . For details on Designated Branches of SCSBs collecting the Application Forms, please refer to the above-mentioned SEBI link.

COLLECTING DEPOSITORY PARTICIPANTS (CDPS)

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

INTER-SE ALLOCATION OF RESPONSIBILITIES

Getfive Advisors Private Limited is the sole Lead Manager to this Issue, a statement of inter-se allocation of responsibilities among Lead Manager is not applicable.

CREDIT RATING

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

IPO GRADING

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

DEBENTURE TRUSTEES

As this is an issue of Equity Shares, the appointment of debenture trustees is not required.

MONITORING AGENCY

Since our Issue size does not exceed ₹ 50.00 Crore, 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. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue and as per regulation 262(5) of SEBI ICDR Regulations 2018, 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.

FILING OF THE DRAFT RED HERRING PROSPECTUS/PROSPECTUS

The Draft Red Herring 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 Red Herring 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 this Draft Red Herring 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 this Draft Red Herring 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 (Marathi being the regional language of Maharashtra, where our Registered Office is located), disclosing the fact of filing of this Draft Red Herring 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 Red Herring Prospectus.

This Draft Red Herring Prospectus shall not be filed with SEBI, nor SEBI will issue any observation on the Offer Document in terms of Regulation 246(2) of 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 the Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

BOOK BUILDING PROCESS

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

Principal parties involved in the Book Building Process are –

1. Our Company;
2. The Book Running Lead Manager, in this case being Getfive Advisors Private Limited;
3. The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with BSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
4. The Registrar to the Issue, in this case being KFIN Technologies Limited.
5. The Escrow Collection Banks/ Bankers to the Issue and
6. The Designated Intermediaries and Sponsor bank

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

The Issue is being made through the Book Building Process wherein 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (the “**Anchor Investor Portion**”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. In the event of undersubscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors wherein (a) one third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than ₹10 lakhs; and (c) any unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to Applicants in the other sub-category of Non-Institutional Investors; and not less than 35% of the Net Issue shall be available for allocation to Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other

category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

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

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

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Individual Investors Portion where allotment to each Individual Investor shall not be less than the minimum bid lot, subject to availability of Equity Shares in Individual Investors Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “*Issue Procedure*” on page 318 of this Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 318 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process:

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

Bid Quantity	Bid Amount	Cumulative Quantity	Subscription
500	24	500	16.67%
1000	23	1500	50.00%
1500	22	3000	100.00%
2000	21	5000	166.67%
2500	20	7500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company in consultation

with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

1. Check eligibility for making a Bid (see section titled “**Issue Procedure**” on page 318 of this Draft Red Herring Prospectus);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
3. Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
4. Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
5. Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid/Issue Program:

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

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid/ Issue Period (Except the Bid/ Issue Closing Date)	
Submission and revision of Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
Bid/ Issue Closing Date	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Individual Investors, other than QIBs and Non-Institutional 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)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, 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-Retail, Non-Individual Applications of QIBs and Non-Institutional Investors)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/ Cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories#	Only between 10.00 a.m. on the Bid/Issue Opening Date and up to 4.00 p.m. IST on Bid/Issue Closing Date
Upward or downward revision of Bids or cancellation of Bids by Individual Investors	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Issue Closing Date

On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

1. 4:00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
2. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Individual Investors.

The time for applying for Individual Investors on Bid/ Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and NSE taking into account the total number of applications received up to the closure of timings.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

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

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

Our Company and 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 is subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name and Address of the Underwriters	Email Address and Telephone number of the Underwriter	Indicative Number of Equity Shares to be Underwritten*	Amount Underwritten (Rupees in Lakhs)	% of the Total Issue size Underwritten
[●]	[●]	Up to 33,00,000	[●]	100.00
Total		Up to 33,00,000	[●]	100.00

*Includes 1,68,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, 2018, as amended.

As per Regulation 260(2) of SEBI ICDR Regulations, 2018, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriters, the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

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

CHANGE IN STATUTORY AUDITORS DURING THE LAST THREE YEARS

Except as stated below, there have been no changes in our Company's auditors in the last three years:

Details of Statutory Auditor	Date of Change	Reason of Change
Channabasavanna & Co. Chartered Accountants Address: #737A/2, First Floor, 'Sri Krishna Complex', Mahila Samaja Road, Davangere -577002. E-mail: basufca@gmail.com Contact Person: CA Channabasavanna Firm Registration No: 010580S Membership No: 218353	30.09.2022	Re-Appointment
Channabasavanna & Co. Chartered Accountants Address: #737A/2, First Floor, 'Sri Krishna Complex', Mahila Samaja Road, Davangere -577002. E-mail: basufca@gmail.com Contact Person: CA Channabasavanna Firm Registration No: 010580S Membership No: 218353	22.12.2024	The absence of a peer review certificate led to a casual vacancy in the position.
S K S V M & Co. Chartered Accountants Address: #116/1 (43), Kumar Square, 3rd Floor, 7th Main Rd, 5th Block, Jayanagar, Bengaluru, Karnataka 560041 Email: Weassist@sksvm.com , shivugv@sksvm.com Contact Person: CA Shivakumara G V Firm Registration No: 002045S Membership No: 232286 Peer Review No. 016058	03.01.2025	Casual Vacancy filled by an Auditor holding a valid peer review certificate.

GREEN SHOE OPTION

No Green Shoe Option is applicable for this Issue.

APPRAISAL AGENCY

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 available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in

the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

EXPERT OPINION

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

- 1- Our Company has received a written consent from Peer Reviewed Auditor namely, S K S V M & Co., Chartered Accountants to include their name in respect of report on restated financial statements for the financial year ended March 31, 2023, 2024 and 2025 and the Statement of Possible Tax Benefits dated 16.09.2025 issued by them as included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
- 2- Our Company has received a written consent, from M V BHAT, CS M V BHAT, the Practicing Company Secretary, having the membership number F12261, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of Companies Act, 2013, in respect of certificates issued by them in their capacity as the independent practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
- 3- Our Company has received a written consent, from Rajul Garg, GARG & ASSOCIATES, the Charter Engineer, having the membership number M-1707846, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of Companies Act, 2013, in respect of certificates issued by them in their capacity as the independent charter engineer to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

ISSUE PROGRAMME

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	●
Issue Closing Date	●
Finalization of Basis of Allotment with the Designated Stock Exchange	●
Initiation of Refunds	●
Credit of Equity Shares to Demat Accounts of Allottees	●

The above timetable is indicative and does not constitute any obligation on our Company and the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted only between 10.00 A.M. and 5.00 P.M. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 A.M. and 3.00 P.M. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Individual Investor who applies for minimum application size after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 P.M. (IST) on the Issue Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company, nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Individual Investor who applies for minimum application size can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Individual Investors who applies for minimum application size, Allocation in the Issue will be on a proportionate basis.

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

WITHDRAWAL OF THE ISSUE

Our Company and in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment.

In such an event our Company would Issue a public notice in the newspapers, in which the pre- Issue advertisements were published, within two 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 to unblock the bank accounts of the ASBA Applicants within one 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 of the Stock Exchange, which our Company shall apply for after Allotment.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus.

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

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into an agreement dated [●], with the following Market Maker, duly registered with National Stock Exchange of India Limited/ BSE Limited to fulfil the obligations of Market Making.

Name: [●]

Address: [●]

Tel: [●]

Fax: [●]

E-mail: [●]

Contact Person: [●]

Website: [●]

SEBI Reg No: [●]

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, 2018, as amended from time to time and the circulars issued by BSE Limited and SEBI in this matter from time to time.

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

- I. The Market Maker shall provide eligible 2-way quotes for 75% of the market time for each trading session of the normal market from the date of listing of the equity shares. The same shall be monitored by the BSE. Further, the Market Maker shall inform BSE in advance for each and every black out period when the quotes are not being issued by the Market Maker.
- II. 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 and SEBI from time to time.
- III. The minimum depth of the quote shall be ₹2,00,000. However, the investors with holdings of value less than ₹2,00,000 shall be allowed to issue their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in two lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ [●]/- per equity share, the minimum lot size is [●] Equity Shares, thus minimum depth of the quote shall be ₹ [●] until the same would be revised by BSE.
- IV. After first three (3) months of the market making period, the Market Maker would be exempted to provide quote if the Equity Shares of the Market Maker in our company reaches to 25% of the issue size (including [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken into consideration of computing the threshold of 25% of the issue size. As soon as the Equity Shares of the Market Maker in our Company reduces to 24%, the Market Maker will resume providing 2-way quotes.
- V. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process, BSE may intimate the same to SEBI after due verification.
- VI. On the first day of the listing, there will be a pre-opening session (call auction) for a duration of 60 minutes i.e. from 9:00 a.m. to 10:00 a.m., out of which 45 minutes shall be allowed for order entry, order modification and order cancellation, 10 minutes for order matching and trade confirmation and the remaining 5 minutes shall be the buffer period to facilitate the transition from pre-open session to the normal trading session. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The equity shares of the company would remain in Trade for Trade segment for 10 days from the date of listing of Equity shares on stock exchange.
- VII. 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.
- VIII. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE from time to time.
- IX. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by them.
- X. There would not be more than 5 (Five) Market Makers for the company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
- XI. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
- XII. 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 BSE, while no prior approval for non-controllable reasons. The decision of the BSE for deciding controllable and noncontrollable reasons would be final.
- XIII. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a new Market Maker.
- XIV. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker

from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further, the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

- XV. **Risk containment measures and monitoring for Market Maker:** BSE SME will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- XVI. **Punitive Action in case of default by Market Maker:** BSE SME will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/ or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- XVII. **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.

- XVIII. The following spread will be applicable on the SME Exchange Platform:

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

- XIX. 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%

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

CAPITAL STRUCTURE

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

(Amount ₹ in lakhs except Equity shares)

Particulars		Aggregate Nominal value	Aggregate Value at Issue Price
A.	Authorised Share Capital		
	2,40,00,000 Equity Shares of face value of ₹ 5/- each	1200.00	
B.	Issued, Subscribed and paid-up Share Capital before the Issue		
	80,32,000 Equity Shares of face value of ₹ 5/- each	401.60	[●]
C.	Present Issue in terms of this Draft Red Herring Prospectus*		
	Fresh Issue of Up to 33,00,000 equity shares of face value of ₹ 5/- each at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] lakhs	165.00	[●]
	Which comprises:		
	Market maker reservation portion – up to 1,68,000 equity shares of face value of ₹ 5/- each at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] lakhs	8.40	[●]
	Net Issue to Public of up to 31,32,000 Equity Shares of face value of ₹ 5/- each at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] lakhs	156.60	[●]
	Net Issue to Public consists #		
	Anchor Investors Not more than 9,36,000 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Anchor Investors	46.80	[●]
	Net Qualified Institutional Buyers Not more than 6,24,000 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs.	31.20	[●]
	Allocation to Non- Individual Investors:		
	At least 4,72,000 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Non-Institutional Investors	23.60	[●]
	Allocation to Individual Investors:		
	At least 11,00,000 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Individual Investors	55.00	[●]
D.	Issued, Subscribed and Paid-Up Share Capital after the Issue		
	Up to 1,13,32,000 Equity Shares of face value of ₹ 5/- each		[●]
E.	Securities Premium Account		
	Before the Issue	0.00	
	After the Issue		[●]

*The Issue has been authorized by the Board of Directors of our Company vide a resolution passed at its meeting held on 03.03.2025 and by the shareholders of our Company vide special resolution passed at Extra Ordinary General meeting held on 05.03.2025 pursuant to Section 62(1)(c) of Companies Act, 2013.

#Allocation to all categories shall be made on a proportionate basis subject to valid Applications received. 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.

Classes of Shares: The Company has only one class of share capital i.e. Equity Shares of face value of ₹ 5/- each only. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Details of changes in Authorized Share Capital:

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

Sr. No.	Particulars of change	Authorized Share Capital (₹)	Date of Shareholder's Approval	AGM/ EGM
1.	Incorporated with an authorized share capital of ₹ 10,00,000 comprising of 1,00,000 Equity Shares of face value ₹10.00/- each.	10,00,000	N.A.	Initial subscription to the MOA
2.	The authorized share capital increased from ₹ 10,00,000 comprising of 1,00,000 Equity Shares of face value of ₹ 10.00/- each to ₹ 5,00,00,000 comprising of 50,00,000 Equity Shares of face value of ₹ 10.00/- each	5,00,00,000	02.04.2018	EGM
3.	The authorized share capital increased from ₹ 5,00,00,000 comprising of 50,00,000 Equity Shares of face value of ₹ 10.00/- each to ₹ 12,00,00,000 comprising of 1,20,00,000 Equity Shares of face value of ₹ 10.00/- each	12,00,00,000	03.01.2025	EGM
4.	The authorized share capital changed from ₹ 12,00,00,000 comprising of 1,20,00,000 Equity Shares of face value of ₹ 10.00/- each to ₹ 12,00,00,000 comprising of 2,40,00,000 Equity Shares of face value of ₹ 5.00/- each	12,00,00,000	11.02.2025	EGM

2. History of Equity Share Capital of our Company

Date of allotment/ fully paid up	No. of Equity Shares allotted	Face value (₹)	Issue price (₹)	Nature of consideration	Nature of allotment	Cumulative no. of Equity Shares	Cumulative Paid-up capital (₹)
On Incorporation	10,000 ⁽¹⁾	10	10	Cash	Subscription to the MOA	10,000	1,00,000
04.07.2018	25,00,000 ⁽²⁾	10	10	Consideration other than cash	Purchase of Unisem Agritech (Partnership Firm)	25,10,000	2,51,00,000
09.03.2023	15,06,000 ⁽³⁾	10	N.A.	Consideration other than cash	Bonus Issue in the ratio of (3:5)	40,16,000	4,01,60,000

Pursuant to a resolution passed by our Board dated February 8, 2025, and a resolution passed by our Shareholders at an EGM on February 11, 2025, the existing equity shares of face value of ₹10/- each were sub-divided into equity shares of face value of ₹5/- each ("Equity Shares"). Accordingly, the issued, subscribed and paid-up equity share capital of our Company, comprising of 40,16,000 equity shares of face value of ₹10/- each was sub-divided into 80,32,000 issued, subscribed and paid-up Equity Shares face value ₹5/- each. ⁽⁴⁾

Notes to the Capital Structure:

⁽¹⁾ Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of ₹ 10 each fully paid at par as per the details given below:

Sr. No.	Name of Allotees	No. of Shares Subscribed
1.	H N Devakumar	2,400
2.	B H Devasinghnaik	2,400
3.	Dharanendra H Gouda	400
4.	Ramalingam Venkataramana	2,400
5.	Ramachandara Sreenivasarao Nidimamidi	2,400
Total		10,000

⁽²⁾ Allotment of 25,00,000 Equity Shares of face value of ₹ 10 each fully paid up and aggregating upto ₹ 2,50,00,000 for the purchase of the business of Unisem Agritech (Partnership Firm):

Sr. No	Name of Allotees	No. of Shares Allotted
1.	H N Devakumar	6,00,000
2.	B H Devasinghnaik	6,00,000

3.	Dharanendra H Gouda	1,00,000
4.	Ramalingam Venkataramana	6,00,000
5.	Anil K N	6,00,000
Total		25,00,000

⁽³⁾ Bonus Issue in the ratio of 3 equity shares for every 5 equity shares held by the existing shareholders of the Company, aggregating to 15,06,000 Equity Shares of face value of ₹ 10 each, on 09.03.2023 as per the details given below:

Sr. No	Name of Allotees	No. of Shares Allotted
1.	H N Devakumar	3,61,440
2.	B H Devasinghnaik	3,61,440
3.	Dharanendra H Gouda	60,240
4.	Ramalingam Venkataramana	3,61,440
5.	Anil K N	3,61,440
Total		15,06,000

⁽⁴⁾ Sub-division of 40,16,000 Equity Shares of face value of ₹ 10 each to face value of ₹5 each fully paid up and aggregating upto 80,32,000 Equity Shares, as mentioned below:

Sr. No	Name of Allotees	No. of Shares
1.	H N Devakumar	9,63,816
2.	B H Devasinghnaik	9,63,816
3.	Dharanendra H Gouda	1,60,636
4.	Ramalingam Venkataramana	9,63,816
5.	Anil K N	9,63,816
6.	Shivakumar S Hiremath	50
7.	Kavita S Davanageri	50
Total		40,16,000

3. Issue of Equity Shares for consideration other than cash or out of revaluation reserves and through Bonus Issue

Except as mentioned below, our Company has not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Sr. No	Date of allotment	Number of equity shares	Face Value (₹)	Issue Price (₹)	Reasons for allotment	No. of allottees	Benefits accrued to our Company
1.	04.07.2018	25,00,000	10	10	Purchase of Unisem Agritech (Partnership Firm)	5 ⁽¹⁾	Acquisition of Business to increase operational capacity
2.	09.03.2023	15,06,000	10	N.A.	Bonus Issue in the Ratio of 3:5	5 ⁽²⁾	NIL

List of Allotees:

⁽¹⁾ Allotment of 25,00,000 Equity Shares of face value of ₹ 10 each fully paid up and aggregating upto ₹ 2,50,00,000 for the purchase of the business of Unisem Agritech (Partnership Firm):

Sr. No	Name of Allotees	No. of Shares Allotted
1.	H N Devakumar	6,00,000
2.	B H Devasinghnaik	6,00,000
3.	Dharanendra H Gouda	1,00,000
4.	Ramalingam Venkataramana	6,00,000
5.	Anil K N	6,00,000
Total		25,00,000

⁽²⁾ Bonus Issue in the ratio of 3 equity shares for every 5 equity shares held by the existing shareholders of the Company, aggregating to 15,06,000 Equity Shares of face value of ₹ 10 each, on 09.03.2023 as per the details given below:

Sr. No	Name of Allotees	No. of Shares Allotted
1.	H N Devakumar	3,61,440

2.	B H Devasinghnaik	3,61,440
3.	Dharanendra H Gouda	60,240
4.	Ramalingam Venkataramana	3,61,440
5.	Anil K N	3,61,440
Total		15,06,000

4. As on the date of this Draft Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme
6. Our Company has not revalued its assets since incorporation and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
7. We have not issued any shares/specified securities at price lower than the Issue Price within last one year from the date of this Draft Red Herring Prospectus.

8. History of Preference Share Capital of our Company

Our Company have not issued any preference share capital till the date of this Draft Red Herring Prospectus.

9. We have not issued any specified securities at price lower than the Issue Price within last one year from the date of this Draft Red Herring Prospectus.

10. Our Shareholding Pattern

The table below presents the shareholding pattern of our company as per regulation 31 of the SEBI (LODR) Regulations, 2015:

- I. Summary of shareholding pattern as on the date of this Draft Red Herring Prospectus:

Sr. No.	Particular	Yes/ No	Promoters and Promoter Group	Public Shareholder	Non-Promoter/ Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in? *	No	No	No	No
6.	Whether any shares held by promoters are pledge or otherwise encumbered?	No	No	No	No
7.	Whether company has equity shares with differential voting rights?	No	No	No	No
8.	Whether the listed entity has any significant beneficial owner?	No	No	No	No

*All Pre-IPO Equity Shares of our Company shall be locked-in prior to listing of shares on SME Platform of BSE and consent by the shareholders respectively.

As on the date of filing of this Draft Red Herring Prospectus 1 Equity Share holds 1 vote. All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of Equity Shares as on [●].

Note: PAN of shareholders will be provided to the Stock Exchange by our Company prior to listing of its Equity Shares on the Stock Exchange. Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of Unisem Agritech Limited before commencement of trading of such Equity Shares. In terms of SEBI Listing Regulations, our Company shall ensure that the Equity Shares held by the Promoters/ members of the Promoter Group shall be dematerialized prior to listing of Equity shares.

- II. Shareholding/ Summary Statement showing holding of Equity Shares:

Category	Category of Shareholder	Nos. of shareholder	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+C)			No (a)	As a % of total Shares held(b)	No.(a)	As a % of total Shares held(b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promoter Group	5	80,31,800	-	-	80,31,800	99.997%	80,31,800	-	80,31,800	99.997%	-	-	-	-	80,31,800
B	Public	2	200	-	-	200	0.003%	200	-	200	0.003%	-	-	-	-	200
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	80,32,000			80,32,000	100%	80,32,000		80,32,000	100%					80,32,000

III. The list of the shareholders of the company holding 1% or more of the paid-up share capital aggregating to 80% or more of the paid-up share capital of the company:

a. as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares [#]	% of the total Pre-Issue Paid-up Share Capital*
1.	H N Devakumar	19,27,632	23.999%
2.	B H Devasinghnaik	19,27,632	23.999%
3.	Dharanendra H Gouda	3,21,272	3.999%
4.	Ramalingam Venkataramana	19,27,632	23.999%
5.	Anil K N	19,27,632	23.999%
Total		80,31,800	99.997%

*Round off

[#] The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus.

b. Ten days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares [#]	% of the total Pre-Issue Paid-up Share Capital*
1.	H N Devakumar	19,27,632	23.999%
2.	B H Devasinghnaik	19,27,632	23.999%
3.	Dharanendra H Gouda	3,21,272	3.999%
4.	Ramalingam Venkataramana	19,27,632	23.999%
5.	Anil K N	19,27,632	23.999%
Total		80,31,800	99.997%

*Round off

[#] The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus.

c. One year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares [#]	% of the total Pre-Issue Paid-up Share Capital
1.	H N Devakumar	9,63,840	24.00%
2.	B H Devasinghnaik	9,63,840	24.00%
3.	Dharanendra H Gouda	1,60,640	4.00%
4.	Ramalingam Venkataramana	9,63,840	24.00%
5.	Anil K N	9,63,840	24.00%
Total		40,16,000	100%

[#] The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus.

d. Two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares [#]	% of the total Pre-Issue Paid-up Share Capital
1.	H N Devakumar	9,63,840	24.00%
2.	B H Devasinghnaik	9,63,840	24.00%
3.	Dharanendra H Gouda	1,60,640	4.00%
4.	Ramalingam Venkataramana	9,63,840	24.00%
5.	Anil K N	9,63,840	24.00%
Total		40,16,000	100%

[#] The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus.

11. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

12. Except as disclosed in the offer document for Pre-IPO placement, there will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Draft Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), expansion of business, we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures

13. There are no outstanding options or stock appreciation rights or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Red Herring Prospectus.

14. Build-up of Promoters' shareholding, Promoters' contribution and lock-in:

i. Built up of Promoters' shareholdings:

As on the date of this Draft Red Herring Prospectus, our Promoters i.e. H N Devakumar, B H Devasinghnaik, Dharanendra H Gouda, Ramalingam Venkataramana and Anil K N holds 80,31,800 Equity Shares of our Company which is 99.99% of our pre-Issue paid-up capital. All the shares are fully paid from the date of allotment. None of the Equity shares held by our promoters are subject to any pledge.

Further, our Promoters to the Company and the Lead Manager confirms that the acquisition and/or transfers and/or allotment of the Equity Shares forming part of the Promoters' Contribution has been financed from personal funds/internal accruals and no loans or financial assistance from any banks or financial institution has been availed by our Promoters for this purpose.

1. H N Devakumar

Date of Allotment/ Transfer	No. of Equity Shares	Cumulative no. of Equity Shares	Face value per share (₹)	Issue/ Acquisition/ Transfer price per share (₹) *	Nature of consideration	Nature of transaction	Name of Transferor/ Transferee
On incorporation	2,400	2,400	10	10	Cash	Subscription to MOA	N.A.
04.07.2018	6,00,000	6,02,400	10	10	Other than Cash	Allotment of Equity Shares for the acquisition of Unisem Agritech (Partnership Firm)	N.A.
09.03.2023	3,61,440	9,63,840	10	N.A.	Other than Cash	Bonus Issue in the Ratio of 3:5	N.A.
08.02.2025	(24)	9,63,816	10	16	Cash	Transfer of Shares	Shivakumar S Hiremath
-	-	19,27,632	5	NIL	-	Split of shares from face value of ₹ 10/- each to ₹5/- each	N.A.

*Cost of acquisition excludes Stamp Duty paid.

(The remainder of this page has been intentionally left blank)

2. B H Devasinghnaik

Date of Allotment/ Transfer	No. of Equity Shares	Cumulative no. of Equity Shares	Face value per share (₹)	Issue/ Acquisition/ Transfer price per share (₹) *	Nature of consideration	Nature of transaction	Name of Transferor/ Transferee
On incorporation	2,400	2,400	10	10	Cash	Subscription to MOA	N.A.
04.07.2018	6,00,000	6,02,400	10	10	Other than Cash	Allotment of Equity Shares for the acquisition of Unisem Agritech (Partnership Firm)	N.A.
09.03.2023	3,61,440	9,63,840	10	N.A.	Other than Cash	Bonus Issue in the Ratio of 3:5	N.A.
08.02.2025	(24)	9,63,816	10	16	Cash	Transfer of Shares	Shivakumar S Hiremath
	-	19,27,632	5	NIL	-	Split of shares from face value of ₹ 10/- each to ₹5/- each	N.A.

*Cost of acquisition excludes Stamp Duty paid.

3. Dharanendra H Gouda

Date of Allotment/ Transfer	No. of Equity Shares	Cumulative no. of Equity Shares	Face value per share (₹)	Issue/ Acquisition/ Transfer price per share (₹) *	Nature of consideration	Nature of transaction	Name of Transferor/ Transferee
On incorporation	400	400	10	10	Cash	Subscription to MOA	N.A.
04.07.2018	1,00,000	1,00,400	10	10	Other than Cash	Allotment of Equity Shares for the acquisition of Unisem Agritech (Partnership Firm)	N.A.
09.03.2023	60,240	1,60,640	10	N.A.	Other than Cash	Bonus Issue in the Ratio of 3:5	N.A.
08.02.2025	(2)	1,60,638	10	16	Cash	Transfer of Shares	Shivakumar S Hiremath
08.02.2025	(2)	1,60,636	10	16	Cash	Transfer of Shares	Kavita S Davanageri
	-	3,21,272	5	NIL	-	Split of shares from face value of ₹ 10/- each to ₹5/- each	N.A.

*Cost of acquisition excludes Stamp Duty paid.

(The remainder of this page has been intentionally left blank)

4. Ramalingam Venkataramana

Date of Allotment/ Transfer	No. of Equity Shares	Cumulative no. of Equity Shares	Face value per share (₹)	Issue/ Acquisition/ Transfer price per share (₹) *	Nature of consideration	Nature of transaction	Name of Transferor/ Transferee
On incorporation	2,400	2,400	10	10	Cash	Subscription to MOA	N.A.
04.07.2018	6,00,000	6,02,400	10	10	Other than Cash	Allotment of Equity Shares for the acquisition of Unisem Agritech (Partnership Firm)	N.A.
09.03.2023	3,61,440	9,63,840	10	N.A.	Other than Cash	Bonus Issue in the Ratio of 3:5	N.A.
08.02.2025	(24)	9,63,816	10	16	Cash	Transfer of Shares	Kavita S Davanageri
	-	19,27,632	5	NIL	-	Split of shares from face value of ₹ 10/- each to ₹5/- each	N.A.

*Cost of acquisition excludes Stamp Duty paid

5. Anil K N

Date of Allotment/ Transfer	No. of Equity Shares	Cumulative no. of Equity Shares	Face value per share (₹)	Issue/ Acquisition/ Transfer price per share (₹) *	Nature of consideration	Nature of transaction	Name of Transferor/ Transferee
31.03.2018	2,400	2,400	10	N.A.	Other than Cash	Transfer of Shares by Gift Deed	Ramachandara Sreenivasarao Nidimamidi
04.07.2018	6,00,000	6,02,400	10	10	Other than Cash	Allotment of Equity Shares for the acquisition of Unisem Agritech (Partnership Firm)	N.A.
09.03.2023	3,61,440	9,63,840	10	N.A.	Other than Cash	Bonus Issue in the Ratio of 3:5	N.A.
08.02.2025	(24)	9,63,816	10	16	Cash	Transfer of Shares	Kavita S Davanageri
	-	19,27,632	5	NIL	-	Split of shares from face value of ₹ 10/- each to ₹5/- each	N.A.

*Cost of acquisition excludes Stamp Duty paid

(The remainder of this page has been intentionally left blank)

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

The details of the aggregate holding of securities (including shares, warrants, convertible securities) of persons belonging to the category Promoters and Promoter Group are as under:

Sr. No.	Name of Shareholders	Pre-Issue		Post-Issue	
		No of Equity Shares	% of Total Capital*	No of Equity Shares	% of Total Capital
A.	Promoters	-	-	-	-
1.	H N Devakumar	19,27,632	23.999%	19,27,632	[●]
2.	B H Devasinghnaik	19,27,632	23.999%	19,27,632	[●]
3.	Dharanendra H Gouda	3,21,272	3.999%	3,21,272	[●]
4.	Ramalingam Venkataramana	19,27,632	23.999%	19,27,632	[●]
5.	Anil K N	19,27,632	23.999%	19,27,632	[●]
	Subtotal (A)	80,31,800	99.997%	80,31,800	[●]
B.	Promoter Group	-	-	-	-
	Subtotal (B)	NIL	NIL	NIL	NIL
Total (A+B)		80,31,800	99.997%	80,31,800	[●]

*Round off

16. We have 7 (Seven) Shareholders as on the date of filing of this Draft Red Herring Prospectus.

17. Except as provided below, no Equity Shares were purchased/ sold by the Promoters and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft Red Herring Prospectus:

Date of Transfer	Name of the Transferor	No. of Equity Shares	Name of Transferee	Transfer price per share (₹) *	Nature of consideration	Nature of transaction	Reason for transfer
08.02.2025	H N Devakumar	(24)	Shivakumar S Hiremath	16	Cash and Bank	Transfer of Shares	Transfer Pursuant to conversion into Public Limited
	B H Devasinghnaik	(24)	Shivakumar S Hiremath	16	Cash and Bank	Transfer of Shares	
	Ramalingam Venkataramana	(24)	Kavita S Davanageri	16	Cash and Bank	Transfer of Shares	
	Anil K N	(24)	Kavita S Davanageri	16	Cash and Bank	Transfer of Shares	
	Dharanendra H Gouda	(2)	Kavita S Davanageri	16	Cash and Bank	Transfer of Shares	
		(2)	Shivakumar S Hiremath	16	Cash and Bank	Transfer of Shares	

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

19. All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares.

20. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

21. Details of Promoters Contribution locked in for three years

Pursuant to Regulation 236 and 238 of SEBI ICDR Regulations, 2018, an aggregate of 20% of the post-Issue capital held by our Promoters shall be considered as Promoters' Contribution ("**Promoters Contribution**") either by way of equity shares or by way of subscription to the convertible securities and shall be locked-in for a period of three years from the date of allotment of equity shares issued pursuant to this Issue. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Red Hearing Prospectus, our Promoters collectively hold 80,31,800 Equity Shares constituting [●] % of the post-Issue issued, subscribed and paid-up Equity Share capital of our Company, which are eligible for the Promoters' Contribution.

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting [●] % of the post Issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ Transfer/ made fully paid up	No. of Equity shares Locked- in*	Face Value	Issue/ Acquisition/ Transfer price per share (₹) #	Nature of transaction	% of Post Issue shareholding	Lock in Period
H N Devakumar						
On Incorporation	2,400	10	10	Subscription to MOA	[●]	3 Years
04.07.2018	5,43,600	10	10	Allotment of Equity Shares for the acquisition of Unisem Agritech (Partnership Firm)	[●]	3 Years
Total	5,46,000	-	-	-	[●]	-

*Assuming full subscription to the Issue

#Cost of acquisition excludes Stamp Duty paid.

Date of Allotment/ Transfer/ made fully paid up	No. of Equity shares Locked- in*	Face Value	Issue/ Acquisition/ Transfer price per share (₹) #	Nature of transaction	% of Post Issue shareholding	Lock in Period
B H Devasinghnaik						
On Incorporation	2,400	10	10	Subscription to MOA	[●]	3 Years
04.07.2018	5,43,600	10	10	Allotment of Equity Shares for the acquisition of Unisem Agritech (Partnership Firm)	[●]	3 Years
Total	5,46,000	-	-	-	[●]	-

*Assuming full subscription to the Issue

#Cost of acquisition excludes Stamp Duty paid.

Date of Allotment/ Transfer/ made fully paid up	No. of Equity shares Locked- in*	Face Value	Issue/ Acquisition/ Transfer price per share (₹) #	Nature of transaction	% of Post Issue shareholding	Lock in Period
Dharanendra H Gouda						
On Incorporation	400	10	10	Subscription to MOA	[●]	3 Years
04.07.2018	91,600	10	10	Allotment of Equity Shares for the acquisition of Unisem Agritech (Partnership Firm)	[●]	3 Years
Total	92,000	-	-	-	[●]	-

*Assuming full subscription to the Issue

#Cost of acquisition excludes Stamp Duty paid.

Date of Allotment/ Transfer/ made fully paid up	No. of Equity shares Locked- in*	Face Value	Issue/ Acquisition/ Transfer price per share (₹) #	Nature of transaction	% of Post Issue shareholding	Lock in Period
Ramalingam Venkataramana						

On Incorporation	2,400	10	10	Subscription to MOA	[●]	3 Years
04.07.2018	5,43,600	10	10	Allotment of Equity Shares for the acquisition of Unisem Agritech (Partnership Firm)	[●]	3 Years
Total	5,46,000	-	-	-	[●]	-

*Assuming full subscription to the Issue

#Cost of acquisition excludes Stamp Duty paid.

Date of Allotment/ Transfer/ made fully paid up	No. of Equity shares Locked-in*	Face Value	Issue/ Acquisition/ Transfer price per share (₹) #	Nature of transaction	% of Post Issue shareholding	Lock in Period
Ani K N						
31.03.2018	2,400	10	N.A.	Transfer of Shares by Gift Deed	[●]	3 Years
04.07.2018	5,43,600	10	10	Allotment of Equity Shares for the acquisition of Unisem Agritech (Partnership Firm)	[●]	3 Years
Total	5,46,000	-	-	-	[●]	-

*Assuming full subscription to the Issue

#Cost of acquisition excludes Stamp Duty paid.

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lots and from persons defined as **"Promoter"** under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations, 2018

- The Equity Shares offered for minimum 20% Promoters' Contribution have not been acquired in the three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
- The minimum Promoters' Contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price;
- No equity shares have been issued to our promoter upon conversion of a partnership firm during the preceding one year at a price less than the Issue Price.
- The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not subject to any pledge;
- All the Equity Shares of our Company held by the Promoters are already in dematerialised form; and
- The Equity Shares offered for Promoter's Contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's Contribution subject to lock-in.

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoters' Contribution
237(1)(a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoters contribution does not consist of such Equity Shares. Hence Eligible
237(1)(a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoters contribution does not consist of such Equity Shares. Hence Eligible
237(1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being Issued to public in the initial public Issue	The minimum Promoters contribution does not consist of such Equity Shares. Hence Eligible

237(1)(c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoters contribution does not consist of such Equity Shares. Hence Eligible
237(1)(d)	Specified securities pledged with any creditor	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoters contribution does not consist of such Equity Shares. Hence Eligible

Details of Promoter' Contribution Locked-in for One Year and Two Years

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and SEBI (ICDR) (Amendment) Regulations, 2025, in addition to the Minimum Promoters contribution, the entire pre-issue shareholding of the Promoters, other than the Minimum Promoter's contribution which is locked in for three years, shall be locked in a phased manner from the date of allotment in this Issue as below:

- 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
- 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.

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, in addition to the Minimum Promoters contribution as per regulation 238(a) and 238(b) of the SEBI (ICDR) Regulations, 2018, the entire pre-issue equity share held by persons other than the promoters constituting 200 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

Fifty percent of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

Inscription or recording of non-transferability

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

Pledge of Locked in Equity Shares

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

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

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

Transferability of Locked in Equity Shares

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

- 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.

Other requirements in respect of lock-in:

We further confirm that our Promoters' Contribution of 20.08% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund, foreign venture capital investors, scheduled commercial banks, public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India.

22. Our Company, our Promoter, our Directors and the Book Running Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.
23. The post-Issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.
24. There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
25. No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.
26. There neither have been and there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.
27. Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.
28. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
29. Our Company shall ensure that any transactions in Equity Shares by our Promoter and the Promoter Group during the period between the date of filing this Draft Red Herring Prospectus and the date of closure of the Issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.
30. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.
31. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLM 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.
32. Our Promoter and the members of our Promoter Group will not participate in the Issue.
33. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.
34. 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 "Offer Procedure" beginning on Page No. 318 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
35. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

36. An over-subscription to the extent of 1% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter 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.
37. 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 BRLM, Promoter selling shareholders and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines
38. Our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus.
39. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.
40. As on date of this Draft Red Herring Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.
41. None of the Equity Shares held by our Promoter/ Promoter Group are pledged or otherwise encumbered.
42. As per RBI regulations, OCBs are not allowed to participate in this Offer.
43. All Equity Shares held by our Promoters and Promoter Group are in Dematerialised Form. Hence Pre-Issue paid up capital of our Company is 100% Dematerialised.
44. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Offer.
45. Except for the Equity Shares Issued by our promoter(s), our Promoters and the members of our Promoter Group will not participate in this Issue.
46. Our Company has not made any public issue since its incorporation. For the details of transactions by our Company with our Promoter Group, Group Company during the financial years ended March 31, 2025, 2024 and 2023, please refer to paragraph titled Details of Related Parties Transactions as restated in the chapter titled ***“Financial information”*** on page no 206 of this Draft Red Herring Prospectus.
47. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
48. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated below and in the chapter titled Our Management on page no 182 of this Draft Red Herring Prospectus:

Sr. No.	Name of KMP's	Designation	Number of Equity Shares held in the company	% of the total Pre-Issue Paid-up Share Capital*
1.	B H Devasinghnaik	Chief Executive Officer	19,27,632	23.999%
2.	H N Devakumar	Chairman and Managing Director	19,27,632	23.999%
3.	Dharanendra H Gouda	Whole-Time Director	3,21,272	3.999%
4.	Anil K N	Whole-Time Director	19,27,632	23.999%
5.	Ramalingam Venkataramana	Chief Financial Officer	19,27,632	23.999%
Total			80,31,800	99.997*%

**Round off*

(The remainder of this page has been intentionally left blank)

OBJECTS OF THE ISSUE

The Issue constitutes a public issue of up to 33,00,000 Equity Shares having Face Value of ₹ 5/- of our Company at an Issue Price of ₹ [●]/- per Equity Share.

FRESH ISSUE

The Issue Proceeds from the Fresh Issue will be utilized towards the following objects:

1. To meet the working capital requirement
 2. To repay Banking Facilities availed by the company
 3. General Corporate Purpose
- (Collectively referred as the “objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the BSE SME (“BSE”). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

We are a company engaged in developing, processing, and selling diverse range of seeds for vegetables, flower and field crops. By integrating conventional breeding techniques, we strive to develop hybrid vegetable, flower and field crop seeds that offer higher yields, improved product quality, and greater resistance to pests and diseases compared to naturally occurring varieties. Our core operations focus on developing hybrid vegetable, flower and field crop seed varieties and processing them to ensure the consistent quality.

We continuously develop various type of hybrid breeder seeds and select only the best qualitative traits from it which undergo additional processing and eliminating more seeds and provide only the superior quality seeds, which are known as foundation seeds. The foundation seeds consist of the parental materials essential for developing a hybrid. Following this, the foundation seeds then multiplied into commercial seeds, which are then offered in the market for agricultural production. We provide multiple seed variants for vegetable, flower and field crop, specifically designed to meet the requirements of different Agro-climatic conditions, including factors such as water availability, crop duration, and soil characteristics across various geographic regions.

REQUIREMENT OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹ [●] Lakhs (the “Net Issue Proceeds”).

The following table summarizes the requirement of funds:

Particulars	Amount (₹ in Lakhs)
Gross Issue Proceeds	[●]*
Less: Public Issue Related Expenses	[●]
Net Issue Proceeds	[●]*

**Subject to finalization of Basis of Allotment.*

UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in Lakhs)	% of Gross Issue Proceeds
1.	To meet the Working Capital requirement	1,106.00	[●]
2	To Repay the Banking Facilities availed by the company	575.00	[●]
3	General Corporate Purpose^	[●]	[●]
TOTAL		[●]	[●]

^To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Issue or Rs 1,000 lakhs, whichever is less.

MEANS OF FINANCE

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

DETAILS OF USE OF ISSUE PROCEEDS

1. TO MEET WORKING CAPITAL REQUIREMENTS:

The primary requirement of working capital in our business arises from three key areas:

- Making early payments to creditors, which will help the Company reduce its creditor days and strengthen supplier relationships;
- Meeting the inventory cycle needs, as the nature of our operations requires us to maintain sufficient stock of seeds in order to ensure timely availability to farmers and distributors, especially during peak sowing seasons;
- financing day-to-day operational expenses, including routine business outflows essential for uninterrupted functioning.

To meet these working capital requirements, the Company intends to utilize Rs 1,100.00 lakhs from the Net Proceeds of the Issue, with the remaining amount to be met through internal accruals or borrowings, as needed.

Existing and Estimated Working Capital requirement

The details of Company's existing working capital gap and source of their funding based on restated financials for the Financial Year 2023, 2024, 2025. As per SEBI ICDR Reg. 262, these working capital gap and sources of their funding are certified by the Statutory Auditors, pursuant to a certificate dated 16.09.2025 vide UDIN: 25232286BMJOYU3702.

The estimates of the working capital requirements for the Financial Years ended March 31, 2026 have been prepared based on the management estimates of current and future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management's action that are not necessarily expected to occur.

Basis of estimation of working capital requirement and estimated working capital requirement

(Amount in lakhs)

Particulars	(Restated)			(Projected)
	31-Mar-23	31-Mar-24	31-Mar-25	31-Mar-26
Current Assets				
Inventory	1,541.52	1,495.48	1,977.19	3,218.42
Trade receivables	738.90	884.01	1,300.94	1,916.67
Short Term Loans and Advances	149.66	257.43	433.58	821.11
Other Current Assets	-	-	-	-
Total Current Assets (A)	2,430.08	2,636.92	3,711.71	5,956.19
Current Liabilities				
Trade payables	563.59	647.66	1,302.40	791.67
Other Current Liabilities	666.20	821.03	762.11	762.11
Short-term provisions	141.60	179.11	260.17	337.69
Total Current Liabilities (B)	1,371.39	1,647.80	2,324.68	1,891.47
Total Working Capital Gap (A-B)	1,058.69	989.12	1,387.03	4,064.72
Funding Pattern				

Short-term borrowing & Internal Accruals	1,058.69	989.12	1,387.03	2,958.72
IPO Proceeds				1,106.00

Assumptions for working capital requirements:

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for, March 31, 2025, March 31, 2024, March 31, 2023, as well as projections for financial year ended March 31, 2026.

(Amount in days)

Sr. No.	Particulars	FY 2023 (Restated)	FY 2024 (Restated)	FY 2025 (Restated)	FY 2026 (Projected)
1.	Trade Receivables	57	52	68	69
2.	Inventories	362	241	199	193
3.	Creditors	133	106	155	61

*Rounded off to nearest day.

Justification for holding period levels:

Particulars	Details
Trade Receivables	The company's trade receivable days have historically remained in the range of 2 to 2.5 months. They improved from 57 days in FY 2023 to 52 days in FY 2024 but increased to 68 days in FY 2025, primarily due to the company's growth phase. Looking ahead, in FY 2026, the receivable days are projected to be around 69, which reflects stability in the receivable cycle, as it is expected to remain within the same range despite the company's strong growth trajectory.
Inventories	<p>The company maintains relatively high inventory levels to ensure adequate seed availability for the upcoming season. Its operations involve developing hybrid seeds, which are then supplied to farmers for large-scale cultivation. Depending on the seed variety, cultivation takes place during the kharif or rabi season to prepare for distribution in the following cycle. Once harvested, the seeds undergo quality testing, sorting, and packaging. As a result, the company holds inventory for about 6-8 months to ensure timely distribution.</p> <p>Inventory days have shown fluctuations over the years, standing at 362 days in FY 2023, improving to 241 days in FY 2024, and further reducing to 199 days in FY 2025. Going forward, they are projected to stabilize around 193 days in FY 2026. To further optimize working capital, the company aims to streamline its hybrid seed production and quality testing processes, thereby improving overall inventory management.</p>
Creditors/ Trade Payable	<p>The company's trade payable cycle has witnessed fluctuations over the past years, reflecting its evolving working capital strategy in line with its growth trajectory. Trade payable days stood at 133 days in FY 2023, thereafter reduced to 106 days in FY 2024. In FY 2025, payable days increased to 155 days, as the company strategically utilized extended credit from suppliers to support its expanding operations, manage its production cycle, and maintain adequate inventory levels during a high-growth phase. This approach enabled the company to channel available funds toward scaling up operations while ensuring business continuity.</p> <p>Looking ahead, with improved financial stability and stronger operating cash flows, the company is focused on strengthening supplier partnerships through timely payments. In FY 2026, trade payable days are projected to reduce significantly to around 61 days, aligning credit cycle. This shift not only reflects the company's commitment to better working capital management but also positions it to negotiate more favorable terms with creditors, thereby enhancing supplier trust, ensuring smoother procurement, and improving overall supply chain efficiency.</p>

Apart from above there is working capital requirements for other factors such as Other Current Assets, Loans and advances, short term provisions and other Liabilities. Details of which are given below.

Loans and Advances: Short term loans and advances of the company comprise the following:

(Amount in lakhs)

Particulars	As At 31/03/2023	As At 31/03/2024	As at 31/03/2025	As at 31/03/2026*
Advance to Supplier	75.38	148.10	259.21	388.82
Balance with Revenue Authority	53.57	75.77	108.31	146.61
Accrued Expense	-	-	24.97	-
Advance Tax	-	-	-	240.49
Staff Loans and advances	20.71	33.56	41.09	45.20
Total	149.66	257.43	433.58	821.11

*Projected

From the above table, it can be observed that the most significant rise in short-term loans and advances is due to the increase in advances made to suppliers, which are projected to grow from Rs 259.21 lakhs in FY 2025 to Rs 388.82 lakhs in FY 2026. Additionally, a notable increase is expected from advance tax payments, reflecting the company's higher tax obligations in line with its growing profitability.

Other Current Liability: Other current liabilities of the company mainly consist of statutory dues and advance payments received from customers. These liabilities increased from Rs 666.20 lakhs in FY 2023 to Rs 821.03 lakhs in FY 2024, before declining to Rs 762.11 lakhs in FY 2025. In FY 2026, they are projected to remain at approximately the same level.

Short Term Provision: Short term provision of the company includes provision for gratuity, expenses, tax, etc. It can be bifurcated in the following manner:

(Amount in lakhs)

Particulars	As At 31/03/2023	As At 31/03/2024	As at 31/03/2025	As at 31/03/2026*
Provision for Gratuity	5.11	7.56	6.21	6.20
Provision for tax	56.51	89.67	152.16	240.49
Provision for expenses	79.99	81.90	97.31	91.00
Provision for Audit Fees	-	-	2.50	-
Provision for Income Tax filing fees	-	-	2.00	-
Total	141.61	179.13	260.18	337.69

*Projected

From the above table, it is evident that the most significant increase is in the provision for tax, which is directly aligned with the rising profitability of the company.

2. REPAYMENT OF BANKING FACILITIES AVILED BY THE COMPANY

Our Company has entered into various financing arrangements, including borrowings in the form of secured borrowing (Term loan and working capital) from Federal Bank, unsecured loans from banks & NBFCs and multiple vehicle loans from ICICI Bank, Karnataka Bank, and Axis Bank. As at July 31, 2025, our total secured borrowings amounted to Rs 1,898.28 lakhs. For further details, see "**Financial Indebtedness**" on page 262. Our Company proposes to utilize an aggregate amount of Rs 575.00 Lakh from the Net Proceeds towards repayment and/ or prepayment, in part or in full, of the outstanding loans and working capital facility availed from Federal Bank. Payment of interest, prepayment penalty or premium, if any, and other related costs may be made by us out of the Net Proceeds. The repayment/ prepayment of certain loans by utilizing the Net Proceeds will help reduce our outstanding indebtedness and reduction in the high finance cost that the company is currently incurring. Further, we believe that it will reduce our debt-servicing costs and improve our debt equity ratio and enable utilization of internal accruals for further investment in our business growth and expansion.

Given the nature of the borrowings and the terms of repayment or pre-payment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule. Further, the

amounts outstanding under the borrowings as well as the sanctioned limits are dependent on several factors and may vary with the business cycle of our Company with multiple intermediate repayments and enhancement of sanctioned limits.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed shall be based on various factors, including (i) cost of the borrowing, including applicable interest rates; (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers/ consents for fulfilment of such conditions; (iii) terms and conditions of such consents and waivers; (iv) provisions of any laws, rules and regulations governing such borrowings; and (v) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. In addition, it will also enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future. The following table provides details of certain borrowings availed by our Company as on 31.07.2025, which our Company proposes to prepay or repay, fully or partially, from the Net Proceeds:

(Amount in Lakhs)

Sr. No.	Date	Name of Lender	Nature of Borrowing	Sanction Amount	O/s Amount as on 31.07.2025 *	Rate of Interest (%)	Loan Duration	Purpose	Prepayment Penalty
1	28.03.2025	Federal Bank	Secured	900.00	882.33	9.25%	NA	Working Capital	3.00%
2	28.03.2025	Federal Bank	Secured	283.43	271.07	9.25%	72 months	Capital Expenditure	3.00%
3	28.03.2025	Federal Bank	Secured	297.00	207.92	9.25%	84 months	Capital Expenditure	3.00%
TOTAL				1,480.43	1,361.32				

*The company proposes to repay the outstanding facilities in full or part as mentioned above and plans to repay an amount of Rs 575.00 lakhs.

Note: In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purposed availed, the Company has obtained the requisite certificate dated 16.09.2025 vide UDIN: 25232286BMJOYF5676 from our Statutory Auditors of the company.

For further details in relation to the terms and conditions under the aforesaid loan agreements as well as restrictive covenants in relation thereto, see **“Statement of Financial Indebtedness”** on page 262.

Implementation Schedule

The Company proposes to prepay, in full, the loans availed from banks, as these are high-interest-bearing borrowings that adversely impact the Company's finance costs. Accordingly, the Company intends to utilize the issue proceeds for such prepayment within the same month of receipt, subject to the cooperation of the banks and financial institutions with respect to the timing of such prepayment.

Other Confirmations

Additionally, the Company affirms that the loan repayments made using the issue proceeds will not, either directly or indirectly, provide any benefit to the promoter, the promoter group, or any of their related parties.

3. GENERAL CORPORATE PURPOSES:

Our management, following the policies established by our Board, has the flexibility to allocate the proceeds designated for general corporate purposes. We plan to use the remaining Fresh Issue proceeds, totalling Rs [●] Lakhs, for general corporate purposes to support business growth. In line with our Board's policies, we have the discretion to apply the remaining Net Proceeds for various general corporate purposes, including but not limited to covering operating expenses, strategic initiatives, addressing unforeseen contingencies in the normal course of business, or any other purposes approved by the Board of Directors, in accordance with the Companies Act, 2013.

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, 2018, the extent of the Net Proceeds according to this Draft Red Herring Prospectus, proposed to be used for general corporate purposes shall not exceed 15% of the gross proceeds of our Company through the Issue of Equity Shares or ₹1000 lakhs, whichever is less.

4. ISSUE RELATED EXPENSES

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

(Amount in lakhs)

Expenses	Amount*	% of Total Expenses*	% of Total Issue size*
Lead Manager fees	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchange	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees, Underwriting fees and Miscellaneous Expenses)	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	100.00%	[●]

*Will be incorporated at the time of filing of the Prospectus and on determination of Issue Price.

Till the date of filing this Draft Red Herring Prospectus, the company has already incurred Rs. 33.45 lakhs as issue expense which is certified by Statutory Auditors of the company vide certificated dated on 16.09.2025.

Notes:

- The Issue expenses are estimated expenses and subject to change. The Issue expenses shall be payable within 30 working days post the date of receipt of the final invoice from the respective Intermediaries by our Company
- Selling commission payable to the SCSBs on the portion for Retail Individual Investors. Non-Institutional Investors, which are directly procured by the SCSBs, would be as follows

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

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

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

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

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

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

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

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	₹ [●] per valid application (plus applicable taxes)
Sponsor Bank	₹ [●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, other agreements and other applicable laws.

*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIIs (up to ₹2,00,000), Non-Institutional Applicants (for an amount more than ₹ 2,00,000 and up to ₹ 5,00,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds Rs 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

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

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

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

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Applicants which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

- Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Applicants which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Bidders*	₹ [●] per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	₹ [●] per valid application (plus applicable taxes)

*Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed Rs.1 lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds Rs 1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

- The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non-Institutional Applicants which are procured by them and submitted to SCSB for blocking, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.
- The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE.

- All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and/or Escrow and Sponsor Bank Agreement. Further, 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 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.

PROPOSED SCHEDULE OF IMPLEMENTATION AND 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:

(Amount in Lakhs)

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Amount to be deployed from the Net Proceeds in FY 2025-26
1	To meet Working Capital Requirement	1,106.00	1,106.00
2	To repay Banking Facilities availed by the company	575.00	575.00
3	General Corporate Purpose*	[•]	[•]
Total		[•]	[•]

*To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the Registrar of Companies. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Issue or ₹ 1,000 lakhs, whichever is less.

APPRAISAL

None of the objectives have been appraised by any bank, financial institution, or independent third-party organization. Our company's funding needs and the allocation of Issue proceeds are presently based on available quotations and management's estimates. The company's funding needs are influenced by various factors beyond our management's control, including fluctuations in interest rates, shifts in our financial condition, and the current commercial condition of our business. These requirements are also subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

SHORTFALL OF FUNDS

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

BRIDGE LOANS

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

MONITORING OF UTILIZATION OF FUNDS

Since the proceeds from the Issue do not exceed ₹5,000 lakhs, in terms of Regulation 262 of the SEBI ICDR regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee will monitor the utilization of the proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee of the Board of Directors, as required under

applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the objects of the Issue as stated above.

INTERIM USE OF PROCEEDS

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

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

VARIATION IN OBJECT

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

OTHER CONFIRMATIONS

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the proceeds of the Issue will be paid by us to the Promoter and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.

(The remainder of this page has been intentionally left blank)

BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is Rs 5 each and the Issue Price is [●] times of the face value of the Equity Shares, and the Floor Price is [●] times of the face value of the Equity Shares and the Cap Price is [●] times of the face value of the Equity Shares. Bidders should also see “*Risk Factors*”, “*Business Overview*”, “*Summary of Financial Information*”, “*Restated Financial Information*”, and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 28, 117, 49, 206 and 264, respectively, to have an informed view before making an investment decision.

QUALITATIVE FACTORS

Some of the qualitative factors and our strengths allow us to successfully compete in the industry and which form the basis for the Issue Price are:

- Wide Range of Seeds and its Variants
- Integrated Seed processing unit with warehouse facility in one premise:
- Led by an experienced promoter and supported by a skilled management team
- Research and development capabilities
- Diversified Locations

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “*Business Overview*” on page no. 117 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “*Financial Information*” on page no. 206 of this Draft Red Herring Prospectus.

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

a. Basic & Diluted Earnings per share (EPS) (Face value of ₹ 5/- Each):

As per the Restated Financial Statements:

Sr. No	F.Y.	Basic & Diluted (₹)	Weights
1.	Financial Year ended March 31, 2023	1.65	1
2.	Financial Year ended March 31, 2024	2.68	2
3.	Financial Year ended March 31, 2025	5.32	3
	Weighted Average	3.83	6

Notes:

- *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.*
- *The figures disclosed above are based on the Restated Financial Statements of the Company.*
- *The face value of each Equity Share is Rs 5.00/-.*
- *Earnings per Share has been calculated in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.*
- *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.*
- *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.*

b. Price Earning (P/E) Ratio in relation to the Issue Price ₹ [●] per Equity Share of Face Value of ₹ 5/- each fully paid up:

Particulars	P/E Ratio at Floor Price (in times) *	P/E Ratio at Cap Price (in times) *
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2025	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]	[●]

**The details shall be provided post the fixing of price band by our Company at the stage of Red Herring Prospectus or the filing of pre-issue and price band advertisement.*

Based on the peer group information (excluding our Company) given below in this section:

Industry P/E Ratio*	(P/E) Ratio
Highest	149.63
Lowest	9.30
Industry Average	79.48

**We have mentioned peers which falls in the seed industry for broad comparative analysis, however there may be distinctions in the product portfolios between our company and those of our peers.*

Note:

- P/E Ratio of Vishwas Agri Seeds Limited is taken from official website of NSE as on 28.08.2025.
- P/E Ratio of Dhanlaxmi Crop Science Limited is taken from official website of NSE as on 26.08.2025
- The industry high and low has been considered from the industry peer set provided later in this section.
- The industry average has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section

c. Return on Net worth (RoNW)

Sr. No	Period	RONW (%)	Weights
1	Financial Year ended March 31, 2023	29.57%	1
2	Financial Year ended March 31, 2024	40.46%	2
3	Financial Year ended March 31, 2025	44.54%	3
	Weighted Average	40.69%	6

Note:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- The RoNW has been computed by dividing restated net profit after tax (excluding preference dividend (if any)) with restated Net worth as at the end of the year.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/ Total of weights.

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

Sr. No.	NAV per Equity Share*	(Amount in Rs)
1.	As on March 31, 2023	5.56
2.	As on March 31, 2024	6.63
3.	As on March 31, 2025	11.95
5.	NAV per Equity Share after the Issue	[●]
6.	Issue Price	[●]

**The above NAV has been calculated based on number of shares outstanding at the end of the respective year.*

Notes:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- NAV per share=Restated Net worth at the end of the year divided by number of equity shares outstanding at the end of the year
- 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.
- Issue Price per Equity Share will be determined by our Company in consultation with the Lead Manager.

e. Comparison of Accounting Ratios with Industry

Name of Company	Current Market Price (₹)	Face Value (₹)	EPS (Basic/ Diluted)	PE Ratio	RONW	NAV (₹)	Total Income (₹ in lakhs)
Unisem Agritech Limited	[●]	5.00	5.32	[●]	44.54%	11.95	6,907.75
Peer Group							
Vishwas Agri Seeds Limited	62.40	10.00	6.71	9.30	13.47%	49.79	10,228.18
Upsurge Seeds of Agriculture Limited	292.60	10.00	10.64	25.60	15.61%	77.10	13,679.33
Dhanlaxmi Crop Science Limited	43.75	10.00	6.55	149.63	18.89%	28.13	12,930.05

Notes:

- P/E Ratio and Current Market Price of Upsurge Seeds of Agriculture Limited and Dhanlaxmi Crop Science Limited is taken from the official website of NSE as on 26.08.2025.
- P/E Ratio and Current Market Price of Vishwas Agri Seeds Limited Seeds of Agriculture Limited is taken from the official website of NSE as on 28.08.2025.
- The details of the peers such as face value, EPS, NAV, RONW and Total Income have been taken from the respective Audited Financials of the Company.
- The details of our company have been taken as per the restated financial statements of the company
- The face value of Equity Shares of our Company is ₹ 5/- per Equity Share.

f. Key Financial and Operational Performance Indicators (KPIs)

Financial Key Performance Indicators

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated 16.09.2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Issuer Company in consultation with the Lead Manager may make disclosure of any other relevant and material KPIs of the business of the Issuer Company as it deems appropriate that have a bearing for arriving at the basis for issue price.

The KPIs disclosed below have been approved by our Statutory Auditors M/s. S K S V M & Co, dated 16.09.2025. Further, the firm has 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 Red Herring Prospectus.

The KPIs of our Company have been disclosed in the sections titled “**Business Overview**” on page no. 117. We have described and defined the KPIs as applicable in “**Definitions and Abbreviations**” on page no. 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 utilisation 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, 2018. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations, 2018.

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

Key metrics like growth, EBITDA Margin, PAT Margin and few ratios are monitored on a periodic basis for evaluating the overall performance of the company:

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	For the period ended March 31		
	2025	2024	2023
Revenue from operations ⁽¹⁾	6,907.75	6,113.88	4,691.15
Growth in Revenue from Operations (%) ⁽²⁾	12.98%	30.33%	-
EBITDA ⁽³⁾	710.02	402.66	269.09
EBITDA Margin ⁽⁴⁾	10.28%	6.59%	5.74%
PAT ⁽⁵⁾	427.41	215.32	132.15
PAT Margin ⁽⁶⁾	6.19%	3.52%	2.82%
RoE (%) ⁽⁷⁾	57.30%	43.98%	25.89%
RoCE (%) ⁽⁸⁾	38.89%	33.73%	23.00%
Debt to Equity Ratio ⁽⁹⁾	1.24	1.15	1.30

Notes:

⁽¹⁾ Revenue from operation means revenue from sales, service and other operating revenues

⁽²⁾ Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

⁽³⁾ EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

⁽⁴⁾ EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

⁽⁵⁾ PAT is calculated as Profit before tax – Tax Expenses

⁽⁶⁾ PAT Margin is calculated as PAT for the period/ year divided by revenue from operations.

⁽⁷⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁸⁾ ROCE means return on capital employed, which represents EBIT (Earnings before Interest and Tax) during the relevant year as a percentage of capital employed. Capital employed is the total of all types of capital, other equity, short-term borrowing and long-term borrowing.

⁽⁹⁾ Debt-equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings. Total equity is the sum of equity share capital and other equity.

Explanation for KPI metrics:

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
Growth in Revenue from Operations (%)	Revenue Growth Rate informs the management of annual growth rate in revenue of the company on consideration to the 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
PAT	Profit after tax provides information regarding the overall profitability of the business.

PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.
Debt to Equity Ratio	The debt-to-equity ratio is used to assess the extent to which a company relies on debt to finance its operations relative to the equity provided by shareholders.

There were no KPIs pertain to the issuer company have been disclosed to investors at any point of time during the three years preceding to the date of the filing of this Draft Red Herring Prospectus.

Operational Key Performance Indicators

There are no operational Key Performance Indicators of the company.

Set forth the description of historic use of the KPIs by our Company to analyse, track or monitor the operational and/ or financial performance of our Company.

For evaluation our business, we consider that the KPIs, as presented above, as additional measures to review and assess our financial and operating performance. These KPIs have limitations as analytical tools and presentation of these KPIs should not be considered in isolation or as a substitute for the Restated Financial Information.

Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, it provides an additional tool for investors to use our operating results and trends and in comparing our financial results with other companies in our industry as it provides consistency and comparability with past financial performance.

Set forth below are the details of comparison of key financial performance of indicators with our listed industry peer:

(Rs in Lakhs except percentages)

Key Financial Performance	Unisem Agritech Limited*			Vishwas Agri Seeds Limited		
	FY 2025	FY 2024	FY 2023	FY 2025**	FY 2024**	FY 2023**
Revenue from operations ⁽¹⁾	6,907.75	6,113.88	4,691.15	10,228.18	7,477.12	6,254.06
Growth in Revenue from Operations (%) ⁽²⁾	12.98%	30.33%	-	36.79%	19.56%	0.70%
EBITDA ⁽³⁾	710.02	402.66	269.09	1,377.657	1,153.80	809.19
EBITDA Margin ⁽⁴⁾	10.28%	6.59%	5.74%	13.47%	15.43%	12.94%
PAT ⁽⁵⁾	427.41	215.32	132.15	670.80	601.45	541.76
PAT Margin ⁽⁶⁾	6.19%	3.52%	2.82%	6.56%	8.04%	8.66%
RoE (%) ⁽⁷⁾	57.30%	43.98%	25.89%	13.98%	19.86%	56.59%
RoCE (%) ⁽⁸⁾	38.89%	33.73%	23.00%	13.50%	17.11%	33.11%
Debt to Equity Ratio ⁽⁹⁾	1.24	1.15	1.30	0.85	0.48	1.34

*The Financial Information is taken from the restated financial statement of our company.

**The financial figures for FY 2023, 2024 and 2025 has been taken from Audited Financials of the peer company.

(Rs in Lakhs except percentages)

Key Financial Performance	Unisem Agritech Limited*			Upsurge Seeds of Agriculture Limited		
	FY 2025	FY 2024	FY 2023	FY 2025**	FY 2024**	FY 2023**
Revenue from operations ⁽¹⁾	6,907.75	6,113.88	4,691.15	13,679.338	13,294.84	8,291.04
Growth in Revenue from Operations (%) ⁽²⁾	12.98%	30.33%	-	2.89%	60.35%	9.61%
EBITDA ⁽³⁾	710.02	402.66	269.09	1,483.71	1,342.49	825.54
EBITDA Margin ⁽⁴⁾	10.28%	6.59%	5.74%	10.85%	10.10%	9.96%
PAT ⁽⁵⁾	427.41	215.32	132.15	849.43	725.19	475.99
PAT Margin ⁽⁶⁾	6.19%	3.52%	2.82%	6.21%	5.45%	5.74%

RoE (%) ⁽⁷⁾	57.30%	43.98%	25.89%	16.93%	15.79%	12.28%
RoCE (%) ⁽⁸⁾	38.89%	33.73%	23.00%	12.09%	7.65%	5.44%
Debt to Equity Ratio ⁽⁹⁾	1.24	1.15	1.30	1.00	1.04	1.26

* The Financial Information is taken from the restated financial statement of our company.

** The financial figures for FY 2023, 2024 and 2025 has been taken from Audited Financials of the company of the peer.

(Amount in lakhs, except percentages)

Key Financial Performance	Unisem Agritech Limited*			Dhanlaxmi Crop Science Limited		
	FY 2025	FY 2024	FY 2023	FY 2025**	FY 2024**	FY 2023**
Revenue from operations ⁽¹⁾	6,907.75	6,113.88	4,691.15	12,930.05	6,371.03	4,661.07
Growth in Revenue from Operations (%) ⁽²⁾	12.98%	30.33%	-	102.95%	36.69%	31.55%
EBITDA ⁽³⁾	710.02	402.66	269.09	1,233.033	688.00	447.29
EBITDA Margin ⁽⁴⁾	10.28%	6.59%	5.74%	9.54%	10.80%	9.60%
PAT ⁽⁵⁾	427.41	215.32	132.15	867.97	467.82	305.93
PAT Margin ⁽⁶⁾	6.19%	3.52%	2.82%	6.71%	7.34%	6.56%
RoE (%) ⁽⁷⁾	57.30%	43.98%	25.89%	27.98%	33.84%	26.50%
RoCE (%) ⁽⁸⁾	38.89%	33.73%	23.00%	23.37%	38.48%	31.33%
Debt to Equity Ratio ⁽⁹⁾	1.24	1.15	1.30	0.16	0.06	1.17

* The Financial Information is taken from the restated financial statement of our company.

** The financial figures for FY 2023, 2024 and 2025 has been taken from Audited Financials of the company of the peer.

Notes:

⁽¹⁾ Revenue from operation means revenue from sales, service and other operating revenues

⁽²⁾ Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

⁽³⁾ EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

⁽⁴⁾ EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

⁽⁵⁾ PAT is calculated as Profit before tax – Tax Expenses

⁽⁶⁾ PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

⁽⁷⁾ Return on Equity is ratio of Profit after Tax and Shareholder Equity

⁽⁸⁾ ROCE means return on capital employed, which represents EBIT (Earnings before Interest and Tax) during the relevant year as a percentage of capital employed. Capital employed is the total of all types of capital, other equity, short-term borrowing and long-term borrowing.

⁽⁹⁾ Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings. Total equity is the sum of equity share capital and other equity.

g. Weighted average cost of acquisition

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

The details of issuance of Equity Shares or convertible securities, excluding shares issued under issuance of bonus shares and subdivision of shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days, are as follows:

There has been no issuance of Equity Shares during the 18 months preceding the date of this Draft Red Herring Prospectus, except the split of shares as disclosed.

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

The details of secondary sale/ acquisition of whether equity shares or convertible securities, where the promoter, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) 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, are as follows:

There has been no transfer of Equity Shares during the 18 months more than 5% of the fully diluted paid up share capital of the Company preceding the date of this Draft Red Herring Prospectus.

- **Price per share based on the last five primary or secondary transactions;**

Since there are No such transactions to report to under (a) and (b) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters/ Promoter Group entities or Selling Shareholder 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 Red Herring Prospectus irrespective of the size of transactions, is given below:

- **Primary Transaction**

Bonus Issue in the ratio of 3:5

Bonus Issue in the Name of SHS				
Date of Issue	Nature of Allotment	Name of Person	Number of shares allotted	Issue Price
09.03.2023	Bonus Issue	H N Devakumar	3,61,440	NIL
		B H Devasinghnaik	3,61,440	
		Dharanendra H Gouda	60,240	
		Ramalingam Venkataramana	3,61,440	
		Anil K N	3,61,440	
Total			15,06,000	

Sub-division of shares from Rs 10 per share to Rs 5 share

Date of Split	Nature of Transaction	Name of Allottees	No. of Equity Shares	Issue Price
11.02.2025	Sub division of shares from Rs 10 per share to Rs 5 per share	H N Devakumar	9,63,816	NIL
		B H Devasinghnaik	9,63,816	
		Dharanendra H Gouda	1,60,636	
		Ramalingam Venkataramana	9,63,816	
		Anil K N	9,63,816	
		Kavita S Davanageri	50	
		Shivakumar S Hiremath	50	
Total			40,16,000	

- **Secondary Transaction**

Sr. No	Date of transfer	Name of Transferor	Name of Transferee	Number of Shares	Transfer value per share (INR)	Total Consideration (INR)
1	08.02.2025	H N Devakumar	Shivakumar S Hiremath	24	16	384
2	08.02.2025	B H Devasinghnaik	Shivakumar S Hiremath	24	16	384
3	08.02.2025	Dharanendra H Gouda	Shivakumar S Hiremath	2	16	32
4	08.02.2025	Dharanendra H Gouda	Kavita S Davanageri	2	16	32
5	08.02.2025	Ramalingam Venkataramana	Kavita S Davanageri	24	16	384
6	08.02.2025	Anil K N	Kavita S Davanageri	24	16	384
Total				100	16	1,600
WEIGHTED AVERAGE COST OF ACQUISITION						16

Cumulative weighted average price of shares is as follows:

Sr. No.	Name of the shareholders	Total No. of Equity Shares	Weighted Average Price* (in ₹ per equity share)
1.	H N Devakumar	19,27,632	3.12
2.	B H Devasinghnaik	19,27,632	3.12
3.	Dharanendra H Gouda	3,21,272	3.12
4.	Ramalingam Venkataramana	19,27,632	3.12
5.	Anil K N	19,27,632	3.11
6.	Kavita S Davanageri	100	8.00
7.	Shivakumar S Hiremath	100	8.00

**Weighted average price per share is calculated, post adjusting corporate actions like split and bonus done by the company.*

Weighted average cost of acquisition & Issue price:

Types of transactions	Weighted average cost of acquisition per Equity Shares (₹)	Issue price ₹ [●] *
Weighted average cost of acquisition for last 18 months for primary/ new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/ employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	N.A.	N.A.
Weighted average cost of acquisition for last 18 months for secondary sale/ acquisition of shares equity/ convertible securities), where promoter/ promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our 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.	N.A.	N.A.
Except as disclosed, since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, which are equal to or more than 5% of the fully diluted paid-up share capital of our Company, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoter/ promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.	16	[●] times *

**The details shall be provided post the by our Company at the stage of Prospectus or the filing of price advertisement.*

Justification for Issue Price

- The following provides an explanation to the Issue Price/ Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoter, the members of our Promoter Group

by way of primary and secondary transactions in the last eighteen months preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs and financial ratios for the Fiscals 2025, 2024 and 2023.

[●]*

**To be included on finalisation of Price Band*

- b. The following provides an explanation to the Issue Price/ Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoter, the members of our Promoter Group by way of primary and secondary transactions in the last eighteen months preceding the date of this Draft Red Herring Prospectus in view of external factors, if any, which may have influenced the pricing of the Issue.

[●]*

**To be included on finalisation of Price Band*

The Issue price is [●] times of the face value of the Equity Shares

The Issue Price of ₹ [●] will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with ***“Risk Factors”, “Business Overview”, “Summary of Financial Information”*** and ***“Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** beginning on pages 28, 117, 49 and 264, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the ***“Risk Factors”*** on page 28 and you may lose all or part of your investments.

(The remainder of this page has been intentionally left blank)

STATEMENT OF SPECIAL TAX BENEFIT

To,
The Board of Directors,
Unisem Agritech Limited

RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot,
Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115

Dear Sir,

Subject - Statement of Special Tax Benefits (“the statement”) available to Unisem Agritech Limited (“the Company”), its shareholder prepared in accordance with the requirement in point no. 9 (I) of part a of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

1. We hereby confirm that the enclosed **Annexures**, prepared by Unisem Agritech Limited ('the Company'), which provides the Special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the “Taxation Laws”), the rules, regulations, circulars and notifications issued thereon, as applicable to assessment year 2025-26 and relevant to the financial year 2024-25, available to the Company and its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Therefore, the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. This statement of possible special tax benefits is required as per Schedule VI (Part A) (9) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”). While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and its Associate Company and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and its Associate Company and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.
3. The benefits discussed in the enclosed **Annexures** are exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
5. We do not express any opinion or provide any assurance as to whether:
 - i. the Company or its shareholders will continue to obtain these benefits in future;
 - ii. the conditions prescribed for availing the benefits have been met with; and
 - iii. the revenue authorities’ courts will concur with the views expressed herein.
6. The Content of the enclosed **Annexures** are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.

7. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
8. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
9. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Prospectus/ Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus in connection with the proposed offer of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

For S K S V M & CO
Chartered Accountants
Firm Registration No: 002045

Sd/-

CA Shivakumara G V
Membership No: 232286
Place: Bengaluru
Date: 16.09.2025
UDIN: 25232286BMJOYX1912

ANNEXURE I TO THE STATEMENT OF TAX BENEFITS

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Taxation Laws.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Taxation Laws in respect of their investment in the company.

C. SPECIAL TAX BENEFITS TO THE SUBSIDIARY COMPANY

Not Applicable since the company does not have any subsidiary.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole/ first name holder where the shares are held by joint holders.
2. This certificate may be relied on by the company, the Lead manager/ Book Running Lead Manager and the Legal Counsel to the offer. We hereby consent to the extracts of this certificate being used in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus of the company in connection with the offer and/or in any other documents in connection with the offer and/or for submission to the Securities Exchange Board of India, relevant Stock Exchanges and any other authority as may be required. We further consent to the extracts of this certificate being used for the records to be maintained by the Lead Manager/ Book Running Lead Manager in connection with the offer and in accordance with applicable laws.
3. We undertake to inform you promptly, in writing of any changes, to the above information until the equity shares commence trading on the relevant stock exchanges, pursuant to the offer. In the absence of any such communication from us, the above information should be considered as updated information until the equity shares commence trading on the stock exchanges, pursuant to the Issue.

(The remainder of this page has been intentionally left blank)

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

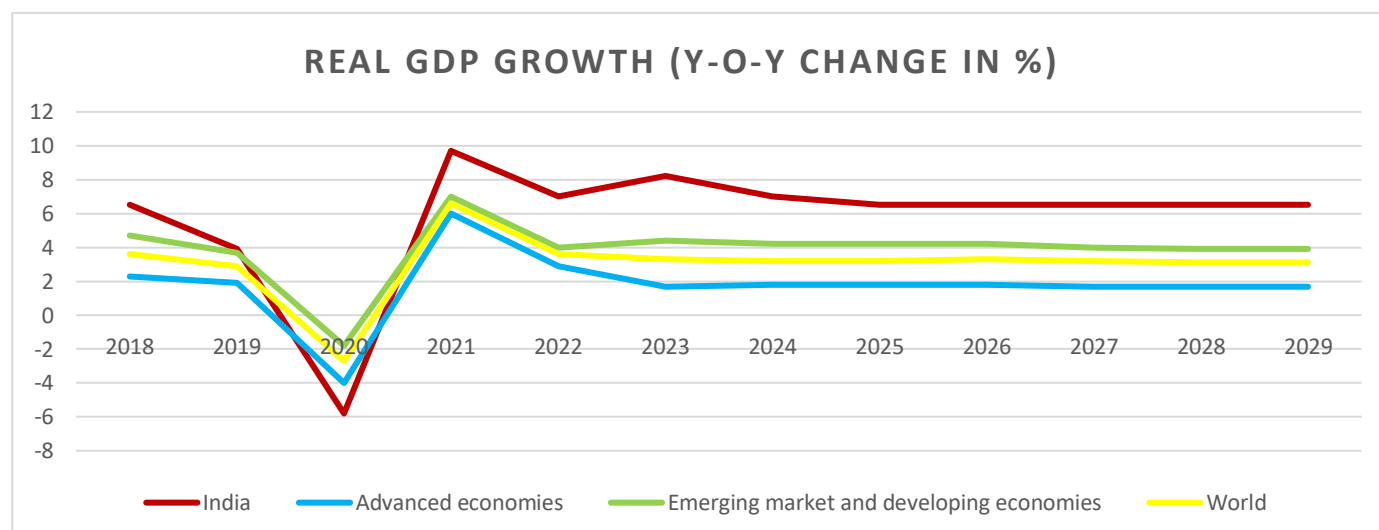
GLOBAL ECONOMIC OUTLOOK:

Global Economy Growth: Global growth is stabilizing as inflation nears target levels, and monetary easing supports activity across advanced and emerging market and developing economies (EMDEs). This is expected to result in a moderate global expansion of 2.7 percent per year over 2025-26, driven by firming trade and investment. However, this growth remains insufficient to offset the economic damage caused by successive negative shocks in recent years, with the most vulnerable countries experiencing particularly severe consequences.

From a long-term perspective, income convergence between EMDEs and advanced economies has weakened over the first quarter of the twenty-first century. Key downside risks to the outlook include heightened policy uncertainty, adverse trade policy shifts, escalating geopolitical tensions, persistent inflation, extreme weather events linked to climate change, and slowing growth in major economies. On the other hand, faster disinflation and stronger demand in key economies could drive higher-than-expected global activity.

The subdued growth outlook and multiple challenges highlight the urgency of decisive policy action. Globally, efforts must focus on safeguarding trade, addressing debt vulnerabilities, and combating climate change. National policymakers should prioritize price stability, enhance tax revenues, and optimize expenditures to ensure fiscal sustainability and finance critical investments. Additionally, interventions to mitigate conflicts, strengthen human capital, expand labor force inclusion, and tackle food insecurity will be essential to fostering long-term growth and achieving development goals.

- Source: Global Economic prospectus January 2025 World Bank Report



Particulars	Real GDP growth (Y-o-Y change in %)											
	CY 18	CY1 9	CY2 0	CY2 1	CY2 2	CY2 3	CY 24	CY25(P)	CY26 (P)	CY27 (P)	CY28 (P)	CY29 (P)
India	6.5	3.9	-5.8	9.7	7	8.2	7	6.5	6.5	6.5	6.5	6.5
Advanced economies	2.3	1.9	-4	6	2.9	1.7	1.8	1.8	1.8	1.7	1.7	1.7
Emerging market and developing economies	4.7	3.7	-1.8	7	4	4.4	4.2	4.2	4.2	4	3.9	3.9
World	3.6	2.9	-2.7	6.6	3.6	3.3	3.2	3.2	3.3	3.2	3.1	3.1

- https://www.imf.org/external/datamapper/NGDP_RPCH@WEO/OEMDC/ADVEC/WEOWORLD/IND?year=2029

Growth in developed Economies: Advanced economies grew by an estimated 1.7 percent in 2024, driven by steady U.S. growth and a modest recovery in the euro area, though Japan experienced a sharp slowdown. Assuming no major policy shifts, growth is projected to average 1.7 percent over 2025-26, with modest recoveries in the euro area and Japan offsetting a slowdown in the United States. While overall growth aligns with previous forecasts, nearly 60 percent of advanced economies are expected to see weaker activity over 2025-26 than previously anticipated.

- Source: Global Economic prospectus January 2025 World Bank Report

Growth in South Asian Region: Growth in South Asia's growth is estimated to have slowed to 6 percent in 2024 from 6.6 percent in 2023, primarily due to India's stabilization from a high base. Excluding India, regional growth picked up to 3.9 percent in 2024 from 3 percent in 2023, largely driven by economic recoveries in Pakistan and Sri Lanka. These recoveries were supported by improved macroeconomic policies aimed at addressing past economic difficulties.

In India, growth is projected to decelerate to 6.5 percent in FY2024/25 (April 2024 to March 2025) from 8.2 percent in FY2023/24. This slowdown is attributed to weaker investment and sluggish manufacturing growth. However, services activity has remained steady, and agricultural growth has recovered. Private consumption has been resilient, driven by improved rural incomes and a recovery in agricultural output, though higher inflation and slower credit growth have weighed on urban consumption.

In Bangladesh, political turmoil in mid-2024 negatively impacted economic activity and investor confidence. Growth in FY2023/24 (July 2023 to June 2024) is estimated at 5 percent, marking a 0.6 percentage point downward revision from earlier projections. Supply constraints, including energy shortages and import restrictions, weakened industrial activity and fueled price pressures. High inflation reduced household purchasing power, slowing services sector growth.

Pakistan and Sri Lanka have returned to positive growth after previous contractions. Pakistan's growth is estimated at 2.5 percent in FY2023/24 (July 2023 to June 2024), supported by improved agricultural output due to favorable weather conditions and an industrial rebound following the easing of import controls and reduced political uncertainty after the February election. Sri Lanka's GDP is estimated to have expanded by 4.4 percent in 2024, ending two years of economic contraction. Currency stabilization and lower inflation contributed to faster macroeconomic recovery, boosting industrial and services sector growth beyond earlier expectations.

- Source: Global Economic prospectus January 2025 World Bank Report

INDIAN ECONOMY OUTLOOK:

Gross Domestic Product (GDP): The real GDP growth rate for FY25 is projected at 6.4% compared to the estimated growth rate of 8.2% in FY24. These figures highlight the Indian economy's resilience, driven by strong domestic demand, despite rising global uncertainties that are affecting global economies.

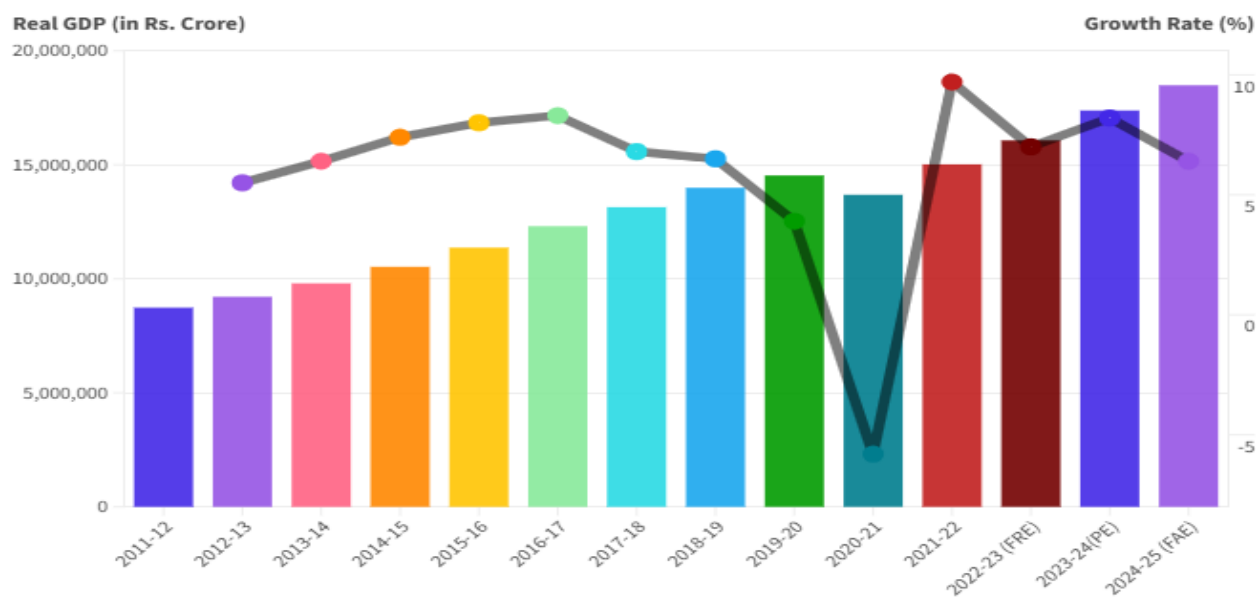
The nation has shifted to a modern economy, demonstrating increased global integration, and exporting a fifth of its output, a significant rise from one-sixteenth at independence. The demographic transition, marked by a lower infant mortality rate and a consistent growth in literacy rates, further enhances India's advantageous position. With improved income distribution, heightened employment rates, and globally competitive social amenity provisions, there is potential for India's per capita GDP to expand in the next 25 years, mirroring the growth seen in the preceding 75 years.

In the FY25 (Union Budget Estimate), there has been a 11.1% increase in the allocation for capital expenditure, rising from Rs. 10 lakh crore (US\$ 120.6 billion) in the previous year (2023-24) to Rs. 11.11 lakh crore (US\$ 134 billion). The strong growth of the Indian economy in the first half of FY24 has surpassed that of major economies, contributing to the reinforcement of macroeconomic stability.

India's economy outpaced other economies during the first half of FY24, propelled by robust demand and increased investment. As of October 2024, the annual retail price inflation in India rose to 6.21%, an increase from the previous month 5.49%, beyond the tolerance band set by the Reserve Bank of India (RBI). The real investment rate during Q2 of FY23, prevailing at a high level of 34.6%, demonstrates the Government's continued commitment towards asset creation.

Source: <https://www.ibef.org/economy/monthly-economic-report> (December, 2024)

Annual GDP Estimates (in Rs. Crore) and Growth Rates (%) at Constant Prices (Base 2011-12)



Source: MoSPI, India (Press Note on First Advance Estimates of GDP for 2024-25), [Click to get data/ vizualization](#) • Prepared by Data Informatics & Innovation Division (DIID)@GoIStats
 Note: Growth Rates Calculated with respect to Previous Year; FRE: First Revise Estimate; PE: Provisional Estimates; FAE: First Advance Estimates

- Source: <https://mospi.gov.in/dataviz>

GOVERNMENT INITIATIVES:

Over the years, the Indian government has introduced numerous initiatives to strengthen the nation's economy. These initiatives have been designed not only to improve the financial stability of its citizens but also to drive overall economic growth. India's rapid economic expansion has substantially increased its demand for exports. Several flagship programs, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, aim to create immense opportunities within the country. Some of the recent initiatives taken by the government to improve the economic condition of the country are detailed 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 that the total expenditure for the Interim Budget 2024-25 was estimated at Rs. 47,65,768 crores (US\$ 571.64 billion), with capital expenditure accounting for Rs. 11,11,111 crores (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Narendra Modi launched the 'Pradhan Mantri Suryodaya Yojana', which aims to provide rooftop solar installations to 1 crore households.
- On September 17, 2023, Prime Minister Narendra Modi introduced the Central Sector Scheme PM-VISHWAKARMA in New Delhi. This scheme is designed to provide recognition and comprehensive support to traditional artisans and craftsmen, enhancing the quality, scale, and reach of their products and integrating them with MSME value chains.
- The Amrit Bharat Station Scheme, launched on August 6, 2023, aims to transform and revitalize 1309 railway stations across the nation, with a long-term vision for continuous development.

- f) On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- g) The Foreign Trade Policy 2023, unveiled on April 1, 2023, aims to create an enabling ecosystem supporting the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- h) The Production Linked Incentive (PLI) Scheme for Pharmaceuticals was introduced to enhance India's manufacturing capabilities by increasing investment and production in the sector.
- i) The Prime Minister's Development Initiative for the North-East Region (PM-DevINE), announced in the Union Budget 2022-23, has a financial outlay of Rs. 1,500 crores (US\$ 182.35 million).
- j) On January 1, 2023, Prime Minister Narendra Modi inaugurated the Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY), a new food security scheme providing free food grains to Antodaya Ann Yojna (AAY) and Primary Household (PHH) beneficiaries
- k) The Amrit Bharat Station scheme for Indian Railways, formulated on December 29, 2022, envisages the continuous development of railway stations with a long-term vision.

• Source: <https://www.ibef.org/economy/indian-economy-overview> (October, 2024)

RECENT DEVELOPMENTS:

India's economy, primarily driven by domestic demand, relies heavily on consumption and investments, which contribute to 70% of economic activity. As the economy recovers from the Covid-19 pandemic, significant investments and developments have been made across various sectors. The World Bank emphasizes that India must continue to prioritize reducing inequality while implementing growth-oriented policies to boost the economy. Recent developments include:

- I. Private consumption stood at 62.0% of the GDP in September 2024, compared to 60.4% in the previous quarter. The growth in the private consumption remained muted mainly due to the factors like subdued monsoon and persistent food inflation.
- II. The agricultural sector maintains robust growth, showing positive advancements in Rabi sowing, where the cultivated area has expanded from 709.09 lakh hectares in 2022-23 to 709.29 lakh hectares in 2023-24 (as on February 1, 2024). To enhance production and bolster farmers' income, elevated Minimum Support Prices (MSPs) have been declared for the upcoming Rabi Marketing Season (RMS 2023-24), ranging from 2.0 to 9.1%. The area sown under the Kharif crops also expanded by 8.9% compared to the same period last year, as of May 10, 2024. Crops like rice, shree anna, coarse cereals, pulses and oilseeds contributed to this increase, which might lead to rise in the production.
- III. The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.
- IV. The HSBC Flash India PMI report indicated that business activity surged in April 2024 to its highest level in about 14 years, with the composite index reaching 62.2. This reflects continuous expansion since August 2021, along with positive job growth and decreased input inflation, reaffirming India's status as the fastest-growing major economy.
- V. As of October 11, 2024, India's foreign exchange reserves stood at US\$ 690.43 billion.
- VI. In 1H 2024, India saw a total of US\$ 31.5 billion in PE-VC investments.
- VII. 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.
- VIII. 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).

- IX. Between April 2000–June 2024, cumulative FDI equity inflows to India stood at US\$ 1,013.45 billion.
- X. 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.
- XI. 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.
- XII. Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15th July) 2024.
- Source: <https://www.ibef.org/economy/indian-economy-overview> (October, 2024)
 - <https://www.ibef.org/economy/monthly-economic-report> (December, 2024)

INDIAN MARKET SIZE:

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 billion). 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> (October, 2024)

ROAD AHEAD:

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2024-25, capital expenditure took lead by steeply increasing the capital expenditure outlay by 17.1 % to Rs.11 lakh crore (US\$ 133.51 billion) over Rs. 9.48 lakh crore (US\$ 113.91 billion) in 2023-24. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

- Source: <https://www.ibef.org/economy/indian-economy-overview> (October, 2024)

AGRICULTURE AND ALLIED INDUSTRIES OUTLOOK:

Unisem Agritech Limited is a seed production and marketing company offering a diverse range of vegetable seeds to different farmers. The business operations of the company align closely with the overarching objectives of the agricultural industry. As Unisem engages in similar business activities, it naturally falls under the agriculture industry

India ranks as the world's second-largest producer of food grains, fruits, and vegetables, and is also the second-largest exporter of sugar. With the second-largest agricultural land globally, the agriculture sector in India provides employment to nearly half of the country's population. Farmers play a crucial role in this sector, ensuring sustenance for the nation. Agriculture serves as the primary source of livelihood for approximately 55% of India's population, making India a significant player in the global agricultural landscape.

Consumer spending in India will return to growth in 2021 post the pandemic-led contraction, expanding by as much as 6.6%. The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food processing industry accounts for 32% of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth.

Foodgrain production in India touched 330.5 million metric tonnes (MT) in 2022-23 (3rd Advance Estimate). India is the world's 2nd largest producer of food grains, fruits and vegetables and the 2nd largest exporter of sugar. A total of 521.27 LMT rice has been anticipated for procurement for the upcoming KMS 2023-24, up from 496 LMT produced during the previous KMS 2022-23.

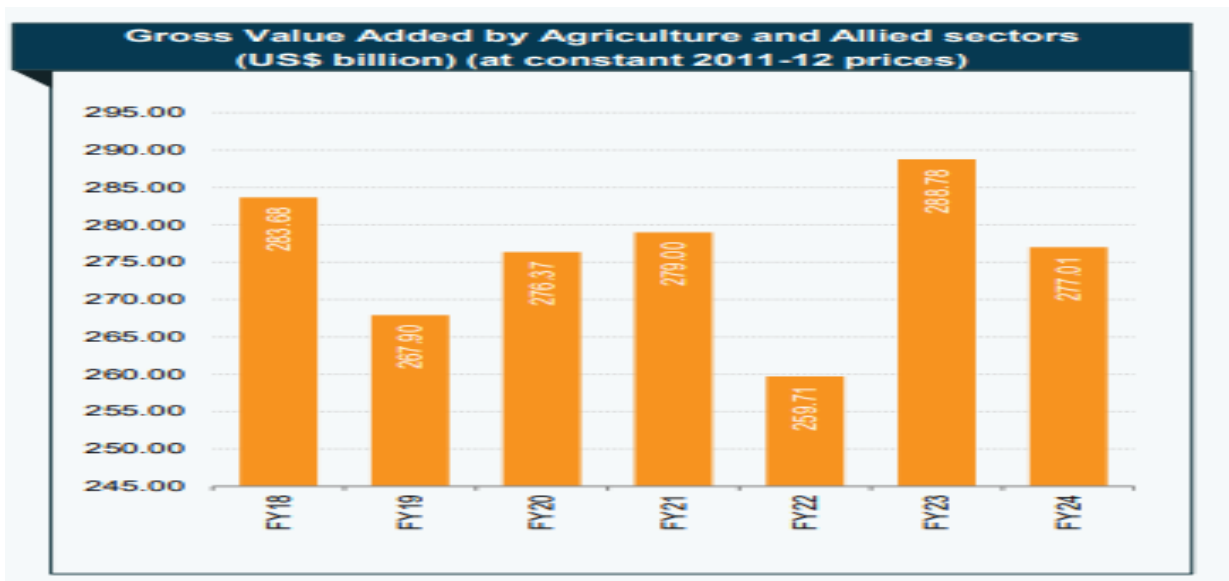
- Source: <https://www.ibef.org/industry/agriculture-india>
- IBEF Agriculture and Allied Industries Industry Report (Aug, 2024)

INDIAN MARKET OUTLOOK:

India's seed industry plays a pivotal role in ensuring national food security and agricultural sustainability. High-quality seeds are essential for maximizing crop yields and farmer livelihoods. However, seed viability can be significantly impacted during storage and transportation. Traditional methods, while effective, have limitations.

Seeds are the foundation of agriculture. Their quality directly influences germination rates, plant vigor, and ultimate crop yield. Deterioration during storage and transportation can significantly compromise these factors. Seed moisture content, temperature, and exposure to pests and diseases are critical factors impacting viability. Implementing advanced storage and transportation solutions is crucial to ensure seeds reach farmers in optimal condition.

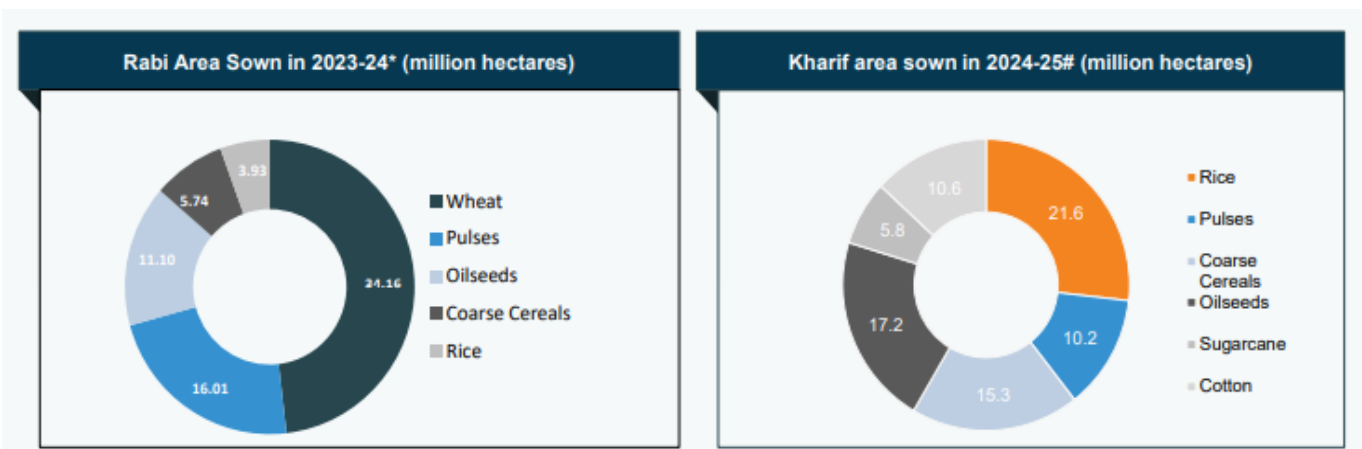
- Source: Seed Times (May- August, 2024) by the National Seed Association of India Magazine



As per the Second Advance Estimates of National Income, the share of GVA of agriculture and allied sectors in the total economy in 2022-23 was 18.3%, with a growth rate of 3.3%. The improved performance is also demonstrated by a significant increase in

agricultural exports, reaching Rs. 4.2 lakh crore (US\$ 50.47 billion) in FY23, surpassing the previous year's record. Between April 2000-March 2024, FDI in agriculture services stood at US\$ 3.08 billion.

In January 2024, The Ministry of Food Processing Industries has approved the following under the corresponding component schemes of PMKSY: 41 Mega Food Parks, 399 Cold Chain projects, 76 Agro processing Clusters, 588 Food Processing Units,



There are 2 major agricultural seasons in India: Kharif and Rabi. Kharif season lasts from April to September (summer) - rice (paddy) is the season's main crop and rabi season lasts from October to March (winter) - wheat is the season's main crop. Monitoring of rabi crop sowing revealed that as of December 9, 2022, the area sown under rabi crops has increased from 457.80 to 526.27 lakh hectares. Out of 68.47 lakh hectares increase in all rabi crops, the increase in wheat area is 51.85 lakh hectares from 203.91 to 255.76 lakh hectares. Rabi crop area has from 709.09 lakh hectares in 2022-23 to 709.29 lakh hectares in 2022-23. As per the Second Advance Estimates for 2023-24, rice is estimated at 1,114.58 lakh tonnes during the kharif season.

- Source: IBEF Agriculture and Allied Industries Report

INDIAN MARKET SIZE:

According to Inc42, the Indian agricultural sector is predicted to increase to US\$ 24 billion by 2025. Indian food and grocery market is the world's sixth largest, with retail contributing 70% of the sales. As per the First Advance Estimates for 2023-24 (Kharif only), total foodgrain production in the country is estimated at 148.5 million tonnes. Rabi crop area has from 709.09 lakh hectares in 2022-23 to 709.29 lakh hectares in 2022-23.

In 2022-23 (as per the second advance estimate), India's horticulture output is expected to have hit a record 351.92 million tonnes (MT), an increase of about 4.74 million tonnes (1.37%) as compared to the year 2021-22. The Agriculture and Allied industry sector witnessed some major developments, investments, and support from the Government in the recent past. Between April 2000-March 2024, FDI in agriculture services stood at US\$ 3.08 billion.

According to the Department for Promotion of Industry and Internal Trade (DPIIT), the Indian food processing industry has cumulatively attracted a Foreign Direct Investment (FDI) equity inflow of about US\$ 12.58 billion between April 2000-March 2024. This accounts for 1.85% of total FDI inflows received across industries.

During 2024-25 (April-May), processed vegetables accounted for US\$ 122.91 million, miscellaneous processed items accounted for US\$ 302.07 million and processed fruits & juices accounted for US\$ 143.51 million.

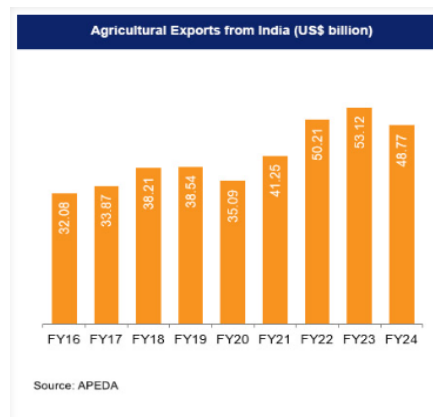
Rapid population expansion in India is the main factor driving the industry. The rising income levels in rural and urban areas, which have contributed to an increase in the demand for agricultural products across the nation, provide additional support for this. In accordance with this, the market is being stimulated by the growing adoption of cutting-edge techniques including blockchain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of various e-farming applications.

In terms of exports, the sector has seen good growth in the past year. India's agricultural and processed food products exports stood at US\$ 4.34 billion in 2024-25 (April-May). The exports for principal commodities in 2024-25 (April-May) were the following:

- Marine Product: US\$ 1.07 billion

- Basmati and non-Basmati Rice: US\$ 1.96 billion
- Spices: US\$ 769.22 million
- Buffalo Meat: US\$ 551.78 million
- Sugar: US\$ 454.89 million
- Miscellaneous processed items: US\$ 302.07 million
- Oil Meal: US\$ 246.19 million

Source: <https://www.ibef.org/industry/agriculture-india>



INVESTMENT:

Some major investments and developments in agriculture are as follows:

- In December 2023, NBCC signed an MoU with the National Cooperative Development Cooperation (NCDC) and NABARD for the construction of (1,469-grain storage units) the world's largest grain storage plan in the cooperative sector.
- India to host the 27th WAIPA World Investment Conference in New Delhi from December 11-14, 2023.
- In December 2023, Tata-owned Rallis India launched NAYAZINC fertilizer.
- In December 2023, NITI Aayog and IFPRI signed a Statement of Intent to strengthen policy frameworks for agricultural transformation and rural development.
- In November 2023, India signed deals to export 5,00,000 tons of new season basmati rice in Europe and the Middle East.
- In October 2023, the President of India launched the Fourth Krishi Road map of Bihar.
- In October 2023, Coal India, partnered to invest Rs. 3,095 crore (US\$ 371.69 million) in fertiliser JV to boost output.
- Government has set up a special fund called the Food Processing Fund (FPF) of approximately US\$ 265 million in the National Bank for Agriculture and Rural Development (NABARD) for extending affordable credit to designated food parks and food processing enterprises in the designated food parks.
- In June 2023, Mother Dairy invested Rs. 400 crore (US\$ 48.33 million) to set up a unit in Nagpur.
- In 2022, the Government of India is planning to launch Kisan Drones for crop assessment, digitization of land records, and spraying of insecticides and nutrients.
- In October 2022, Prime Minister Mr. Narendra Modi inaugurated PM Kisan Samman Sammelan 2022 and released PM-KISAN Funds worth Rs. 16,000 crore (US\$ 1.93 billion)
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated 4 new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- Consumer spending in India will return to growth in 2022 post the pandemic-led contraction, expanding by as much as 7%.
- The organic food segment in India is expected to grow at a CAGR of 10% during 2015--25 and is estimated to reach Rs. 75,000 crore (US\$ 9.1 billion) by 2025 from Rs. 2,700 crore (US\$ 386.32 million) in 2015.
- The processed food market in India is expected to grow to Rs. 3,451,352.5 crore (US\$ 470 billion) by 2025, from Rs. 1,931,288.7 crore (US\$ 263 billion) in FY20 on the back of government initiatives such as planned infrastructure worth

US\$ 1 trillion and Pradhan Mantri Kisan Sampada Yojna. The food processing industry employs about 1.77 million people. The sector allows 100% FDI under the automatic route.

- From 2017 to 2020, India received ~US\$ 1 billion in Agritech funding. With significant interest from investors, India ranks third in terms of Agritech funding and the number of Agritech start-ups. By 2025, Indian Agritech companies are likely to witness investments worth US\$ 30-35 billion.
- Nestle India will invest Rs. 700 crore (US\$ 85.16 million) in the construction of its ninth factory in Gujarat.
- The performance of the agriculture and allied sector has been buoyant over the past several years, much of which is on account of the measures taken by the government to augment crop and livestock productivity, ensure certainty of returns to the farmers through price support, promote crop diversification, improve market infrastructure through the impetus provided for the setting up of farmer-producer organizations and promotion of investment in infrastructure facilities through the Agriculture Infrastructure Fund.
- As per the economic survey 2022-23, Rs. 13,681 crore (US\$ 1.6 billion) were sanctioned for Post-Harvest Support and Community Farms under the Agriculture Infrastructure Fund.
- Private investment in agriculture increases to 9.3% in 2020-21.
- Institutional Credit to the Agricultural Sector continued to grow to Rs. 18.6 lakh crore (US\$ 226 billion) in 2021-22.

Source: <https://www.ibef.org/industry/agriculture-india>

GOVERNMENT INITIATIVES:

Some of the recent major Government initiatives in the sector are as follows:

- In the Union Budget 2024-25, a provision of Rs. 1.52 lakh crore (US\$ 18.26 billion) has been made for agriculture and allied sector.
- In January 2024, The Ministry of Food Processing Industries has approved the following under the corresponding component schemes of PMKSY: 41 Mega Food Parks, 399 Cold Chain projects, 76 Agro-processing Clusters, 588 Food Processing Units, 61 Creation of Backward & Forward Linkages Projects, and 52 Operation Green projects.
- In the Union Budget 2023-24:
 - Rs. 1.24 lakh crore (US\$ 15.9 billion) has been allocated to the Department of Agriculture, Cooperation and Farmers' Welfare.
 - Rs. 8,514 crore (US\$ 1.1 billion) has been allocated to the Department of Agricultural Research and Education.
- Through several Digital Initiatives, such as the National e-Governance Plan in Agriculture (NeGP-A), the construction of Digital Public Infrastructure (DPI), digital registries, etc., the government has taken a number of steps to ensure access to IT across the nation.
- The Soil Health Card site has been updated and connected with a Geographic Information System (GIS) system, allowing all test results to be captured and shown on a map. Samples are now being gathered using a mobile application as of April 2023 under the new system.
- The Agricultural Technology Management Agency (ATMA) Scheme has been implemented in 704 districts across 28 states and 5 UTs to educate farmers. Grants-in-aid are released to the State Government under the scheme with the goal of supporting State Governments' efforts to make available the latest agricultural technologies and good agricultural practices in various thematic areas of agriculture and allied sector.
- Since its inception, i.e. from 01.04.2001 to 31.12.2022, a total of 42,164 storage infrastructure projects (Godowns) with a capacity of 740.43 Lakh MT have been assisted in the country under the Agricultural Marketing Infrastructure (AMI) sub-scheme of the Integrated Scheme for Agricultural Marketing (ISAM).
- The Centre has granted permission to 5 private companies to conduct cluster farming of specified horticulture crops on approximately 50,000 hectares on a trial basis, with a total investment of Rs. 750 crore (US\$ 91.75 million). The 5

companies chosen through a bidding process for the pilot cluster farming program are Prasad Seeds, FIL Industries, Sahyadri Farms, Meghalaya Basin Management Agency.

- 27,003 Loans have been sanctioned in the country under credit linked subsidy component of the PM Formalisation of Micro Food Processing Enterprises Scheme (PMFME).
- In July 2022, the PM Formalisation of Micro food processing Enterprises (PMFME) scheme was launched for providing financial, technical, and business support for setting up/ upgradation of micro food processing enterprises in the country with an outlay of Rs. 10,000 crore (US\$ 1.27 billion).
- The Indian government is planning to launch Kisan Drones for crop assessment, digitization of land records, and spraying of insecticides and nutrients.
- NABARD will assist in the creation of a blended capital fund with a focus on the agricultural start-up ecosystem which will be used to fund agriculture and rural enterprise startups that are related to the farm product value chain.
- A network of 729 Krishi Vigyan Kendras has been established at the district level across the country to ensure that newer technologies such as improved variety seeds of crops, new breeds/ strains of livestock and fish, and improved production and protection technologies reach farmers.
- In October 2021, the Union Minister of Home Affairs and Cooperation launched the 'Dairy Sahakar' scheme in Anand, Gujarat.
- Ministry of Civil Aviation launched the Krishi UDAN 2.0 scheme in October 2021. The scheme proposes assistance and incentive for the movement of agri-produce by air transport. The Krishi UDAN 2.0 will be implemented at 53 airports across the country, largely focusing on Northeast and tribal regions, and is expected to benefit farmers, freight forwarders, and airlines.
- In October 2021, the Agricultural and Processed Food Products Export Development Authority (APEDA) signed a Memorandum of Understanding (MoU) with ICAR-Central Citrus Research Institute (ICAR-CCRI), Nagpur, for boosting exports of citrus and its value-added products.
- In October 2021, the Union Ministry of Agriculture and Farmers Welfare announced that 820,600 seed mini-kits will be distributed free of cost in 343 identified districts across 15 major producing states under a special programme. This programme is likely to boost production and productivity by speeding up the seed replacement rate and subsequently, help in increasing farmers' income.
- In September 2021, Prime Minister Mr. Narendra Modi launched 35 crop varieties with special traits such as climate resilience and higher nutrient content.
- Prime Minister of India launched the Pradhan Mantri Kisan Samman Nidhi Yojana (PM-Kisan) and transferred Rs. 2,021 crore (US\$ 284.48 million) to bank accounts of more than 10 million beneficiaries on February 24, 2019. As per the Union Budget 2021-22, Rs. 65,000 crore (US\$ 8.9 billion) was allocated to Pradhan Mantri Kisan Samman Nidhi (PM-Kisan).
- The Indian government has initiated Digital Agriculture Mission for 2021-25 for agriculture projects based on new technologies such as artificial intelligence, blockchain, remote sensing and GIS technology, drones, robots, and others.
- In September 2021, the Union Ministry of Agriculture and Farmers' Welfare signed 5 MoUs with CISCO, Ninjacart, Jio Platforms Limited, ITC Limited, and NCDEX e-Markets Limited. This MoU will have 5 pilot projects, which will help farmers make decisions on the kind of crops to grow, the variety of seeds to use, and best practices to adopt to maximise yield.
- With a budget of US\$ 1.46 billion, the 'Production-Linked Incentive Scheme for Food Processing Industry (PLISFPI)' has been approved to develop global food manufacturing champions commensurate with India's natural resource endowment and to support Indian food brands in international markets.
- Under Pradhan Mantri Formalisation of Micro Food Processing Enterprises (PM FME), an outlay of Rs. 10,000 crore (US\$ 1.27 billion) over a period of 5 years from FY21 to FY25 has been sanctioned.

- In April 2021, the Government of India approved a PLI scheme for the food processing sector with an incentive outlay of Rs. 10,900 crore (US\$ 1.48 billion) over a period of 6 years starting from FY22.
- The Agriculture Export Policy, 2018 was approved by the Government of India in December 2018. The new policy aimed to increase India's agricultural export to US\$ 60 billion by 2022 and US\$ 100 billion in the next few years with a stable trade policy regime.
- The Government of India is going to provide Rs. 2,000 crore (US\$ 306.29 million) for the computerisation of the Primary Agricultural Credit Society (PACS) to ensure cooperatives are benefitted through digital technology.
- The Government of India launched the Pradhan Mantri Krishi Sinchai Yojana (PMKSY) with an investment of Rs. 50,000 crore (US\$ 7.7 billion) aimed at the development of irrigation sources for providing a permanent solution to drought.
- Government plans to triple the capacity of the food processing sector in India from the current 10% of agricultural produce and has also committed Rs. 6,000 crore (US\$ 729 million) as investments for mega food parks in the country, as a part of the Scheme for Agro-Marine Processing and Development of Agro-Processing Clusters (SAMPADA).
- The Government of India has allowed 100% FDI in the marketing of food products and in food product E-commerce under the automatic route.
- To enhance the income of farmers, the government has taken initiatives across several focus areas. Income support is provided to farmers through PM KISAN Scheme, crop insurance is assured through the Pradhan Mantri Fasal Bima Yojana, and irrigation facilities are ensured under Pradhan Mantri Krishi Sinchai Yojana.
- Access to institutional credit is being provided through Kisan Credit Card and other channels.
- Under the e-NAM initiative, markets across the length and breadth of the nation are now open to farmers, to enable them to get more remunerative prices for their produce. Online, Competitive, Transparent Bidding System with 1.74 crore farmers and 2.39 lakh traders put in place under the National Agriculture Market (e-NAM) Scheme.
- The umbrella scheme Pradhan Mantri Annadata Aay Sanrakshana Abhiyan (PM-AASHA) ensures Minimum Support Price (MSP) to farmers for various Kharif and Rabi crops while also keeping a robust procurement mechanism in place.
- As per the Economic Survey 2022-23, Rs. 13,681 crore (US\$ 1.6 billion) were sanctioned for Post-Harvest Support and Community Farms under the Agriculture Infrastructure Fund.
- In order to increase the level of food- processing industry and encouraging rural entrepreneurship across the country including rural areas, the Ministry of Food Processing Industries (MoFPI) is implementing the Central Sector Umbrella Scheme Pradhan Mantri Kisan SAMPADA Yojana (PMKSY), Production Linked Incentive Scheme for Food Processing Industry (PLISFPI) and centrally sponsored PM Formalization of Micro Food Processing Enterprises (PMFME) Scheme.
- The PMFME Scheme provides financial, technical, and business support for setting up/upgradation of 2 Lakh micro food processing enterprises through credit-linked subsidy during 5 years from 2020-21 to 2024-25 with an outlay of Rs. 10,000 crore (US\$ 1.27 billion).
- Under component schemes of PMKSY, MoFPI mostly provides financial assistance in the form of grants-in-aid to entrepreneurs for the creation of modern infrastructure and setting up of food processing/preservation industries including Cold Chains with associated infrastructure like primary processing facilities, collection centres, pre-conditioning, pre-cooling, ripening, packing, etc.
- As per the Union Budget 2023-24, A new sub-scheme of PM Matsya Sampada Yojana with the targeted investment of Rs. 6,000 crore (US\$ 729 million) to be launched to further enable activities of fishermen, fish vendors, and micro & small enterprises, improve value chain efficiencies, and expand the market.
- Digital Public Infrastructure for Agriculture: agriculture will be built as an open source, open standard, and interoperable public good. this will enable inclusive, farmer-centric solutions through relevant information services for crop planning and health, improved access to farm inputs, credit, and insurance, help for crop estimation, market intelligence, and support for the growth of the agri-tech industry and start-ups.

- To enhance the productivity of extra-long staple cotton, Government will adopt a cluster-based and value chain approach through Public Private Partnerships (PPP). This will mean collaboration between farmers, the state and industry for input supplies, extension services, and market linkages.
- Computerisation of 63,000 Primary Agricultural Credit Societies (PACS) with an investment of Rs. 2,516 crore (US\$ 305.9 million) initiated.
- Rs. 20 lakh crore (US\$ 24.41 billion) agricultural credit targeted at animal husbandry, dairy and fisheries.
- To make India a global hub for 'Shree Anna', the Indian Institute of Millet Research, Hyderabad will be supported as the Centre of Excellence for sharing best practices, research, and technologies at the international level.

Source: <https://www.ibef.org/industry/agriculture-india>

ROAD AHEAD:

The agriculture sector in India is expected to generate better momentum in the next few years due to increased investment in agricultural infrastructure such as irrigation facilities, warehousing, and cold storage. Furthermore, the growing use of genetically modified crops will likely improve the yield for Indian farmers. India is expected to be self-sufficient in pulses in the coming few years due to the concerted effort of scientists to get early maturing varieties of pulses and the increase in minimum support price.

In the next 5 years, the central government will aim US\$ 9 billion in investments in the fisheries sector under PM Matsya Sampada Yojana. The government is targeting to raise fish production to 220 lakh tonnes by 2024-25. Going forward, the adoption of food safety and quality assurance mechanisms such as Total Quality Management (TQM) including ISO 9000, ISO 22000, Hazard Analysis and Critical Control Points (HACCP), Good Manufacturing Practices (GMP), and Good Hygienic Practices (GHP) by the food processing industry will offer several benefits.

Through the Ministry of Food Processing Industries (MoFPI), the Government of India is taking all necessary steps to boost investments in the food processing industry in India. Government of India has continued the umbrella PMKSY scheme with an allocation of Rs. 4,600 crore (US\$ 559.4 million) till March 2026.

- Source: <https://www.ibef.org/industry/agriculture-india>

(The remainder of this page has been intentionally left blank)

BUSINESS OVERVIEW

This section should be read in conjunction as stated in Definition and Abbreviation chapter beginning on page 2 unless otherwise stated, all the financial information of our Company used in this section has been derived from our Financial Information chapter beginning on page 206. 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. You should read the section entitled “Forward-Looking Statements” beginning on page 20 for a discussion of the risks and uncertainties related to those statements, and the section entitled “Risk Factors” beginning on page 28 for a discussion of certain risks that may affect our business, financial condition, or results of operations. We have, in this Draft Red Herring Prospectus, also included various operational and financial performance indicators, some of which may not be derived from our Restated Financial Statements and may not have been subjected to an audit or review by our Statutory Auditor. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions.

Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus. For the purpose of this chapter the term We/Us/Our Company/Unisem will refer and include Unisem Agritech Limited, unless otherwise specifically mentioned.

OVERVIEW:

The company, originally named M/s. ‘Unisem Agritech Private Limited’ which was incorporated as a private limited company under the Companies Act, 2013, vide Corporate Identification Number (CIN) U01100KA2016PTC096390 pursuant to a certificate of incorporation dated 09.09.2016, issued by the Registrar of Companies, Central Registration Centre. In 2025, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 11.02.2025, and a fresh certificate of incorporation was issued in the name of ‘Unisem Agritech Limited’ dated 01.03.2025 vide Corporate Identification Number (CIN) U01100KA2016PLC096390 by the Registrar of Companies, Central Registration Centre.

Our company is engaged in developing, processing, and selling diverse range of seeds for vegetables, flowers and field crops. By integrating conventional breeding techniques, we strive to develop hybrid vegetable, flower and field crop seeds which offers higher yields, improved product quality, and greater resistance to pests and diseases compared to naturally grown varieties. Our core operations focus on developing hybrid vegetable, flower and field crop seed varieties and processing them to ensure the consistent quality.

We continuously develop various type of hybrid breeder seeds and select only the best qualitative traits from it which undergo additional processing and eliminating more seeds and provide only the superior quality seeds, which are known as foundation seeds. The foundation seeds consist of the parental materials essential for developing a hybrid. Following this, the foundation seeds then multiplied into commercial seeds, which are then offered in the market for agricultural production. We provide multiple seed variants for vegetable, flower and field crop, specifically designed to meet the requirements of different Agro-climatic conditions, including factors such as water availability, crop duration, and soil characteristics across various geographic regions.

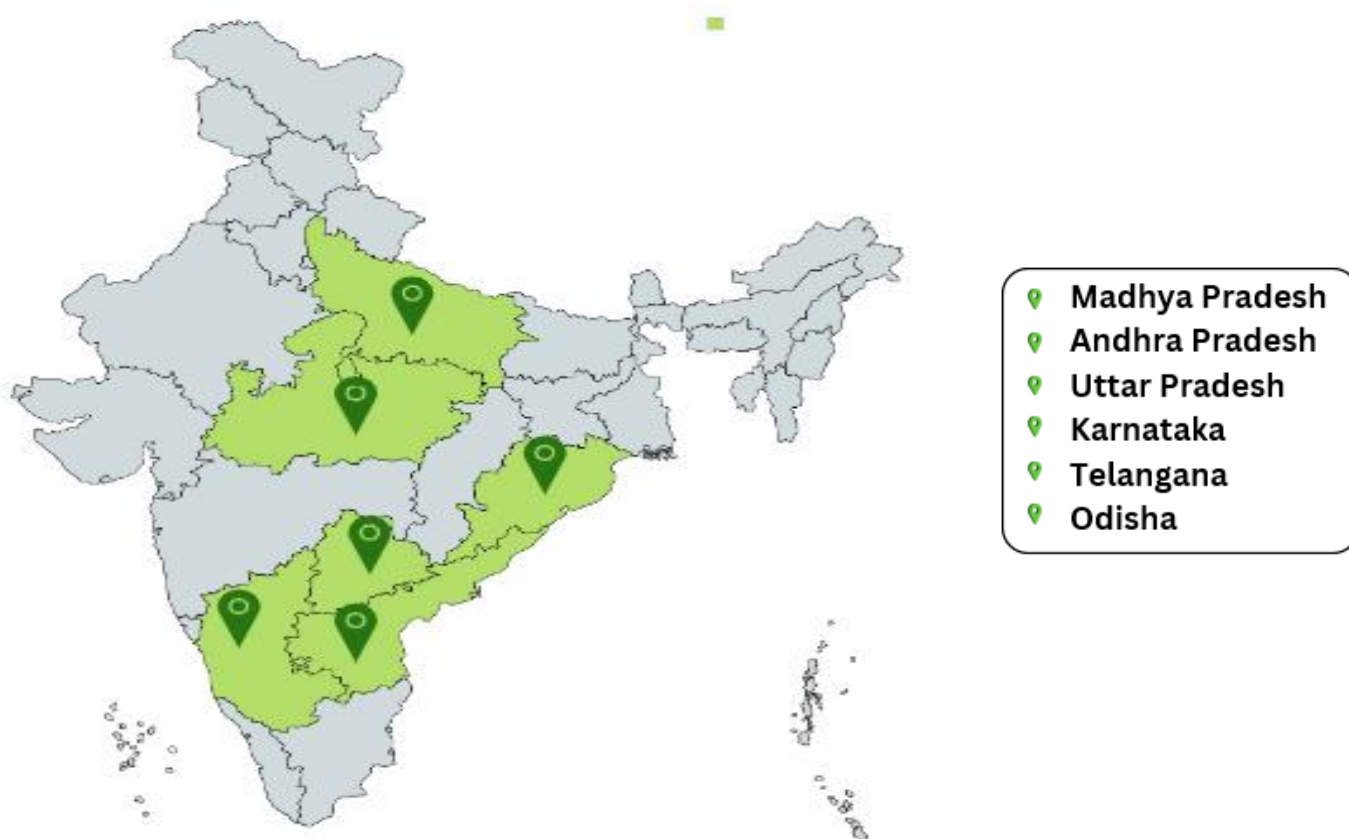
To facilitate the production of commercial seeds, our company enters into seed grower production agreements with various vendors. Throughout this large-scale production cycle, our team conducts regular field visits to monitor crop growth and ensure the recommended standard practices are followed. Once harvested, the commercial seeds undergo a rigorous quality check. Only after passing this evaluation these seeds are then processed at our processing unit located at our registered office (RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115) which is equipped with technology and spans over 873.75 square meter. Finally, the processed commercial seeds are carefully packed and distributed for sale to various dealers situated at multiple states.

With over 8 years of operational experience and a combined 20+ years of experience of our promoters, we are dedicated to delivering high-quality hybrid seeds. Our research and development team, consisting of 5 breeders and 52 other employees including workers (On roll + contractual employees), plays a crucial role in seed innovation. Research is conducted on land leased through leave-and-license agreements with various individuals. For more details, please refer to page no. 117 of the “**Business Overview**” chapter.

The end use of our process is to provide high quality hybrid seeds who provides better yield in the crop in different Agro- climatic conditions.

Our Presence:

The below marked location representt our offices, whereas we have dealer distributors base across multiple states for supply of our goods. For more details please refer title “*Immovable property*” of “*Our Business*” chapter.



1. Top 10 Dealer Wise Bifurcation:

(Amount in Rs. Lakhs)

Particular	31.03.2025	%age*	31.03.2024	%age*	31.03.2023	%age*
Dealer-1	172.76	2.50%	136.75	2.24%	-	-
Dealer-2	103.94	1.51%	82.68	1.35%	130.44	2.78%
Dealer-3	102.88	1.49%	104.41	1.71%	134.92	2.88%
Dealer-4	79.64	1.15%	72.18	1.18%	37.44	0.80%
Dealer-5	76.41	1.11%	30.24	0.50%	22.59	0.48%
Dealer-6	70.33	1.02%	22.79	0.37%	28.76	0.61%
Dealer-7	67.32	0.97%	38.42	0.63%	26.70	0.57%
Dealer-8	65.16	0.94%	67.62	1.11%	39.32	0.84%
Dealer-9	62.27	0.90%	97.24	1.59%	16.88	0.36%
Dealer-10	60.86	0.88%	51.02	0.84%	28.62	0.61%
Total	861.57	12.47%	703.35	11.52%	465.67	9.93%

* The calculation is done by dividing sales of dealer with the total revenue from operations.

2. State Wise Bifurcation:

Below is the list of states constituting more than 5% of the revenue from operations:

(Amount in Rs. Lakhs)

State	31.03.2025	%age*	31.03.2024	%age*	31.03.2023	%age*
Madhya Pradesh	1,220.00	17.67%	965.98	15.82%	1,002.07	21.36%
Bihar	809.58	11.72%	889.61	14.57%	443.22	9.45%
Telangana	797.35	11.55%	840.42	13.76%	677.76	14.45%
Karnataka	605.56	8.77%	409.06	6.70%	385.84	8.23%
Uttar Pradesh	525.6	7.61%	454.91	7.45%	467.51	9.97%
Odisha	525.75	7.61%	407.22	6.67%	303.59	6.47%
Jharkhand	465.8	6.75%	376.35	6.16%	307.32	6.55%
Andhra Pradesh	440.3	6.38%	510.31	8.36%	301.76	6.43%
Tamil Nadu	378.32	5.48%	310.82	5.09%	257.05	5.48%
Other States	1,133.27	16.41%	937.70	15.35%	544.02	11.60%
Total	6,901.53	99.95%	6,102.38	99.93%	4,690.14	99.99%

*The calculation is done by dividing state-wise sales with total revenue from operations.

3. Country Wise Bifurcation

(Amount in Rs. Lakhs)

Particular	31.03.2025	%age*	31.03.2024	%age*	31.03.2023	%age*
Domestic	6,901.53	99.95%	6,102.38	99.93%	4,690.14	99.99%
International	3.65	0.05%	4.09	0.07%	0.29	0.01%
Total	6,905.17	100.00%	6,106.47	100.00%	4,690.43	100.00%

*The calculation is done by dividing state-wise sales with total revenue from operations.

4. Segment/ Service Wise Bifurcation:

(Amount in Rs. Lakhs)

Segments/ Service	31.03.2025	%age*	31.03.2024	%age*	31.03.2023	%age*
Vegetable Seeds	5,806.00	84.08%	4,805.80	78.70%	3,854.32	82.17%
Flower Seeds	164.92	2.39%	93.58	1.53%	49.95	1.06%
Field Crop Seeds	934.25	13.53%	1207.08	19.77%	786.16	16.76%
Total	6,905.17	100.00%	6,106.47	100.00%	4,690.43	100.00%

*The calculation is done by dividing state-wise sales with total revenue from operations.

We have a track record of revenue growth and profitability. The following table sets forth certain key performance indicators for the years indicated.

Key Performance Indicators of the Company:

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	For the period ended March 31		
	2025	2024	2023
Revenue from operations ⁽¹⁾	6,907.75	6,113.88	4,691.15
Growth in Revenue from Operations (%) ⁽²⁾	12.98%	30.33%	-
EBITDA ⁽³⁾	710.02	402.66	269.09
EBITDA Margin ⁽⁴⁾	10.28%	6.59%	5.74%
PAT ⁽⁵⁾	427.41	215.32	132.15
PAT Margin ⁽⁶⁾	6.19%	3.52%	2.82%
RoE (%) ⁽⁷⁾	57.30%	43.98%	25.89%
RoCE (%) ⁽⁸⁾	38.89%	33.73%	23.00%
Debt to Equity Ratio ⁽⁹⁾	1.24	1.15	1.30

Notes:

⁽¹⁾ Revenue from operation means revenue from sales, service and other operating revenues

⁽²⁾ Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

⁽³⁾ EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

⁽⁴⁾ EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

⁽⁵⁾ PAT is calculated as Profit before tax – Tax Expenses

⁽⁶⁾ PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

⁽⁷⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁸⁾ ROCE " means return on capital employed, which represents EBIT (Earnings before Interest and Tax) during the relevant year as a percentage of capital employed. Capital employed is the total of all types of capital, other equity, short-term borrowing and long-term borrowing.

⁽⁹⁾ Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings. Total equity is the sum of equity share capital and other equity.

Explanation for KPI metrics:

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
Growth in Revenue from Operations (%)	Revenue Growth Rate informs the management of annual growth rate in revenue of the company on consideration to the 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
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.
Debt to Equity Ratio	The debt-to-equity ratio is used to assess the extent to which a company relies on debt to finance its operations relative to the equity provided by shareholders.

For more information, please refer "**Basis for Issue Price**" at page no.93 of this Draft Red Herring Prospectus.

OUR STRENGTHS:

Wide Range of Seeds and its Variants:

Our company offers an extensive range of seeds like 193 vegetables seeds, 10 flower seeds, 8 field crop seeds variants. We believe that our diverse product portfolio enables customers to source all their seed-related needs from us, which not only strengthens our relationships with existing customers but also helps us attract new ones. Further, we believe that we have necessary resources, experience, and network that can be used and leveraged to produce even wider range of products at a later stage.

Experienced Team of Individuals:

Our company's strength is significantly enhanced by our diverse team of 161 individuals of different age and experience. Such a varied team help us to achieve our set target and helps to manage the customer base, enabling us to effectively serve different industries and demographics. This capability not only broadens our market reach but also strengthens our position in the industry.

Integrated Seed processing unit with warehouse facility in one premise:

Our seeds processing unit is equipped with seed sorting, grading and packing machines, our seeds processing facility includes warehousing to store seeds. The integrated seeds processing unit with required storage infrastructure to store the seeds help us to meet the demand as per the sowing season. Our plant is also strategically located and have access to logistic to transport our products.

Our Research & Development Capabilities:

We have been undertaking R&D for breeding high performance hybrid seeds. We have an experienced and professionally qualified R&D team who are engaged in full time research. Our R&D infrastructure includes 27.25 acres of farmland and lab facilities.

Diversified Locations:

Our offices, located across various regions of Madhya Pradesh, Uttar Pradesh, Telangana, Odisha, Andhra Pradesh and Karnataka help us in enhancing our market reach and operational resilience. This geographical spread allows us to tap into local markets, adapt to regional demands, and mitigate risks associated with any single location. It fosters closer customer relationships and ensures faster delivery of services and products. This not only enhances the company's stability by spreading market risks but also enriches its expertise across different market dynamics and consumer behaviours.

Experienced Promoter and Management Expertise:

Our Promoters, H N Devakumar, Dharanendra H Gouda, B H Devasinghnaik, Anil K N and Mr. Ramalingam Venkataramana have been engaged in the business of agriculture's seeds for more than a decade, which gives them an advantage of immense

knowledge of the industry, high contacts with suppliers and better decision-making power. They are involved in the day-to-day business and management of our Company. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities. For details regarding the Key Managerial Personnel, please refer to chapter titled *"Our Management"* on page 182 of this Draft Red Herring Prospectus.

OUR STRATEGIES:

Venturing into new crops:

Our product portfolio has substantial variety and gives us a natural hedge against dependence on any particular crop(s) or vegetable(s). However, there is untapped market potential presented by various other crops or vegetables. We have been identifying such crops and vegetables from time to time and try to gain a foothold in the market where we believe that we have a significant opportunity to expand. Our objective is to enter other crops and vegetables as and when we feel the time is right.

Expanding into new potential markets:

We were primarily focused on serving the farmers in multiple state like Andhra Pradesh, Telangana, Bihar and etc but know we also start exploring international market like Nepal, Sri Lanka and Botswana. Our strategy is to expand our reach both for our existing and proposed products in national and international market. This will help us to reduce the dependency over a particular region and diversify our risk.

Enhancing our Brand Image:

Brand recognition plays an important role in Agriculture seed industry. We believe that our brands are one of our key strengths and that our customers associate our brands with trusted and superior quality products. Customer loyalty for brands enhances the prospects of a company in our industry. We are highly conscious about our brand image and seek to further strengthen our brand by increasing its visibility through marketing initiatives, supplying qualitative products at competitive prices.

Continue to strive for cost efficiency:



We will continue to focus on further increasing our operations and improving operational effectiveness at our production facilities. Higher operational effectiveness results in greater production volumes and higher sales which allows us to reduce our fixed cost per unit and thereby, increasing our profit margins. We wish to constantly pass such benefit to our customers and increase our efficiency further. We also wish to target economies of scale to gain increased negotiating power on procurement.








Establish and strengthen Long Term Relationship with dealers:






Customer satisfaction and strong relationship with the dealer is key to success for any organization. Timely delivery and quality products help us maintain strong relationship with our customers and also gives us competitive strength against our peers. We focus on strengthening our existing dealer relationship and also thrive to enter into new geographies so as to expand our customer base.








LIST OF OUR PRODUCTS:





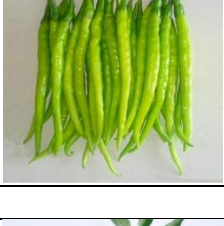


Our Company offers various vegetable seeds field crop seeds and flower seeds with number of variants with various descriptions.








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
Vegetable Seeds				
Tomato Seeds				
1	Tomato Seeds (USM-ABHIMANYU)		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	80 to 100 cm
			Days to 1 st Harvest	110 to 120 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	25 to 30 Mts/Acre
2	Tomato Seeds (USM-KAPILA)		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	80 to 90 cm
			Days to 1 st Harvest	100 to 110 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	26 to 28 Mts/Acre








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
3	Tomato Seeds (USM-PARVATI)		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	80 to 90 cm
			Days to 1 st Harvest	100 to 110 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	26 to 28 Mts/Acre
4	Tomato Seeds (USM-KAPILA PLUS)		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	80 to 90 cm
			Days to 1 st Harvest	100 to 110 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	26 to 28 Mts/Acre
5	Tomato Seeds (USM-KAREENA)		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	100 to 110 cm
			Days to 1 st Harvest	110 to 120 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	28 to 30 Mts/Acre
6	Tomato Seeds (USM-K7)		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	80 to 100 cm
			Days to 1 st Harvest	110 to 120 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	28 to 30 Mts/Acre
7	Tomato Seeds (USM-KAVYA)		Time Of Sowing	Rabi
			Plant Height	65 to 70 cm
			Days to 1 st Harvest	110 to 115 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	23 to 25 Mts/Acre
8	Tomato Seeds (USM-KANGANA 49)		Time Of Sowing	Late Kharif\Rabi\Summer
			Plant Height	100-110 cm
			Days to 1 st Harvest	110-120 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	28 to 30 Mts/Acre
9	Tomato Seeds (USM-NIDHI)		Time Of Sowing	Kharif\Rabi
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	100 to 110 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	23 to 25 Mts/Acre
10	Tomato Seeds		Time Of Sowing	Kharif

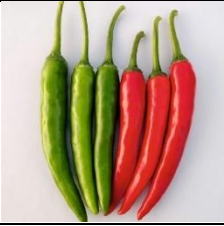






Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
	(USM-TARA)		Plant Height	100-110 cm
			Days to 1 st Harvest	120-130 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	28 to 30 Mts/Acre
11	Tomato Seeds (USM-KOMAL)		Time Of Sowing	Late Kharif\Rabi
			Plant Height	80 to 100 cm
			Days to 1 st Harvest	120 to 130 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	25 to 28 Mts/Acre
12	Tomato Seeds (USM-MANALI)		Time Of Sowing	Round the Year
			Plant Height	100-110 cm
			Days to 1 st Harvest	120-130 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	28 to 30 Mts/Acre
13	Tomato Seeds (USM-555)		Time Of Sowing	Late Kharif & Rabi
			Plant Height	60 to 70 cm
			Days to 1 st Harvest	105 to 110 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	22 to 24 Mts/Acre
14	Tomato Seeds (USM-BHARATH)		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	100 to 110 cm
			Days to 1 st Harvest	120 to 130 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	28 to 30 Mts/Acre
15	Tomato Seeds (USM-KANCHANA)		Time Of Sowing	Late Kharif, Rabi & Summer
			Plant Height	80 to 100 cm
			Days to 1 st Harvest	120 to 130 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	28 to 30 Mts/Acre
16	Tomato Seeds (USM-SINDHU)		Time Of Sowing	Rabi & Summer
			Plant Height	80-100 cm
			Days to 1 st Harvest	110 to 115 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	23 to 25 Mts/Acre








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
17	Tomato Seeds (USM-SANJANA)		Time Of Sowing	Rabi & Summer
			Plant Height	80 to 90 cm
			Days to 1 st Harvest	120 to 130 days
			Seeds Colour and Size	Gray and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	26 to 28 Mts/Acre
18	Tomato Seeds (TR TOM 51)		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	80 to 100 cm
			Days to 1 st Harvest	110 to 120 days
			Seeds Colour and Size	Gray and Small
			Fruit Colour	Dark Red
			Yield Per Acre (Approx)	25 to 30 Mts/Acre
19	Tomato Seeds (TR TOM 66)		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	80 to 100 cm
			Days to 1 st Harvest	110 to 120 days
			Seeds Colour and Size	Gray and Small
			Fruit Colour	Dark Red
			Yield Per Acre (Approx)	25 to 30 Mts/Acre
20	Tomato Seeds TR TOM-62		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	100 to 110 days
			Seeds Colour and Size	Gray and Small
			Fruit Colour	Dark Red
			Yield Per Acre (Approx)	26 to 28 Mts/Acre
21	Tomato Seeds TR TOM-69		Time Of Sowing	Kharif\Rabi\Summer
			Plant Height	80 to 90 cm
			Days to 1 st Harvest	100 to 110 days
			Seeds Colour and Size	Gray and Small
			Fruit Colour	Dark Red
			Yield Per Acre (Approx)	26 to 28 Mts/Acre
Chilli Seeds				
01	Chilli Seeds (USM-ASHWINI)		Time Of Sowing	Kharif
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
02	Chilli Seeds (USM-DRUVA IMP)		Time Of Sowing	Kharif
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
03	Chilli Seeds (USM-PUSHKALA)		Time Of Sowing	Kharif
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
04	Chilli Seeds (USM-IVANKA)		Time Of Sowing	Kharif
			Plant Height	70 to 90 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
05	Chilli Seeds (USM-ARYAN)		Time Of Sowing	Kharif & Rabi
			Plant Height	70 to 90 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Big
			Leaf Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
06	Chilli Seeds (USM-ARJUN)		Time Of Sowing	Kharif & Late Kharif
			Plant Height	60-75 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow
			Leaf Colour	Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
07	Chilli Seeds (USM-SHOBHA)		Time Of Sowing	Kharif & Rabi
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	8 to 10 Mts/Acre
08	Chilli Seeds (USM-SHRUTI)		Time Of Sowing	Kharif & late Kharif
			Plant Height	6to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
09	Chilli Seeds (USM-SOWMYA)		Time Of Sowing	Kharif and late Kharif
			Plant Height	6to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre




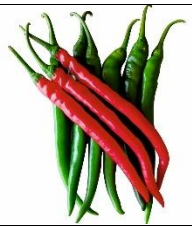



Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
10	Chilli Seeds (USM-TRISHUL)		Time Of Sowing	Kharif & Rabi
			Plant Height	75 to 85 cm
			Days to 1 st Harvest	40 to 45 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	8 to 10 Mts/Acre
11	Chilli Seeds (USM-1127)		Time Of Sowing	Kharif & Rabi
			Plant Height	60 to 70 cm
			Days to 1 st Harvest	40 to 45 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	8 to 10 Mts/Acre
12	Chilli Seeds (USM-GANGA)		Time Of Sowing	Round the year
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	50 to 55 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12 Mts/acre
13	Chilli Seeds (USM-GANGA PLUS)		Time Of Sowing	Round the year
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	50 to 55 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	8-10 mts/acre
14	Chilli Seeds (USM-GAGAN)		Time Of Sowing	Kharif & Rabi
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	45 to 50 days from TPL
			Seeds Colour and Size	Yellow and Small
			Leaf Colour	Dark Green
			Yield Per Acre (Approx)	9 to 10 Mts/Acre
15	Chilli Seeds (USM-REVATI)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	50-55days from TPL
			Seeds Colour and Size	Yellow
			Leaf Colour	Green
			Yield Per Acre (Approx)	9 to 10mts/acre
16	Chilli Seeds (USM-ICON)		Time Of Sowing	Round the year
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-11mts/acre
17	Chilli Seeds		Time Of Sowing	Kharif & Rabi








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
	(USM-ANANDI)		Plant Height	60 to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
18	Chilli Seeds (USM-ELITE)		Time Of Sowing	Kharif & Rabi
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	40 to 45 days from TPL
			Seeds Colour and Size	Yellow and Big
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
19	Chilli Seeds (USM-TULSI 4060)		Time Of Sowing	Round the year
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	60 to 70 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
20	Chilli Seeds (USM-CHERISH)		Time Of Sowing	Round the year
			Plant Height	7 to 80 cm
			Days to 1 st Harvest	60 to 70 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
21	Chilli Seeds (USM-TANVI)		Time Of Sowing	Kharif
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
22	Chilli Seeds (USM-SARASWATI)		Time Of Sowing	Round The year
			Plant Height	50-70 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Low
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
23	Chilli Seeds (USM-APARNA)		Time Of Sowing	Kharif and late Kharif
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre

Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
24	Chilli Seeds (USM-PAVITRA)		Time Of Sowing	Kharif and late Kharif
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	60 to 80 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
25	Chilli Seeds (USM-SWARNA)		Time Of Sowing	Round the year
			Plant Height	50-60 cm
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
26	Chilli Seeds (USM-GEETA)		Time Of Sowing	Round the year
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	60 to 65 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
27	Chilli Seeds (USM-CHANDNI)		Time Of Sowing	Kharif & Rabi
			Plant Height	80 to 90 cm
			Days to 1 st Harvest	50 to 60 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
28	Chilli Seeds (USM-VALI)		Time Of Sowing	Kharif
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	40 to 45 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
29	Chilli Seeds (USM-RASHMI)		Time Of Sowing	Kharif
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	40 to 45 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
30	Chilli Seeds (USM-RASHMI PLUS)		Time Of Sowing	Kharif
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	40 to 45 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
31	Chilli Seeds		Time Of Sowing	Kharif

Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
	(USM-ANUSHKA)		Plant Height	60 to 80 cm
			Days to 1 st Harvest	40 to 45 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
32	Chilli Seeds (USM-CHANDRIKA)		Time Of Sowing	All Seasons
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	53 to 56 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
33	Chilli Seeds (USM-YAMUNA)		Time Of Sowing	All Seasons
			Plant Height	6to 80 cm
			Days to 1 st Harvest	60 to 70 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	11-12mts/acre
34	Chilli Seeds (USM-SUHANA 21)		Time Of Sowing	All Seasons
			Plant Height	6to 80 cm
			Days to 1 st Harvest	60 to 70 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	11-12mts/acre
35	Chilli Seeds (USM-MANSI 33)		Time Of Sowing	All Seasons
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	60 to 70 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	11-12 mts/acre
36	Chilli Seeds (USM-MALLIKA)		Time Of Sowing	Kharif & Rabi
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	70 to 80 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-11mts/acre
37	Chilli Seeds (USM-NINJA)		Time Of Sowing	Kharif & Rabi
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	70 to 80 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-11 mts/acre








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
38	Chilli Seeds (USM-NANDU 199)		Time Of Sowing	Kharif & Rabi
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	70 to 80 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-11 mts/acre
39	Chilli Seeds (USM-SWIFT)		Time Of Sowing	Kharif & Rabi
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	70 to 80 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-11 mts/acre
40	Chilli Seeds (USM-VEDA 11)		Time Of Sowing	Kharif & Rabi
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	70 to 80 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-11 mts/acre
41	Chilli Seeds (USM-4088)		Time Of Sowing	Kharif
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	70 to 80 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	8-9 mts/acre
42	Chilli Seeds (USM-SPOORTI)		Time Of Sowing	Late Kharif
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	70 to 80 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12 mts/acre
43	Chilli Seeds (USM-NIKITA)		Time Of Sowing	All seasons
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	60 to 70 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
44	Chilli Seeds (USM-JIYA)		Time Of Sowing	Kharif & Rabi
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	70 to 80 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	8 to 9 mts/acre








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
45	Chilli Seeds (USM-VAMIKA)		Time Of Sowing	Kharif
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	70 to 80 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12 mts/acre
46	Chilli Seeds (USM-DIKSHA)		Time Of Sowing	Kharif & Rabi
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	60 to 70 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12 mts/acre
47	Chilli Seeds (USM-VEERA)		Time Of Sowing	All seasons
			Plant Height	90 to 100 cm
			Days to 1 st Harvest	60 to 70 days from TPL
			Seeds Colour and Size	Light Yellow and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12 mts/acre
48	Chilli Seeds (USM-BHAGYA)		Time Of Sowing	Kharif
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	60 to 65 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Dark Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
49	Chilli Seeds (USM-MISHI)		Time Of Sowing	Kharif
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	60 to 65 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Dark Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
50	Chilli Seeds (USM-BHARANI)		Time Of Sowing	All seasons
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	60 to 65 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Leaf Colour	Dark Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
51	Chilli Seeds (TR CH-92)		Time Of Sowing	Kharif
			Plant Height	80 to 90 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
52	Chilli Seeds		Time Of Sowing	Kharif








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
	(USM-KIYARA)		Plant Height	70 to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Fruit Colour	Parrot Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
53	Chilli Seeds (USM-CYRUS)		Time Of Sowing	Kharif
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Fruit Colour	Parrot Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
54	Chilli Seeds (TR CH-83)		Time Of Sowing	Kharif & Rabi
			Plant Height	70 to 90 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Big
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
55	Chilli Seeds (TRCH-60)		Time Of Sowing	Kharif & Late Kharif
			Plant Height	70-80 cm
			Days to 1 st Harvest	45 to 55 days from TPL
			Seeds Colour and Size	Yellow
			Fruit Colour	Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
56	Chilli Seeds (TRCH-65)		Time Of Sowing	Kharif & Rabi
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	55 to 60 days from TPL
			Seeds Colour and Size	Yellow and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	8 to 10 Mts/Acre
Watermelon Seeds				
01	Watermelon Seeds (USM-SAMRAT)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	80 to 85 days
			Seeds Colour and Size	Dark Brown and Oval
			Leaf Colour	Green
			Yield Per Acre (Approx)	15 to 20 Mts/Acre
02	Watermelon Seeds (USM-SANGAM)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	80 to 85 days
			Seeds Colour and Size	Dark Brown and Oval
			Leaf Colour	Green
			Yield Per Acre (Approx)	15 to 20 Mts/Acre
03	Watermelon Seeds		Time Of Sowing	August – March
			Plant Height	3 to 4 mts








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
	(USM-DHANUSH)		Days to Maturity	70 to 75 days
			Seeds Colour and Size	Brown and Small
			Leaf Colour	Light Green
			Yield Per Acre (Approx)	15 to 20 Mts/Acre
04	Watermelon Seeds (USM-2795 SHAMBHU)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	65 to 70 days
			Seeds Colour and Size	Brown and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	18-20 mts/acre
05	Watermelon Seeds (USM-TARUN)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	70 to 75 days
			Seeds Colour and Size	Brown and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	18 to 20 Mts/Acre
06	Watermelon Seeds (USM-BOSS)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	70 to 75 days
			Seeds Colour and Size	Brown and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	18 to 20 Mts/Acre
07	Watermelon Seeds (USM-AMEEN)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	70 to 75 days
			Seeds Colour and Size	Brown and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	18 to 20 Mts/Acre
08	Watermelon Seeds (USM-KAJOL)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	70 to 75 days
			Seeds Colour and Size	Black and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	18 to 20 Mts/Acre
09	Watermelon Seeds (USM-ZEENATH)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	70 to 75 days
			Seeds Colour and Size	Black and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	18 to 20 Mts/Acre
10	Watermelon Seeds (USM-SARDAR)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	70 to 80 days








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
			Seeds Colour and Size	Light Brown and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	15 to 20 Mts/Acre
11	Watermelon Seeds (USM-SIMRAN)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	70 to 80 days
			Seeds Colour and Size	Light Brown and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	15 to 20 Mts/Acre
12	Watermelon Seeds (USM-PRUTHVI)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	70 to 75 days
			Seeds Colour and Size	Black and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	18 to 20 Mts/Acre
13	Watermelon Seeds (USM-ROCKEY)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	70 to 75 days
			Seeds Colour and Size	Black and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	18 to 20 Mts/Acre
14	Watermelon Seeds (USM-SAMRAT GOLD)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	70 to 75 days
			Seeds Colour and Size	Brown and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	18 to 20 Mts/Acre
15	Watermelon Seeds (USM- DIAMOND)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to Maturity	40 to 45 days
			Seeds Colour and Size	Brown and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	18 to 20 Mts/Acre
16	Water Melon Seeds (TRWM-54)		Time Of Sowing	August – March
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	70 to 75 days
			Seeds Colour and Size	Brown and Small
			Fruit Colour	Green
			Yield Per Acre (Approx)	18 to 20 Mts/Acre
Bitter Gourd Seeds				
01	Bitter Gourd Seeds (USM-SHWETA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	White








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
02	Bitter Gourd Seeds (USM-KAVERI)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
03	Bitter Gourd Seeds (USM-PRAYAG)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
04	Bitter Gourd Seeds (USM-NANDINI)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
05	Bitter Gourd Seeds (USM-NANDINI PLUS)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
06	Bitter Gourd Seeds (USM-KEERTI)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green small
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
07	Bitter Gourd Seeds (USM-SAHIL)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Metallic Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
10	Bitter Gourd Seeds (USM-MEGHA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
			Fruit Colour	Dark Green long
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
11	Bitter Gourd Seeds (USM-SHIVANI)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	12 to 14 Mts/Acre
12	Bitter Gourd Seeds (USM-SADHANA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	16 to 14 Mts/Acre
13	Bitter Gourd Seeds (USM-RACHANA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	10 to 12 Mts/Acre
Bottle Gourd Seeds				
01	Bottle Gourd Seeds (USM-SHRAVAN)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Parrot Green
			Yield Per Acre (Approx)	20-25 Mts/Acre
02	Bottle Gourd Seeds (USM-SHAN)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Parrot Green
			Yield Per Acre (Approx)	20-25 Mts/Acre
03	Bottle Gourd Seeds (USM-SHASHANK)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Parrot Green
			Yield Per Acre (Approx)	20-25 Mts/Acre
04	Bottle Gourd Seeds (USM-NANDAN)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Parrot Green




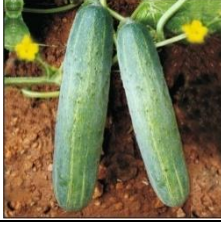



Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
			Yield Per Acre (Approx)	20-25 Mts/Acre
05	Bottle Gourd Seeds (USM-KANHA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Parrot Green
			Yield Per Acre (Approx)	20-22 Mts/Acre
06	Bottle Gourd TRBOT-12		Time Of Sowing	All seasons
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Parrot Green
			Yield Per Acre (Approx)	20-22 Mts/Acre
07	Bottle Gourd TRBOT-16		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-50 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Parrot Green
			Yield Per Acre (Approx)	20-22 Mts/Acre
08	Bottle Gourd USM-ROHIT		Time Of Sowing	All seasons
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark green with white spots
			Yield Per Acre (Approx)	20-22 Mts/Acre
09	Bottle Gourd USM-RUSHABH		Time Of Sowing	All seasons
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark green with white spots
			Yield Per Acre (Approx)	20-22 Mts/Acre
Ridge Gourd Seeds				
01	Ridge Gourd Seeds (USM-SUNITA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
02			Time Of Sowing	Kharif, Rabi & Summer




Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
	Ridge Gourd Seeds (USM-11)		Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
03	Ridge Gourd Seeds (USM-KUMBH)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	14-18 Mts/Acre
04	Ridge Gourd Seeds (USM-99)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
05	Ridge Gourd Seeds (USM-SHALINI)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
06	Ridge Gourd Seeds (USM-RADHA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	45-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
07	Ridge Gourd TRRG-15		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
Snake Gourd Seeds				
01	Snake Gourd Seeds (USM-NAMITHA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Short and ash color
			Yield Per Acre (Approx)	15-18 Mts/Acre

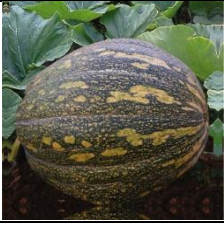






Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
02	Snake Gourd Seeds (USM-TRIVENI)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3-4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Ash color
			Yield Per Acre (Approx)	15-18 Mts/Acre
Sponge Gourd Seeds				
01	Sponge Gourd Seeds (USM-AJAY PLUS)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Parrot Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
02	Sponge Gourd Seeds (USM-MEERA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
03	Sponge Gourd Seeds (USM-ROOPALI)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
04	Sponge Gourd Seeds (USM-NEHA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
05	Sponge Gourd Seeds (USM-RADHIKA 21)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
06	Sponge Gourd Seeds (USM-ANUPAMA)		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	3 to 4 mts
			Days to 1 st Harvest	50-55 days from TPL
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	15-18 Mts/Acre
Bhendi Seeds				








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
01	Bhendi Seeds (USM-SANIA)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
02	Bhendi Seeds (USM-AMBIKA)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-22mts/acre
03	Bhendi Seeds (USM-5001)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
04	Bhendi Seeds (USM-SNEHA)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
05	Bhendi Seeds (USM-SUKANYA)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	15-18 mts/acre
06	Bhendi Seeds (USM-SURABHI)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
07	Bhendi Seeds (USM-SHUBHAM)		Time Of Sowing	All seasons
			Plant Height	150 to 160 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	15-18 mts/acre







Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
08	Bhendi Seeds (USM-55 ANKITA)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
09	Bhendi Seeds (USM-ANJANI)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
10	Bhendi Seeds (USM-KRISHNA GOLD)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
11	Bhendi Seeds (USM-AKSHATA)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
12	Bhendi Seeds (USM-SHIFA)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
13	Bhendi Seeds (USM-ANKITA GOLD)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
14	Bhendi Seeds (TRBH-29)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
15	Bhendi Seeds USM-Sanket		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
16	Bhendi (TRBH-47)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
17	Bhendi (TRBH-52)		Time Of Sowing	All seasons
			Plant Height	110 to 120 cm
			Days to 1 st Harvest	55-60 days
			Seeds Colour and Size	Green and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
Cucumber Seeds				
01	Cucumber Seeds (USM-REKHA)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	45-50 days
			Seeds Colour and Size	Cremish white and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	12-14mts/acre
02	Cucumber Seeds (USM-HEENA)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	45-50 days
			Seeds Colour and Size	Cremish white and Medium
			Fruit Colour	Light Green
			Yield Per Acre (Approx)	12-14mts/acre
03	Cucumber Seeds (USM-RAJANI)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	45-50 days
			Seeds Colour and Size	Cremish white and Medium
			Fruit Colour	White
			Yield Per Acre (Approx)	12-15mts/acre
04	Cucumber Seeds (USM-RAJANI GOLD)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	45-50 days
			Seeds Colour and Size	Cremish white and Medium
			Fruit Colour	Creamish
			Yield Per Acre (Approx)	12-14mts/acre








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
05	Cucumber Seeds (USM-RANI 01)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	45-50 days
			Seeds Colour and Size	Cremish white and Medium
			Fruit Colour	Light Green
			Yield Per Acre (Approx)	12-14mts/acre
06	Cucumber Seeds (USM-SUMAN)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	45-50 days
			Seeds Colour and Size	Cremish white and Medium
			Fruit Colour	Light Green
			Yield Per Acre (Approx)	12-14mts/acre
07	Cucumber Seeds (USM-VIBHA)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	45-50 days
			Seeds Colour and Size	Cremish white and Medium
			Fruit Colour	Light Green
			Yield Per Acre (Approx)	12-14mts/acre
08	Cucumber Seeds TRCU -15		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	40-45 days
			Seeds Colour and Size	Cremish white and Medium
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	12-14mts/acre
09	Cucumber Seeds (USM-SUVARNA)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	65-70 days
			Seeds Colour and Size	Cremish white and Medium
			Fruit Colour	Green with orange bands
			Yield Per Acre (Approx)	12-14mts/acre
10	Cucumber Seeds (USM-SMB-005)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	65-70 days
			Seeds Colour and Size	Cremish white and Medium
			Fruit Colour	Green with orange bands
			Yield Per Acre (Approx)	12-14mts/acre
Pumpkin Seeds				
01	Pumpkin Seeds (USM-08 PLUS)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	65-70 days
			Seeds Colour and Size	Cremish white & big
			Fruit Colour	Green with cream mosaic
			Yield Per Acre (Approx)	12-14mts/acre








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
02	Pumpkin Seeds (USM-10)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	65-70 days
			Seeds Colour and Size	Cremish white & big
			Fruit Colour	Green with cream mosaic
			Yield Per Acre (Approx)	12-14mts/acre
03	Pumpkin Seeds (USM-09)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	65-70 days
			Seeds Colour and Size	Cremish white & big
			Fruit Colour	Dark Green
			Yield Per Acre (Approx)	12-14mts/acre
04	Pumpkin Seeds (USM-GOVINDA 12)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	65-70 days
			Seeds Colour and Size	Cremish white & big
			Fruit Colour	Green Oval with cream mosaic
			Yield Per Acre (Approx)	12-14mts/acre
05	Pumpkin Seeds (USM-NAKUL)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	65-70 days
			Seeds Colour and Size	Cremish white & big
			Fruit Colour	Green with cream mosaic
			Yield Per Acre (Approx)	12-14mts/acre
06	Pumpkin Seeds (USM-111)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	65-70 days
			Seeds Colour and Size	Cremish white & big
			Fruit Colour	Green with cream mosaic
			Yield Per Acre (Approx)	12-14mts/acre
07	Pumpkin Seeds (USM-222)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	65-70 days
			Seeds Colour and Size	Cremish white & big
			Fruit Colour	Green with cream mosaic
			Yield Per Acre (Approx)	12-14mts/acre
08	Pumpkin Seeds (USM-PARTHA PLUS)		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	75-80 days
			Seeds Colour and Size	Cremish white & big
			Fruit Colour	Green with cream mosaic
			Yield Per Acre (Approx)	12-14mts/acre






Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
09	Pumpkin Seeds TR PUM-10		Time Of Sowing	All seasons
			Plant Height	2-3 mts
			Days to 1 st Harvest	65-70 days
			Seeds Colour and Size	Cremish white & big
			Fruit Colour	Dark Green with waxy coating
			Yield Per Acre (Approx)	12-14mts/acre
Muskmelon Seeds				
01	Muskmelon Seeds (USM-003)		Time Of Sowing	All Seasons
			Plant Height	2-3 mts
			Days to Maturity	65-70 days from TPL
			Seeds Colour and Size	Cremish white
			Fruit Colour	Cream with green bands
			Yield Per Acre (Approx)	6-8 mts/acre
02	Muskmelon Seeds (USM-LEGEND)		Time Of Sowing	All Seasons
			Plant Height	2-3 mts
			Days to Maturity	65-70 days from TPL
			Seeds Colour and Size	Cremish white
			Fruit Colour	Cream with netting
			Yield Per Acre (Approx)	6-8 mts/acre
03	Muskmelon Seeds (USM-004)		Time Of Sowing	All Seasons
			Plant Height	2-3 mts
			Days to Maturity	65-70 days from TPL
			Seeds Colour and Size	Cremish white
			Fruit Colour	Cream with green bands
			Yield Per Acre (Approx)	6-8 mts/acre
Capsicum Seeds				
01	Capsicum Seeds (USM-GALAXY)		Time Of Sowing	Kharif & Rabi
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Light Yellow
			Fruit Colour	Green & Big
			Yield Per Acre (Approx)	8-10 mts/acre
02	Capsicum Seeds (USM-MARSHAL)		Time Of Sowing	Kharif & Rabi
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Light Yellow
			Fruit Colour	Green & Big
			Yield Per Acre (Approx)	8-10 mts/acre
03	Capsicum Seeds (USM-MONICA)		Time Of Sowing	Kharif & Rabi
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Light Yellow
			Fruit Colour	Green & medium size
			Yield Per Acre (Approx)	8-10 mts/acre








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
04	Capsicum Seeds (USM-MONICA PLUS)		Time Of Sowing	Kharif & Rabi
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Light Yellow
			Fruit Colour	Green & medium size
			Yield Per Acre (Approx)	8-10 mts/acre
05	Capsicum Seeds (USM-FIESTA 18)		Time Of Sowing	Kharif & Rabi
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Light Yellow
			Fruit Colour	Green & Big
			Yield Per Acre (Approx)	8-10 mts/acre
06	Capsicum Seeds (USM-MILAAN)		Time Of Sowing	Kharif & Rabi
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Light Yellow
			Fruit Colour	Green & Big
			Yield Per Acre (Approx)	8-10 mts/acre
07	Capsicum Seeds (USM-LINIYA)		Time Of Sowing	Kharif & Rabi
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Light Yellow
			Fruit Colour	Green & Big
			Yield Per Acre (Approx)	8-10 mts/acre
08	Capsicum Seeds (USM-VARSHA 16)		Time Of Sowing	Kharif & Rabi
			Plant Height	60 to 80 cm
			Days to 1 st Harvest	55-60 days from TPL
			Seeds Colour and Size	Light Yellow
			Fruit Colour	Green & Big
			Yield Per Acre (Approx)	8-10 mts/acre
Yard Long Beans				
01	Yard Long Beans Seeds (USM-KIRAN)		Time Of Sowing	All seasons
			Plant Height	320 to 350 cm
			Days to 1 st Harvest	60 -70 days
			Seeds Colour and Size	Brown and Medium
			Pod Colour	Green
			Yield Per Acre (Approx)	8-10 mts/acre
02	Yard Long Beans Seeds (USM-KANIKA GOLD)		Time Of Sowing	All seasons
			Plant Height	320 to 350 cm
			Days to 1 st Harvest	60 -70 days
			Seeds Colour and Size	Brown and Medium
			Pod Colour	Dark Green
			Yield Per Acre (Approx)	8-10 mts/acre
Cowpea Seeds				
01	Cowpea Seeds		Time Of Sowing	All seasons
			Plant Height	320 to 350 cm




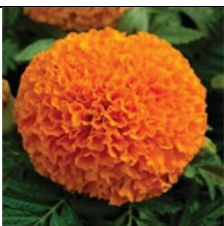



Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
	(USM-ALANKAR)		Days to 1 st Harvest	60 -70 days
			Seeds Colour and Size	Brown and Medium
			Pod Colour	Light Green
			Yield Per Acre (Approx)	8-10 mts/acre
Cluster Beans Seeds				
01	Cluster Beans Seeds (USM-DEEPTI)		Time Of Sowing	All seasons
			Plant Height	80 to 85 cm
			Days to 1 st Harvest	60-65 days
			Seeds Colour and Size	Brown and Medium
			Pod Colour	Green
			Yield Per Acre (Approx)	8-10 mts/acre
02	Cluster Beans Seeds (USM-DEEPTI GOLD)		Time Of Sowing	All seasons
			Plant Height	80 to 85 cm
			Days to 1 st Harvest	60-65 days
			Seeds Colour and Size	Brown and Medium
			Pod Colour	Green
			Yield Per Acre (Approx)	8-10 mts/acre
Radish Seeds				
01	Radish Seeds (USM-AMOGH)		Time Of Sowing	All Seasons
			Plant Height	50-60 cms
			Days to Maturity	40-50 days
			Seeds Colour and Size	grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	4-5 qt/acre
02	Radish Seeds (USM-AIRAVAT)		Time Of Sowing	All Seasons
			Plant Height	50-60 cms
			Days to Maturity	40-50 days
			Seeds Colour and Size	grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	4-5 qt/acre
03	Radish Seeds (USM-RAFALE)		Time Of Sowing	All Seasons
			Plant Height	50-60 cms
			Days to Maturity	40-50 days
			Seeds Colour and Size	grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	4-5 qt/acre
04	Radish Seeds (USM-ANU 33)		Time Of Sowing	All Seasons
			Plant Height	50-60 cms
			Days to Maturity	40-50 days
			Seeds Colour and Size	grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	4-5 qt/acre








Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
Onion Seeds				
01	ONION Seeds (USM-SWEEKAR)		Time Of Sowing	Khari and Rabi
			Plant Height	50-60cm
			Days to Maturity	120-130 days
			Seeds Colour and Size	Black and small
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12mts/acre
02	ONION Seeds (USM-DARSHAN)		Time Of Sowing	Khari and Rabi
			Plant Height	50-60cm
			Days to Maturity	120-130 days
			Seeds Colour and Size	Black and small
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12mts/acre
03	ONION Seeds (USM-RUBI)		Time Of Sowing	Khari and Rabi
			Plant Height	50-60cm
			Days to Maturity	120-130 days
			Seeds Colour and Size	Black and small
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12mts/acre
04	ONION Seeds (USM-SIMBHA)		Time Of Sowing	Khari and Rabi
			Plant Height	50-60cm
			Days to Maturity	120-130 days
			Seeds Colour and Size	Black and small
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12mts/acre
05	ONION Seeds (USM-BAHAAR)		Time Of Sowing	Khari and Rabi
			Plant Height	50-60cm
			Days to Maturity	120-130 days
			Seeds Colour and Size	Black and small
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12mts/acre
06	ONION Seeds (USM-PINK)		Time Of Sowing	Khari and Rabi
			Plant Height	50-60cm
			Days to Maturity	120-130 days
			Seeds Colour and Size	Black and small
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12mts/acre
Pole Beans Seeds				
01	Pole Beans Seeds (USM-ILEANA)		Time Of Sowing	Kharif and Rabi
			Plant Height	200 to 210 cm
			Days to Maturity	55-65 days
			Seeds Colour and Size	White and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	8-10mts/acre





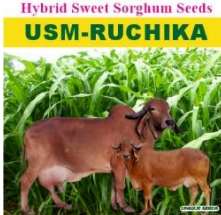


Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
French Beans Seeds				
01	French Beans Seeds (USM-GOKUL)		Time Of Sowing	Kharif and Rabi
			Plant Height	60-65 cm
			Days to Maturity	55-65 days
			Seeds Colour and Size	White and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	8-10mts/acre
02	French Beans Seeds (USM-SAWAN)		Time Of Sowing	Kharif and Rabi
			Plant Height	60-65 cm
			Days to Maturity	55-65 days
			Seeds Colour and Size	White and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	8-10mts/acre
Beetroot Seeds				
01	Beetroot Seeds (USM-PHOENIX)		Time Of Sowing	Rabi
			Plant Height	Medium Tall
			Days to Maturity	65 to 75 days
			Seeds Colour and Size	Grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	8-10Mts/acre
02	Beetroot Seeds (USM-GENESIS)		Time Of Sowing	Rabi
			Plant Height	Medium Tall
			Days to Maturity	65 to 75 days
			Seeds Colour and Size	Grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	8-10 Mts/acre
03	Beetroot Seeds (USM-JENIFER)		Time Of Sowing	Rabi
			Plant Height	Medium Tall
			Days to Maturity	60 to 65 days
			Seeds Colour and Size	Grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	7-9 mts/acre
04	Beetroot Seeds (USM-RANGER)		Time Of Sowing	Rabi
			Plant Height	Medium Tall
			Days to Maturity	60 to 65 days
			Seeds Colour and Size	Grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	10-12 mts/acre
Knol Khol Seeds				
01	Knol Khol Seeds (USM-DRONE)		Time Of Sowing	Rabi
			Plant Height	Medium Tall
			Days to Maturity	60 to 65 days
			Seeds Colour and Size	Grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	8-10 mts/acre
Carrot Seeds				


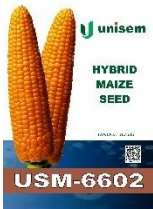


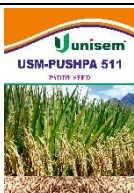
Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
01	Carrot Seeds (UNISEM-KURODA)		Time Of Sowing	Round the year
			Plant Height	45-50 cms
			Days to Maturity	80-90 days
			Seeds Colour and Size	Grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	12-15 mts /acre
02	Carrot Seeds (USM-SONATA)		Time Of Sowing	Round the year
			Plant Height	45-50 cms
			Days to Maturity	80-90 days
			Seeds Colour and Size	Grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	12-15 mts /acre
Cabbage Seeds				
01	Cabbage Seeds (USM-PRINCE)		Time Of Sowing	Round the year
			Plant Height	45-50 cms
			Days to Maturity	60 to 75 days
			Seeds Colour and Size	Blakish brown
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts/acre
02	Cabbage Seeds (USM-KING)		Time Of Sowing	Round the year
			Plant Height	45-50 cms
			Days to Maturity	70-75 days
			Seeds Colour and Size	Blakish brown
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-24mts/acre
03	Cabbage Seeds (USM-JOCKEY)		Time Of Sowing	Round the year
			Plant Height	45-50 cms
			Days to Maturity	70-75 days
			Seeds Colour and Size	Blakish brown
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-24mts/acre
04	Cabbage Seeds (USM-DOLLY)		Time Of Sowing	Round the year
			Plant Height	45-50 cms
			Days to Maturity	70-75 days
			Seeds Colour and Size	Blakish brown
			Leaf Colour	Green
			Yield Per Acre (Approx)	25-30mts/acre
05	Cabbage Seeds (USM-LAURA)		Time Of Sowing	Round the year
			Plant Height	45-50 cms
			Days to Maturity	70-75 days
			Seeds Colour and Size	Blakish brown
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-24mts/acre

Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
06	Cabbage Seeds (USM-SAMANTHA)		Time Of Sowing	Round the year
			Plant Height	45-50 cms
			Days to Maturity	70-75 days
			Seeds Colour and Size	Blakish brown
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-24mts/acre
Brinjal Seeds				
01	Brinjal Seeds (USM-NAMAN)		Time Of Sowing	Round the year
			Plant Height	90-100cm
			Days to Maturity	60-65 days
			Seeds Colour and Size	Yellow
			Leaf Colour	Green
			Yield Per Acre (Approx)	25 -30mts
02	Brinjal Seeds (USM-SUSHANT)		Time Of Sowing	Round the year
			Plant Height	90-100cm
			Days to Maturity	60-65 days
			Seeds Colour and Size	Yellow
			Leaf Colour	Green
			Yield Per Acre (Approx)	25 -30mts
03	Brinjal Seeds (USM-AMAR)		Time Of Sowing	Round the year
			Plant Height	90-100cm
			Days to Maturity	60-65 days
			Seeds Colour and Size	Yellow
			Leaf Colour	Green
			Yield Per Acre (Approx)	25 -30mts
Peas Seeds				
01	Peas Seeds (USM-PS-10)		Time Of Sowing	Rabi
			Plant Height	80-90cm
			Days to Maturity	45-50 days
			Seeds Colour and Size	Green
			Leaf Colour	Green
			Yield Per Acre (Approx)	4-5mts
Papaya Seeds				
01	Papaya Seeds (USM-ALPHA)		Time Of Sowing	Round the year
			Plant Height	160-180 cms
			Days to Maturity	180 days
			Seeds Colour and Size	Grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	100 mts
02	Papaya Seeds (USM-BETA)		Time Of Sowing	Round the year
			Plant Height	160-180 cms
			Days to Maturity	180 days
			Seeds Colour and Size	Grey
			Leaf Colour	Green
			Yield Per Acre (Approx)	100 mts
Ash Gourd Seeds				
01	Ash Gourd Seeds		Time Of Sowing	Round the year

Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
	(USM-DEV 3404)		Plant Height	250-300cms
			Days to Maturity	80-90days
			Seeds Colour and Size	Cremish
			Leaf Colour	Green
			Yield Per Acre (Approx)	20-25mts
Dolichos				
01	Dolichos USM-Dolphin		Time Of Sowing	Kharif, Rabi & Summer
			Plant Height	80-90 cms
			Days to 1 st Harvest	50-55 days
			Seeds Colour and Size	Brown and Medium
			Fruit Colour	Green
			Yield Per Acre (Approx)	3-4 q/Acre
Flower Seeds				
Marigold Seeds				
01	Marigold Seeds (USM-POOJA)		Time Of Sowing	All seasons
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	40-50 days from TPL
			Seeds Colour and Size	Black
			Flower Colour	Yellow
			Yield Per Acre (Approx)	6-8 mts/acre
02	Marigold Seeds (USM-KESAR)		Time Of Sowing	All seasons
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	40-50 days from TPL
			Seeds Colour and Size	Black
			Flower Colour	Orange
			Yield Per Acre (Approx)	6-8 mts/acre
03	Marigold Seeds (USM-AARTHI)		Time Of Sowing	All seasons
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	40-50 days from TPL
			Seeds Colour and Size	Black
			Flower Colour	Golden Yellow
			Yield Per Acre (Approx)	6-8 mts/acre
04	Marigold Seeds (USM-DIMPLE)		Time Of Sowing	All seasons
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	40-50 days from TPL
			Seeds Colour and Size	Black
			Flower Colour	Yellow
			Yield Per Acre (Approx)	6-8 mts/acre
05	Marigold Seeds (USM-UNIGOLD)		Time Of Sowing	All seasons
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	40-50 days from TPL
			Seeds Colour and Size	Black
			Flower Colour	Golden Yellow
			Yield Per Acre (Approx)	6-8 mts/acre

Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
06	Marigold Seeds (USM-PRIYANKA)		Time Of Sowing	All seasons
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	40-50 days from TPL
			Seeds Colour and Size	Black
			Flower Colour	Yellow
			Yield Per Acre (Approx)	6-8 mts/acre
07	Marigold Seeds (USM-AJANTA)		Time Of Sowing	All seasons
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	40-50 days from TPL
			Seeds Colour and Size	Black
			Flower Colour	Yellow
			Yield Per Acre (Approx)	6-8 mts/acre
08	Marigold Seeds (USM-TILAK)		Time Of Sowing	All seasons
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	40-50 days from TPL
			Seeds Colour and Size	Black
			Flower Colour	Orange
			Yield Per Acre (Approx)	6-8 mts/acre
09	Marigold Seeds (USM-VANDAN)		Time Of Sowing	All seasons
			Plant Height	70 to 80 cm
			Days to 1 st Harvest	40-50 days from TPL
			Seeds Colour and Size	Black
			Flower Colour	Orange
			Yield Per Acre (Approx)	6-8 mts/acre
Sunflower Seeds				
01	Sunflower Seeds (USM-SURAJ)		Time Of Sowing	Rabi and Summer
			Plant Height	150-160 cm
			Days to Maturity	120-130 days
			Seeds Colour and Size	Black and medium size
			Leaf Colour	Green
			Yield Per Acre (Approx)	8-9 q/acre
Field Crop Seeds				
Sweet Corn Seeds				
01	Sweet Corn Seeds (USM-SUGAR GOLD)		Time Of Sowing	Round the year
			Plant Height	150 to 180 cm
			Days to Maturity	65-70 days
			Seeds Colour and Size	Creamish yellow
			Fruit Colour	Creamish sweet
			Yield Per Acre (Approx)	6-8 mts/acre
02	Sweet Corn Seeds (USM-HONEY GOLD)		Time Of Sowing	Round the year
			Plant Height	150 to 180 cm
			Days to Maturity	65-70 days
			Seeds Colour and Size	Creamish yellow
			Fruit Colour	Creamish sweet
			Yield Per Acre (Approx)	6-8 mts/acre

Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
03	Sweet Corn Seeds (USM-JACK GOLD)		Time Of Sowing	Round the year
			Plant Height	150 to 180 cm
			Days to Maturity	65-70 days
			Seeds Colour and Size	Creamish yellow
			Fruit Colour	Creamish sweet
			Yield Per Acre (Approx)	6-8 mts/acre
04	Sweet Corn Seeds (USM-SWEET BABY)		Time Of Sowing	Round the year
			Plant Height	150 to 180 cm
			Days to Maturity	65-70 days
			Seeds Colour and Size	Creamish yellow
			Fruit Colour	Creamish sweet
			Yield Per Acre (Approx)	6-8 mts/acre
Mustard Seeds				
01	Mustard Seeds (USM-36U36)		Time Of Sowing	October & November
			Plant Height	160 to 180 cm
			Days to Maturity	125 to 130 Days
			Seeds Colour and Size	Brown and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	12 - 14q/acre
Bajra Seeds				
01	Bajra Seeds (USM-VITA FEED)		Time Of Sowing	Kharif & Summer
			Plant Height	1 to 1.2 meters
			Days to 1 st Harvest	40 to 45 days
			Seeds Colour and Size	Red and Small
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 – 14 Mts/Acre
Jowar Seeds				
01	Jowar Seeds (USM-RUCHIKA)		Time Of Sowing	March-May, June-August
			Plant Height	80 to 90 cm
			Days to 1 st Harvest	40 to 45 days
			Seeds Colour and Size	White Red and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10 – 12 Mts/Acre
02	Jowar Seeds (USM-FARM GREEN)		Time Of Sowing	March-April, May-August
			Plant Height	300 to 350 cm
			Days to 1 st Harvest	80 to 85 days
			Seeds Colour and Size	White and Medium
			Leaf Colour	Green
			Yield Per Acre (Approx)	10.5 -13 qtl/acre
Maize				
01	USM 4499		Time Of Sowing	Kharif & Rabi
			Maturity	Medium late
			Days to Harvest	105-120 days
			Grain Color & texture	Orange and semi dent
			No of ears/ plant	1
			Yield Per Acre (Approx)	25-30 q/Acre

Sr. No.	Name of the Product	Picture of the Product/ Packaging	Description	
02	USM 4455		Time Of Sowing	Kharif & Rabi
			Maturity	Medium late
			Days to Harvest	days
			Grain Color & texture	Orange and semi dent
			No of ears/ plant	1
			Yield Per Acre (Approx)	30-40 q/Acre
03	USM 6602		Time Of Sowing	Kharif & Rabi
			Maturity	Medium late
			Days to Harvest	105-120 days
			Grain Color & texture	Orange and semi dent
			No of ears/ plant	1
			Yield Per Acre (Approx)	25-30 q/Acre
04	USM 4444		Time Of Sowing	Kharif & Rabi
			Maturity	Medium late
			Days to Harvest	105-120 days
			Grain Color & texture	Orange and semi dent
			No of ears/ plant	1
			Yield Per Acre (Approx)	q/Acre
Paddy				
01	ORIGIN		Time Of Sowing	Kharif & Rabi
			Maturity	120-130 days
			Plant Height	45-50 inches
			Grain Color	Straw
			Grain Type	Medium Bold-Bold
			Yield Per Acre (Approx)	35-40 q/Acre
02	PUSHPA		Time Of Sowing	Kharif
			Maturity	140-145 days
			Plant Height	34-36 inches
			Grain Color	Straw colored
			Grain Type	Short Bold 1
			Yield Per Acre (Approx)	25-28 q/Acre

Note: - Due to photographic lighting and different devices used to view the displayed product, the colour you see may vary slightly from the actual colour of the product. Similarly, other slight variations may occur between the product displayed and the actual product.

(The remainder of this page has been intentionally left blank)

PICTURES OF OUR FARMLAND:



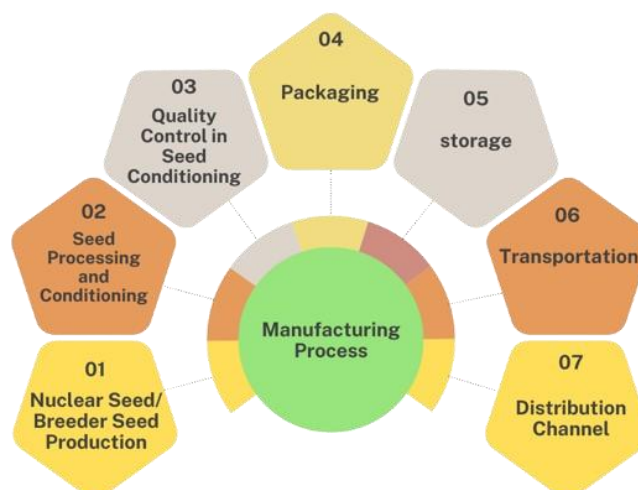
PICTURES OF OUR SEED PROCESSING UNIT:



BUSINESS OPERATIONS:

Unisem Agritech Limited is a seed company engaged in developing, processing, and selling diverse range of seeds for vegetables, flower and field crops. By integrating traditional breeding techniques with biotechnology tools, we strive to develop hybrid vegetable, flower and field crop seeds that offer higher yields, improved product quality, and greater resistance to pests and diseases compared to naturally occurring varieties. Our core operations focus on developing hybrid vegetable, flower and field crop seed varieties and processing them to ensure the consistent quality. The company follows the below processes for smooth flow of its operational activity.

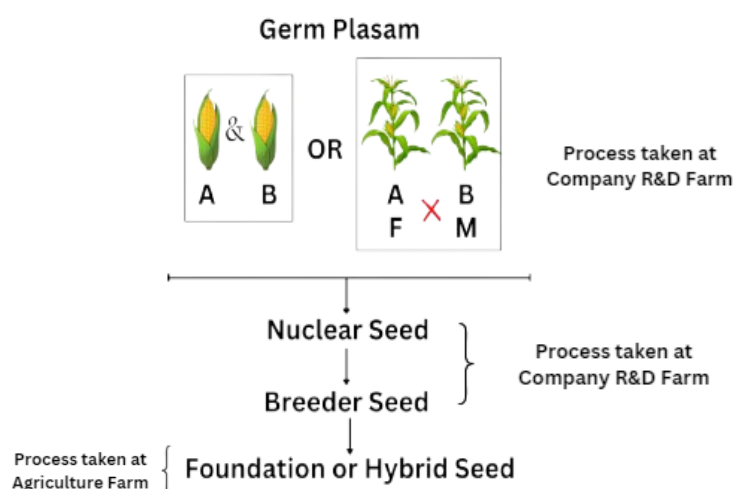
Manufacturing/ Production Process:



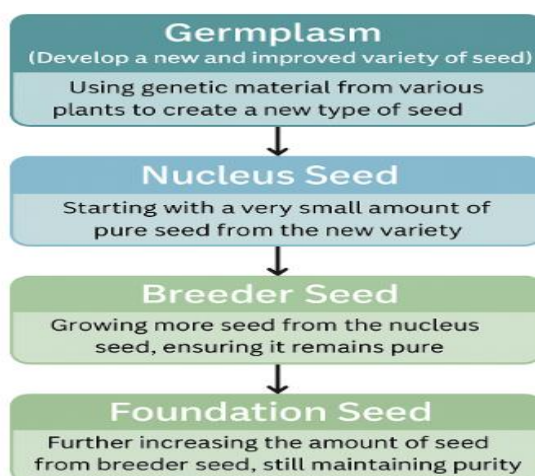
• Seed Production:

Our Company grows foundation seeds or the parental seeds at the company's leased agricultural lands. These foundation seeds are produced under strict supervision of our breeder. Breeding is the process of bringing together two specific parent plants to produce a new offspring plant (hybrid) which will have the desired traits and characteristics. The hybrid seeds produced are then processed at our plant located at RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115. Our Company has an adequate storage facility which enables us to store the seeds without deterioration of quality.

The important steps towards seed production are as under:



1. **Germplasm:** Germplasm encompasses the entire genetic material of a plant species. Plant breeding focuses on generating new allelic combinations, stabilizing specific allele groupings, and selecting superior allele combinations to develop enhanced varieties or parental lines for hybrid seed production. The donor or source material for breeding crosses must meet quality standards, ensuring genetic purity and freedom from seed-borne and seed-transmitted pathogens.
2. **Nuclear Seeds:** Nucleus seed is the initial, genetically pure seed stock of an improved variety or parental line of a hybrid plant. When a new plant variety is released, only a small quantity of superior seeds is selected by the breeder from individual plants. These seeds are free from physical impurities and produced under strict isolation to prevent genetic and physical contamination. Managed with extreme care, nucleus seeds ensure that all subsequent generations remain true to the original variety. This critical step is the responsibility of the plant breeder who developed the variety. Nucleus seeds are not distributed to farmers; instead, the breeder uses them to produce Breeder Seed, the next stage in the seed production process.
3. **Breeder Seeds:** Breeder seed is the direct progeny of nucleus seed, which is the purest form of a variety developed by plant breeders. It is the first step in the seed multiplication chain, ensuring that all subsequent seed generations maintain high genetic and physical purity. Breeder seed produced should meet all prescribed standards viz. genetic purity (depending on crops in the range of 85% to 99%), physical purity (98%).
4. **Foundation Seeds:** Foundation seed is the seed produced from growing breeder seed. It is produced by trained persons to maintain the genetic purity of the variety. Foundation seed is produced by growing breeder seed under the supervision of trained professionals to maintain its genetic purity. Its production undergoes strict field and seed inspections.



• **Seed Processing and Conditioning:**

After harvesting, the seeds are transported to our cutting-edge processing facilities, where they pass through various stages such as drying, cleaning, gravity separation and etc. Moisture content of the seed is meticulously reduced to an ideal level, thereby extending the seeds' storage life. We utilize advanced techniques, including chemical treatments and seed coatings, to stimulate faster germination, uniformity, enhance quality, boost yield potential, and improve disease resistance.

Our company has heavily invested in infrastructure for Research & Development, Processing, Testing, and Packaging. Grown by our contract farmers and vendors, the seeds are processed at our modern facility situated at RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115, which employs technologies such as fine cleaning, gravity separation and etc.

Key Seed Processing Stages:

1. **Seed Drying** – Minimizing moisture to an optimum level for better shelf life.
2. **Seed Cleaning** – Removing dust, chaff, and undersized seeds, and grading them by weight, length, shape, and size.
3. **Seed Treatment** – Applying chemical and polymer coatings to protect against deterioration, fungal infections, and aging, ensuring more rapid germination and healthier seedlings.

- **Quality Control in Seed Conditioning:**

In our laboratories, seeds undergo thorough testing for germination and genetic purity. We consistently strive to ensure our seeds meet the required quality benchmarks for germination, genetic purity, and yield, ultimately maximizing profitability for the farmers who use our products. Throughout both the production phase and the subsequent processing and conditioning at our facilities, we adhere to strict, pre-established quality standards. We collect samples from each incoming seed lot and subject them to assessments at Seed Testing Laboratories (STLs) and Grow-out Test (GOT) centres, where GOTs and other quality evaluations are performed.

The different tests/processes adopted by our company for ensuring quality control are as follows:

- Physical Purity Test
- Moisture Test
- Germination Test
- Seed Viability Test
- Seed Health
- Genetic Purity Test/ Molecular GOT

- **Packaging:**

Seed Packaging is a crucial step in the seed production and distribution process, ensuring that seeds remain protected and properly labelled for the end user. The seeds are packed in bags which have adopted 2–3-layer packaging, which is moisture resistant, air tight and temper proof to maintain the quality of the seeds. Below is a detailed explanation of the main components involved:

1. **Seed Pouching** – Seed pouches (or sachets) are typically made of foil or specialized plastic materials that protect seeds from moisture, light, and external contaminants.
2. **Truthful Labelling** – Labelling provides essential information about the seeds, helping buyers make informed decisions and comply with regulatory requirements.
3. **Display Box** – A display box is used to hold multiple seed pouches in a visually appealing manner, often placed on store shelves or counters.
4. **Carton Box** – Carton boxes are the final packaging layer for bulk shipment and storage. They protect seed pouches or display boxes during transportation and warehousing.

- **Storage:**

Our company has adequate storage capacity with very easy loading and unloading system. This facility enables us to store seeds without any deterioration of quality. We have cold storage warehouse also to store certain seeds which needs temperature-controlled environment to ensure quality of the seeds. The seeds are stored in our warehouse for about 8-12 months depending on the seed. Below is the list of warehouses in which company maintains its storage facility:

Warehouses:

Sr. No.	Warehouse Address	State	Owned or Rented	Warehouse Space (in Square Meter)
1.	RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115	Karnataka	Owned	192.46
Total				192.46

Carrying and Forwarding Agents Warehouses:

Sr. No.	Warehouse Address	State	Owned or Rented	Warehouse Space (in Square Meter)
1.	House no. 635, First floor, opp. SBI, Mahadev Ghat Road Sunder nagar, Raipur 429013	Chhattisgarh	Rented*	125.00
2.	2nd Floor, Sobha Sadan Near Shitla Mandir, Choti, Pahadi, Gulzarbagh, Patna-800007	Bihar	Rented*	260.12

Total	385.12
--------------	---------------

* The company has a C&F agreement and leave and license agreement with the third party for transportation and storage of goods

• **Transportation:**

At the distribution stage, a broad dealer network spanning India is served through well-coordinated transport operations, where shipments are dispatched according to each dealer's orders and a structured logistics plan to ensure prompt and reliable delivery.

• **Distribution Channel:**

Our Company has wide network of more than 1,000 dealers and distributors around India, which includes Gujarat, Rajasthan, Maharashtra, Uttar Pradesh, Madhya Pradesh, Karnataka and etc. Finished products are dispatched to various distributors base on their requirement among all over India. The area wise distributors provide dispatched products to final customer i.e. Farmers as per their requirement.

State-wise breakup of the dealers and distributors are mentioned below as on 31.03.2025:

Sr. No.	Name of State	No. of Distributors
1.	Andhra Pradesh	87
2.	Assam	1
3.	Bihar	106
4.	Chhattisgarh	35
5.	Gujarat	12
6.	Haryana	25
7.	Jharkhand	42
8.	Kerala	01
9.	Karnataka	97
10.	Madhya Pradesh	170
11.	Maharashtra	44
12.	Odisha	92
13.	Punjab	6
14.	Rajasthan	23
15.	Tamil Nadu	49
16.	Telangana	131
17.	Uttar Pradesh	99
18.	West Bengal	20
Total		1040

Active and Non-Active Dealer and Distributors data: -

Particular	FY 2025	FY 2024	FY 2023
Active Dealer	893	818	719
No – Active Dealer	147	119	170
Total	1040	937	889

COLLABORATIONS/ TIE-UPS/ JOINT VENTURES

In the normal course of business, we have not any Collaborations/ Tie-ups/ Joint Ventures.

CAPACITY AND CAPACITY UTILISATION:

As on the date of this Draft Red Herring Prospectus below is the capacity and utilisation of the company.

1. Vegetable and Flower seed sorting and packaging capacity:

(In Metric Ton (MT))

Financial Year	Installed Capacity	Utilised Capacity	Utilization %
2022-23	1,10,500	99,083	89.67%
2023-24	1,32,500	1,31,320	99.11%
2024-25	1,41,750	1,32,000	93.12%

2. Field crop packaging capacity (Except Maize and Paddy):*(In Metric Ton (MT))*

Financial Year	Installed Capacity	Utilised Capacity	Utilization %
2022-23	2,50,000	-	-
2023-24	2,50,000	1,18,840	47.54%
2024-25	2,50,000	1,26,000	50.40%

3. Maize & Paddy packaging capacity:*(In Metric Ton (MT))*

Financial Year	Installed Capacity	Utilised Capacity	Utilization %
2022-23	30,00,000	4,37,568	14.59%
2023-24	30,00,000	4,26,848	14.23%
2024-25	30,00,000	2,02,000	6.73%

The capacity and its utilisation have been certified by the GARG & ASSOCIATES dated 21.07.2025.

INFRASTRUCTURE AND UTILITIES:**Registered Office:**

Our Registered Office is located at RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115. For the details of our other business offices please refer details of property under our business chapter.

Infrastructure Facilities:

Our office situated at different locations, are well equipped with Computer systems, Laptops, uninterruptible power supply (UPS), Internet connectivity, other communication equipment, security systems and other facilities which are required for our business operations.

Power facilities:

Our Company is having adequate and continuous power supply to meets its power requirements which is for our day-to-day functioning of our registered office, processing plant, business offices and warehouses

Water facilities:

At our Registered Office, business offices and warehouses, we require water only for general purposes for which we utilize water supply from local authorities to meet water requirements.

Plant and Machinery:

Our processing plant is equipped with the below list of machineries.

Sr. No.	Machine name	Plant & machinery description	Quantity	Owned or rented	Date of purchase/ put in use	Remaining Life of the machine [#]
1.	Seed Gredar Small	Seed Grader (Air Screen Cleaner)	1	Owned	20-09-2012	2 Years
2.	Seed Gredar Small	Seed Grader Model Ultra F130700000000000	1	Owned	26-10-2012	2 Years
3.	Seed Gredar Small	Seeds Graders - Ultra	2	Owned	31-03-2024	14 Years
4.	Seed Gredar Big	Seeds Graders - Delux-II	1	Owned	31-03-2024	14 Years
5.	Gravity Separator	Seed Gravity Separator Model G-2-P II	1	Owned	25-09-2020	10 Years
6.	Gravity Separator	Lab Modul	1	Owned	20-09-2012	2 Years
7.	TTO Printer	VJ Data flex 6330 Printers RH 53MM	1	Owned	28-09-2018	5 Years
8.	Conveyor	AQ002 Belt Conveyor Standard	1	Owned	16-10-2018	3 Years
9.	TTO Printer	MARKEM-IMAJE	1	Owned	30-04-2021	11 Years
10.	Conveyor	Mechtronics Systems & Solutions	1	Owned	30-04-2021	11 Years
11.	Ink Jet Printer	Ink Jet code Machine	1	Owned	24-01-2024	4 Years

Sr. No.	Machine name	Plant & machinery description	Quantity	Owned or rented	Date of purchase/ put in use	Remaining Life of the machine [#]
12.	Ink Jet Printer	Print jet	1	Owned	28-06-2019	9 Years
13.	Weighing & Filling Machine	Semi-Automatic Weighing & Filling Machine	6	Owned	25-03-2021	11 Years
14.	Weighing Machine	Weighing Machine Material Stainless steel, HS Code:8422303090	1	Owned	12-03-2019	9 Years
15.	Weighing Machine	Prince Make Electronic Weighing Scale Model: PTS 600, Capacity:600gm,	1	Owned	08-08-2021	4 Years
16.	Weighing Machine	Prince Make Electronic Weighing ScaleModel:PT53 Capacity:3kg	1	Owned	08-08-2021	4 Years
17.	Weighing Machine	Prince Make Electronic Weighing ScaleModel:PT53 Capacity:3kg	2	Owned	14-04-2023	13 Years
18.	Weighing Machine	Prince Make Electronic Weighing ScaleModel:PT53 Capacity:3kg	1	Owned	14-04-2023	13 Years
19.	Weighing Machine	Prince Make Electronic Weighing ScaleModel:PT53 Capacity:3kg	1	Owned	14-04-2023	13 Years
20.	Weighing Machine	RJS Make Electronic Weighing ScaleModel:PT53 Capacity:3kg	1	Owned	14-04-2023	13 Years
21.	Treatment Machine	Seed Coating and Mixing Machine- RAS1560	1	Owned	27-03-2019	9 Years
22.	Seed Dryer	Seed Dryer Machine (Model: RAS D2)	1	Owned	11-06-2024	14 Years
23.	Seed Dryer	Bry Air (asia) Pvt Ltd	1	Owned	01-01-2011	9 Years
24.	Box Strapping Machine	Box Strapping Machine SBS-12, Magic pack Pouch Cutting Machine	2	Owned	05-04-2022	12 Years
25.	Box Wrapping Machine		1	Owned	08-06-2024	14 Years
26.	Sealing Machine	Vertical Band Sealing Machine (Model CBSV 910)	1	Owned	07-06-2024	14 Years
27.	Sealing Machine	Table Tayp	1	Owned	19-11-2018	8 Years
28.	Seed Sorting	Seed Sorting Machine (Model: Mini Sorter)	1	Owned	13-06-2024	14 Years
29.	Brushing Machine	Lab Brushing Machine (LAH wt VF wo Brush-FHWL)	1	Owned	31-05-2024	14 Years
30.	Pouch slitting Machine	35hp Shredder Machine	1	Owned	07-04-2022	12 Years
31.	Dehumidifier	Novita Dehumidifier-ND 320	1	Owned	27-07-2017	7 Years
32.	Air Compressor	100 Pound Compressor	1	Owned	16-04-2019	14 Years
33.	Printer	185e Multi-Function Printer	1	Owned	06-09-2021	1 Year
34.	Plant Growth Chamber	Walk In Plant Growth/ Germination Machine	1	Owned	24-06-2024	14 Years
35.	Vacuum Packing Machine		1	Owned	16-05-2023	13 Years

Note: In the above table few machineries date of machineries is before the date of incorporation of company, it is because the company has acquired Unisem Agritech on April 2, 2018 and using the same asset in its plant and machinery.

The list of plant and machineries has been certified by the GARG & ASSOCIATES dated 26.07.2025.

Transportation:

As on date of this Draft Red Herring Prospectus company has 15 own vehicles for its employee movement. To distribute our goods or to reach out the dealer's company uses third party transportation services.

HUMAN RESOURCE:

Department-wise on-roll employee breakup table as on 31.03.2025

Department	Number of Employee
Directors	6
Key Managerial Personnel	3
Vice-President	1
Finance & Accounting	6
Admin	1
Human Resource	2
Operations	16
Sales & Marketing	103
Breeders	5
R & D employees except Breeders	7
Quality Assurance employees	2
Production	3
Total Employee Count	155

Department-wise contractual employee breakup table as on 31.03.2025

Department	Number of Employee
Operations	7
Sales & Marketing	50
R & D employees except Breeders	3
Quality Assurance employees	3
Office Workers	16
R&D Workers	45
Total Employee Count	124

Employee Count and Attrition Rate:

Financial Year	No of Employees (On Roll)			
	Opening	New Joining	Cessation	Closing
2021-22	117	30	21	126
2022-23	126	23	21	128
2023-24	128	34	24	138
As on 31.03.2025	138	43	26	155

Particular	FY 2025	FY 2024	FY 2023
Attrition Rate (in %)	17.75%	18.05 %	16.54 %

INSURANCE

Our Company has taken following insurance policies securing our key revenue generating assets against any damage or loss:

(Amount in Rupees Lakhs)

Sr. No.	Insurer	Policy Number	Type of policy	Validity Period	Sum Insured
1	Bajaj Allianz General Insurance Company Ltd.	OG-26-3844-4057-00000003	Bharat Laghu Udyam Suraksha Policy Schedule	26.07.2026	101.00
2	Bajaj Allianz General Insurance Company Ltd.	OG-26-3844-4057-00000004	Transcript of Proposal for Bharat Laghu Udyam Suraksha	26.07.2026	1400.00
3	Future Generali India Insurance Co. Ltd.	132/02/11/1125/MTP/0000094606	Vehicle Insurance	27.11.2025	6.15
4	Future Generali India Insurance Co. Ltd.	132/02/11/1225/MTP/0000097538	Vehicle Insurance	02.12.2025	5.76
5	Reliance General Insurance Company Limited	991792523110073818	Vehicle Insurance	29.08.2026	4.15
6	ICICI Lombard	3001/301659125/02/000	Vehicle Insurance	17.08.2026	10.82
7	ICICI Lombard *	3001/362626702/00/000	Vehicle Insurance	11.10.2025	14.27
8	IFFCO-Tokio General Insurance Co. Ltd	22K42358	Cargo Insurance - Marin	01.11.2025	500.00
9	IFFCO-Tokio General Insurance Co. Ltd	43348007	Workmen's Compensation Policy	16.12.2025	14.28
10	Future General India Insurance Co. Ltd	132/02/11/0826/MTP/1010156339	Vehicle Insurance	28.08.2026	5.40
11	Generali Central Insurance Co. Ltd	132/02/11/0926/MTP/1010161880	Vehicle Insurance	08.09.2026	8.12
12	SBI General Insurance Company Ltd.*	TSB/30847904	Vehicle Insurance	24.04.2026	29.52
13	Aditya Birla Capital [#]	2-81-25-00004244-000	Group Active Health Insurance	30.01.2026	-
14	Royal Sundaram General Insurance Co. Limited	VPS0226159000100	Vehicle Insurance	30.05.2026	10.20
15	Royal Sundaram General Insurance Co. Limited	VPC1943664000100	Vehicle Insurance	05.08.2026	5.15
16	IFFCO Tokio General Insurance Co. Ltd	18438049	Vehicle Insurance	12.05.2026	10.20
17	United India Insurance Co. Ltd.	2408003125P105717648	Vehicle Insurance	27.07.2026	3.30
18	United India Insurance Co. Ltd.	2408003125P108952607	Vehicle Insurance	04.09.2026	1.02
19	United India Insurance Co. Ltd.	2408003124P112048743	Vehicle Insurance	10.11.2025	0.07
20	Cholamandalam MS General Insurance Co. Ltd.	3408/00769235/000/00	Vehicle Insurance	16.08.2026	11.21
21	Future General India Insurance Co. Ltd	132/18/11/0826/MOD/1010156346	Vehicle Insurance	27.08.2026	6.44
22	TATA AIG Insurance	6539904957	Marine Cargo Open Policy	13.03.2026	50.00
23	Bajaj Allianz General Insurance Company Ltd.	OG-26-3844-4056-00000169	Property Insurance	01.07.2026	17530.00
24	United India Insurance Co. Ltd.	0209003124P102721677	Motor Insurance Policy	28.05.2026	10.20

*The policy is on the name of the Managing Director of the Unisem Agritech Private Limited.

[#]It is a group Health Insurance for the employees of the company and total amount cannot be quantified in numbers.

EXPORTS & EXPORTS OBLIGATIONS:

As on the date of this document, our Company does not have Export Obligation.

SALES AND MARKETING:

As of the date of this Draft Red Herring Prospectus, our company carries out sales and marketing activities across every region in India. We firmly believe that our success depends on maintaining strong relationships with our dealers, who play a key role in helping us reach a wide range of customers. By consistently providing quality seeds and reliable service, we have built a network that spans various states and markets.

We keep our partners engaged with regularly introduce special schemes and offers, which not only attract new vendors but also encourage existing partners to continue working with us. We also conduct targeted campaigns for dealers and farmers, where we showcase the benefits of our products and provide hands-on demonstrations. These initiatives enhance trust and build lasting connections in the farming community. Additionally, our reputation grows through word-of-mouth publicity, as satisfied customers and dealers share their positive experiences with others. Recognising and rewarding farmers for their hard work and contribution in promoting and developing our good products in their surroundings is one of the key activities in our branding exercise.

To further strengthen our brand, all our employees follow a set dress code featuring the name “Unisem.” Whenever our staff members travel or meet clients, their attire reminds people of our company, enhancing brand recall and projecting a professional image. This uniform approach also fosters team spirit and unity among employees. Overall, our strategy combines the power of strong dealer relationships, timely promotional schemes, impactful campaigns, and a recognizable brand identity to ensure our presence is felt in every corner of India, contributing to our continued growth and success.

COMPETITION:

We operate in a highly competitive market. We face competition from other Companies supplying hybrid seeds in the same geographies as ours. While service quality, technical ability, performance record, experience, health and safety records and the availability of skilled personnel are key factors in client decisions among competitors, price often is the deciding factor in most tender awards. Some of our competitors may have greater resources than those available to us. In such a dynamic environment, our focus on client satisfaction and our work not only distinguish us from competitors but also secure our position as a trusted partner in the ever-evolving marketing landscape.

PROPERTIES:

Immovable Property:


Sr. No.	Usage	Address	Details of the Deed/Agreement	Tenure/ Term	Owned/ (Amount and Lease Period)
1.	Factory/ Processing Plant	RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115	Owned	N.A.	N.A.
2.	Registered Office	RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115	Owned	N.A.	N.A.
3.	Business Office	1st Floor, of house Municipal number 192-A, Greater Brajeshwari, Piplyahana, Indore (MP)	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri Hafeez Khan vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 21,846 p.m.
4.	Business Office	SB-13, Near Saint Merry School, Shastri Nagar, Ghaziabad: 201002	Leave and Licence Agreement	11 months	Obtained on rental basis from Shri Harbiri Devi vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 21,846 p.m.
5.	Business Office	H No: 3-3-411, RTC Colony, L.B. Nagar, R.R District, Hyderabad: 500074 State: Telangana	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri Devulapally Nagendar vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 23,760 p.m.

Sr. No.	Usage	Address	Details of the Deed/Agreement	Tenure/ Term	Owned/ Rented/ Lease (Amount and Time Period)
6.	Business Office	House No 45/24-K-64-2-2-2 Ameen Abbas Nagar Revenue Ward-45 Kurnool District, A.P -518001	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri U Kiran Kumar vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 4,366 p.m.
7.	Business Office	Ground Floor 2BHK of plot no.283, Near Kalyani Plaza, Patrapada, Bhubaneswar Odisha	Leave and Licence Agreement	11 months	Obtained on rental basis from Rupashree Patra vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 12,980 p.m.
8.	Corporate Office	#29. New # 2, 7th Main, 21st Cross, CHBCS Layout, Vijayanagar, Bangalore-560040	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri. Srinivasa Rao vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 23,182 p.m.
9.	Warehouse	RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115	Owned	N.A.	N.A.
10.	C&F Point	2nd Floor, Sobha Sadan Near Shitla Mandir, Choti, Pahadi, Gulzarbagh, Patna-800007	Leave and Licence Agreement	11 months	Obtained on rental basis from M/s Shivaram Enterprises vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 29,645 p.m.
11.	C&F Point	House no. 635, First floor, opp. SBI, Mahadev Ghat Road Sunder nagar, Raipur 429013	Leave and Licence Agreement	11 months	Obtained on rental basis from M/s Vardhan Sales vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 28,320 p.m.
12.	Research and Development	Survey no. 58/1+2/1D Situated in Gangapur village, Ranebennur taluk, Haveri district	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri. P. Maheshwarappa vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 4,727 p.m.
13.	Business office and Research and Development	Survey no. 58/1+2/1B Situated in Gangapur village, Ranebennur taluk, Haveri district	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri. T. M. Venkatesh Gowda vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 4,727 p.m.
14.	Research and Development	Survey no. 58/1+2/1A Situated in Gangapur village, Ranebennur taluk, Haveri district	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri. H.N. Devakumar vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 4,727 p.m.

Sr. No.	Usage	Address	Details of the Deed/Agreement	Tenure/ Term	Owned/ Rented/ Lease (Amount and Time Period)
15.	Research and Development	Survey no. 58/1+2/1K Situated in Gangapur village, Ranebennur taluk, Haveri district	Leave and Licence Agreement	11 months	Obtained on rental basis from Mr. Dharanendra H Gowda vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 4,664 p.m.
16.	Research and Development	survey no. 70/1/2/3/4/5/6 Situated in Gangapur village, Ranebennur taluk, Haveri district	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri. Sanjay Hanumanthappa Jadav, Vijay Hanumanthappa Jadav, Parashuram Hanumanthappa Jadav, Jayashree Panduranga Jadav, Prajwal Panduranga Jadav, Lakshman Hanumanthappa Jadav, Vinodh Neharu Jadav, Vinay Neharu Jadav vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 27,273 p.m.
17.	Research and Development	survey no. 71/1 Situated in Gangapur village, Ranebennur taluk, Haveri district	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri. Mallesh Gulappa Chakrasali vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 8,727 p.m.
18.	Research and Development	Survey no. 502 Situated in village-Daharka pura, Tassil Kheragarh Agra in the state of Uttar Pradesh	Leave and Licence Agreement	11 months	Obtained on rental basis from Mr. Keshav Singh vide rent agreement dated March 01, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 4,545 p.m.
19.	Research and Development	Survey no. 73 Section 12 & 13 Situated in the 1/201 Komaliyur, Pappampadi, Dist-Salem Tamilnadu-636306.	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri Balakrishnan Marimuthu vide rent agreement dated March 08, 2025 for a period from March 08, 2025 to February 7, 2026 at Rs. 909 p.m.
20.	Research and Development	Survey no. 700 Situated in the 6-21, Kasapepri, Chinnappampatti, Desavilakku, Sinnappampatti, Dist-Salem Tamilnadu-636306.	Leave and Licence Agreement	11 months	Obtained on rental basis from Sri Elumalai Mottaiyagoundar vide rent agreement dated March 08, 2025 for a period from March 01, 2025 to January 31, 2026 at Rs. 2,727 p.m.

INTELLECTUAL PROPERTY

Trademark Details:

Sr No.	Original Trade Mark Name	Application Number	Class	Current Status	Renewal Date
1	 unisem	6854730	31	Application under process	N.A.

Note: - Our Company has already made the applications for the change of name of this license pursuant to change in the name of our company from “Unisem Agritech Private Limited” to “Unisem Agritech Limited” consequent to conversion into Public Limited. The temporary application number is 12106029.

Domain Details:

Sr No.	Particular	Current Status	Owned By	Registered Platform	Renewal Date
1	Unisem.in	Active	Third party*	Namecheap	19.06.2029

*The Company has obtained the No Objection Certificate from the third party.

(The remainder of this page has been intentionally left blank)

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Red Herring 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. Taxation statutes such as the I.T. Act, GST and 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 are neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government and Other Statutory Approvals**” beginning on page number 279 of this Draft Red Herring Prospectus.

Applicable Laws and Regulations

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars, and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

BUSINESS AND/ OR KEY INDUSTRY AND/ OR TRADE RELATED LAWS AND REGULATIONS

The Seeds Act, 1966

Seed Act was enacted to provide for regulating the quality of certain seeds for sale, and for matters connected therewith. The said Act, defines “seed” to mean any of the following classes of seeds used for sowing or planting- (i) seeds of food crops including edible oil seeds and seeds of fruits and vegetables; (ii) cotton seeds; (iii) seeds of cattle fodder; and includes seedlings, and tubers, bulbs, rhizomes, roots, cuttings, all types of grafts and other vegetatively propagated material, of food crops or cattle fodder.

The Act also regulates sale of seeds of notified kinds or varieties vide section 7, which states that “No person shall, himself or by any other person on his behalf, carry on the business of selling, keeping for sale, offering to sell, bartering or otherwise supplying any seed of any notified kind or variety, unless- (a) such seed is identifiable as to its kind or variety; (b) such seed conforms to the minimum limits of germination and purity specified under clause (a) of section 6; (c) the container of such seed bears in the prescribed manner, the mark or label containing the correct particulars thereof, specified under clause (b) of section 6; and (d) he complies with such other requirements as may be prescribed.

The Seed Rules, 1968

The Seed Rules, lay down the responsibility for marking or labelling the Container on the person whose name appears on the mark or label, if seed of a notified kind or variety is offered for sale under section 7 of the Act.

Under these Rules, the seed inspector shall - (a) inspect as frequently as may be required by certification agency all places used for growing, storage or sale of any seed of any notified kind or variety; (b) satisfy himself that the conditions of the certificates are being observed; (c) procure and send for analysis, if necessary, samples of any seeds, which he has reason to suspect are being produced stocked or sold or exhibited for sale in contravention of the provisions of the Act or these rules; (d) investigate any complaint, which may be made to him in writing in respect of any contravention of the provisions of the Act or these rules.

The Seeds (Control) Order (1983)

The Seeds (Control) Order was issued by the Ministry of Agriculture, Government of India, making it compulsory to obtain a license to carry on the business of selling, exporting or importing seeds except under and in accordance with the terms and conditions of licence granted to him under the order. Dealers were obligated to display stock and price lists in his place of business: i.e. the opening and closing stocks, on a daily basis, of different seeds held by him; and a list indicating prices or rates of different seeds.

New Policy on Seed Development, 1988

The New Seed Policy of 1988 was a significant policy reform that liberalized the seed industry in India. It allowed for more imports, encouraged domestic seed production, and provided incentives for R&D. The policy strengthened and modernized plant quarantine facilities and encouraged participation of foreign companies in the seed industry. It also gave Indian farmers access to the best seeds and planting materials available worldwide. The policy was revised in 2011 to allow the import of specified quantities of wheat and paddy for trial and evaluation purposes.

National Seeds Policy, 2002 (“Seeds Policy”)

The Seeds Policy was launched by the GoI to enhance the availability of high-quality seeds to farmers and to promote the development of the seed industry in India in order to achieve the food production targets of the future. Seeds Policy aims to ensure that farmers have access to a diverse range of quality seeds to increase agricultural productivity and improve farm incomes. Under the Seeds Policy, the GoI encourages the engagement of the private sector in seed production and distribution while underscoring the significance of research and development in seed technology. The Seeds Policy further advocates for the establishment of a comprehensive regulatory framework for the certification of seeds, thereby ensuring that all seeds marketed conform to the prescribed quality standards. It envisages the development of National Seed Grid to provide information on availability of different varieties of seeds with production details. The Seeds Policy advocates for promotion of seed villages to increase the production and make available the seeds in time as well as upgrading the quality of farmers saved seeds. Under the Seeds Policy, transgenic crops/varieties are tested to determine their agronomic value for at least two seasons by the ICAR before any variety is commercially released in the market. Performance of commercially released varieties are monitored for at least 3 to 5 years by the Ministry of Agriculture and State Departments of Agriculture. All seeds imported into the country are required to be accompanied by a certificate from the Competent Authority of the exporting country regarding their transgenic character or otherwise. Packages containing transgenic seeds/planting materials carry a label indicating their transgenic nature including the agronomic/yield benefits, names of the transgenes and any relevant information.

Rules for the Manufacture, Use, Import, Export and Storage of Hazardous Microorganisms, Genetically Engineered Organisms or Cells (“GEM Rules, 1989”)

Pursuant to sections 6, 8 and 25 of the Environment (Protection) Act, 1986 (“EPA”) and with a view to protecting the environment, nature and health, in connection with the application of gene technology and microorganisms, the GEM Rules have been notified under the EPA. These rules are the apex rules for regulation of all activities related to genetically engineered organisms and products thereof. The GEM Rules, 1989 cover areas of research as well as large scale applications of Genetically Modified Organisms (“GMOs”) and its products. They apply to manufacture, import and storage of microorganisms and gene technological products; genetically engineered organisms/ micro-organism and cells and correspondingly to any substances and products of which such cells, organisms or tissues hereof form part and new gene technology in addition to cell hybridization and genetic engineering. Any person operating or using genetically engineered microorganisms mentioned in the schedule for scale up or pilot operations shall have to obtain licence issued by the Genetic Engineering Approval Committee for any such activity.

The Biological Diversity Act, 2002 (“BDA”) and Biological Diversity Rules, 2004 (“Rules, 2004”) and Guidelines on ABS Regulations, 2014 (“ABS Regulation”)

The MoEF enacted the BDA and the Rules, 2004 to address issues of conservation, sustainable use of biological resources in the country, related to access to genetic resources and associated knowledge and fair and equitable sharing of benefits arising from utilization of biological resources to the country and its people. It regulates the use of biological resources including genes used for improving crops and livestock through genetic intervention. Additionally, no person can obtain any biological resource occurring in India or knowledge associated thereto for research or for commercial utilization or for bio-survey and bio-utilization, without the prior approval of National Biodiversity Authority (“NBA”). The NBA is a statutory body that advises the GoI on biodiversity conservation, sustainable use of biological resources, and equitable sharing of benefits. The ABS Regulations were enacted to give effect to the Nagoya Protocol on Access and Benefit Sharing, 2010. The ABS Regulations provide a structured framework for the use of biological resources and traditional knowledge in India. They outline procedures for accessing these resources, whether for research, bio-surveys, bio-utilization, or commercial purposes. For research purposes, entities must follow a defined process to gain permission, while for commercial utilization, the guidelines ensure compliance with regulations. The ABS Regulation set out provisions for the collection of fees for access and specify procedures for the transfer of research results to ensure transparency. Additionally, they define the process for obtaining intellectual property rights when research on biological resources leads to innovations or patents

The Essential Commodities Act, 1955 (the “ECA”)

The ECA empowers the Central Government, to control the production, supply and distribution of trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Under the ECA, an essential commodity means a commodity specified in the Schedule to the ECA, which is updated and notified from time to time. Using the powers under it, the Central Government has issued control orders for inter alia controlling the price of, regulating by licenses, permits or otherwise the production or manufacture of any essential commodity. Violations under the ECA are punishable by either imprisonment or monetary fines or both.

Protection of Plant Varieties and Farmers’ Rights Act, 2001 (“PPVFR Act”)

The PPVFR Act was enacted in India to protect the new plant varieties and rules for the same were notified in 2003. The Protection of Plant Varieties and Farmers’ Rights Authority was set up and is responsible for administering the Act. Under the Trade Related Aspects of Intellectual Property Rights Agreement (“TRIPS”) it is obligatory on part of a member to provide protection to new plant variety either through patent or an effective sui generis system or a combination of these two systems. The objectives of PPVFR Act are (i) to stimulate investments for research and development both in the public and the private sectors for the developments of new plant varieties by ensuring appropriate returns on such investments; and (ii) to facilitate the growth of the seed industry in the country through domestic and foreign investment which will ensure the availability of high-quality seeds and planting material to Indian farmers. A certificate of registration issued under the PPVFR Act confers an exclusive right on the breeder or his successor, his agent or licensee to produce, sell, market, distribute, import or export the variety. The registration of a plant variety is on the basis of conformance with the criteria of novelty, distinctiveness, uniformity and stability. The PPVFR Act also recognizes the researchers’ rights who have been granted access to registered varieties for research which is required to be used in developing new varieties of plants. However, the authorization of the breeder of a registered variety is required where the repeated use of such a variety as a parental line is necessary for the commercial production of such other newly developed variety.

The Bureau of Indian Standards Act, 2016 (the “BIS Act”)

The BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. It has broadened BIS’s ambit and allows the Central Government to make it mandatory for certain notified goods, articles, processes etc. to carry standard marks.

The Bureau of Indian Standards Rules, 2018 (the “Bureau of Indian Standards Rules”)

The Bureau of Indian Standards Rules, 2018, as amended, have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary. The Bureau of Indian Standards (BIS) has standards for seeds and oilseeds. The BIS is India’s national certification body that sets quality and safety standards.

BIS has the following standards for seeds:

- IS 11300 (2011): Specifies that caraway seeds must be free of live insects and molds, and have no more than 1% insect damaged matter
- IS 3579 (1966): Provides methods for testing oilseeds, including how to crush the seeds and determine their oil content
- IS 8677 (1977): Specifies the specifications for edible sunflower seed flour.

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

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The LM Act provides for inter alia standard weights and measures and requirements for verification and stamping of weight and measure. LM Rules inter alia provide that certain commodities shall be packed for sale, distribution and delivery in standard quantities as laid down under the LM Rules. LM Rules also provide for declarations that must be made on packages, where those declarations should appear on the package and the manner in which the declaration is to be made.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. With effect from July 01, 2020 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed Rs.1 Crore and annual turnover does not exceed Rs. 5 Crore; Small enterprise, where the investment in plant and machinery does not exceed Rs.10 crore and annual turnover does not exceed Rs. 50 Crore; a medium enterprise, where the investment in plant and machinery does not exceed Rs. 50 crore and annual turnover does not exceed Rs. 250 Crore.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

Shops and Establishments laws in various states

As per the provisions of local Shops and Establishments law applicable in the States of Andhra Pradesh, Odisha, Uttar Pradesh, Karnataka, Madhya Pradesh, Telangana and etc, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Stamp Act in various states

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Governments of Andhra Pradesh, Odisha, Uttar Pradesh, Chhattisgarh, Karnataka, Madhya Pradesh, Bihar, Telangana and Tamil Nadu, are empowered to prescribe or alter the stamp duty as per their need.

Professions, Trade, Callings and Employments Act in various states

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 Karnataka, 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 income of individuals, profits of business or gains of vocations. 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 persons before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed 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 October 31st of each assessment year.

The Goods and Services Tax Act, 2017

The Act received assent of the President on 12th April 2017 and came into force from 1st July 2017. Goods and Service Tax (GST) is an indirect tax levied on the supply of goods and services. This law has replaced many indirect tax laws that previously existed in India such as Service tax, Central Excise Act, Entry Tax, Octroi, Additional customs duty and other draconian indirect taxes.

There are 3 taxes applicable under this system- CGST, SGST, IGST.

- CGST: is collected by the Central Government on an intra-state supply;
- SGST: Collected by the State Government on an intra-state supplies;

- IGST: Collected by the Central Government for inter-state supplies and imports.

Therefore, in addition to the CGST Act, the company has to comply with the requirements of State GST laws as well in which it has operations.

EMPLOYMENT AND LABOUR LAWS

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act)

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make an equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees' Provident Scheme, 1952.

The Employees' State Insurance Act, 1948 (ESI Act)

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

The Employees' Compensation Act, 1923 (EC Act)

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. The EC Act also lays down the duties/ obligations of an employer and penalties in cases of non-fulfilment of such obligations. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within 7 days of death/ serious bodily injury.

Payment of Gratuity Act, 1972

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which 10 or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 requires establishments that employ or have employed on any day in the preceding twelve months, 20 or more workers as contract labour to be registered. The Act requires the principal employer of an establishment to which the Contract Labour Act applies to make an application for registration of the establishment to employ contract labour in the establishment. A Contractor to whom the Contract Labour Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The Contract Labour Act imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time.

Maternity Benefit Act, 1961

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within

the meaning of any law for the time being in force in relation to shops and establishments in a state, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the “Act”)

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms ‘sexual harassment’ and ‘workplace’ are both defined in the Act. Every employer should constitute an “Internal Complaints Committee” and every officer and member of the Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”)

The CLPR Act seeks to prohibit the engagement of children in certain occupations and to regulate the conditions of work of children in certain other occupations. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

EMPLOYMENT AND LABOUR LAWS CODIFICATION

The Code on Wages, 2019

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

Occupational Safety, Health and Working Conditions Code, 2019

The Government of India enacted ‘The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 13 labour 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, that concern our business.

Industrial Relations Code, 2020

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

Code on Social Security, 2020

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

INTELLECTUAL PROPERTY LEGISLATIONS

Trade Marks Act, 1999 (“TM Act”)

The Trademarks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade

description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

FOREIGN INVESTMENT LAWS

Foreign Trade (Development and Regulation) Act, 1992

The FTDRA is the main legislation concerning foreign trade in India. The FTDRA, read along with the Foreign Trade (Regulation) Rules, 1993, 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. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDRA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/ export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDRA.

Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/ departments.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India ("RBI") also issues Master Directions Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/ FED/ 2017-18/ 60 FED Master Direction No. 11/ 2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

GENERAL LAWS

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the following are also applicable to our Company:

- The Bharatiya Nyaya Sanhita, 2023
- The Bharatiya Nagarik Suraksha Sanhita, 2023
- The Bharatiya Sakshya Adhiniyam, 2023
- The Negotiable Instrument Act, 1881
- The Consumer Protection Act, 2019

- The Transfer of Property Act, 1882
- The Arbitration & Conciliation Act, 1996
- The Information Technology Act, 2000
- The Companies Act, 2013
- The Sale of Goods Act, 1930
- The Registration Act, 1908
- The Indian Contract Act, 1872
- The Specific Relief Act, 1963
- The Competition Act, 2002
- The Electricity Act, 2003
- New Policy on Seed Development (1988),
- Plants, Fruits & Seeds (Regulation of import into India), 1989,
- The PPV & FR Act (2001)
- National Seed Policy (2002)
- and Seed Bill (2004)

(The remainder of this page has been intentionally left blank)

HISTORY AND CORPORATE STRUCTURE

COMPANY'S BACKGROUND

The company, originally named M/s 'Unisem Agritech Private Limited' at Ranebennur, Karnataka was incorporated as a private limited company under the Companies Act, 2013, vide Corporate Identification Number (CIN) U01100KA2016PTC096390 pursuant to a certificate of incorporation dated 09.09.2016, issued by the Registrar of Companies, Central Registration Centre. In 2025, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on 11.02.2025, and a fresh certificate of incorporation was issued in the name of 'Unisem Agritech Limited' dated 01.03.2025 vide Corporate Identification Number (CIN) U01100KA2016PLC096390 by the Registrar of Companies, Central Registration Centre.

We are a company engaged in developing, processing, and selling diverse range of seeds for vegetables, flower and field crops. By integrating conventional breeding techniques, we strive to develop hybrid vegetable, flower and field crop seeds that offer higher yields, improved product quality, and greater resistance to pests and diseases compared to naturally occurring varieties. Our core operations focus on developing hybrid vegetable, flower and field crop seed varieties and processing them to ensure the consistent quality.

We continuously develop various type of hybrid breeder seeds and select only the best qualitative traits from it which undergo additional processing and eliminating more seeds and provide only the superior quality seeds, which are known as foundation seeds. The foundation seeds consist of the parental materials essential for developing a hybrid. Following this, the foundation seeds then multiplied into commercial seeds, which are then offered in the market for agricultural production. We provide multiple seed variants for vegetable, flower and field crop, specifically designed to meet the requirements of different Agro-climatic conditions, including factors such as water availability, crop duration, and soil characteristics across various geographic regions.

To facilitate the production of commercial seeds, our company enters into seed grower production agreements with various vendors. Throughout this large-scale production cycle, our team conducts regular field visits to monitor crop growth and ensure the recommended standard practices are followed. Once harvested, the commercial seeds undergo a rigorous quality check. Only after passing this evaluation these seeds are then processed at our processing unit located at our registered office (RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115) which is equipped with modern technology and spans over 873.75 square meter. Finally, the processed commercial seeds are carefully packed and distributed for sale to various dealers situated at multiple states.

For further details please refer to the chapter titled ***"Business Overview"*** on page no 117 of this Draft Red Herring Prospectus.

REGISTERED OFFICE

Registered Office of the Company is presently situated at RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115. For further details please refer to the chapter titled ***"Business Overview"*** on page no 117 of this Draft Red Herring Prospectus. Except as disclosed below, there has been no change in the Registered Office of our Company since the date of incorporation:

Effective Date of change	Particulars	Reason for change
September 09, 2019	# 1696, Rachana Building G.C Extension, Medleri Road, Ranebennur, Haveri, Karnataka.	-
November 14, 2018	Unit Shed # C-6, Industrial Area, Nekara Colony, P. B. Road, Ranebennur, Karnataka- 581115, India	Administrative Purpose
January 23, 2025	RS NO. 11B/B/2A/4, Near KSRTC, Bus Depot, Magoda Village, Ranebennur, Haveri, Karnataka, India, 581115	Administrative Purpose
February 8, 2025	RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, India, 581115	Administrative Purpose

MAJOR EVENTS

The table below sets forth some of the key events in the history of our Company.

Year/ Period	Key Events/ Milestone/ Achievement
2017	The Company has received a souvenir for participating in the national conference on food-based approaches for translational nutrition organized by the Nutrition Society of India.
2020	The Company has received a souvenir for participating in the 107 th Indian Science Congress at Bangalore.
2024	The company has expanded its presence into the international market.

SIGNIFICANT STRATEGIC OR FINANCIAL PARTNERS

Our Company is not having any strategic or financial partner as on the date of filing this Draft Red Herring Prospectus.

TIME/ COST OVERRUN IN SETTING UP PROJECTS

Our Company is not having any time/cost overrun in setting up projects as on the date of filing this Draft Red Herring Prospectus.

CAPACITY OR FACILITY CREATION AND LOCATIONS OF PLANTS

We currently have on roll 155 employees and contractual 124 employees operating at our registered office which is having 873.75 square meter plant area to process the seeds. For more details of our geographical location please refer the section titled **“Business Overview”** at page no. 117 of this Draft Red Herring Prospectus.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY IN NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS

For details of key products offered by our Company, entry into new geographies or exit from existing markets please refer the section titled **“Business Overview”** on page 117 of this Draft Red Herring Prospectus.

KEY AWARDS, ACCREDITATIONS OR RECOGNITION

Our Company is not having any key awards, accreditations or recognition as on the date of filing this Draft Red Herring Prospectus.

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

There have been no defaults or rescheduling of borrowings with financial institutions/ banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into Equity Shares.

MATERIAL ACQUISITIONS/ AMALGAMATIONS/ MERGERS/ REVALUATION OF ASSETS/ DIVESTMENT OF BUSINESS/ UNDERTAKING IN LAST TEN YEARS

On April 2, 2018, the Company entered into an agreement with the partnership firm "Unisem Agritech" to acquire its entire business. Apart from this, the Company has not undertaken any significant acquisitions, mergers, amalgamations, asset revaluations, or divestments of businesses or undertakings in the past ten years.

MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The object clause of the Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established as:

- 1. To acquire and take over the running business now carried on in partnership under the name and style of UNISEM AGRITECH, having its office at #1639 Saraswathi Badavane, A Block, Davanagere, along with all its assets and liabilities, privileges, orders, bookings, contracts obligation agreements, goodwill and properties, both movable and immovable on such terms and conditions, as may be mutually agreed upon.*
- 2. To carry on in India and/or elsewhere the Business of planters, growers, producers, manufacturers, curers, wholesalers, retailers, dealers, merchants and exporters of seeds of all plantations, fruits, vegetables, flowers, grains, spices, cereals and other agricultural and horticultural products and to conduct research, development, production and marketing of superior high yielding hybrid seeds of crops of national importance*
- 3. To cultivate any estates, lands and properties and to grow thereon coffee, tea, rubber, paper, oranges, cardamoms, cinchona, timber, garden and other produce and to carry on the business of general planters, growers, manufacturers, curers, wholesalers, retailer, dealers, importers, exporters, farmers, timbers, garden and other produce merchants, and*

to prepare, process, manufacture and render marketable the produce and products of the estates, lands or properties of the company and to turn such produce, products, estates, land and /or properties to account.

4. To carry on the business of acting as agents for growers and manufactures, auctioneers and commission agents for all kinds of seeds, flowers, vegetables, cereals and other plantation products.
5. To carry on the business of landscapers, gardeners, floriculturists and other plantation works and consultancy in the field of landscaping and gardening of the properties, hotels, restaurants, guest houses, resorts, parks and gardens.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

• Name Clause

The Following changes have been made in Name Clause of our Company since its inception.

Date of Approval of Shareholders	Particulars	Reason
On Incorporation	“Unisem Agritech Private Limited”	Not Applicable
February 11, 2025	The name of our company changed from “Unisem Agritech Private Limited” to “Unisem Agritech Limited”.	Pursuant to conversion from private limited to public limited

• Authorized Capital

The following changes have been made in the authorized capital of our Company since inception:

Date of Amendment	Particulars
On Incorporation	Authorized Share Capital of ₹ 10.00 Lakh divided into 1,00,000 (One Lakh) Equity Shares of ₹ 10/- each.
April 2, 2018	The Authorised Share Capital increased from ₹ 10.00 Lakhs divided into 1,00,000 (One Lakh) Equity Shares of ₹ 10/- each to ₹ 500.00 Lakhs divided into 50,00,000 (Fifty Lakhs) Equity Shares of ₹ 10/- each.
January 3, 2025	The Authorised Share Capital increased from ₹ 500.00 Lakhs divided into 50,00,000 (Fifty Lakhs) Equity Shares of ₹ 10/- each to ₹ 1200.00 Lakhs divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of ₹ 10/- each.
February 11, 2025	Clause V of MOA was amended to reflect sub-division in the Share Capital of our Company, pursuant to which the existing Authorized Share Capital of our Company i.e. ₹ 1200.00 Lakhs divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of ₹ 10/- each was sub-divided into ₹ 1200.00 Lakhs divided into 2,40,00,000 (Two Crore Forty Lakhs) Equity Shares of ₹ 5/- each

OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled “**Business Overview**”, “**Industry Overview**” and “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” on page no. 117, 105 and 264 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “**Our Management**” and “**Capital Structure**” on page no. 182 and 67 respectively of this Draft Red Herring Prospectus.

RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

Except as disclosed in the section entitled “**Capital Structure**” and “**Restated Financial Statements**” on page no. 67 and 206 respectively of this Draft Red Herring Prospectus our company has not raised capital in form of equity or debt.

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

There have been no changes in the activities of our Company since incorporation which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

INJUNCTION AND RESTRAINING ORDER

Our Company is not under any injunction or restraining order, as on date of filing of this Draft Red Herring Prospectus.

MANAGERIAL COMPETENCE

For managerial competence, please refer to the section “*Our Management*” on page no. 182 of this Draft Red Herring Prospectus.

TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Draft Red Herring Prospectus, the total numbers of equity shareholders are seven. For more details on the shareholding of the shareholders, please see the section titled “*Capital Structure*” on page no. 67 of this Draft Red Herring Prospectus.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on the date of filing this Draft Red Herring Prospectus.

LOCK OUTS OR STRIKES

There have been no lock outs or strikes at any of the location of our Company as on the date of this Draft Red Herring Prospectus.

OTHER AGREEMENTS

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any agreements other than those entered into in the ordinary course of business and there is no material agreements entered as on the date of this Draft Red Herring Prospectus.

JOINT VENTURE AGREEMENTS

Our Company has not entered into any joint venture agreement as on the date of this Draft Red Herring Prospectus.

COLLABORATION AGREEMENTS

Our Company has not entered into any collaboration agreement as on the date of this Draft Red Herring Prospectus.

SUBSIDIARIES/ HOLDINGS OF THE COMPANY

As of the date of filing this Draft Red Herring Prospectus, our Company does not have any subsidiaries or holdings Company.

(The remainder of this page has been intentionally left blank)

OUR MANAGEMENT

BOARD OF DIRECTORS

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and the SEBI LODR Regulations, 2015. The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director	DIN	Designation	Original Date of Appointment	Date of Appointment at Current Designation
1	H N Devakumar	07586484	Chairman and Managing Director	09.09.2016	03.01.2025
2	Anil K N	08279621	Whole Time Director	14.11.2018	03.01.2025
3	Dharanendra H Gouda	07602434	Whole Time Director	09.09.2016	03.01.2025
4	Balappa Basappa Madalageri	10894606	Non-Executive Director	03.01.2025	03.01.2025
5	Suma Nagesh Uppin	10894605	Non-Executive Independent Director	15.01.2025	15.01.2025
6	Ramachandra Subbanna Giddi	10895577	Non-Executive Independent Director	15.01.2025	15.01.2025

The following table sets forth details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus:

Name	H N Devakumar
Age	61 Years
Date of Birth	16.08.1964
PAN	ADPPD8509F
Father's Name	Nagappa Honnebagi
Designation	Chairman and Managing Director
Address as Per Aadhar Card	Sri Nidhi Eshwar Nagar 2 nd Stage 4 th Cross Near Ayyappaswamy Temple, Ranibennur, Ranebennur, Haveri, Karnatka - 581115
Occupation	Business
Nationality	Indian
Current Term	03.01.2025 to 02.01.2030
DIN	07586484
Other Directorship	NIL
Shares held in Company	19,27,632
Experience	More than 10 Years
Relation with other director	Brother-in-Law of the Whole-Time Director (Dharanendra H Gouda)
Relation with any KMP	Brother-in-Law of the Whole-Time Director (Dharanendra H Gouda)
Loans to Director	NIL

Name	Anil K N
Age	59 Years
Date of Birth	07.02.1966
PAN	ACEPN6805A
Father's Name	K S Narasimhamurthy
Designation	Whole-Time Director
Address as Per Aadhar Card	410, 9th Cross, R H C S Layout Near Annapoorneshwari Temple, Annapoorneshwari Nagar, Bangalore, North Bangalore, Karnatka-560091
Occupation	Business
Nationality	Indian
Current Term	03.01.2025 to 02.01.2030
DIN	08279621
Other Directorship	NIL
Shares held in Company	19,27,632
Experience	More than 30 Years
Relation with other director	NIL
Relation with any KMP	NIL
Loans to Director	NIL

Name	Dharanendra H Gouda
Age	52 Years
Date of Birth	01.02.1973
PAN	AGNPG1842M
Father's Name	Halappa Gouda
Designation	Whole-Time Director
Address as Per Aadhar Card	# 278, Gowri Sadana 1st Main, 3rd Cross Umashankara Nagar Ranebennur Town Ranebennur, Haveri, Karnataka - 581115
Occupation	Business
Nationality	Indian
Current Term	03.01.2025 to 02.01.2030
DIN	07602434
Other Directorship	NIL
Shares held in Company	3,21,272
Experience	More than 10 Years
Relation with other director	Brother-in-Law of Chairman and Managing Director (H N Devakumar)
Relation with any KMP	Brother-in-Law of Chairman and Managing Director (H N Devakumar)
Loans to Director	NIL

Name	Balappa Basappa Madalageri
Age	76 Years
Date of Birth	18.02.1949
PAN	ADEPM1522E
Father's Name	Basappa Madalageri
Designation	Non- Executive Director
Address as Per Aadhar Card	#82 Anugraha, 3 rd Main 7 th Cross, Near Raghavendra Swamy Mata Kengeri Satellite Town, Bangalore South, Kengeri, Bangalore, Karnataka- 560060
Occupation	Retired from Service
Nationality	Indian
Current Term	For 5 Years w.e.f. 03.01.2025
DIN	10894606
Other Directorship	NIL
Shares held in Company	NIL
Experience	More than 20 Years
Relation with other director	NIL
Relation with any KMP	NIL
Loans to Director	NIL

Name	G S Ramachandra
Age	66 Years
Date of Birth	18.05.1959
PAN	ACOPR8407Q
Father's Name	Subbanna Giddi
Designation	Non- Executive Independent Director
Address as Per Aadhar Card	#272 Haridwama, 4th Main 2nd Cross Umashankar Nagar, Ranebennur, Haveri, Karnataka- 581115
Occupation	Life Insurance - Agent
Nationality	Indian
Current Term	15.01.2025 to 14.01.2030
DIN	10895577
Other Directorship	NIL
Shares held in Company	NIL
Experience	More than 30 Years
Relation with other director	NIL
Relation with any KMP	NIL
Loans to Director	NIL

Name	Suma Nagesh Uppin
Age	47 Years
Date of Birth	20.07.1978
PAN	ACDPU7880M
Father's Name	Veeranna Channabasappa Banakar
Designation	Non- Executive Independent Director
Address as Per Aadhar Card	# 870/2, Vinayaka Nagar 1st Main 1st Cross, Ranibennur, Ranebbenur, Haveri, Karnataka- 581115
Occupation	Teaching
Nationality	Indian
Current Term	15.01.2025 to 14.01.2030
DIN	10894605
Other Directorship	NIL
Shares held in Company	NIL
Experience	More than 20 Years
Relation with other director	NIL
Relation with any KMP	NIL
Loans to Director	NIL

BRIEF PROFILE OF DIRECTORS:

I. H N Devakumar

H N Devakumar is the Promoter, Chairman and Managing Director of our Company. He is one of the directors and promoter of the company who has been associated with us since incorporation. He has a degree of Master of science, Agriculture and possesses more than 10 Years of work experience in Agri and Seeds industry.

Previously H N Devakumar has taken care of various departments such as - Business Development, Marketing and operations. Currently he is responsible for overall management and Business affairs of our Company including Business and growth strategies for the company.

II. Anil K N

Anil K N is the promoter and Whole-time Director of the company. He has a degree of Master of science, Agriculture and possesses more than 30 Years of work experience in Agri and Seeds industry.

Previously Anil K N has taken care of various departments such as Business Operations and execution in other companies. Currently he is designated as Whole Time Director and responsible for Business Management and built-up a strong network of Dealers and Distributors base for the growth of the Company.

III. Dharanendra H Gouda

Dharanendra H Gouda is the promoter and Whole-time Director of the company. He is one of the directors and promoters of the company since its incorporation. He has a degree of Diploma in Automobile Engineering and possesses more than 10 Years of work experience in Agri and Seeds industry.

Previously Dharanendra H Gouda has taken care of various departments such as Business Operations in other companies. Currently he is designated as Whole Time Director and responsible for Business Management, Smooth functioning of Seed Processing, packaging and Supplychain management in the Company.

IV. Balappa Basappa Madalageri

Balappa Basappa Madalageri, is appointed as Non-Executive Directors of the company on 03.01.2025. He is a graduate and holds a degree in Bachelor and Master of Science in Agriculture, he also holds a degree of Doctor of Philosophy in Horticulture Commerce. He has an experience of Research and Development to make hybrid seeds, also he has a vast experience of providing education related to agriculture business Administration and Finance Department. He contributes his knowledge and experience in the betterment and growth of our company.

V. G S Ramachandra

G S Ramachandra has completed Bachelor of Science in Agriculture. He retired at a position of Branch Manager from Union Bank of India on 31.05.2019 after serving 32 years, having experience of General Banking and experience of 3 years as a

researcher in the field of agriculture. He has been appointed as the Non- Executive Independent Director of our Company for a period of 5 years with effect from 15.01.2025.

VI. Suma Nagesh Uppin

Suma Nagesh Uppin, holds a degree of Master in Science in Agriculture and a Master in Education. With over 15 years of experience in the education sector, she has developed a deep understanding of managing teams, creating and executing plans, and ensuring the smooth flow of activities within an organization. Throughout her career, Suma has been involved in various aspects of people management, which has enabled her to gain valuable skills in leadership, communication, and organizational development.

She works closely with other directors to ensure that the company's goals are met and that its operations align with its strategic objectives. Suma Nagesh Uppin organizational and leadership skills play an essential role in helping the company maintain its operational efficiency and achieve its business goals.

She has been appointed as the Non- Executive Independent Director of our Company for a period of 5 years with effect from 15.01.2025.

Confirmations

1. None of the above-mentioned Directors are on the RBI List of wilful defaulters or fraudulent borrowers as on date of this Draft Red Herring Prospectus.
2. None of the above-mentioned Directors have been and/or are being declared as fugitive economic offenders as on date of this Draft Red Herring Prospectus.
3. None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company are debarred by SEBI from accessing the capital market.
4. None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
5. Further, none of our directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) during the (5) five years prior to the date of filing this Draft Red Herring Prospectus or (b) delisted from the stock exchanges.
6. There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or member of the senior management.
7. The Directors of our Company have not entered into any service contracts with our Company which provide for benefits upon termination of employment.
8. No proceedings/ investigations have been initiated by SEBI against any Company, the board of directors of which also comprises any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our directors or to the firms of Companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of our Company.

COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/WERE SUSPENDED FROM BEING TRADING ON ANY OF THE STOCK EXCHANGE DURING HIS/HER TENORS FOR A PERIOD BEGINNING FROM FIVE (5) YEARS PRIOR OR DELISTED FROM THE STOCK EXCHANGE TO THE DATE OF THIS DRAFT RED HERRING PROSPECTUS.

None of the Directors are/were directors of any company whose shares were suspended from being traded by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years or to the extent applicable.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) IN LISTED COMPANIES WHICH HAVE BEEN/ WERE DELISTED FROM THE STOCK EXCHANGE(S) AND REASONS FOR DELISTING

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

None of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013, except for that:

Name of Director	Designation	Relation
H N Devakumar	Chairman and Managing Director	Brother-in-Law of the Whole-Time Director (Dharanendra H Gouda)
Dharanendra H Gouda	Whole-Time Director	Brother-in-Law of Chairman and Managing Director (H N Devakumar)

ARRANGEMENTS OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding between major shareholders, customers, suppliers, or others pursuant to which any of the Directors, Promoters, promoter Group, Key Managerial Personnel and senior Management Personnel as on the date of this Draft Red Herring Prospectus. Hence there is no conflict of Interest between supplier and stake holder of the company/ promoter group.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except as stated under “Remuneration details of our executive directors” and “Remuneration details of our non-executive directors and independent directors” and except as disclosed below under the heading of Remuneration *Details of Our Directors*, no amount or benefit has been paid or given in the last three (3) years preceding the date of this Draft Red Herring Prospectus to any officer of our Company including our directors and key management personnel:

SERVICE CONTRACTS WITH DIRECTORS

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

For further details, please refer to the “*Related Party Transaction*” under chapter titled “*Financial Information*” on page no. 206 of this Draft Red Herring Prospectus.

DETAILS OF BORROWING POWERS

Pursuant to a Special Resolution passed at an Extra Ordinary General Meeting of our Company held on 03.01.2025 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any amendment thereto or re-enactment thereof) the Board of Directors of the Company are authorized for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1,000,00,00,000/- (Rupees One Thousand Crores Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

TERMS OF APPOINTMENT AND REMUNERATION OF OUR CHAIRMAN AND MANAGING DIRECTOR

Pursuant to a resolution passed by the Board of Directors at the meeting held on 24.12.2024 and approved by the Shareholders of our Company by passing special resolution at the EGM held on 03.01.2025, H N Devakumar was appointed as the Chairman and Managing Director of our Company for a period of five (05) years with effect from 03.01.2025 along with the terms of remuneration, which provides that the aggregate of salary, allowances and perquisites in any one financial year shall be in accordance with Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

TERMS OF APPOINTMENT AND REMUNERATION OF OUR WHOLE-TIME DIRECTOR

Pursuant to a resolution passed by the Board of Directors at the meeting held on 24.12.2024 and approved by the Shareholders of our Company by passing special resolution at the EGM held on 03.01.2025, Anil K N and Dharanendra H Gouda were appointed as Whole-time Director of our Company for a period of five (05) years with effect from 03.01.2025 along with the terms of remuneration, which provides that the aggregate of salary, allowances and perquisites in any one financial year shall be in accordance with Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

We have no bonus or profit-sharing plan for our directors.

REMUNERATION DETAILS OF OUR DIRECTORS

i. Remuneration of our Executive Directors

In Fiscal 2025, following are the remuneration paid to our executive directors.

Name of Director	Designation	Remuneration Paid in FY 2025 (Amount in Rs. lakhs)
H N Devakumar	Chairman and Managing Director	48.38
Anil K N	Whole-Time Director	48.38
Dharanendra H Gouda	Whole-Time Director	31.54

The Board/ or Nomination and remuneration committee that may be formed for this purpose may, from time-to-time review and revise the remuneration/ increment of the employees based on the performance and in accordance with the company's internal policy on periodic review, as may be decided by the Board at its discretion.

ii. Sitting fee details of our Independent Directors

Our Independent Directors are entitled to sitting fees for attending meetings of the Board, or of any committee of the Board pursuant to the provisions of Section 197 (5) of the Companies Act, 2013, (the "Act") read with Rule 4 of Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014, the Articles of Association of the Company, and based on recommendations of the nomination and Remuneration Committee and other applicable laws and regulations

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

The details of the shareholding of our directors as on the date of this Draft Red Herring Prospectus are as follows:

Name of the Directors	Pre-Issue Capital		Post-Issue Capital	
	No. of Equity Shares	Percentage*	No. of Equity Shares	Percentage*
H N Devakumar	19,27,632	23.999%	19,27,632	100%
Anil K N	19,27,632	23.999%	19,27,632	100%
Dharanendra H Gouda	3,21,272	3.999%	3,21,272	100%
Balappa Basappa Madalageri	NIL	NIL	NIL	NIL
Suma Nagesh Uppin	NIL	NIL	NIL	NIL
G S Ramachandra	NIL	NIL	NIL	NIL
TOTAL	41,76,536	51.997%	41,76,536	

*Round off

Except stated above no other Directors hold any Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus.

PAYMENT OR BENEFIT TO DIRECTORS OF OUR COMPANY

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration/ sitting fees for services as a director of our company and rent paid against the use of property as disclosed in the property title of "**Business Overview**" at page no. 117 of this Draft Red Herring Prospectus. Additionally, there is no contingent or deferred compensation payable to any of our directors.

LOANS TO DIRECTORS

There are no loans that have been availed by the Directors from our Company that are outstanding as of the date of this Draft Red Herring Prospectus.

INTEREST OF OUR DIRECTORS

Our directors may be deemed to be interested to the extent of their remuneration/ sitting fees for services as a director of our company and rent paid against the use of property as disclosed in the property title of "**Business Overview**" at page no. 117 of this Draft Red Herring Prospectus and with the reimbursement of expenses payable to them under the Article. For further details, please refer to section titled "**Our Management**" on page no 182 of this Draft Red Herring Prospectus.

H N Devakumar, Anil K N, Dharanendra H Gouda, B H Devasinghnaik and Ramalingam Venkataramana are the Promoters and Key Managerial Personnel of Company and may be deemed to be interested in the promotion of our Company to the extent that they have promoted our Company. Except as stated above, our directors have no interest in the promotion of our Company other

than in the ordinary course of business. Our directors may also be regarded as interested to the extent of Equity Shares held by them in our Company, if any, details of which have been disclosed above under the heading ***“Shareholding of Directors in our Company”***. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares.

Our directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoter, directors, partners, proprietors or trustees or karta or coparceners or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoter, directors, partners, proprietors, members or trustees, pursuant to this Issue. Except as disclosed in ***“Financial Information”*** and ***“Our Promoters and Promoter Group”*** on page no. 206 and 197 respectively of this Draft Red Herring Prospectus, our Directors are not interested in any other company, entity or firm.

Except as stated in ***“Restated Financial Statements”*** on page no. 206 of this Draft Red Herring Prospectus, our directors do not have any other interest in the business of our Company.

INTEREST AS TO PROPERTY

Except as disclosed in the property title of ***“Business Overview”*** at page no. 117 and ***“Restated Financial Statements”*** on page no. 206 of this Draft Red Herring Prospectus, our directors do not have any interest in any property acquired or proposed to be acquired by our Company.

INTEREST OF DIRECTORS IN THE PROMOTION AND FORMATION OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, except for H N Devakumar, Anil K N, Dharanendra H Gouda, the Promoters/ Directors and/or Key Managerial Personnel are interested in the promotion of our Company. For further details, see ***“Our Promoters and Promoter Group”*** on page no. 197 of this Draft Red Herring Prospectus.

INTEREST AS A CREDITOR OF OUR COMPANY

Except as stated in the ‘Details of related party transactions’ on page no. 206 and chapter titled ***‘Financial Indebtedness’*** on page no. 262 in the chapter titled ***‘Restated Financial Statements’*** on page no. 262 of this Draft Red Herring Prospectus, Our Company has not availed any loans from our Creditors of our Company as on the date of this Draft Red Herring Prospectus; - None of our sundry debtors or beneficiaries of loans and advances are related to our directors, except as disclosed in ***‘Related Party Transactions’*** in the chapter titled ***‘Restated Financial Statements’*** on page no. 206 of this Draft Red Herring Prospectus.

INTEREST AS DIRECTOR OF OUR COMPANY

Except as stated in the chapter titled ***‘Our Management, ‘Capital Structure’ and ‘Statement of Related Parties’ Transactions’*** on page no. 182, 67 and 206 of this Draft Red Herring Prospectus, our Directors, may be deemed to the extent of their remuneration/ sitting fees for services as a director of our company and rent paid against the use of property as disclosed in the property title of ***“Business Overview”*** at page no. 117 of this Draft Red Herring Prospectus and with the reimbursement of expenses payable to them under the Article, payable to them for attending meetings of our Board or Committee.

INTEREST OF KEY MANAGERIAL PERSONNEL

Except as stated in this Chapter, none of the key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, rental payment and reimbursement of expenses incurred by them during the ordinary course of business. Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. None of our key managerial personnel has been paid any consideration of any nature, other than their remuneration except as stated in the chapter titled ***‘Our Management, ‘Capital Structure’ and ‘Details of Related Party Transactions’*** on page no. 182, 67 and 306 of this Draft Red Herring Prospectus.

DETAILS OF SERVICE CONTRACTS

Except as stated in the ***‘Related Party Transactions’*** on page no. 306 and in the Chapter titled ***“Financial Indebtedness”*** of our Company on page no. 262 of this Draft Red Herring Prospectus, there is no service contracts entered into with any Directors for payments of any benefits or amount upon termination of employment.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

No Director has received or is entitled to any contingent or deferred compensation as on the date of filing this Draft Red Herring Prospectus. Further, there is no contingent or deferred compensation accrued for the year, which is payable to our directors as on the date of filing this Draft Red Herring Prospectus.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Except as disclosed below, there have been no changes in our Board during the last three years.

Sr. No.	Name of Director	Original Date of Appointment	Date of Change	Reason for change
1.	H N Devakumar	09.09.2016	03.01.2025	Re-designated as Chairman and Managing Director
2.	Anil K N	14.11.2018	03.01.2025	Re-designated as Whole-time Director
3.	Dharanendra H Gouda	09.09.2016	03.01.2025	Re-designated as Whole-time Director
4.	B H Devasinghnaik	01.01.2025	01.01.2025	Appointment as Chief Executive Officer
5.	Ramalingam Venkataramana	01.01.2025	01.01.2025	Appointment as Chief Financial Officer
6.	Suma Nagesh Uppin	15.01.2025	15.01.2025	Appointed as Independent Director
7.	Ramachandra Subbanna Giddi	15.01.2025	15.01.2025	Appointed as Independent Director

MANAGEMENT ORGANIZATION STRUCTURE

Set forth is the management organization structure of our Company



CORPORATE GOVERNANCE

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares on the Stock exchange.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, 2018, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

COMMITTEES OF OUR BOARD

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- Audit Committee;
- Stakeholders' Relationship Committee; and
- Nomination and Remuneration Committee.

Details of each of these committees are as follows:

Audit Committee

As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of

three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated 03.03.2025. The Audit Committee comprises of:

Name of Director	Designation in Committee	Nature of Directorship
G S Ramachandra	Chairman	Non-Executive Independent Director
Suma Nagesh Uppin	Member	Non-Executive Independent Director
H N Devakumar	Member	Chairman and Managing Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions, and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI LODR Regulations, 2015, if applicable.

A. Powers of Audit Committee: The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

B. Role of Audit Committee: The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in this draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;

- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience, and background, etc. of the candidate;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

As required under Regulation 18 of the SEBI LODR Regulations, 2015 (if applicable), the Audit Committee shall meet at least four times in a year, and not more than one hundred and twenty days shall elapse between two meetings. The quorum of the meeting shall be either two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

Stakeholders' Relationship Committee

As per section 178 (5) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders, and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non- executive director and such other members as may be decided by the Board.

Our Stakeholders' Relationship Committee was constituted pursuant to a resolution of our Board Meeting dated 03.03.2025. The Stakeholders' Relationship Committee comprises of:

Name of Director	Designation in Committee	Nature of Directorship
G S Ramachandra	Chairman	Non-Executive Independent Director
Suma Nagesh Uppin	Member	Non-Executive Independent Director
Balappa Basappa Madalageri	Member	Non-Executive Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

A. Role of the Stakeholders Relationship Committee

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;

- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time.”
- As required under Regulation 20 of the SEBI LODR Regulations, 2015, the Stakeholders’ Relationship Committee shall meet at least once in a financial year.

Nomination and Remuneration Committee

As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

Our Nomination and Remuneration Committee was constituted pursuant to a resolution of our Board Meeting dated 03.03.2025. The Nomination and Remuneration Committee comprises of:

Name of Director	Designation in Committee	Nature of Directorship
Balappa Basappa Madalageri	Chairman	Non-Executive Director
Suma Nagesh Uppin	Member	Non-Executive Independent Director
G S Ramachandra	Member	Non-Executive Independent Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

A. Role of the Nomination and Remuneration Committee

The scope, functions, and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Set forth below are the role of our Nomination and Remuneration Committee.

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel, and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. Use the services of an external agencies, if required;
 - b. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.

As required under Regulation 19 of the SEBI LODR Regulations, 2015, if applicable the Nomination and Remuneration Committee shall meet at least once in a financial year. The quorum for a meeting shall be either two members present, or one-third of the members of the committee, whichever is greater, provided that there should be a minimum of one independent directors present.

KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The details of the Key Managerial Personnel of our Company are as follows other than Managing Director and Whole-Time Directors:

Particular	Detail of KMP	Detail of KMP	Detail of KMP
Name	B H Devasinghnaik	Ramalingam Venkataramana	Bobby Seth
Age	59 Years	58 Years	32 Years
PAN	ATMPD9178M	ACBPV9961C	EFHPS6148B
Father's Name	Hemlanaik	Subramaniam Iyer Ramalingam	Ram Lal Seth
Designation	Chief Executive Officer	Chief Financial Officer	Company Secretary and Compliance Officer
Address as per Aadhar Card	Shree Anagha B K Road Vijayanagar 2nd Main 2nd stage, Sagar. Sagar, Shivamogga, Karnatka – 577401	3A/31, Navarathna Residency 4th Main Road, KHB Colony 1st Stage, Basaveshwarnagar, Basaveshwarnagar, BangaloreNorth, Bangalore, Karnataka - 560079	GRC Shreekrish, Flat No.- B205, 2nd Floor, MJ Nagar Road, Sarjapura Anekal Taluk, Near Choodasandra Lake, Choodasandra, Huskur, Bengaluru, Karnataka - 560099
Shares held in Company	19,27,632	19,27,632	Nil
Relation with any director, if any	No	No	No
Relation with other KMP, if any	No	No	No
Loans to KMP	No	No	No
Qualification	Bachelor of Science, Agriculture	Master of Science, Agriculture	Company Secretary
Experience	More than 15 years in Agriculture and Seed Industry	More than 30 years in Agriculture and Seed Industry	More than 4 years of experience

1. B H Devasinghnaik (Chief Executive Officer)

B H Devasinghnaik holds a degree of Bachelor of Science, Agriculture from University of Agricultural Science, Bangalore. He has had an experience of more than 15 years in the field of Agriculture and seed Industry. In past B H Devasinghnaik has an experience of sales and marketing. Since 01.01.2025, B H Devasinghnaik has been serving as the Chief Executive Officer of the company. In this capacity, he is responsible for overseeing business expansion efforts and formulating strategies related to client acquisition and retention. His role involves assessing business opportunities, guiding the company's growth, and ensuring that the organization stays aligned with its objectives. B H Devasinghnaik is also involved in making decisions regarding the company's direction, ensuring that the business operates efficiently, and identifying areas for improvement. He works closely with other teams to implement business strategies that support the company's goals and contribute to its ongoing operations. For the remuneration paid to him in the Financial Year ended 2025, please refer the section titled ***"Restated Financial Statement"*** at page no. 206 of this Draft Red Herring Prospectus.

2. Ramalingam Venkataramana (Chief Financial Officer)

Ramalingam Venkataramana holds a degree of Master of Science, Agriculture. R. Venkataramana has over 30 years of experience in the agricultural input sector, including seeds, pesticides, and fertilizers. He has worked in various sales, marketing, and leadership roles across multiple. His work includes managing zonal and regional operations, developing market strategies, building distribution networks, and overseeing product promotion activities. Since 01.01.2025, he has been serving as the Chief Financial Officer of the company and he is responsible for designing the discount strategies, control the cost of processing and other financial activity of the business. For the remuneration paid to him in the Financial Year ended 2025, please refer the section titled ***"Restated Financial Statement"*** at page no. 206 of this Draft Red Herring Prospectus.

3. Bobby Seth (Company Secretary cum Compliance Officer)

Bobby Seth is a Qualified Company Secretary and is an Associate member of the Institute of Company Secretaries of India since May 2021. She has more than 4 (Four) years of experience in secretarial and compliances. She has been appointed as Company

Secretary & Compliance Officer of our Company with effect from 01.01.2025. For the remuneration paid to him in the Financial Year ended 2025, please refer the section titled ***“Restated Financial Statement”*** at page no. 206 of this Draft Red Herring Prospectus.

OUR SENIOR MANAGEMENT PERSONNEL:

Name	Vijaya kumar Shrimandhar Malgatte
Age	59 Years
PAN	ABQPM2059Q
Father's Name	Shrimandhar Bhau Malgatte
Designation	Vice president-Business Strategy
Address as per Aadhar Card	Villa No. 132, Vakil Encasa Hennagara, Main Road Jigani Hobli, Anekal Taluku, Hennagara Post Jigani, Bengaluru, Karnataka - 560105
Shares held in Company	No
Relation with any director, if any	No
Relation with other SMP, if any	No
Loans to SMP	No
Qualification	Bachelor of Science in Agriculture

Name	Shivakumar S Hiremath
Age	33 Years
PAN	AHEPH3128D
Father's Name	Shiddalingayya Hiremath
Designation	Senior Manager- HR & Admin
Address as per Aadhar Card	Rs No 877N Plot No 14, 1st Main 3rd Cross Old Magod Road, Near Siddaroodh Math Shree Basava Green park, Ranibennur, Ranebennur, Haveri, Karnataka- 581115
Shares held in Company	100
Relation with any director, if any	No
Relation with other SMP, if any	No
Loans to SMP	No
Qualification	Bachelor of Commerce

Name	Kavita S Davanageri
Age	40 Years
PAN	AYBPD6752F
Father's Name	Shekharappa Malakappa Davanageri
Designation	Executive Secretary
Address as per Aadhar Card	Rs No 878k Plot No 21, 2nd Main 5th Cross Old Magod Road, Near Siddaroodh Math Shree Basava Green park, Ranibennur, Ranebennur Eng-college, Haveri, Karnataka- 581115
Shares held in Company	100
Relation with any director, if any	No
Relation with other SMP, if any	No
Loans to SMP	No
Qualification	Master of Commerce

Vijaya Kumar Shrimandhar Malgatte, (Vice President-Business Strategy) aged 59 years, holds a degree of Bachelor of Science, Agriculture from University of Agricultural Science, Bangalore. He has been designated as Vice-President of the company with effect from 01.09.2024. In past Vijay Kumar Shrimandhar Malgatte had worked with Indian & MNC Seeds companies having an experience in Supply Chain Management, Country Supply Chain Head, Business Growth Lead & President Director.

Shivakumar S Hiremath, (Senior Manager- HR & Admin), aged 33, holds a degree of bachelor's degree in Bachelor of commerce from Karnataka University, Dharwad. Previously worked in other company he handles the admin activities. On 1st March 2015 Joined Unisem Agritech (Partnership firm) as Accountant and now working as a Sr. Manager- HR & Admin, where he is Handling Human Resource & Administration Related activities. He is also responsible for the Bulk Business co-ordination being associated with the company for more than 6 Years in the Company.

Kavita S Davanageri, (Executive Secretary), aged 41, who has worked in a company for 7 Years. (Handled MS Office, Tally, C, HTML etc). on 9th July 2014 Joined Unisem Agritech partnership firm as Accountant, Presently Working as an Executive Secretary. Currently she handles Accounts & Reports Related activities, Meeting Conducting to Marketing Team & Office, co-ordination with internal Departments, and Every Month All Financials Details Present to Management.

RELATIONSHIP OF KEY MANAGERIAL PERSONNEL WITH OUR DIRECTORS, PROMOTERS, KEY MANAGERIAL PERSONNEL AND/ OR OTHER SENIOR MANAGERIAL PERSONNEL

None of the key managerial personnel and/ or other senior managerial personnel are related to each other or to our Promoters or to any of our directors, except as mentioned below:

Name of Director	Designation	Relation
H N Devakumar	Chairman and Managing Director	Brother-in-Law of the Whole-Time Director (Dharanendra H Gouda)
Dharanendra H Gouda	Whole-Time Director	Brother-in-Law of Chairman and Managing Director (H N Devakumar)

CONFIRMATION

All the persons named as our Key Managerial Personnel and Senior Management Personnel above are the permanent employees of our Company.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

None of the Key Managerial Personnel holds any shares of the company except below table:

Name of the Key Managerial Personnel - A	Pre-Issue Capital		Post-Issue Capital	
	No. of Equity Shares	Percentage*	No. of Equity Shares	Percentage*
H N Devakumar	19,27,632	23.999%	19,27,632	[●]
Anil K N	19,27,632	23.999%	19,27,632	[●]
Dharanendra H Gouda	3,21,272	3.999%	3,21,272	[●]
B H Devasinghnaik	19,27,632	23.999%	19,27,632	[●]
Ramalingam Venkataramana	19,27,632	23.999%	19,27,632	[●]
TOTAL - A	80,31,800	99.997%	80,31,800	[●]
Name of the Senior Management Personnel - B				
	No. of Equity Shares	Percentage*	No. of Equity Shares	Percentage*
Shivakumar S Hiremath	100	0.0015%	100	[●]
Kavita S Davanageri	100	0.0015%	100	[●]
TOTAL- B	200	0.003	200	[●]
TOTAL – A+B	80,32,000	100%	80,32,000	[●]

*Round off

ARRANGEMENT/ UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS

As on the date of this Draft Red Herring Prospectus, Our Company has no arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the Directors or Key Managerial Personnel was selected as a director or member of senior management.

CHANGES IN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Person	Date of Appointment/ Change in designation	Reason for Change
1.	B H Devasinghnaik	01.01.2025	Appointed as Chief Executive Officer
2.	H N Devakumar	03.01.2025	Redesignated as Chairman and Managing Director
3.	Anil K N	03.01.2025	Redesignated as Whole Time Director
4.	Dharanendra H Gouda	03.01.2025	Redesignated as Whole Time Director
5.	Ramalingam Venkataramana	01.01.2025	Appointed as Chief Financial Officer
6.	Bobby Seth	01.01.2025	Appointed as the Company secretary and compliance officer for better compliance.

7.	Vijaya Kumar Shrimandhar Malgatte	24.12.2024	Appointed as Senior Management Personnel for better operational activity
8.	Shivakumar S Hiremath	24.12.2024	Appointed as Senior Management Personnel for better operational activity
9.	Kavita S Davanageri	24.12.2024	Appointed as Senior Management Personnel for better operational activity

PAYMENT OR BENEFIT TO KEY MANAGERIAL PERSONNEL OF OUR COMPANY

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Key Managerial Personnel except the normal remuneration for services rendered by them and rent paid against the use of property as disclosed in the property title of **“Our Business”** at page no. 117 of this Draft Red Herring Prospectus. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel.

None of our KMP has entered into any service contracts with us and no benefits are granted upon their termination from employment other than statutory benefits provided by our company and further, our Company has appointed certain Key Managerial Personnel i.e. Chief Executive Officer, Chief Financial Officer and Company Secretary & Compliance Officer for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

We have no bonus or profit-sharing plan for our directors.

ARRANGEMENT OR UNDERSTANDING WITH THE MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS, PURSUANT

As on date of this Draft Red Herring Prospectus, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our KMP and Senior Management Personnel have been appointed.

EMPLOYEE SHARE PURCHASE AND EMPLOYEES' STOCK OPTION PLAN

As on date of this Draft Red Herring Prospectus, our Company does not have any employee stock option plan or share purchase schemes for our employees.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

None of our KMP and Senior Management Personnel has received or is entitled to any contingent or deferred compensation.

LOANS TAKEN BY DIRECTORS/ KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

Our Company has not granted any loans to the Directors and/or KMP and Senior Management as on the date of this Draft Red Herring Prospectus.

ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The attrition of KMP and Senior management is not high in our company as on the date of this Draft Red Herring Prospectus.

PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards superannuation, ex-gratia rewards. Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled **‘Financial Information’** on page no 206 of this Draft Red Herring Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoters.

SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

As on the date of this Draft Red Herring Prospectus, our company has not entered into any service contracts with the Key Managerial Personnel and Senior Management Personnel.

OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTER

As on the date of this Draft Red Herring Prospectus, the Promoters of our Company are H N Devakumar, Anil K N, Dharanendra H Gouda, B H Devasinghnaik and Ramalingam Venkataramana.




As on the date of this Draft Red Herring Prospectus, Promoters holds Equity shares of the Company as detailed below:

Sr. No.	Name of the Promoters	No. of Equity Shares	Percentage of Pre- Issue Capital (%)*
1.	H N Devakumar	19,27,632	23.999%
2.	Anil K N	19,27,632	23.999%
3.	Dharanendra H Gouda	3,21,272	3.999%
4.	B H Devasinghnaik	19,27,632	23.999%
5.	Ramalingam Venkataramana	19,27,632	23.999%
Total		80,31,800	99.997%

*Round off

Our Promoter and Promoter Group will continue to hold the majority of our post- Issue paid-up Equity Share capital of our Company.

	H N DEVAKUMAR	
	For brief profile, please refer the chapter “ <i>Our Management</i> ” on page no 182	
	PAN	ADPPD8509F
	Age	61
	Date of Birth	16.08.1964
	Current Designation	Chairman and Managing Director
	Occupation	Business
	Present Residential Address	Sri Nidhi Eshwar Nagar 2nd Stage 4th Cross Near Ayyappaswamy Temple, Ranibennur, Ranebennur, Haveri, Karnatka - 581115
	Qualification	Master of science, Agriculture
	Experience	More than 10 Years in Agriculture and Seed Industry
	Position held in the past	Managing Director
	Directorship held	NIL
	Other Ventures	Sole Proprietorship – Unison Agri Services HUF - H N Devakumar HUF
	Anil K N	
	For brief profile, please refer the chapter “ <i>Our Management</i> ” on page no 182	
	PAN	ACEPN6805A
	Age	59 Years
	Date of Birth	07.02.1966
	Current Designation	Whole-Time Director
	Occupation	Business
	Present Residential Address	410, 9th Cross, R H C S Layout Near Annapoorneshwari Temple, Annapoorneshwari Nagar, Bangalore, North Bangalore, Karnatka-560091
	Qualification	Master of science, Agriculture
	Experience	More than 30 Years in Agriculture and Seed Industry
	Position held in the past	Director
	Directorship held	NIL
	Other Ventures	NIL

	DHARANENDRA H GOUDA	
	For brief profile, please refer the chapter “ <i>Our Management</i> ” on page no 182	
	PAN	AGNPG1842M
	Age	52 Years
	Date of Birth	01.02.1973
	Current Designation	Whole-Time Director
	Occupation	Business
	Present Residential Address	# 278, Gowri Sadana 1st Main, 3rd Cross Umashankara Nagar Ranebennur Town Ranebennur, Haveri, Karnatka - 581115
	Qualification	Diploma in Automobile Engineering
	Experience	More than 10 Years in Agriculture and Seed Industry
	Position held in the past	Director
	Directorship held	NIL
	Other Ventures	NIL
	B H DEVASINGHNAIK	
	For brief profile, please refer the chapter “ <i>Our Management</i> ” on page no 182	
	PAN	59 Years
	Age	ATMPD9178M
	Date of Birth	02.04.1966
	Current Designation	Chief Executive Officer
	Occupation	Business
	Present Residential Address	Shree Anagha B K Road Vijayanagara 2nd Main 2nd stage, Sagar. Sagar, Shivamogga, Karnatka - 577401
	Qualification	Bachelor of Science, Agriculture
	Experience	More than 15 years in Agriculture and Seed Industry
	Position held in the past	Director
	Directorship held	NIL
	Other Ventures	NIL
	RAMALINGAM VENKATARAMANA	
	For brief profile, please refer the chapter “ <i>Our Management</i> ” on page no. 182	
	PAN	ACBPV9961C
	Age	58 Years
	Date of Birth	17.01.1967
	Current Designation	Chief Financial Officer
	Occupation	Business
	Present Residential Address	# 3A/31, Navarathna Residency 4th Main Road, KHB Colony 1st Stage, Basaveshwarnagar, Basaveshwarnagar, BangaloreNorth, Bangalore, Karnataka - 560079
	Qualification	Master of science, Agriculture
	Experience	More than 30 years in Agriculture and Seed Industry
	Position held in the past	Director
	Directorship held	NIL
	Other Ventures	NIL

DETAILS OF CHANGE IN CONTROL OF THE PROMOTER COMPANY

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

DECLARATION

We confirm that the Permanent Account Number, Bank Account Number(s), Passport Number, Aadhaar card Number and Driving License Number of the Individual Promoters which are available shall be submitted to exchange at the time of filing of this Draft Red Herring Prospectus with them.

INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of compensation payable/ paid and reimbursement of expenses (if applicable), other perquisite such as cars given for personal use and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and/ or trustee, and to the extent of benefits arising out of such shareholding. Further, our promoters have also given personal guarantee for the borrowings availed by our Company. For further details please see the chapters titled **“Capital Structure”**, **“Our Management”** and **“Restated Financial Statements”** beginning on pages 68, 182 and 206 respectively of this Draft Red Herring Prospectus.

Except procurement of seed agreement with Unison Agri Services (Proprietor of H N Devakumar) on 24.03.2025 there, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please see chapter titled **“Restated Financial Statements”** beginning on page 206 respectively of this Draft Red Herring Prospectus.

Interest of Promoter in the Promotion of our Company

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled **“Capital Structure”** on page 68 of this Draft Red Herring Prospectus.

Interest of Promoter in the Property of our Company

Except as stated in the heading titled “Our Property” under the chapter titled **“Business Overview”** and **“Restated Financial Statements”** beginning on page 117 and 206 respectively, our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements as on the date of this Draft Red Herring Prospectus.

Other Interest of Promoters

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company. Except as disclosed under **“Restated Financial Statements”** beginning on page 206 of this Draft Red Herring Prospectus, there are no conflict of interest between the suppliers, third-party service providers and between the lessor of the immovable properties (crucial for operations of the company) and Promoters and Promoter Group of our company.

Undertaking/ Confirmations

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 or
- 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 promoter during the past three years.

- The litigation record, the nature of litigation, and status of litigation of our Company, Promoter, Group company and Company promoted by the Promoter are disclosed in section titled “***Outstanding Litigations and Material Developments***” on page no. 275 of this Draft Red Herring Prospectus.
- None of our Promoter, person in control of our Company is 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.
- Further, neither our Promoter, the promoter group members nor our Group Company have been declared as a wilful defaulter by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has been no change in the control of our Company since the date of incorporation this Draft Red Herring Prospectus, except of Anil K. N as disclosed in the chapter titled “***Capital Structure***” of this Draft Red Herring Prospectus on page no 67. Our current promoters have been the Promoter of the Company since Incorporation, except of Anil K. N. and having a combined experience of more than 50 years in the same business line.

INTEREST AS PROMOTER OF OUR COMPANY

Our Promoters are interested in our Company to the extent it has promoted our Company. For details of the shareholding of our Promoters in our Company, please refer to the chapter titled “***Capital Structure***”, and “***Restated Financial Statements- Related Party Transactions***” on page no. 67 and 206 respectively of this Draft Red Herring Prospectus.

INTEREST OF PROMOTERS IN OUR COMPANY OTHER THAN AS A PROMOTER

Our Promoter is also interested in our Company in the capacity of Director, please refer to the chapter titled “***Capital Structure***”, and “***Restated Financial Statements- Related Party Transactions***” on page no. 67 and 206 respectively of this Draft Red Herring Prospectus.

INTEREST AS A CREDITOR OF OUR COMPANY

Our Company has not availed any loans from the Promoters of our Company as on the date of this Draft Red Herring Prospectus except disclosed in its Restated financial statement please refer to ‘***Details of Related Party Transactions***’ under the chapter titled ‘***Restated Financial Statements***’ on page no 206 of this Draft Red Herring Prospectus.

INTEREST AS MEMBERS OF OUR COMPANY

Our Promoters are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled “***Capital Structure***” on page no. 67 of this Draft Red Herring Prospectus.

Our Company has neither made any payments in cash or otherwise to our Promoters or to firms or companies in which our Promoters is interested as Members, Directors or Promoters nor have our Promoters been offered any inducements to become Directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated ‘***Details of Related Party Transaction***’ under chapter titled ‘***Restated Financial Statements***’ on page no. 206 of this Draft Red Herring Prospectus and “***Our Group Company***” on page no. 306 of this Draft Red Herring Prospectus.

OTHER VENTURES OF OUR PROMOTERS OF OUR COMPANY

Except as disclosed in the chapter titled “***Our Promoters and Promoter Group***” and “***Our Group Company***” on page no. 197 and 306 respectively of this Draft Red Herring Prospectus, there are no other ventures of our Promoters in which they have any other business interests and/ or other interests.

PAYMENT OR BENEFIT TO PROMOTERS OF OUR COMPANY

Except as disclosed under “***Statement of Related Party Transactions***”, in the section titled “***Restated Financial Statements***” on page no. 206 of this Draft Red Herring Prospectus, there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

For details of related party transactions entered into by our Promoters, members of our Promoter Group and our Company, please

refer to '**Details of Related Party Transactions**' under the chapter titled '**Restated Financial Statements**' on page no 206 of this Draft Red Herring Prospectus.

GUARANTEES

Except as stated below, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

Secured Borrowings

(Amount in lakhs)

Sr. No.	Category of borrowing	Name of Lender	Purpose	Sanctioned Amount	O/s Amount as on 31.07.2025	Date of Sanction	Monthly Instalments	Rate of Interest (%)	Name of Guarantor
1	Cash Credit	Federal Bank	Working Capital	900.00	882.33	March 28, 2025	-	9.25%	1. Anil K N 2. Venkataramana Ramalingam 3. Dharanendra H Gouda 4. B H Devasinghnaik
2	Term Loan 1	Federal Bank	CAPEX	283.43	271.07	March 28, 2025	5.14	9.25%	1. Anil K N 2. Venkataramana Ramalingam 3. Dharanendra H Gouda 4. B H Devasinghnaik
3	Term Loan 2	Federal Bank	CAPEX	297.00	207.92	March 28, 2025	4.82	9.25%	1. Anil K N 2. Venkataramana Ramalingam 3. Dharanendra H Gouda 4. B H Devasinghnaik
4	Overdraft (with diminishing DP)	Federal Bank	Working Capital	500.00	489.58	June 30, 2025	10.42	11.00%	1. Anil K N 2. Dharanendra H Gouda 3. B H Devasinghnaik
5	Vehicle Loan	ICICI Bank	Vehicle	10.00	0.99	November 30, 2020	0.20	7.90%	H N Devakumar
6	Vehicle Loan	ICICI Bank	Vehicle	9.49	0.94	December 07, 2020	0.19	7.90%	H N Devakumar
7	Vehicle Loan	ICICI Bank	Vehicle	7.85	2.12	September 13, 2021	0.16	8.00%	H N Devakumar
8	Vehicle Loan	ICICI Bank	Vehicle	24.76	7.15	October 04, 2021	0.50	7.90%	H N Devakumar
TOTAL				2,032.53	1,862.1	-	-	-	

Unsecured Borrowings

(Amount in lakhs)

Sr. No.	Category of borrowing	Name of Lender	Purpose	Sanctioned Amount	O/s Amount as on September 16, 2025	Date of Sanction	Monthly Instalments	Rate of Interest (%)	Name of Guarantor
1	Unsecured Loan	Cholamandalam Investment and Finance Company	Working Capital	35.76	35.76	September 01, 2025	1,77,666	17.00%	1. B H Devasinghnaik 2. H N Devakumar

Sr. No.	Category of borrowing	Name of Lender	Purpose	Sanctioned Amount	O/s Amount as on September 16, 2025	Date of Sanction	Monthly Instalments	Rate of Interest (%)	Name of Guarantor
2	Unsecured Loan	Kotak Mahindra Bank Limited	Working Capital	49.50	49.50	August 30, 2025	1,74,027	16.00%	1.Dharanendra H Gouda 2. Anil K N
3	Unsecured Loan	SMFG India Credit Co Ltd	Working Capital	50.00	50.00	August 24, 2025	1,76,855	16.00%	1.Dharanendra H Gouda 2. B H Devasinghnaik
4	Unsecured Loan	TATA Capital Limited	Working Capital	50.00	50.00	September 04, 2025	1,78,264	17.00%	1. B H Devasinghnaik 2. Anil K N
TOTAL				185.26	185.26				

COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE PRECEDING THREE YEARS

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Red Herring Prospectus.

LITIGATION DETAILS PERTAINING TO OUR PROMOTER

For details on litigations and disputes pending against the Promoter and defaults made by the Promoter please refer to the section titled “*Outstanding Litigations and Material Developments*” on page no. 275 of this Draft Red Herring Prospectus.

OUR PROMOTER GROUP

In addition to the Promoter named above, the following natural persons are part of our Promoter Group: -

A. Natural Persons who are part of the Promoter Group

As per Regulation 2(1) (pp) of the SEBI ICDR Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter), other than the Promoter, are as follows:

Promoter Name	H N Devakumar
Relationship with Promoter	Name of Relatives
Father	Late Nagappa Honnebagi
Mother	Yashodamma Nagappa Honnebagi
Spouse	Shobha Devakumar
Brother	H N Prabhakara
Brother	H N Shashidhara Swamy
Sister	Manjula
Son (Minor)	Samarth D H
Daughter	Nidhi D H
Spouse's Father	Halappa M Mahadevappa
Spouse's Mother	Late Gowramma H
Spouse's Brother	Dharanendra H Gouda

Promoter Name	Anil K N
Relationship with Promoter	Name of Relatives
Father	Karalamangala Subbaiah Narasimhamurthy
Mother	Late Uma Narasimhamurthy
Spouse	Anita Anil
Brother	Vijay K Narasimhamurthy
Brother	Vikaram K Narasimhamurthy

Sister	Mamatha Sriram
Son	NA
Daughter	Vishaka A
Spouse's Father	Late Laxmi Narayana Rama Hegde
Spouse's Mother	Late Anasuya Hegde
Spouse's Brother	Rajesh Hegde
Spouse's Sister	Rupa R Sabhahit

Promoter Name	Dharanendra H Gouda
Relationship with Promoter	Name of Relatives
Father	Halappa M Mahadevappa
Mother	Late Gowramma H
Spouse	Rupa Dharanendra Gouda
Sister	Shobha Devakumar
Son	Nikhil D Gouda
Spouse's Father	Mallesappa K H
Spouse's Mother	Sharadamma
Spouse's Sister	Kavitha K M
Spouse's Sister	K M Shilpa
Spouse's Sister	Rekha K M
Spouse's Sister	K M Ambika
Spouse's Sister	Savitha K M

Promoter Name	B H Devasinghnaik
Relationship with Promoter	Name of Relatives
Father	Late Hemlanaik
Mother	Late Thimmi Bai
Spouse	Jayalakshmi G
Brother	Kumar Naik
Sister	Shakunthala Bai
Sister	Lalitha
Sister	Shantha bai
Sister	B H Malathi
Daughter	Sindhu D Singh
Daughter	Pavana D Singh
Spouse's Father	Gopya Naik
Spouse's Mother	Late Rathna Bayi S T
Spouse's Brother	Srinivasa
Spouse's Sister	Leela G
Spouse's Sister	Padmavathi G
Spouse's Sister	G Pushpa
Spouse's Sister	U Shakunthala
Spouse's Sister	G Manjula

Promoter Name	Ramalingam Venkataramana
Relationship with Promoter	Name of Relatives
Father	Late Subramania Iyer Ramalingam
Mother	Late Sampooranam Ramalingam
Spouse	V Meenakumari
Brother	Ramalingam Nagarajan
Sister	Usha Sali
Sister	Late Malathi Ramani
Son	Adarsh V Ramanan
Daughter	Apoorva V Ramanan
Spouse's Father	Late Viswanatha Pushpam Iyer
Spouse's Mother	Bakiya Lakshmi P
Spouse's Brother	Rajasekaran Pushpam

Spouse's Brother	P Hariharan
------------------	-------------

B. Entities forming part of Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, 2018, the following Companies/ Trusts/ Partnership firms/ HUFs or Sole Proprietorships are forming part of our Promoter Group.

Sr. No.	Name of the Companies	Type of Entity
1.	Unison Agri Services	Sole Proprietorship Firm of H N Devakumar
2.	H N Devakumar HUF	H N Devakumar-Karta
3.	Vmage Texpark Private Limited	A Private Limited company in which promoter group individuals (Shobha Devakumar and Rupa Dharanendra Gouda) holding more than 20%
4.	Paalvi Varieties	Proprietorship Firm of Dharanendra H Gouda

C. Other Persons forming part of Promoter Group

Except as mentioned above there are no other persons forming a part of the Promoter Group.

DECLARATION:

No promoters have disassociated themselves from any of the companies or firms during the preceding three years.

SIMILAR BUSINESS WITH WHICH PROMOTERS ARE ASSOCIATED

Except Unison Agri Services (Sole Proprietorship Firm of H N Devakumar) none of our Promoters are associated or have any interest in the similar line of business as that of our Company.

(The remainder of this page has been intentionally left blank)

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company.

In addition, our ability to pay dividends may be impacted by a number of other factors, including, restrictive covenants under the loan or financing documents that we may enter into from time to time.

The dividend distribution policy of our Company was adopted and approved by our Board in their meeting held on 03.03.2025. Our Board may also, from time to time, pay interim dividends. The Board shall, inter alia, consider certain financial, internal and external parameters before declaring dividend including level of debt, capital expenditure requirement, working capital requirement and profit earned during the year. Our Company may also, from time to time, pay interim dividends. The objective of the dividend policy is rewarding its Shareholders and retaining capital for growth and ensuring fairness, sustainability, and consistency in distributing profits to Shareholders. For details in relation to risks involved in this regard, see “**Risk Factor**” on page no 28 of this Draft Red Herring Prospectus.

The details of the dividend paid by our Company on the Equity Shares during below mentioned period are given below:

Particular	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Number of Equity Shares at year/ period ended	40,16,000	40,16,000	25,10,000	25,10,000
Face value per equity shares (in ₹)	10/-	10/-	10/-	10/-
Dividend Paid (in ₹)	1,30,00,000/-	1,50,00,000/-	-	70,00,000/-
Dividend per Equity Share (in ₹)	3.24/-	3.74/-	-	2.78/-
Mode of payment of dividend	Cash/ Bank	Cash/ Bank	-	Cash/ Bank

Note: The dividend paid by the company is certified by M/s. S K S V M & Co, Chartered Accountant vide their certificate dated 16/09/2025 bearing UDIN: 25232286BMJOYR7145.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please see the section entitled “**Restated Financial Statements**” on page no 206 of this Draft Red Herring Prospectus.

(The remainder of this page has been intentionally left blank)

SECTION VI – FINANCIAL INFORMATION
RESTATED FINANCIALS STATEMENT
Independent Auditor’s Examination Report on Restated Financial Information
Unisem Agritech Limited

To,
Unisem Agritech Limited
Board of Directors,
RS No. 11B/2A/4, Magoda Village,
Near KSRTC Bus Depot, Ranebennur,
Haveri, Karnataka, India, 581115

Dear sir,

1. We have examined the attached Restated Financial Statement of **Unisem Agritech Limited** (the “Company”) comprising the Statement of Assets & Liabilities, As Restated as at March 31, 2025, March 31, 2024, March 31, 2023, and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period/year ended on March 31, 2025, March 31, 2024, March 31, 2023, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively the “**Restated Summary Statements**” or “**Restated Financial Statements**”). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the SME Initial Public Offering of Equity Shares (IPO).
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Section 26 of Part I of Chapter-III to the Companies Act, 2013 (“**Act**”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“**ICDR Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time; and
 - (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“**ICAI**”), as amended from time to time (the “**Guidance Note**”).
3. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Document to be filed with SME Platform of the relevant stock exchanges, Securities and Exchange Board of India, the Registrar of Companies, Hyderabad and in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors’ responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors 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 Statement taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Issuer;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statement; and

- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. This Restated Financial Statement of the Company have been compiled by the management from the Audited Financial Statements of the Company for the financial period/year ended on March 31, 2025, March 31, 2024, March 31, 2023, prepared in accordance with the accounting standards notified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India. The same has been approved by the Board of Directors at their meeting held on September 16, 2025.
6. For the purpose of our examination, we have relied on:
- Auditor's report issued by Company's previous auditor Channabasavanna & Co. dated, September 25, 2023 and September 21, 2024 for the year ended March 31, 2023 and March 31, 2024 respectively and accordingly reliance has been placed on financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them.
7. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
- (i) The **"Statement of Assets & Liabilities, As Restated"** as set out in **Annexure A** to this report, of the Company as at March 31, 2025, March 31, 2024, March 31, 2023, are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
 - (ii) The **"Statement of Profit & Loss, As Restated"** as set out in **Annexure B** to this report, of the Company for the year/period ended March 31, 2025, March 31, 2024, March 31, 2023, are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
 - (iii) The **"Statement of Cash Flow, As Restated"** as set out in **Annexure C** to this report, of the Company for the year/period ended March 31, 2025, March 31, 2024, March 31, 2023, are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
8. Based on our examination and according to the information and explanations given to us we are of the opinion that the Restated Financial Statements of the Company have been made after incorporating
- a) Adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in respective financial period/years ended March 31, 2025, March 31, 2024, March 31, 2023, to reflect the same accounting treatment as per the accounting policies and grouping/classifications, to the extent applicable followed as at and for the period ended.
 - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments.
 - c) There are no exceptional and extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial period/year ended on March 31, 2025, March 31, 2024, March 31, 2023, which would require adjustments in this Restated Financial Statements of the Company.

- e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/ restatements and regroupings as in our opinion are appropriate.
 - f) These Restated Financial Statements of the Company have been prepared in accordance with the Act, ICDR Regulations and Guidance note.
9. In our opinion and to the best of information and explanation provided to us, the Restated Financial Statement of the Company, read with significant accounting policies and notes to accounts as appearing in **Annexure IV** are prepared after providing appropriate adjustments and regroupings as considered appropriate.
10. We, S K S V M & Co, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “**Peer Review Board**” of the ICAI which is valid till December 31, 2026.
11. The preparation and presentation of the Restated Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
12. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
13. We have no responsibility to update our report for events and circumstances occurring after the date of the report. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For M/s S K S V M & Co
Chartered Accountants
FRN: 002045S

Sd/-

CA Shivakumara G V
Partner
Membership No. 232286
UDIN: 25232286BMJOYH3066

Date: September 16, 2025
Place: Bengaluru

Unisem Agritech Limited
(Formerly known as Unisem Agritech Private Limited)
CIN: U01100KA2016PLC096390

ANNEXURE – I
STATEMENT OF ASSETS & LIABILITIES AS RESTATED

(Amount in Lakhs)

	Particulars	Note	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
I	EQUITY AND LIABILITIES				
	1. Shareholders' funds				
	(a) Share Capital	I.1	401.60	401.60	401.60
	(b) Reserves and surplus	I.2	558.05	130.65	45.33
	(c) Money received against share warrants		-	-	-
	Sub Total Shareholder's Funds		959.65	532.25	446.93
	2. Non-current liabilities				
	(a) Long-term borrowings	I.3	305.73	162.57	50.41
	(b) Net Deferred tax liabilities		-	-	-
	(d) Other Long-term liabilities	I.4	225.99	194.35	187.01
	(e) Long-term provisions	I.5	99.31	81.81	73.61
	Sub Total Non-Current Liabilities		631.03	438.73	311.03
	3. Current liabilities				
	(a) Short-term borrowings	I.6	884.45	448.75	531.05
	(b) Trade payables	I.7			
	i) Due to MSME		1,166.66	547.98	459.33
	ii) Due to others		135.74	99.69	104.26
	(c) Other current liabilities	I.8	762.11	821.03	666.20
	(d) Short-term provisions	I.9	260.18	179.13	141.61
	Sub Total Current Liabilities		3,209.14	2,096.57	1,902.45
	TOTAL		4,799.81	3,067.53	2,660.40
II.	ASSETS				
	1. Non-current assets				
	(a) Property Plant & Equipment and Intangible Assets	I.10			
	(i) Property Plant & Equipment		351.62	143.54	111.32
	(ii) Intangible Assets		10.31	-	-
	(iii) Capital work-in-progress		256.90	164.82	11.22
	(iv) Intangible assets under development		-	-	-
	(b) Non-Current Investments	I.11	-	-	-
	(c) Deferred Tax Assets (Net)	I.12	48.70	42.28	37.02
	(d) Long-term loans and advances		-	-	-
	(e) Other Non-Current Assets	I.13	14.70	13.02	12.49
	Sub Total Non-Current Assets		682.24	363.65	172.05
	2. Current assets				
	(a) Current Investments		-	-	-
	(b) Inventories	I.14	1,977.19	1,495.48	1,541.52
	(c) Trade receivables	I.15	1,300.94	884.01	738.90
	(d) Cash and cash equivalents	I.16	405.85	66.96	58.26
	(e) Short-term loans and advances	I.17	433.58	257.43	149.67
	(f) Other Current Assets		-	-	-
	Sub- Total Current Assets		4,117.56	2,703.88	2,488.35
	TOTAL		4,799.81	3,067.53	2,660.40

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

As per our report of even date attached

For S K S V M & CO
Chartered Accountants
Firm Registration No:
002045S

For and on the behalf of the Board of Directors of
Unisem Agritech Limited

Sd/-

CA Shivakumara G V
Chartered Accountant
M.No: 232286
UDIN: 25232286BMJOYH3066
Place: Bengaluru
Date: 16-09-2025

Sd/-

Dharanendra Halappa Gouda
Whole-Time Director
DIN: 07602434

Sd/-

Venkataramana Ramalingam
Chief Financial Officer
PAN: ACBPV9961C

Sd/-

Honnebagi Nagappa Devakumar
Managing Director and Chairman

DIN: 07586484

Sd/-

Bobby Seth
Company Secretary &
Compliance officer
PAN: EFHPS6148B

(The remainder of this page has been intentionally left blank)

Unisem Agritech Limited
(Formerly known as Unisem Agritech Private Limited)
CIN: U01100KA2016PLC096390

ANNEXURE – II
STATEMENT OF PROFIT & LOSS AS RESTATED

(Amount in Lakhs)

	Particulars	Note	For the year ended		
			31.03.2025	31.03.2024	31.03.2023
I	Revenue from operations	II.1	6,907.75	6,113.88	4,691.15
II	Other Income	II.2	-	2.14	0.11
III	Total Income (I+II)		6,907.75	6,116.02	4,691.26
	Expenses:				
	(a) Cost of materials consumed	II.3	3,020.39	2,192.84	1,525.20
	(b) Changes in inventories of finished goods and work-in- Progress	II.4	(455.78)	51.94	76.78
	(c) Employee benefits expense	II.5	1,026.57	1,083.70	859.99
	(d) Finance costs	II.6	71.12	72.39	73.15
	(e) Depreciation and amortisation expense	I.10	69.63	36.32	33.95
	(f) Other expenses	II.7	2,604.21	2,380.68	1,938.66
IV	Total expenses		6,336.15	5,817.87	4,507.72
V	Profit /(Loss) before tax and Exceptional Items (III-IV)		571.61	298.15	183.54
VI	Exceptional Items		-	-	-
VII	Profit /(Loss) before extraordinary items (V-VI)		571.61	298.15	183.54
VIII	Extraordinary items		-	-	-
IX	Profit /(Loss) before tax (VII-VIII)		571.61	298.15	183.54
X	Tax expense:		-	-	-
	(a) Current tax	IX	150.63	88.08	55.33
	(b) Deferred tax		(6.43)	(5.26)	(3.94)
	Total Tax Expenses		144.20	82.83	51.39
XI	Profit (Loss) for the period from continuing operations (IX-X)		427.41	215.32	132.15
XII	Profit/(loss) from discontinuing operations		-	-	-
XIII	Tax expense of discontinuing operations		-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-
XV	Profit (Loss) after tax for the period (XI + XIV)		427.41	215.32	132.15
XVI	Earnings per share (face value of ₹ 5/- each):	II.8			
	(a) Basic (in ₹)		5.32	2.68	1.65
	(b) Diluted (in ₹)		5.32	2.68	1.65

(The remainder of this page has been intentionally left blank, for signature please refer the below page)

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

As per our report of even date attached

For S K S V M & CO
Chartered Accountants
Firm Registration No:
002045S

For and on the behalf of the Board of Directors of
Unisem Agritech Limited

Sd/-

CA Shivakumara G V
Chartered Accountant
M.No: 232286
UDIN: 25232286BMJOYH3066
Place: Bengaluru
Date: 16-09-2025

Sd/-

Dharanendra Halappa Gouda
Whole-Time Director
DIN: 07602434

Sd/-

Venkataramana Ramalingam
Chief Financial Officer
PAN: ACBPV9961C

Sd/-

Honnebagi Nagappa Devakumar
Managing Director and Chairman
DIN: 07586484

Sd/-

Bobby Seth
Company Secretary &
Compliance officer
PAN: EFHPS6148B

(The remainder of this page has been intentionally left blank)

Unisem Agritech Limited
(Formerly known as Unisem Agritech Private Limited)
CIN: U01100KA2016PLC096390

ANNEXURE – II
STATEMENT OF CASH FLOW AS RESTATED

(Amount in Lakhs)

Particulars	For the year Ended		
	31.03.2025	31.03.2024	31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Extraordinary items	571.61	298.15	183.54
Adjustment For:			
(a) Depreciation and Amortization	69.63	36.32	33.95
(b) Interest Charges	68.78	70.34	51.71
(c) (Gain)/Loss on Sale of Assets	-	(2.01)	-
Operating Profit before Working Capital Changes	710.01	402.79	269.20
Adjustment For:			
(a) (Increase)/Decrease in Inventories	(481.71)	46.04	94.15
(b) (Increase)/Decrease in Trade Receivables	(416.93)	(145.11)	(120.82)
(c) (Increase)/Decrease in Loans & Advances	(68.15)	(31.99)	(1.50)
(d) Increase /(Decrease) in Trade Payables	654.74	84.08	(120.59)
(e) Increase/(Decrease) in Other current Liabilities	(58.92)	154.83	70.28
(f) Increase/(Decrease) in Short term provisions	(69.57)	(50.57)	(43.01)
(g) Increase/(Decrease) in Long term provisions	17.50	8.20	2.91
(h) Increase/(Decrease) in Other non-current liabilities	31.64	7.34	24.59
(i) (Increase)/Decrease in Other non-current assets	(1.68)	(0.53)	-
CASH GENERATED FROM OPERATIONS	316.92	475.08	175.20
Less: Direct Taxes paid	(108.00)	(75.77)	(53.57)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	208.92	399.31	121.63
NET CASH USED IN/ GENERATED FROM OPERATING ACTIVITIES (A)	208.92	399.31	121.63
B. CASH FLOW FROM INVESTING ACTIVITIES			
Fixed Assets Purchased (Net)	(380.10)	(224.07)	(16.08)
Fixed Assets Sold during the year (Net)	-	3.93	-
NET CASH USED IN/ GENERATED FROM INVESTING ACTIVITIES (B)	(380.10)	(220.12)	(16.08)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Net Proceeds from Long Term Borrowings	143.15	112.16	(34.38)
Net Proceeds from Short Term Borrowings	435.70	(82.31)	173.76
Issue of Share Capital (Bonus Issue)	-	-	-
Dividend Paid	-	(130.00)	(150.00)
Interest Paid	(68.78)	(70.34)	(51.71)
NET CASH USED IN/ GENERATED FROM FINANCING ACTIVITIES (C)	510.07	(170.49)	(62.33)
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	338.89	8.70	43.22
Opening Balance – Cash & Cash Equivalent	66.96	58.26	15.04
Closing Balance – Cash & Cash Equivalent	405.85	66.96	58.26

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

As per our report of even date attached

For S K S V M & CO
Chartered Accountants
Firm Registration No:
002045S

For and on the behalf of the Board of Directors of
Unisem Agritech Limited

Sd/-

CA Shivakumara G V
Chartered Accountant
M.No: 232286
UDIN: 25232286BMJOYH3066
Place: Bengaluru
Date: 16-09-2025

Sd/-

Dharanendra Halappa Gouda
Whole-Time Director
DIN: 07602434

Sd/-

Venkataramana Ramalingam
Chief Financial Officer
PAN: ACBPV9961C

Sd/-

Honnebagi Nagappa Devakumar
Managing Director and Chairman
DIN: 07586484

Sd/-

Bobby Seth
Company Secretary &
Compliance officer
PAN: EFHPS6148B

(The remainder of this page has been intentionally left blank)

Unisem Agritech Limited
(Formerly known as Unisem Agritech Private Limited)
CIN: U01100KA2016PLC096390

ANNEXURE-IV
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

The Company

Unisem Agritech Limited was originally incorporated as Unisem Agritech Private Limited under the provisions of Companies Act, 2013 with certificate of incorporation dated 09.09.2016 issued by Registrar of Companies (CIN: U011KA2016PTC096390). Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on 11th February 2025, the Company was converted into a Public Limited Company and consequently the name of the Company was changed from Unisem Agritech Private Limited to Unisem Agritech Limited vide a fresh Certificate of Incorporation dated 25.02.2025, issued by the Registrar of Companies, CPC. The Corporate Identification Number of Company is U01100KA2016PLC096390.

Nature of Operations

The company is engaged in the manufacture and sale of vegetable and fruit seeds. It owns land and also leases land for sowing and growing vegetable and fruit seeds. The company's manufacturing operations are carried out in Ranebennur, Karnataka. Additionally, the company has expanded its presence with offices in various states, including Telangana, Madhya Pradesh, Odisha, Bihar, Chhattisgarh and Uttar Pradesh, as well as other locations within Karnataka. Apart from this, the company has over 800 distributors across India.

Basis of Preparation of Financial Statements

These Standalone financial statements as restated are prepared under the historical cost basis of accounting and evaluated on a going concern basis, with revenues and expenses accounted for on their accrual to comply in all material aspects with the applicable accounting principles and applicable Accounting Standards notified under section 133 of the Companies Act 2013, read with Companies (Accounting Standards) Rules, as amended from time to time and the relevant provisions of the Companies Act, 2013, as applicable. The accounting policies have been consistently applied by the Company; and the accounting policies not referred to otherwise, are in conformity with Indian Generally Accepted Accounting Principles ('Indian GAAP'). The accounting policies adopted in the preparation of standalone financial statements are consistent with those of previous year.

The Standalone Financial Statements for the year ended 31st March, 2025, 2024 and 2023 have been prepared in accordance with Schedule III of the Companies Act, 2013. For the purpose of inclusion in the offer document, audited standalone financial statements are prepared in accordance with Schedule III of the Companies Act, 2013. The adoption of Schedule III of the Companies Act, 2013 do not impact recognition and measurement principles followed for preparation of financial statements.

Use of estimates

The preparation of standalone financial statements requires estimates and assumptions to be made that affect the reported balances of assets as on the date of the standalone financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as and when the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes in estimates, if any, are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to the standalone financial statements.

These financial statements are presented in Indian Rupees (INR) which is the functional and presentation currency. All amounts disclosed in the Restated financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

The following significant accounting policies are adopted in the preparation and presentation of these standalone financial statements:

1. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sale of Goods

Sales are recognized on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with delivery to the customers and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods and it is not unreasonable to expect ultimate collection.

Other Income

Revenue in respect of interest, R&D income and other claims is recognised only when it is reasonably certain that the ultimate collection will be made.

2. a) Property, Plant & Equipment (PPE)

An item of Property, Plant & Equipment is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the company and its cost can be measured reliably. PPE are stated at cost of acquisition including incidental expenses relating to acquisition and installation and net of input tax credits, less accumulated depreciation and impairment loss, if any. Cost includes all expenses incurred to bring the asset to its working condition and current location for its intended use. Borrowing cost incurred, if any, during the period of construction is capitalized as part of cost of qualifying asset.

b) Capital Work-In-Progress

Capital work-in-progress comprises cost of fixed assets that are not yet ready for their intended use at the balance sheet date. Currently, the Company is constructing a processing plant which is under construction, being located at Plant RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, India, 581115.

c) Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

3. Depreciation

Depreciation on fixed assets is provided on Written Down Value Method (WDV) at the rates arrived at on the basis of useful life/remaining useful life and in the manner as prescribed in, Part C, Schedule II of the Companies Act, 2013.

Type of Asset	Useful Life as per Schedule II	Rates as per Schedule II
Building	30 Years	9.50%
Plant and Machinery	15 Years	18.10%
Electrical Fittings	10 Years	25.89%
Vehicles	8 Years	31.23%
Furniture & Fixtures	10 Years	25.89%
Air Conditioners/ Coolers	10 Years	25.89%
Intangible Assets	10 Years	25.89%
Computers, Desktops, Laptops	3 Years	63.16%

4. Inventories

Inventories of Raw Materials are stated at cost, Semi-Finished Goods and Finished Goods are stated at cost or net realizable value, whichever is lower. Cost comprises all cost of purchase, cost of conversion and other costs which are being incurred in bringing the inventories to their present location and condition. Cost formula used is 'FIFO Basis'.

5. Retirement Benefits & Other Employee benefits

Defined-contribution plans:

Defined contribution to provident fund (PF) & employee state insurance (ESI) is charged to the profit and loss account on accrual basis.

Defined-benefit plans:

Provision for gratuity liability is provided based on actuarial valuation made covering all the period.

The company is not required to provide for leave encashment as generally, the employees have utilized their respective leave entitlements. Any unutilized leave balance gets lapsed after the year end, as per policy of the company.

Bonus expenditure is charged to profit and loss account on accrual basis.

6. Lease accounting

Operating Leases:

Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals on assets taken on operating lease are recognized as an expense in the statement of profit and loss. Initial direct cost in respect of the lease acquired are expensed out in the year in which such costs are incurred.

7. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortized equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

8. Taxes on Income

Tax expenses comprise Current Tax and deferred tax charge or credit.

Current tax - Provision for current tax is made based on tax liability computed after considering tax allowances and exemptions, in accordance with the provisions of The Income Tax Act, 1961.

Deferred tax –

Presentation is on net basis in balance sheet; if same governing laws exists.

Deferred tax assets and liability is recognized, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising mainly on account of brought forward losses, unabsorbed depreciation and minimum alternate tax under tax laws, are recognized, only if there is a virtual certainty of its realization, supported by convincing evidence. At each Balance Sheet date, the carrying amount of deferred tax assets are reviewed to reassess realization. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

9. Earnings per share:

Basic earnings/(loss) per share are calculated by dividing the net profit/(loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year

10. Provisions, Contingent liabilities and Contingent Assets

A provision is recognized when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Contingent liabilities are disclosed by way of notes to the accounts.

Contingent assets are not recognized.

11. Cash & Cash Equivalents and Cash Flow Statement

Cash and cash equivalents in the cash flow statement comprise cash at bank & cash on hand.

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

12. Segment Reporting

In accordance with Accounting Standard-17 issued by The Institute of Chartered Accountants of India, the Company has identified its business segment as "Manufacture and sale of Vegetable and Fruit seeds.". There are no other primary reportable segments.

The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

13. Foreign currency Transactions

Transactions in foreign currency are recorded at the rates of exchange in force at the time the transactions are affected. At the year-end, monetary items denominated in foreign currency and forward exchange contracts are reported using closing rates of exchange. Exchange difference arising thereon and on realization/ payment of foreign exchange are accounted, in the relevant year, as income or expense.

14. Investments

Current Investments: These are carried at lower of cost and fair value, computed category-wise. Investments that are readily realizable and intended to be held for not more than 12 months from the date of acquisition are classified as current Investment.

Non-Current Investments: These are stated at Cost. Provision for diminution in the value of Non-Current Investments is made only if such a decline is other than temporary.

(The remainder of this page has been intentionally left blank)

NOTES TO ACCOUNTS

Annexure - I.1

Restated Statement of Share Capital

(Amount in Lacs)

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
<u>Authorised Capital</u>			
No. of Equity Shares of ₹ 5/- each (₹ 10/- each as on 31.03.2024 and on 31.03.2023)	2,40,00,000	50,00,000	50,00,000
Authorised Equity Share Capital (Amount. Rs. in Lakhs) (Refer Note 4 below)	1,200.00	500.00	500.00
<u>Issued, Subscribed & Fully Paid up Share Capital</u>			
No. of Equity Shares of ₹ 5/- each (₹ 10/- each as on 31.03.2024 and on 31.03.2023)	80,32,000	40,16,000	40,16,000
Share Capital (Amount. Rs. in Lakhs)	401.60	401.60	401.60
TOTAL	401.60	401.60	401.60

Reconciliation of the number of shares outstanding is set out below:

Particulars	31.03.2025	31.03.2024	31.03.2023
Shares outstanding at the beginning of the year	40,16,000	40,16,000	25,10,000
Add: Shares Issued during the year			
Fresh Issue	-	-	-
Bonus Shares Issued	-	-	15,06,000
Sub-division/split of 1 share of face value ₹ 10 each into such number share of face value ₹ 5 each effective 11 th February (Increase in shares on account of sub-division/split) (Refer note 5 below)	40,16,000	-	-
Less: Shares bought back during the year	-	-	-
Shares outstanding at the end of the year	80,32,000	40,16,000	40,16,000

Details of Shareholders holding more than 5 % shares:

Name of Shareholder	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Anil K N			
Number of Shares	19,27,632	9,63,840	9,63,840
% of Holding	24.00%	24.00%	24.00%
B H Devasingh Naik			
Number of Shares	19,27,632	9,63,840	9,63,840
% of Holding	24.00%	24.00%	24.00%
H N Devakumar			
Number of Shares	19,27,632	9,63,840	9,63,840
% of Holding	24.00%	24.00%	24.00%
R Venkataramana			
Number of Shares	19,27,632	9,63,840	9,63,840
% of Holding	24.00%	24.00%	24.00%

Details of Promoters holding shares:

Name of Shareholder	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
H. N. Devakumar			
Number of Shares	19,27,632	9,63,840	9,63,840
% of Holding	24.00%	24.00%	24.00%
B. H. Devasinghnaik			
Number of Shares	19,27,632	9,63,840	9,63,840
% of Holding	24.00%	24.00%	24.00%
Dharanendra H Gouda			
Number of Shares	3,21,272	1,60,640	1,60,640
% of Holding	4.00%	4.00%	4.00%
R Venkatramana			
Number of Shares	19,27,632	9,63,840	9,63,840
% of Holding	24.00%	24.00%	24.00%
Anil K N			
Number of Shares	19,27,632	9,63,840	9,63,840
% of Holding	24.00%	24.00%	24.00%

Notes:**1. Issue of Shares for a consideration other than cash**

The Company has issued 25,00,000 shares for a consideration other than cash, in connection with the conversion of the Partnership into a Private Limited Company. These shares were issued during the financial year 2018-19.

2. Issue of Bonus Shares

The Company issued 15,06,000 equity shares as fully paid bonus shares in the ratio of 3:5 in financial year 2022-23 by way of capitalisation of free reserves with record date and allotment being done on 09.03.2023

3. Terms/ Rights attached to Equity shares

The Company has one class of equity shares having a par value of Rs. 5 per share. Each shareholder is eligible for one vote per share held.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

4. Authorised Share Capital

The Board of Directors of the Company, in their meeting held on 24th December, 2024, passed a resolution to increase the existing Authorised Share Capital of the Company from 50,00,000 (Fifty Lakhs) equity shares having a face value of Rs. 10/- (Rupees Ten only) each, to 1,20,00,000 (One Crore Twenty Lakhs) equity shares having a face value of Rs. 10/- (Rupees Ten only) each, aggregating to an Authorised Share Capital of Rs. 1,200 Lakhs (Rupees Twelve Crores only). The said increase in Authorised Share Capital was duly approved by the equity shareholders of the Company at the Extraordinary General Meeting (EGM) held on 03rd January, 2025.

5. Sub-division/split of equity shares

During the year under review, the Board of Directors of the Company in their meeting held on 08th February, 2025 passed a resolution of the sub-division /split of existing Equity Shares of the Company from 1 (One) Equity Share having face value of Rs. 10/- (Rupees Ten only) each fully paid-up, into such number Equity Shares having face value of Rs. 5/- (Rupees Five only) each fully paid-up. The above sub-division/split has been approved by the equity shareholders of the Company dated 11 February 2025. Pursuant to sub-division/split of shares effective 11 February 2025 ("Record Date"), the paid up equity share capital of the Company is Rs. 401.60 Lakhs consisting of 80,32,000 equity shares having face value of Rs. 5/- (Rupees Five only) each fully paid-up.

Annexure - I.2**Restated Statement of Reserves and Surplus***(Amount in Lacs)*

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
a. Securities Premium Account			
Opening Balance	-	-	-
Add: Premium on issue of equity shares	-	-	-
Closing Balance	-	-	-
b. Surplus in Statement of Profit & Loss A/c			
Opening balance	130.65	45.33	213.78
(+) Net Profit For the current year	427.40	215.32	132.15
: Less Bonus Shares Issued	-	-	(150.60)
: Less Dividend Paid	-	(130.00)	(150.00)
Net Surplus in Statement of Profit and Loss	558.05	130.65	45.33
TOTAL	558.05	130.65	45.33

Notes:

i. Company does not have any Revaluation Reserve

ii. Dividend declared

The details of dividend declared by the Company is as below:

(Amount in Lacs)

Particulars	For the Year ended		
	31.03.2025	31.03.2024	31.03.2023
Class of Shares			
Equity Shares of ₹ 5/- each (₹ 10/- each as on 31.03.2024 and on 31.03.2023)	-	130.00	150.00
Rate of Dividend (%)			
Interim Dividend	-	-	-
Final Dividend		32.37%	37.35%

iii. Bonus shares issued

The Company issued 15,06,000 equity shares as fully paid bonus shares in the ratio of 3:5 in financial year 2022-23 by way of capitalisation of free reserves with record date and allotment being done on 09.03.2023

Annexure - I.3**Restated Statement of Long-Term Borrowings***(Amount in Lacs)*

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
(a) Term loans & Vehicle Loans (Refer I.3.1 & I.3.2)			
From Banks	305.73	162.57	48.57
From other than Banks	-	-	1.84
(b) Loans from Related Parties	-	-	-
Total Borrowings	305.73	162.57	50.41
The above loan amount includes:			
Secured Loans			
From Banks (Refer Note I.3.1 & I.3.2)	305.73	162.57	48.57
From other than Banks			
Unsecured Loans			
From Banks			
From other than Banks (Refer Note I.3.3)	-	-	1.84
Loans & Advances from related parties	-	-	-
Total Borrowings	305.73	162.57	50.41

Note I.3.1 Additional information to Secured Long term Borrowings
Loan from Banks:

(Amount in Lacs)

Name of Lender	Type of Facility and Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of Interest	Securities offered	Re-payment	Moratorium	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
Karnataka Bank (Loan No: 6567000600171901)	Over Draft Working Capital	600.00	Six Month MCLR + 0.25% (Credit Risk Premium/Spread) +1.25% (Fixed Spread)	Refer Note i, ii & iii for Primary Security, Collateral Security & Personal Guarantee respectively	On demand	NA	(88.92)	407.89	472.23
Karnataka Bank (Loan No: 6567001400028801)	Guaranteed Emergency Credit Line (GECL)	32.08	9.25%	Refer Note iv & v for Primary Security, and Collateral Security respectively	21 Monthly Instalments	NA	-	6.11	24.44
Karnataka Bank (Loan No: 65670018000168801)	Term Loan	296.49	10.30%	Refer Note vi, vii & viii for Primary Security, Collateral Security & Personal Guarantee respectively	Repayable in staggered 72 monthly Instalments after initial holiday period of 12 months. Interest to be serviced on the monthly basis. Interest during holiday period to be served	NA	1.26	112.53	-

Federal Bank (Loan No: 21115500001012)	Cash Credit	900.00	9.25 % p.a. (Repo Rate + 3.00 %)	Refer Note ix, x & xii for Primary Security, Collateral Security & Personal Guarantee respectively	12 Months	NA	907.91	-	-
Federal Bank (Loan No: 21116900000489)	Term Loan	283.43	9.25 % p.a. (Repo Rate + 3.00 %)	Refer Note x, xi and xii for Primary Security, Collateral Security & Personal Guarantee respectively	72 Monthly Instalments	NA	283.43	-	-
ICICI Bank (Loan No: LARBN00048071450)	Vehicle Loan	13.00	8.95%		60 Monthly Instalments	NA	9.11	11.43	-
ICICI Bank (Loan No: LAHAV00044451917)	Vehicle Loan	24.76	7.90%		60 Monthly Instalments	NA	8.94	14.03	18.74
ICICI Bank (Loan No: LARBN00048532107)	Vehicle Loan	19.50	9.20%		60 Monthly Instalments	NA	14.23	17.62	-
ICICI Bank (Loan No: LAHAV00042522791)	Vehicle Loan	10.00	7.90%		60 Monthly Instalments	NA	1.77	3.97	6.00
Axis Bank (Loan No: AUR000905342879)	Vehicle Loan	19.00	8.00%		60 Monthly Instalments	NA	1.84	6.14	10.10
ICICI Bank (Loan No: LAHAV00042584048)	Vehicle Loan	9.49	7.90%		60 Monthly Instalments	NA	1.67	3.76	5.68
ICICI Bank (Loan No: LARBN00048046706)	Vehicle Loan	13.00	8.95%		60 Monthly Instalments	NA	9.12	11.44	-
ICICI Bank (Loan No: LAHAV00044316951)	Vehicle Loan	7.85	8.00%		60 Monthly Instalments	NA	2.69	4.31	5.81
ICICI Bank (Loan No: UPRKU00044157311)	Term Loan Working Capital	40.00	15.00%		36 Monthly Instalments	NA	-	6.67	21.10

Axis Bank (Loan No: AUR000904448367)	Vehicle Loan	8.96	9.45%		60 Monthly Instalments	NA	-	0.85	2.91
Axis Bank (Loan No: AUR000905315975)	Vehicle Loan	9.08	8.00%		60 Monthly Instalments	NA	0.66	2.73	4.64
Karnataka Bank (Loan No: 0656702400031401)	Vehicle Loan	7.30	6 Months Treasury Bill + 3.07% (Credit Risk Premium) + 0.00 (Fixed Spread) i.e 10.03% pa.	Hypothecation of New PUNCH ADVENTURE SYSTEM make Petrol car to be purchased in the name of M/s Unisem Agritech Pvt Ltd. car at cost of Rs.8,73,421/- as per the quotation submitted from M/s SHANKAR MOTORS PVT LTD dated 08- 08-2024	60 Monthly Instalments	NA	6.62	-	-
Karnataka Bank (Loan No: 6567001600260801)	Vehicle Loan	33.00	6 Months Treasury Bill + 3.40% (Credit Risk Premium) + 0.00 (Fixed Spread) i.e 10.53% pa.	Hypothecation of New TOYOTA make Innova Hycross Petrol car to be purchased in the name of M/s Unisem Agritech Pvt Ltd. car at cost of Rs.39,93,568/- as per the quotation submitted from M/s Shodha Toyota dated 05-04-2024	84 Monthly Instalments	NA	29.86	-	-

Notes:Karnataka Bank - (Loan No: 6567000600171901)**i. Primary Security:** Hypothecation of Stock**ii. Collateral Security:** Not Applicable**iii. Guarantee:** Personal Guarantee of DirectorsKarnataka Bank - (Loan No: 6567001400028801)**iv. Primary Security:**- **For overdraft facility:** Hypothecation of Stock and book debts- **For Term loan facility:** Refer table below

Details of Security	Value	Date of Valuation
Equitable Mortgage of Industrial Land measuring 2 acres 17 guntas (where proposed building to be constructed) at E-Swatthu No. 151700502100422754, VPC No. 1456, R. S. No.: 11B/2A/4 & 11B/4, Near Bypass Magod Road, Ranebennur Taluk-581115 standing in the name of M/s. Unisem Agritech Pvt. Ltd., valued Rs. 245.65 as per Valuation Report given by our panel valuer Hiremath Architect & Engineers dated 22.07.2022. FSV Rs.221 lakhs	221.00	26.07.2022
Construction of building there on at an estimated cost of Rs.162.65 lakh certified by M/s Hiremath Architect & Engineers	162.65	As per estimation
Hypothecation of Plant and Machinery (Prime for Term Loan and Collateral for OD and GECL loan)	207.03	As per quotations submitted

v. Collateral Security: Refer table below*(Amount in Lacs)*

Details of Security	Value	Date of Valuation
Residential Land & Building Situated at E-Swatthu No.31-3-687-1130B, Ward No.31 R.S No.82, Plot No.19+20, Near Sri Swamy Ayyappa Temple 4th Cross Eshwar Nagar, Old Magaad Road, Ranebennur-581115, Standing in the Name of Sri. H N Devakumar, Valued at Rs.110.00 lakhs as per Valuation report given by our panel valuer Hiremath Architect & Engineers dated 22.07.2022.	110.00	26.07.2022
Residential Land & Building Situated at R. S No.888D, Plot No.42, Near I.B 3rd Cross Umashnagar Nagar, Ranebennur - 581115, Standing in the Name of Sri Halappa, Valued at Rs.50.00 lakhs as per Valuation report given by our panel valuer Hiremath Architect & Engineers dated.22.07 .2022.	10.88	28.09.2022

Karnataka Bank - (Loan No: 65670018000168801)**vi. Primary Security:** Refer table below*(Amount in lacs)*

Details of Security	Value	Date of Valuation
Hypothecation of A/P/S 150KW to be purchased at invoice value of Rs.922000+gst 166000 electrical works carried out by M/s Varun Electricals	10.88	28.09.2022
Mini Sorter Machine-01 No. & Frank Screw Compressor with complete set-01 No s (Chute-1F-63G-1CT-MX-S-LSVP) by M/s Promech Industries Pvt Ltd.	11.39	08.02.2024
Hypothecation of Agrosaw fine Cleaner model Delux-2 -01 No.s Ducting for Delux-204 No.s Additional screen set-15 No.s. Agrosaw VB Elevator to Gravity Bin-01 No.s. Agrosaw gravity Model G-2 with Electric panel-01 No.s. Additional Deck Assembly-02 No.s with installation & Commissioning Charges worth Rs.1166448/- as per invoice dtd:09-02-2024 issued by M/s Osaw Agro Industries Pvt Ltd.	11.66	09.02.2024
Equitable Mortgage of Industrial Land measuring 2 acres 17 guntas (where proposed building to be constructed) at E-Swatthu No. 151700502100422754, VPC No. 1456, R.S. No.:11B/2A/4 & 11B/4, Near Bypass Magod Road, Ranebennur Taluk-581115, standing in the name of M/s.	383.65	26.07.2022

Unisem Agritech Pvt. Ltd., valued at Rs. 245.65 as per Valuation Report given by our panel valuer Hiremath Architect & Engineers dated.26.07.2022. FSV of Rs.221.00 lakh and building to be constructed thereon at an estimated cost of Rs.162.65 lakh.		
LAB Brushing Machine (LA-H) with Vibro Feeder with Feeding Hopper, 60L & Ladder by M/s Fowler Westrup (india) Pvt Ltd.	12.21	13.12.2023
Hypothecation of Agrosaw Fine Cleaner Model ultra (2)-02No.s & Additional screen set for Ultra (2)-05 set valued Rs.543412/- as per invoice issued by M/s Osaw Agro Industries Pvt Ltd dtd:04-12-2023	5.43	04.12.2023
Hypothecation of Multiple size storage racks valued Rs.5005560/- as per invoice issued by Store tech storage systemsDtd:28-12-2023.	50.06	28.12.2023
Hypothecation of Box stretch wrapping machine valued Rs.123900/- as per invoice dtd:01-12-2023 issued by M/s Durapak Chennai	1.24	01.12.2023
hypothecation of PLC Automation based MCC Panel Accessories materials valued Rs.1500000.00 as per invoice issued by Gourav Electricals dated:20-01-2022	17.70	28.09.2022
Hypothecation of Vertical Continuous Band Sealing Machine (ETCBSV910)- 01 Nos by M/s Elmec Technopac Machineries Pvt Ltd.	2.18	13.12.2023
Hypothecation of Jet printer of M/s Video jet valued Rs.3.50 lakhs as per invoice dated 05-12-2023.	3.60	05.12.2023
Hypothecation of Book Debts		
Hypothecation of Online Seed Dryer-01 No. Air Compressor(3HP)01 as per the quotation submitted dated 30.11.2023 the price of machinery is Rs.17,08,000/-\n\nBut as per latest quotation submitted dated 26-04-2024 the price of quotation is decreased to Rs.15,67,700/- according price updated	15.68	30.11.2023
Hypothecation of 125 KV Kirloskar Generator-01 No. valued Rs.736000 as per invoice issued by M/s Dubeer & Company dtd:04.12.2023\n\nPrice hiked due to non-availability of 82.5Kv generator, the price of the generator is Rs.8.95 Lakhs as per the quotation submitted dated 29-04-2024	8.95	04.12.2023
Hypothecation of Walk in plant growth chambers as per the quotation submitted by M/s Newtronic Lifecare Equipment Pvt Ltd.	9.26	08.02.2024

vii. Collateral Security: Refer table below

(Amount in lacs)

Details of Security	Value	Date of Valuation
Equitable Mortgage of Industrial Land measuring 2 acres 17 guntas (where proposed building to be constructed) at E-Swatthu No. 151700502100422754, VPC No. 1456, R.S.No :11B/2A/4 & 11B/4, Near Bypass Magod Road, Ranebennur Taluk-581115, standing in the name of M/s. Unisem Agritech Pvt. Ltd., valued at Rs. 245.65 as per Valuation Report given by our panel valuer Hiremath Architect & Engineers dated. 26.07.2022. FSV of Rs.221.00 lakh and building to be constructed thereon at an estimated cost of Rs.162.65 lakh.	383.65	26.07.2022
Hypothecation of A/P/S 150KW to be purchased at invoice value of Rs.922000+gst 166000 electrical works carried out by M/s Varun Electricals	10.88	28.09.2022
Hypothecation of seed processing unit for vegetable seed cleaning valued Rs.10993500 as per invoice issued by Fowler Westrup (India) PVT Ltd. invoice Dtd:23-12-2021	109.94	28.09.2022
Hypothecation of Air screen Seed Cleaner for Veg Seed Cleaning machine valued Rs.2372989 as per invoice issued by M/s Fowler Westrup (India) Pvt Ltd Dtd: 21-12-2021	23.73	28.09.2022
Hypothecation of Auto loading feeding conveyor, seed coating machine & Online seed Dryer Capacity 2TPH worth Rs.3162510.00 as per invoice issued by M/s Reliance Automation Solutions dtd:20-12-2021	31.62	28.09.2022
Hypothecation of Bry-Air Dehumidifier Model FSD-1200 machine valued at Rs. 1096000 as per invoice issued Bry Air (Asia) pvt ltd dtd: 16.12.2021	13.17	28.09.2022
Hypothecation of PLC Automation based MCC Panel Accessories materials valued Rs. 1500000.00 as per invoice issued by Gourav Electricals dated:20-01-2022	17.70	28.09.2022
EM Residential Land Building Situated at E-Swatthu No.31-3-687- 1130B, Ward No.31 R.S No.82, Plot No.19+20, Near Sri Swamy Ayyappa Temple 4th Cross Eshwar Nagar, Old Magaod Road, Ranebennur-581115, Standing in the Name of Sri. H N Devakumar, Valued of Rs.110.00	110.00	26.07.2022

lakhs as per Valuation report given by our panel valuer Hiremath Architect & Engineers dated.26.07.2022.		
EM of Residential Land Building Situated at R. S No.888D, Plot No.42, Near I.B 3rd Cross Umashnakar Nagar, Ranebennur-581115, Standing in the Name of Sri Halappa, Valued of Rs.50.00 lakhs as per Valuation report given by our panel valuer Hiremath Architect & Engineers dated.26.07.2022.	50.00	26.07.2022

viii. Guarantee: Personal Guarantee of Directors

ix. Primary Security: Hypothecation of stock and book debts with margin of 25%.

x. Collateral Security: Refer table below

(Amount in Lacs)

Details of Security	Value	Date of Valuation
Property No 1: EM of Industrial property admeasuring 105593.15 sqft (2.424 acres or 9813.49 sqmtrs) alongwith building measuring 12521 sqft (G+F), property bearing VPC No 1456, RS No-11B/*2A/4,11B/*3& 11B/*4 and E.No. 151700502100422754, 14 located in Magod Road, Opposite to Shakthi Dhama, Ranebennur, Haveri District. The property owned by Unisem Agritech Limited. As per valuation report furnished by V F Marabasannavar (Anubhava Construction) dated 20/03/2025 FSV of the property is Rs.858.26L (Land is Rs.718.03L and Building is Rs.140.23L)	858.26	20.03.2025
Property No 3: EM of residential property admeasuring 2924.56 sqft (271.80 sq mtrs) along with building measuring 2762.27 sqft (GF-1762.27 sqft & FF 1000 sq.ft), property bearing R.S No 82, Plot No 19 & 20, E-swathu no-31-3687-1130B, located in 4th Cross, Eshwar Nagar, Ayyappaswami Temple, old Magod Road, Ranebennur Taluk, Haveri District. The property owned by Sri H N Devakumar. As per valuation report furnished by V F Marabasannavar (Anubhava Construction) dated 20/03/2025 FSV of the property is Rs.107.39L (Land is Rs.62.14L and Building is Rs.45.24L)	107.39	20.03.2025
Property No 2: EM of residential property admeasuring 1645 sqft (1 guntas-09) along with building measuring 1050 sqft, property bearing Plot no 42, Re.sy,no 888D located in Umashankar Nagar, Near Rudrappa Lamani House, Ranebennur, Haveri District. The property owned by Sri. M Halappa. As per valuation report furnished by V F Marabasannavar (Anubhava Construction) dated 20/03/2025 FSV of the property is Rs.51.69L (Land is Rs.34.96L and Building is Rs.16.73L)	51.69	20.03.2025

xi. Primary Security: Hypothecation of seed processing plant, machineries, (seed cleaning/dry-air Dehumidifier/seed coating machine/dry store, air screen cleaner and all other machinery/assets created out of loan.

xii. Guarantee: Personal Guarantee of Directors

Note I.3.2: Secured Long Term Borrowings

(Amount in Lacs)

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
<u>Secured loans</u>			
Karnataka Bank (Loan No: 6567000600171901)	(88.92)	407.89	472.23
Karnataka Bank (Loan No: 0656702400010401)	-	-	-
Karnataka Bank (Loan No: 6567001400028801)	-	6.11	24.44
Karnataka Bank (Loan No: 65670018000168801)	1.26	112.53	-
Federal Bank (Loan No: 21115500001012)	907.91	-	-
Federal Bank (Loan No: 21116900000489)	283.43	-	-
ICICI Bank (Loan No: LARBN00048071450)	9.11	11.43	-

ICICI Bank (Loan No: LAHAV00044451917)	8.94	14.03	18.74
ICICI Bank (Loan No: LARBN00048532107)	14.23	17.62	-
ICICI Bank (Loan No: LAHAV00042522791)	1.77	3.97	6.00
Axis Bank (Loan No: AUR000905342879)	1.84	6.14	10.10
ICICI Bank (Loan No: LAHAV00042584048)	1.67	3.76	5.68
ICICI Bank (Loan No: LARBN00048046706)	9.12	11.44	-
ICICI Bank (Loan No: LAHAV00044316951)	2.69	4.31	5.81
ICICI Bank (Loan No: UPRKU00044157311)	-	6.67	21.10
Axis Bank (Loan No: AUR000904448367)	-	0.85	2.91
Axis Bank (Loan No: AUR000905315975)	0.66	2.73	4.64
Karnataka Bank (Loan No: 0656702400031401)	6.62	-	-
Karnataka Bank (Loan No: 6567001600260801)	29.86	-	-

Note I.3.3: Un-Secured Long-Term Borrowings

(Amount in Lacs)

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Unsecured loans			
a) Magma Fincorp Limited	-	-	5.50
(Rate of Interest: 9.26% p.a.)			
(Repayable in 48 monthly instalments)			
b) Magma Fincorp Limited	0.00	1.84	4.30
(Rate of Interest: 17.75% p.a.)			
(Repayable in 24 monthly instalments)			

Annexure - I.4

Restated Statement of Other Non-Current Liabilities

(Amount in Lacs)

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Security Deposits	225.99	194.35	187.01
TOTAL	225.99	194.35	187.01

Annexure - I.5

Restated Statement of Long-Term Provisions

(Amount in Lacs)

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Provisions for Leave Encashment	-	-	-
Provisions for Gratuity	99.31	81.81	73.61
TOTAL	99.31	81.81	73.61

Annexure - I.6

Restated Statement of Short-Term Borrowings

(Amount in Lacs)

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Loan repayable on demand (Refer Note 1.3.1 & 1.3.2)			
Karnataka Bank (Loan No: 6567000600171901)	(88.92)	407.89	472.23
Federal Bank (Loan No: 21115500001012)	907.91	-	-
ICICI Bank Loan	-	-	-
Current Maturities of long-term debts	65.46	40.85	58.83
Total Borrowings	884.45	448.75	531.05
Secured loans			
From Banks	818.99	407.89	472.23
Current Maturities of long-term debts	65.46	40.85	58.83
Unsecured loans			

From Banks	-	-	-
Current Maturities of long-term debts	-	-	-
TOTAL	884.45	448.75	531.05

Annexure - I.7

Restated Statement of Trade Payable

(Amount in Lacs)

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Micro, Small and Medium Enterprises	1,166.66	547.98	459.33
Others	135.74	99.69	104.26
Total	1,302.40	647.66	563.59
Of Above, due payable to related parties			
Directors, Relatives & Entities significantly influenced by directors	1,118.03	545.79	458.58

(a) Ageing schedule:

Balance as at March 31, 2025

(Amount in Lacs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	1,166.66	-	-	-
(ii) Others	135.74	-	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
(v) Unbilled - MSME	-	-	-	-
(vi) Unbilled - Others	-	-	-	-
TOTAL	1,302.40	-	-	-

Balance as at 31st March, 2024

(Amount in Lacs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	547.98	-	-	-
(ii) Others	99.69	-	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
(v) Unbilled - MSME	-	-	-	-
(vi) Unbilled - Others	-	-	-	-
TOTAL	647.66	-	-	-

Balance as at 31st March 2023

(Amount in Lacs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	459.33	-	-	-
(ii) Others	100.83	0.32	-	3.11
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
(v) Unbilled - MSME	-	-	-	-
(vi) Unbilled - Others	-	-	-	-
TOTAL	560.16	0.32	-	3.11

(b) Dues payable to Micro and Small Enterprises:

(Amount in Lacs)

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
Principal amount remaining unpaid to any supplier as at the year end	1,166.66	547.98	459.33

Interest due on the above mention principal amount remaining unpaid to any supplier as at the year end	-	-	-
Amount of the interest paid by the Company in terms of Section 16	-	-	-
Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act	-	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-

Annexure - I.8

Restated Statement of Other Current Liabilities

(Amount in Lacs)

Particulars	As At 31.03.2025	As At 31.03.2024	As At 31.03.2023
Advance From Customer	744.82	808.44	660.19
Duties & taxes/Statutory liabilities	17.29	12.59	6.01
Other payable	-	-	-
TOTAL	762.11	821.03	666.20

Annexure - I.9

Restated Statement Short Term Provisions

(Amount in Lacs)

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
Provision for Gratuity	6.21	7.56	5.11
Provision for tax	152.16	89.67	56.51
Provision for expenses	97.31	81.90	79.99
Provision for Audit Fees	2.50	-	-
Provision for Income Tax filing fees	2.00	-	-
TOTAL	260.18	179.13	141.61

(The remainder of this page has been intentionally left blank)

Annexure - I.10
Restated Statement of Property Plant & Equipment
FY 2024-25
(Amount in Lacs)

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April 2024	Additions	Disposals	Balance as at 31st March 2025	Balance as at 1st April 2024	Depreciation charge for the year	On disposals	Balance as at 31st March 2025	Balance as at 31st March 2025	Balance as at 31st March 2024
Property Plant & Equipment										
<u>Land</u>										
Land	21.31	-		21.31	-	-		-	21.31	21.31
<u>Plant & Machinery</u>										
Plant & Machinery	60.31	83.08		143.38	37.84	15.62		53.47	89.92	22.46
<u>Electrical Fittings</u>										
Electrical Fittings & Mobiles	3.94	29.09		33.03	2.54	3.06		5.60	27.43	1.40
<u>Vehicles</u>										
Vehicles	185.91	48.42		234.33	109.17	36.15		145.32	89.01	76.74
<u>Air Conditioners/ Coolers</u>										
Air Conditioners/ Refrigerators/ Cold storage	6.94	75.77		82.71	5.85	2.66		8.51	74.20	1.09
<u>Furniture & Fixtures</u>										
Furniture & Fixtures	32.63	38.35		70.98	13.06	9.53		22.59	48.39	19.57
<u>Computers & Software</u>										
Computers, Desktops, Laptops	13.34	1.49		14.83	12.37	1.09		13.46	1.37	0.97
<u>Intangible Assets</u>										
Accounting Software	-	11.82		11.82	-	1.51		1.51	10.31	-
TOTAL	324.37	288.02	-	612.39	180.83	69.63	-	250.46	361.93	143.54

Capital Work In Progress (Refer Note I.11.1)
(Amount in Lacs)

Particulars	Opening	Additions	Put to Use	Total					31.03.2025	31.03.2024
Building Under Construction	164.82	92.08	-	256.90	-	-	-	-	256.90	164.82
TOTAL	164.82	92.08	-	256.90	-	-	-	-	256.90	164.82

Details of Capital Work in Progress held by the company during the financial year

(Amount in Lacs)

CWIP	Amount in CWIP For a Period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Building Under Construction	92.08	153.60	11.22	-	256.90

FY 2023-24

(Amount in Lacs)

Fixed Assets	Gross Block				Accumulated Depreciation			Net Block		
	Balance as at 1 April 2023	Additions	Disposals	Balance as at 31st March, 2024	Balance as at 1 April 2023	Depreciation charge for the year	On disposals	Balance as at 31st March, 2024	Balance as at 31st March, 2024	Balance as at 31 March 2023
Property Plant & Equipment										
<u>Land</u>										
Land	21.31	-	-	21.31	-	-	-	-	21.31	21.31
<u>Plant & Machinery</u>										
Plant & Machinery	58.16	2.15	-	60.31	33.21	4.63	-	37.84	22.46	24.95
<u>Electrical Fittings</u>										
Electrical Fittings & Mobiles	3.57	0.37	-	3.94	2.10	0.44	-	2.54	1.40	1.47
<u>Vehicles</u>										
Vehicles	155.15	49.54	18.78	185.91	99.43	26.59	16.85	109.17	76.74	55.72
<u>Air Conditioners/ Coolers</u>										
Air Conditioners/ Refrigerators/ Cold storage	6.94	-	-	6.94	5.47	0.38	-	5.85	1.09	1.47
<u>Furniture & Fixtures</u>										
Furniture & Fixtures	14.92	17.71	-	32.63	9.90	3.15	-	13.06	19.57	5.02
<u>Computers & Software</u>										
Computers, Desktops, Laptops	12.64	0.70		13.34	11.26	1.12	-	12.37	0.97	1.38
TOTAL	272.68	70.47	18.78	324.37	161.37	36.32	16.85	180.83	143.54	111.32

Capital Work in Progress (Refer Note I.11.1)
(Amount in Lacs)

Particulars	Opening	Additions	Put to Use	Total	31.03.2024	31.03.2023
Building Under Construction	11.22	153.60	-	164.82	164.82	11.22
TOTAL	11.22	153.60	-	164.82	164.82	11.22

Details of Capital Work in Progress held by the company during the financial year
(Amount in Lacs)

CWIP	Amount in CWIP For a Period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Building Under Construction	153.60	11.22	-	-	164.82

FY 2022-23
(Amount in Lacs)

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April, 2022	Additions	Disposals	Balance as at 31st March, 2023	Balance as at 1st April, 2022	Depreciation charge for the year	On disposals	Balance as at 31st March, 2023	Balance as at 31st March, 2023	Balance as at 31st March, 2022
Property Plant & Equipment										
<u>Land</u>										
Land	21.31	-	-	21.31	-	-	-	-	21.31	21.31
<u>Plant & Machinery</u>										
Plant & Machinery	56.21	1.95	-	58.16	27.91	5.31	-	33.21	24.95	28.31
<u>Electrical Fittings</u>										
Electrical Fittings & Mobiles	3.13	0.44	-	3.57	1.65	0.45	-	2.10	1.47	1.49
<u>Vehicles</u>										
Vehicles	155.15	-	-	155.15	74.13	25.30	-	99.43	55.72	81.02
<u>Air Conditioners/ Coolers</u>										
Air Conditioners/ Refrigerators/ Cold storage	6.94	-	-	6.94	4.95	0.51	-	5.47	1.47	1.99
<u>Furniture & Fixtures</u>										
Furniture & Fixtures	13.56	1.36	-	14.92	8.60	1.30	-	9.90	5.02	4.96
<u>Computers & Software</u>										

Computers, Desktops, Laptops	11.52	1.12	-	12.64	10.18	1.08	-	11.26	1.38	1.34
TOTAL	267.82	4.86	-	272.68	127.41	33.95	-	161.37	111.32	140.40

Capital Work in Progress (Refer Note I.11.1)

(Amount in Lacs)

Particulars	Opening	Additions	Put to Use	Total	31.03.2023	31/03/2022
Building Under Construction	-	11.22	-	11.22	11.22	-
TOTAL	-	11.22	-	11.22	11.22	-

Details of Capital Work in Progress held by the company during the financial year

(Amount in Lacs)

CWIP	Amount in CWIP For a Period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	11.22	-	-	-	11.22

(The remainder of this page has been intentionally left blank)

Annexure - I.11**Restated Statement of Non-Current Investment***(Amount in Lacs)*

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
Investment in Unquoted Shares	-	-	-
TOTAL	-	-	-

Annexure - I.12**Restated Statement of Deferred Tax Assets***(Amount in Lacs)*

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
Deferred Tax Assets (Net)	48.70	42.28	37.02
TOTAL	48.70	42.28	37.02

Annexure - I.13**Restated Statement of Other Non-Current Assets***(Amount in Lacs)*

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
<u>Security Deposits</u>			
Rent Deposit	11.20	11.20	11.25
Others	3.50	1.82	1.24
Preliminary & Pre-operative Expenses	-	-	-
TOTAL	14.70	13.02	12.49

Annexure - I.14**Restated Statement of Inventories (Valued at Cost or NRV whichever is lower)***(Amount in Lacs)*

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
a. Stores & Spares	77.35	51.42	45.52
b. Raw Materials and components	-	-	-
c. Work-in-progress	-	-	-
d. Finished goods	1,899.84	1,444.06	1,496.00
e. Stock-in-trade	-	-	-
TOTAL	1,977.19	1,495.48	1,541.52

Annexure - I.15**Restated Statement of Trade receivables***(Amount in Lacs)*

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
Undisputed, Considered good	1,300.94	884.01	738.90
Undisputed, Considered doubtful	-	-	-
	1,300.94	884.01	738.90
Less: Provision for Bad and Doubtful debts	-	-	-
TOTAL	1,300.94	884.01	738.90

Trade Receivables stated above include debts due by:*(Amount in Lacs)*

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
Directors	-	-	-
Other Officers of the Company	-	-	-
Firms/ Company in which Directors or company is a partner or a director or a member	-	-	-
TOTAL	-	-	-

Balance as at 31st March 2025*(Amount in Lacs)*

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
Undisputed					
Trade receivables - Considered good	1,165.58	61.48	31.27	12.33	30.29
Trade receivables - doubtful debt	-	-	-	-	-
Unbilled Trade Receivable	-	-	-	-	-
Disputed					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
Unbilled Trade Receivable	-	-	-	-	-
TOTAL	1,165.58	61.48	31.27	12.33	30.29

Balance as at 31st March 2024*(Amount in Lacs)*

Particulars	Less than 6 months	6 Months 1 year	1-2 years	2-3 years	More than 3 years
Undisputed					
Trade receivables - Considered good	769.49	48.62	25.68	15.17	25.06
Trade receivables - doubtful debt	-	-	-	-	-
Unbilled Trade Receivable	-	-	-	-	-
Disputed					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
Unbilled Trade Receivable	-	-	-	-	-
TOTAL	769.49	48.62	25.68	15.17	25.06

Balance as at 31st March, 2023*(Amount in Lacs)*

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
Undisputed					
Trade receivables - Considered good	593.33	65.78	35.21	26.60	17.98
Trade receivables - doubtful debt	-	-	-	-	-
Unbilled Trade Receivable					
Disputed					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
Unbilled Trade Receivable					
TOTAL	593.33	65.78	35.21	26.60	17.98

Annexure - I.16**Restated Statement of Cash and Bank Balance***(Amount in Lacs)*

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
Cash and Cash Equivalents			
Bank Balance			
(i) In current accounts	384.39	63.11	52.01
(ii) In fixed deposit	-	-	-
a) Less than 3 months	-	-	-
b) 3 to 12 months	-	-	-
(iii) In foreign currency account	-	-	-
Cash on Hand	21.46	3.85	6.25

Cheque in Hand	-	-	-
Forex Card	-	-	-
TOTAL	405.85	66.96	58.26

Annexure - I.17

Restated Statement of Short-Term Loans and Advances

(Amount in Lacs)

Particulars	As at 31.03.2025	As At 31.03.2024	As At 31.03.2023
a) Loans and Advances to Related Party			
Inter-corporate Loans	-	-	-
b) Loans and Advances to others			
Advance to Suppliers	259.21	148.10	75.38
Balance with Revenue Authorities	108.31	75.78	53.57
Prepaid expenses	-	-	-
Loans and Advances to Body Corporate	-	-	-
Accrued Expenses - Legal and Advisory expenses	24.97	-	-
Staff Loan/Advances*	41.09	33.56	20.71
TOTAL	433.58	257.43	149.67

* This includes advance given to one of the Company's ex-employees who has siphoned off the money received from the customer amounting to Rs. 4,61,666. The Company has filed a case against the said employee which is due for adjudication before Hon'ble Court of Civil Judge & ADDL. J.M.F.C. Ranebennur.

Annexure - II.1

Restated Statement of Revenue from operations

(Amount in Lacs)

Particulars	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
Sale of products	6,905.17	6,106.47	4,690.43
Sales of Services	-	-	-
Other Operating Revenue	2.58	7.41	0.72
TOTAL	6,907.75	6,113.88	4,691.15

*Note: Geographical Revenue Bifurcation

(Amount in Lacs)

Particulars	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
Domestic sales	6,901.53	6,102.38	4,690.14
Export sales	3.65	4.09	0.29
TOTAL	6,905.17	6,106.47	4,690.43

*Note: State wise Revenue Bifurcation

(Amount in Lacs)

Particulars	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
Domestic Sales			
Andhra Pradesh	440.30	510.31	301.76
Assam	2.14	-	-
Bihar	809.58	889.61	443.22
Chandigarh	1.34	-	-
Chhattisgarh	249.77	228.13	232.12
Delhi	5.37	7.06	2.85
Gujarat	75.58	83.49	57.61
Haryana	17.88	4.94	3.04
Himachal Pradesh	41.65	22.85	25.99
Jharkhand	465.80	376.35	307.32

Karnataka	605.56	409.06	385.84
Madhya Pradesh	1,220.00	965.98	1,002.07
Maharashtra	147.67	67.75	3.38
Odisha	525.75	407.22	303.59
Rajasthan	236.35	172.89	106.40
Tamil Nadu	378.32	310.82	257.05
Telangana	797.35	840.42	677.76
Uttar Pradesh	525.60	454.91	467.51
Uttarakhand	49.10	10.06	15.11
West Bengal	284.42	333.64	96.30
Kerala	7.60	4.93	1.21
Punjab	8.43	-	-
Tripura	5.97	1.98	-
Export Sales			
Botswana	3.65	4.09	0.29
TOTAL	6,905.17	6,106.47	4,690.43

***Note Productise Revenue Bifurcation**

(Amount in Lacs)

Particulars	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
<u>Vegetable Seeds</u>			
Amaranth	0.01	0.01	-
Ash Gourd	0.26	-	-
Beetroot	84.55	81.02	66.09
Bhendi	611.81	539.61	374.45
Bitter Gourd	266.34	219.51	138.97
Blackgram	-	-	0.00
Bottlegourd	50.24	39.60	38.26
Brinjal	4.69	1.67	0.57
Broccoli	0.10	0.08	-
Cabbage	72.60	10.11	52.26
Capsicum	52.84	54.98	110.60
Carott	14.47	3.22	1.27
Cauliflower	0.04	1.09	-
Channangibele	-	-	0.00
Chickpea	-	-	0.00
Chilli	1,732.70	1,683.67	946.19
Cluster Beens	85.04	82.69	63.13
Coriande	0.02	0.02	0.03
Cowpea	13.90	11.05	8.55
Cucumbar	160.34	144.35	145.99
Dolicos	-	0.68	2.62
Drumstic	0.01	0.00	-
Fenugreek	-	-	0.02
French Beans	52.52	17.89	20.79
Green Peas	-	-	0.00
Knolkhol	5.42	3.64	4.39
Mothbean	-	-	0.00
Musk Melon	72.93	64.60	43.25
Navane	-	-	0.00
Niger	-	-	0.00
Onion	179.79	73.58	35.68
Pak Choi	0.33	-	-

Palak	0.01	0.02	0.01
Papaya	18.91	4.91	-
Peas	263.08	166.51	161.85
Pole Beans	21.57	15.04	11.87
Pumpkin	135.00	114.39	103.89
Radish	169.56	107.71	71.83
Ragi	-	-	0.00
Rice	-	-	0.00
Ridge Gourd	87.79	70.55	63.06
Snakegourd	1.43	9.90	7.08
Soyabean	-	-	0.00
Sponge Gourd	140.54	116.05	88.99
Sweet Corn	68.15	98.75	71.58
Tomato	809.80	630.29	788.02
Water Melon	558.24	382.19	369.73
Yard Long Bean	70.97	56.43	63.27
Field Crop Seeds			
Bajra	13.74	37.24	0.00
Jowar	1.48	30.23	6.70
Maize	860.21	1,052.84	779.46
Mustard	47.04	70.50	-
Sunflower	11.78	16.26	-
Flower Seeds			
Marigold	164.92	93.58	49.95
TOTAL	6,905.17	6,106.47	4,690.43

Annexure - II.2

Restated Statement of Other income

(Amount in Lacs)

Particulars	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
Profit on sale of fixed assets	-	2.01	-
Other Income	-	0.13	0.11
Interest on Income Tax	-	-	-
TOTAL	-	2.14	0.11

Annexure - II.3

Restated Statement of Cost of materials consumed

(Amount in Lacs)

Particulars	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
Purchase costs of materials consumed (net of returns)	3,020.39	2,192.84	1,525.20
Cost of materials consumed	3,020.39	2,192.84	1,525.20

Annexure - II.4**Restated Statement of Changes in inventories of finished goods and work-in-progress***(Amount in Lacs)*

Particulars	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
Inventories at the end of the year:			
(a) Finished goods	1,899.84	1,444.06	1,496.00
(b) Work-in-progress	-	-	-
(c) Stock-in-trade	-	-	-
(d) Waste	-	-	-
	1,899.84	1,444.06	1,496.00
Inventories at the beginning of the year:			
(a) Finished goods	1,444.06	1,496.00	1,572.78
(b) Work-in-progress	-	-	-
(c) Stock-in-trade	-	-	-
(d) Waste	-	-	-
	1,444.06	1,496.00	1,572.78
Net (increase)/ decrease	(455.78)	51.94	76.78

Annexure - II.5**Restated Statement of Employee benefits expense***(Amount in Lacs)*

Particulars	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
(a) Salaries and wages	977.27	882.07	811.44
(b) Incentives	1.00	156.47	11.79
(c) Contributions to Provident and other funds	31.48	29.66	28.44
(d) Gratuity Expense	16.16	10.65	3.46
(e) Perquisite to directors	0.66	4.86	4.86
TOTAL	1026.57	1083.70	859.99

Annexure - II.6**Restated Statement of Finance costs***(Amount in Lacs)*

Particulars	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
Interest Expense			
- Term Loans	14.98	10.68	15.37
- Cash Credits	53.80	58.07	35.16
- Others	-	1.59	1.18
Bank Charges	2.34	2.06	21.44
TOTAL	71.12	72.39	73.15

Annexure - II.7**Restated Statement of Other expenses***(Amount in Lacs)*

Particulars	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
(A) OPERATING/ MANUFACTURING EXPENSES			
R&D Expenses	84.19	62.17	80.86
Chemical Expenses	17.51	13.90	18.42
DNA Test Expenses	16.23	15.18	17.05
Packing material consumed	136.93	126.86	150.39
Trail Expenses	2.35	2.78	2.49

Trail Seed Purchase Cost	0.90	1.15	0.90
Carriage Inwards	7.18	7.08	6.17
Cold Storage Expenses	8.54	4.70	3.74
Field Labour Charges	250.22	210.56	187.92
Production Expenses		2.21	-
Processing Charges	8.77	8.87	22.65
Total (A)	532.82	455.46	490.59
(B) ADMINISTRATION EXPENSES			
Insurance Expenses	40.71	37.67	38.11
Office Expenses	67.68	44.01	46.62
Bad debts	0.72	8.57	1.19
Rent Expenses	28.02	31.13	35.17
Travelling Expenses	464.89	389.37	306.48
Event and Conference Expenses	21.19	9.20	13.45
Firm PT Expenses	0.12	0.12	0.05
QA Expenses	20.22	11.03	3.42
Telephone & Internet Expenses	-	-	0.10
Vehicle maintenance	11.51	10.97	5.64
Land Lease Cost		-	-
NSDL & CDSL Expenses	0.78	-	-
IPO Expenses	47.53	-	-
Loan Processing Charges	15.03	-	-
Ineligible GST Expenses	9.17	-	-
Property Tax	-	1.03	-
Total (B)	727.2357	543.11	450.23
(C) SALES AND DISTRIBUTION EXPENSES			
Promotion/Advertisement Expenses	160.61	196.38	98.92
Discount allowed	1,060.98	1,082.57	796.90
Godown Expenses	-	-	-
Transportation Expenses	117.74	101.22	100.67
Payment to auditors			
Statutory audit	2.50	1.20	0.80
Tax audit	2.00	0.73	0.55
Total (C)	1,343.83	1,382.11	997.84
TOTAL	2,604.21	2380.68	1938.66
(i) Payments to the auditors comprises			
As Auditors	4.50	1.93	1.35
Other services	-	-	-

Annexure - II.8

Restated Statement of Earning Per Equity Share

(Amount in Lacs)

Particulars	For the period till		
	31.03.2025	31.03.2024	31.03.2023
Before Exceptional Items			
1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. in Lakhs)	427.41	215.32	132.15
2. Weighted Average number of equity shares [Original]	80,32,000	80,32,000	80,32,000
3. Weighted Average number of equity shares used as denominator for calculating EPS (After considering Bonus impact with retrospective effect)	80,32,000	80,32,000	80,32,000

4. Basic Earning per Share (On Face value of ₹ 5/- each)	5.32	2.68	1.65
5. Diluted Earning per Share (On Face value of ₹ 5/- each)	5.32	2.68	1.65

*Previous year numbers are adjusted for shares splits during the current year (refer note 5 of Annexure I.1).

ANNEXURE –V

Notes to the Re-stated Financial Statements:

A. Additional Information to the Financial Statements:

(Amount in Lacs)

Particulars	For the Year ended		
	31.03.2025	31.03.2024	31.03.2023
1. CIF Value of Imports			
Raw Material	-	-	-
Traded Goods	-	-	-
Capital Goods/ Stores & Spare Parts	-	-	-
	-	-	-
2. Expenditure in Foreign Currency			
In respect of Bank Charges/Interest on Foreign Currency Loan/ Buyers Credit	-	-	-
In respect of Foreign Travelling.	-	-	-
Container Freight	-	-	-
	-	-	-
3. Earnings in Foreign Currency			
Exports (Freely convertible Currency)	-	-	-
Exports (in Indian Rupees)			
Botswana	3.65	4.09	0.29
TOTAL	3.65	4.09	0.29

B. Disclosure Regarding Derivative Instruments and Unhedged Foreign Currency Exposure

(Amount in Lacs)

Disclosure of Unhedged Balances:	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
Trade payables:			
In USD	-	-	-
In Euro	-	-	-
In INR	-	-	-
Trade Receivable			
In USD	-	-	-
In GBP	-	-	-
In EURO	-	-	-
In INR	-	-	-
Trade payables (Payables for capital)			
In USD	-	-	-
In INR	-	-	-
Interest accrued but not due			
In USD	-	-	-
In INR	-	-	-

C. Segment Information

In accordance with Accounting Standard-17 issued by the Institute of Chartered Accountants of India, the Company has identified its business segment as "Manufacture and sale of Vegetable and Fruit seeds.". There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

D Additional regulatory information

(i) Details of crypto currency or virtual currency

The Company has neither traded nor invested in Crypto currency or Virtual Currency for the year ended on March 31, 2025 & 2024 & 2023. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

(ii) Undisclosed income

During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(iii) Relationship with struck off companies

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 for the year ended on March 31, 2025, 2024 & 2023.

(iv) Compliance with numbers of layers of companies

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 for the year ended on March 31, 2025, 2024 & 2023.

(v) Utilisation of borrowed funds and share premium

For the year ended on March 31, 2025, 2024 & 2023, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

For the year ended on March 31, 2025, 2024 & 2023, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

(vii) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(vii) No proceeding has been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(viii) Title Deeds of Immovable Property Not Held in the Name of the Company

This disclosure is not applicable, as all immovable properties disclosed in the financial statements are held in the name of the Company. There are no immovable properties, the title deeds of which are not held in the name of the Company

(ix) Revaluation of Property, Plant and Equipment

During the year, the Company has not revalued any of its Property, Plant and Equipment. Accordingly, the carrying amounts of Property, Plant and Equipment have been stated at historical cost less accumulated depreciation and impairment losses, if any.

(x) The Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

(xi) Registration of charges or satisfaction with Registrar of Companies

The Company does not have any charges or satisfactions which are yet to be registered with the Registrar of Companies beyond the statutory period.

E Qualifications of the Statutory Auditors:

There were no auditor qualifications which required corrective adjustments, and which have not been given effect to in the Restated Financial Statements.

F Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities, Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the groupings as per the audited financials of the Company for all the years prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018. The following tables signify material regroupings carried out in restated standalone financial statements:

a. Reconciliation of Other Non-current Liabilities

Security deposits collected from the vendors who supply raw materials was inadvertently considered as other current liabilities and trade payables, the same being in the nature of non-current based on the Company's estimate is now rectified and correctly classified as Other non-current liabilities:

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Other Non-current Liabilities as per Audited financial statements	-	-
Add/(Less): Security deposits reclassified as Other Non-current Liabilities	194.35	187.01
Other Non-current Liabilities as Restated	194.35	187.01

b. Reconciliation of Long-term Provisions

Provision for Gratuity was inadvertently not recorded in the AFS. The same is now rectified and long-term portion of the provision of gratuity as per the actuarial valuation report is recorded as long-term provision as per the restated financial statements.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Long term Provisions as per Audited financial statements	-	-
Add/(Less): Long term portion of Gratuity provision	81.81	73.61
Long term Provisions as Restated	81.81	73.61

c. Reconciliation of Short-term borrowings

Current portion of long-term loan borrowed by the company classified as other current liability in Audited Financial Statements is restated as Short-term borrowings as the same is in the nature of borrowings.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Short term Borrowings as per Audited financial statements	407.89	472.23
Add/(Less): Current portion of long-term loan	40.85	58.83
Short term borrowings as Restated	448.75	531.06

d. Reconciliation of Trade Payables

(i) Advance payments to creditors were grouped under trade payables in the Audited Financial Statements. However, as these advances are in the nature of assets, they have now been reclassified as Short-Term Loans and Advances under current assets. The corresponding amount of Trade Payables has been adjusted and restated to reflect the exclusion of these advances.

(ii) Advance payments received from debtors were grouped under trade payables in the Audited Financial Statements. However, as these advances are in the nature of liabilities, they have now been reclassified as Advance from customers under other current liabilities. The corresponding amount of Trade Payables has been adjusted and restated to reflect the exclusion of these advances.

(iii) Provision for expenses were grouped under trade payables in the Audited Financial Statements. However, as these provisions are in the nature of short-term provisions, they have now been reclassified and adjusted in the restated financial statements.

(iv) Statutory liabilities like GST, PT and TDS in the nature of Duties and taxes were grouped under trade payables in the Audited Financial Statements. However, as these liabilities are in the nature of Duties & taxes/Statutory liabilities, they have now been reclassified as other current liabilities in the restated financial statements.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Trade Payables as per Audited financial statements	1,545.82	571.99
Add/(Less): Advances paid to creditors in the nature of asset	-	72.62
Add/(Less): Advances received from debtors in the nature of liability	(808.44)	-
Add/(Less): Provision for expenses	(81.88)	(79.99)
Add/(Less): Duties & taxes/Statutory liabilities	(7.83)	(1.03)
Add/(Less): Security deposits	-	-
Trade Payables as Restated	647.67	563.59

e. Reconciliation of other current liabilities

(i) Current maturities of long-term borrowings in the nature of short-term borrowings were grouped under other current liabilities in the Audited Financial Statements. However, the same is rectified and grouped under Short term borrowings in restated financial statements.

(ii) Security deposits collected from the vendors who supply raw materials was inadvertently considered as other current liabilities in the Audited financial statements, the same being in the nature of non-current based on the Company's estimate is now rectified and correctly classified as Other non-current liabilities

(iii) Statutory liabilities like GST, PT and TDS in the nature of Duties and taxes were grouped under trade payables in the Audited Financial Statements. However, as these liabilities are in the nature of Duties & taxes/Statutory liabilities, they have now been reclassified as other current liabilities in the restated financial statements.

(iv) Advance payments received from debtors were grouped under trade payables in the Audited Financial Statements. However, as the said liability are in the nature of advances, they have now been reclassified as Advance from customers under other current liabilities.

(v) Advance payments received from customers were grouped under trade receivables in the Audited Financial Statements. However, as these advances are in the nature of liabilities, they have now been reclassified as Advance from customers under other current liabilities. The corresponding amount of Trade Receivables has been adjusted and restated to reflect the exclusion of these advances.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Other current Liabilities as per Audited financial statements	256.86	264.17
Add/ (Less): Current maturities of Long-term borrowings	(57.76)	(72.19)
Add/ (Less): Security deposits reclassified as Other Non-current Liabilities	(194.35)	(187.01)
Add/ (Less): Duties & taxes/Statutory liabilities	7.83	1.03
Add/ (Less): Advance payments received from debtors	-	660.19
Add/ (Less): Advance payments received from customers	808.44	-
Other current liabilities as Restated	821.02	666.20

f. Reconciliation of Short-term provisions

(i) Provision for expenses were grouped under trade payables in the Audited Financial Statements. However, as these provisions are in the nature of short-term provisions, they have now been reclassified and adjusted in the restated financial statements.

(ii) Provision for Gratuity was inadvertently not recorded in the AFS. The same is now rectified and long-term portion of the provision of gratuity as per the actuarial valuation report is recorded as long term provision as per the restated financial statements.

(iii) The Company had inadvertently not disclosed the provision of income tax under short term provisions in its AFS. However, the same has been corrected and disclosed in Restated financial statements.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Short term provisions as per Audited financial statements	-	-
Add/(Less): Provision for expenses	81.88	79.99
Add/(Less): Current portion of Gratuity provision	7.56	5.11

Add/(Less): Provision towards income tax	89.67	56.51
Short term provisions as Restated	179.12	141.61

g. Reconciliation of Property, Plant & Equipment

(i) The company had inadvertently charged depreciation from the year of incorporation as per the Income Tax Act, 1961. However, this has been corrected, and depreciation is now booked as per the Companies Act, 2013. The adjustment has been made to the opening reserves and surplus for the period prior year to the 1st April 2022. The depreciation for the financial years 2022-23, and 2023-24 has been corrected and charged to the profit and loss account of the respective years and restated the Property plant and equipment in the restated financials statements.

(ii) Amount paid towards acquisition of land was inadvertently lying as short-term loans and advances in the AFS. However, the land was registered in the name of the Company before FY 2021-22 and accordingly, the same is adjusted in the opening balance of the restated financials statements.

(iii) The Company had inadvertently not recognised profit on sale of fixed assets in the Audited financial statements. However, the same has been rectified and recognised in the restated financial statements.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Property, Plant & Equipment as per Audited financial statements	354.00	146.14
1. Add/ (Less): Adjustment of Depreciation on Plant and machinery	(0.84)	(0.53)
2. Add/ (Less): Adjustment of Depreciation on Electrical Fittings	(0.27)	(0.10)
3. Add/ (Less): Adjustment of Depreciation on Vehicles	(15.91)	(9.55)
4. Add/ (Less): Adjustment of Depreciation on Air Conditioners/ Coolers	(0.14)	(0.12)
5. Add/ (Less): Adjustment of Depreciation on Furniture & Fixtures	(1.72)	(0.40)
6. Add/ (Less): Adjustment of Depreciation on Computers & Software	(0.07)	0.00
7. Add/ (Less): Adjustment of opening balance towards depreciation	(37.31)	(37.31)
8. Add/ (Less): Adjustment towards capitalisation of land	-	21.31
9. Add/ (Less): Profit on sale of Fixed Assets	5.10	3.10
10. Add/ (Less): Adjustment towards Interest on Capex Loan	5.51	-
Property, Plant & Equipment as Restated	308.35	122.53

h. Reconciliation of Deferred Tax Assets

The Company had inadvertently not created any provision towards deferred tax from the year of incorporation. However, this has been corrected and the adjustment has been made to the opening reserves and surplus for the period prior year to the 1st April 2022. The deferred tax asset for the financial years 2022-23, and 2023-24 has been corrected and charged to the profit and loss account of the respective years and recognized the Deferred Tax Assets.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Deferred Tax Assets as per Audited financial statements	-	-
Add/ (Less): Adjustment of Deferred tax provision	42.28	37.02
Deferred Tax Assets as Restated	42.28	37.02

i. Reconciliation of Other Non-current Assets

(i) Security deposits like Rental deposits and other deposits paid was inadvertently considered as short-term loans and advances in the Audited financial statements, the same being in the nature of non-current assets based on the Company's estimate is now rectified and correctly classified as Other non-current Assets

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Other non-current assets as per Audited financial statements	-	-
Add/ (Less): Adjustment of Security and other deposits	13.02	12.49
Other non-current assets as Restated	13.02	12.49

j. Reconciliation of Trade Receivables

(i) Advance payments received from debtors were grouped under trade receivables in the Audited Financial Statements. However, as these advances are in the nature of liabilities, they have now been reclassified as Advance from customers under other current liabilities. The corresponding amount of Trade Receivables has been adjusted and restated to reflect the exclusion of these advances.

(ii) Advance payments made to vendors were grouped under trade receivables in the Audited Financial Statements. However, as these payments are in the nature of advances, they have now been reclassified as Advance to suppliers under short term loans and advances. The corresponding amount of Trade Receivables has been adjusted and restated to reflect the exclusion of these advances.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Trade Receivables as per Audited financial statements	1,028.93	78.71
Add/ (Less): Adjustment of Advance payments received from debtors	-	660.19
Add/ (Less): Adjustment of Advance payments made to suppliers	(144.92)	-
Trade Receivables as Restated	884.01	738.90

k. Reconciliation of Short-term loans and advances

(i) Advance payments made to vendors were grouped under trade receivables in the Audited Financial Statements. However, as these payments are in the nature of advances, they have now been reclassified as Advance to suppliers under short term loans and advances. The corresponding amount of Trade Receivables has been adjusted and restated to reflect the exclusion of these advances.

(ii) Advance tax paid and TDS receivables were inadvertently not disclosed in the Audited financial statements. However, the same has been rectified in the restated financial statements.

(iii) Security deposits like Rental deposits and other deposits paid was inadvertently considered as short-term loans and advances in the Audited financial statements, the same being in the nature of non-current assets based on the Company's estimate is now rectified and correctly classified as Other noncurrent Assets.

(iv) Advance payments to creditors were grouped under trade payables in the Audited Financial Statements. However, as these advances are in the nature of assets, they have now been reclassified as Short-Term Loans and Advances under current assets. The corresponding amount of Trade Payables has been adjusted and restated to reflect the exclusion of these advances.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Short term loans and advances as per Audited financial statements	49.75	57.27
Add/ (Less): Adjustment towards Advance payments made to suppliers	144.92	-
Add/ (Less): Adjustment towards Advance tax and TDS receivable	75.78	53.57
Add/ (Less): Adjustment of Security and other deposits	(13.02)	(12.49)
Add/ (Less): Adjustment towards capitalization of land	-	(21.31)
Add/ (Less): Advances paid to creditors in the nature of asset	-	72.62
Short term loans and advances as Restated	257.43	149.67

l. Reconciliation of Current Investments

In FY 2022-23, there was an opening balance of other investments appearing in the audited financial statements. However, the Company had paid club membership fees of Directors which was inadvertently booked as other investments. The same being in the nature of salary has been corrected and adjusted in opening reserves and surplus as on 1st April 2022.

m. Reconciliation of Revenue from Operations

Research and Development income which forms part of the company's operations was inadvertently classified as Other income in the Audited financial statements. However, the same being in the nature of operating income is now correctly classified under revenue from operations as operating income.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Revenue from operations as per Audited financial statements	6,106.47	4,690.43

Add/ (Less): Adjustment of Research and Development income	7.41	0.72
Revenue from operations as Restated	6,113.88	4,691.15

n. Reconciliation of Other Income

(i) Research and Development income which forms part of the company's operations was inadvertently classified as other income in the Audited financial statements. However, the same being in the nature of operating income is now correctly classified under revenue from operations as operating income.

(ii) The Company had inadvertently not recognised profit on sale of fixed assets in the Audited financial statements. However, the same has been rectified and recognised in the restated financial statements.

(iii) The Company had inadvertently recognised return of advances given for Travelling Expenses as other income in the Audited financial statements. However, the same has been rectified and recognised in the restated financial statements.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Other Income as per Audited financial statements	8.89	0.83
Add/ (Less): Adjustment of Research and Development income	(7.41)	(0.72)
Add/ (Less): Profit on sale of Fixed Assets	2.01	-
Add/ (Less): Advances for Travelling Expenses returned inadvertently considered as other income	(1.35)	-
Other Income as Restated	2.14	0.11

o. Reconciliation of Employee Benefit Expense

The Company had inadvertently not created any provision towards Gratuity from the year of incorporation. However, the same has been corrected and Gratuity is booked as per the Actuarial report obtained. Consequently, provision towards gratuity related to years prior to the FY 2021-22 has been adjusted in opening reserves and surplus as on 1st April 2022 and in relation to the FY 2022-23 and 2023-24 is charged to the profit and loss account in the restated financial statements.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Employee Benefits Expenses as per Audited financial statements	1,068.20	851.67
Add/ (Less): Adjustment towards Gratuity	10.65	3.46
Employee Benefit Expenses as Restated	1,078.85	855.13

p. Reconciliation of Depreciation and Amortisation

The company had inadvertently charged depreciation from the year of incorporation as per the Income Tax Act, 1961. However, this has been corrected, and depreciation is now booked as per the Companies Act, 2013. The adjustment has been made to the opening reserves and surplus for the period prior year to the 1st April 2022. The depreciation for the financial years 2022-23, and 2023-24 has been corrected and charged to the profit and loss account of the respective years.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023
Depreciation as per Audited financial statements	28.07	23.25
Add/ (Less): Adjustment towards Depreciation	8.25	10.70
Depreciation and Amortization as Restated	36.32	33.95

q. Reconciliation of Finance Cost

(i) The Company had inadvertently debited the reserves and surplus for the interest on income tax expense incurred. However, the same has been corrected and charged to the profit and loss account for the respective years.

(ii) The Company had inadvertently debited the Profit and loss account for the interest of capex loan incurred on building construction during the FY 2023-24. However, the same has been corrected and capitated to the Building under construction grouped under Capital Work-in Progress.

(Amount in Lacs)

Particulars	For the Period Ended	
	31.03.2024	31.03.2023

Finance Costs as per Audited financial statements	76.31	71.97
Add/ (Less): Adjustment towards Interest on income tax	1.59	1.18
Add/ (Less): Adjustment towards Interest on Capex Loan	(5.51)	-
Finance Costs as Restated	72.39	73.15

G Material Adjustments in Restated Profit & Loss Account:

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule III and Accounting Standards.

i). Reconciliation of Opening Reserves & Surplus as on 1st April, 2022

a. Adjustment to Salary expenses of earlier year

In FY 2022-23, there was an opening balance of other investments appearing in the audited financial statements. However, the Company had paid club membership fees of Directors which was inadvertently booked as other investments. The same being in the nature of salary has been corrected and adjusted in opening reserves and surplus as on 1st April 2022.

b. Adjustment of Depreciation on Plant and machinery

The Company had inadvertently charged the depreciation from the year of incorporation as per the Income tax Act, 1961. However, the same has been corrected and depreciation is booked as per Companies Act, 2013 by making a deduction of the said amount in the Plant and machinery. Consequently, depreciation related to the period prior to FY 2022-23 being Rs. 4.26 Lakhs being prior period expense i.e., for the years 2016-17 to 2021-22 is adjusted in the opening reserves as on 1st April 2022.

c. Adjustment of Depreciation on Electrical Fittings

The Company had inadvertently charged the depreciation from the year of incorporation as per the Income tax Act, 1961. However, the same has been corrected and depreciation is booked as per Companies Act, 2013 by making a deduction of the said amount in the Electrical Fittings. Consequently, depreciation related to the period prior to FY 2021-22 being Rs. 0.05 Lakhs being prior period expense i.e., for the years 2016-17 to 2021-22 is adjusted in the opening reserves as on 1st April 2022.

d. Adjustment of Depreciation on Vehicles

The Company had inadvertently charged the depreciation from the year of incorporation as per the Income tax Act, 1961. However, the same has been corrected and depreciation is booked as per Companies Act, 2013 by making a deduction of the said amount in the Vehicles. Consequently, depreciation related to the period prior to FY 2022-23 being Rs. 27.07 Lakhs being prior period expense i.e., for the years 2016-17 to 2021-22 is adjusted in the opening reserves as on 1st April 2022.

e. Adjustment of Depreciation on Air Conditioners/ Coolers

The Company had inadvertently charged the depreciation from the year of incorporation as per the Income tax Act, 1961. However, the same has been corrected and depreciation is booked as per Companies Act, 2013 by making a deduction of the said amount in the Air conditioners/coolers. Consequently, depreciation related to the period prior to FY 2022-23 being Rs. 2 Lakhs being prior period expense i.e., for the years 2016-17 to 2021-22 is adjusted in the opening reserves as on 1st April 2022.

f. Adjustment of Depreciation on Furniture & Fixtures

The Company had inadvertently charged the depreciation from the year of incorporation as per the Income tax Act, 1961. However, the same has been corrected and depreciation is booked as per Companies Act, 2013 by making a deduction of the said amount in the Furniture & Fixtures. Consequently, depreciation related to the period prior to FY 2022-23 being Rs. 3.38 Lakhs being prior period expense i.e., for the years 2016-17 to 2021-22 is adjusted in the opening reserves as on 1st April 2022.

g. Adjustment of Depreciation on Computers & Software's

The Company had inadvertently charged the depreciation from the year of incorporation as per the Income tax Act, 1961. However, the same has been corrected and depreciation is booked as per Companies Act, 2013 by making a deduction of the said amount in the Computers & Software. Consequently, depreciation related to the period prior to FY 2022-23 being Rs. 0.54 Lakhs being prior period expense i.e., for the years 2016-17 to 2021-22 is adjusted in the opening reserves as on 1st April 2022.

h. Adjustment of Provision of Gratuity

The Company had inadvertently not created any provision towards Gratuity from the year of incorporation. However, the same has been corrected and Gratuity is booked as per the Actuarial report obtained. Consequently, provision of gratuity related to the period prior to FY 2022-23 being Rs. 75.27 Lakhs being prior period expense i.e., for the years 2016-17 to 2021-22 is adjusted in the opening reserves as on 1st April 2022.

i. Adjustment of Income tax provision

The Company had inadvertently not created any provision towards income tax for the FY 2021-22. However, the same has been corrected and the provision for income tax for the FY 2021-22 being Rs. 47.87 Lakhs is adjusted in the opening reserves as on 1st April 2022.

j. Adjustment of Deferred tax provision

The Company had inadvertently not created any provision towards deferred tax from the year of incorporation. However, the same has been corrected and the provision for deferred tax asset till the FY 2021-22 being Rs. 33.08 Lakhs on account of adjustment of depreciation and gratuity provision related to FY 2016-17 to FY 2021-22 is adjusted in the opening reserves as on 1st April 2022.

h. Adjustment of Profit on sale of fixed assets

The Company had inadvertently not recognised profit on sale of fixed assets in the Audited financial statements pertaining to the FY 2021-22. However, the same has been rectified and recognised in the opening reserves as on 1st April 2022 in the restated financial statements.

i. Adjustment of Interest on income tax expense

The Company had inadvertently debited the reserves and surplus for the interest on income tax expense incurred during the FY 2021-22. However, the same has been corrected and recognised in the opening reserves as on 1st April 2022 in the restated financial statements.

Statement of Adjustments in the financial statements*(Amount in Lacs)*

Particulars	Amount.	Amount.
Reserve & Surplus as per Audited Standalone Financial Statements as on 1st April, 2022		339.97
a. Add/ (Less): Adjustment to Salary expenses of earlier year	(1.47)	
b. Add/ (Less): Adjustment of Depreciation on Plant and machinery	(4.27)	
c. Add/ (Less): Adjustment of Depreciation on Electrical Fittings	(0.05)	
d. Add/ (Less): Adjustment of Depreciation on Vehicles	(27.07)	
e. Add/ (Less): Adjustment of Depreciation on Air Conditioners/ Coolers	(2.00)	
f. Add/ (Less): Adjustment of Depreciation on Furniture & Fixtures	(3.38)	
g. Add/ (Less): Adjustment of Depreciation on Computers & Software	(0.54)	
h. Add/ (Less): Adjustment of Provision of Gratuity	(75.27)	
i. Add/ (Less): Adjustment of Income tax provision	(47.87)	
j. Add/ (Less): Adjustment of Deferred tax provision	33.08	
h. Add/ (Less): Profit on sale of Fixed Assets	3.10	
i. Add/ (Less): Adjustment of Interest on income tax expense	(0.46)	(126.19)
Opening Reserves & Surplus (Restated)		213.78

Statement of Adjustments in the financial statements*(Amount in Lacs)*

Particulars	For the Period Ended		
	31.03.2025	31.03.2024	31.03.2023
Net Profit After Tax and Extraordinary items as per audited accounts but before Adjustments: (A)	427.41	235.34	145.30
1. Add/ (Less): Adjustment of Depreciation on Plant and machinery	-	(0.30)	(0.53)
2. Add/ (Less): Adjustment of Depreciation on Electrical Fittings	-	(0.16)	(0.10)
3. Add/ (Less): Adjustment of Depreciation on Vehicles	-	(6.36)	(9.55)
4. Add/ (Less): Adjustment of Depreciation on Air Conditioners/ Coolers	-	(0.02)	(0.12)
5. Add/ (Less): Adjustment of Depreciation on Furniture & Fixtures	-	(1.33)	(0.40)
6. Add/ (Less): Adjustment of Depreciation on Computers & Software	-	(0.07)	0.00
7. Add/ (Less): Adjustment of Interest on income tax expense	-	(1.59)	(1.18)
8. Add/ (Less): Adjustment of Provision of Gratuity	-	(10.65)	(3.46)
9. Add/ (Less): Adjustment of Income tax provision	-	(12.31)	(1.75)
10. Add/ (Less): Adjustment of Deferred tax provision	-	5.26	3.94
11. Add/ (Less): Profit on sale of Fixed Assets	-	2.01	-
12. Add/ (Less): Adjustment towards Interest on Capex Loan	-	5.51	-
Profit After Tax as per Restated	427.41	215.32	132.15

(Amount in Lacs)

Particulars	As at		
	31-03-2025	31.03.2024	31.03.2023
Balance of Equity (Net worth) as per Audited Financial Statement	959.65	640.34	537.93
Adjustment on account of Opening Gratuity Provision	-	-	(75.27)
Adjustment related to Profit and Loss account	-	(20.02)	(15.73)
Other Adjustments (Adjustment in Opening R&S Balance)	-	(88.08)	-
Balance of Equity (Net worth) as per Restated Financial Statement	959.65	532.25	446.93

Note on Restatements: -

Adjustment of Depreciation:

The company had inadvertently charged depreciation from the year of incorporation as per the Income Tax Act, 1961. However, this has been corrected, and depreciation is now booked as per the Companies Act, 2013. The adjustment has been made to the opening reserves and surplus for the period prior year to the 1st April 2022. The depreciation for the financial years 2022-23, and 2023-24 has been corrected and charged to the profit and loss account of the respective years.

Adjustment of interest on income tax expense

The Company had inadvertently debited the reserves and surplus for the interest on income tax expense incurred. However, the same has been corrected and charged to the profit and loss account for the respective years.

Adjustment of Income tax provision

The Company had inadvertently not created any provision towards income tax for the FY 2021-22. However, the same has been corrected and the provision for income tax for the FY 2021-22 being Rs. 47.87 Lakhs is adjusted in the opening reserves as on 1st April 2022.

Adjustment of Deferred tax provision

The Company had inadvertently not created any provision towards deferred tax from the year of incorporation. However, the same has been corrected and the provision for deferred tax asset till the FY 2021-22 being Rs. 33.08 Lakhs on account of adjustment of depreciation and gratuity provision related to FY 2016-17 to FY 2021-22 is adjusted in the opening reserves as on 1st April 2022.

Adjustment of Profit on sale of fixed assets

The Company had inadvertently not recognised profit on sale of fixed assets in the Audited financial statements. However, the same has been rectified and recognised in the restated financial statements.

Adjustment of Interest on Capex Loan

The Company had inadvertently debited the Profit and loss account for the interest of capex loan incurred on building construction during the FY 2023-24. However, the same has been corrected and capitalized to the Building under construction grouped under Capital Work-in Progress.

H. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under “The Micro, Small and Medium Enterprises Development Act, 2006” is based on the information available with the management. As certified by the management, the amounts overdue as on March 31, 2025, 2024 & 2023 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

I. Other figures of the previous years have been regrouped/ reclassified and/ or rearranged wherever necessary.

II. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

I. As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.

J. Corporate Social Responsibility:

Corporate Social Responsibility (CSR) is not applicable to the Company and hence details not provided.

K. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

L Re-grouping/re-classification of amounts

The figures have been grouped and classified wherever they were necessary.

M Examination of Books of Accounts & Contingent Liability

The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.

N. Deferred Tax Asset/ Liability: [AS-22]

The company has created Deferred Tax Asset/ Liability as required by Accounting Standard (AS) - 22.

O. Disclosure under AS - 15 Employee Benefits

The Company has accounted for Long Term employee Benefits based on Actuarial Valuation report.

Assumption used by Actuarial for Gratuity Provision

Particulars	As on 31.03 2025	As on 31.03 2024	As on 31.03 2023
Discount Rate	6.75%	7.20%	7.45%
Expected Return on Plan Assets	Not Applicable	Not Applicable	Not Applicable
Salary Growth Rate	10.00%	10.00%	10.00%
Attrition Rate	8.00%	8.00%	8.00%
Mortality Rate	Indian Assured Lives Mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table
Number of Employees	128	128	119
Total Monthly Salary	29.35	28.01	27.09
Average Monthly Salary	0.21	0.22	0.23
Average Age (Years)	37.66	37.46	36.88
Average Past Service (Years)	4.54	4.39	4.13
Average Future Service (Years)	24.34	24.54	25.12
Weighted Average Duration (Years)	9.62	9.54	9.69

(Source: Based on Valuation report of Kapadia Global Actuaries dated 12th May, 2025)

P. The Company has not Advanced any loans or advances in the nature of loans to specified persons viz. promoters, Directors, KMPs, related parties; which are repayable on demand or where the agreement does not specify any terms or period of repayment.

Q. The Company has utilised funds raised from borrowings from banks and financial institutions for the specific purposes for which they were taken.

ANNEXURE –VI**Statement of Accounting & Other Ratios, As Restated**

(Amount in Lacs)

Particulars	31.03.2025	31.03.2024	31.03.2023
Net Profit as Restated (A)	427.41	215.32	132.15
Add: Depreciation	69.63	36.32	33.95
Add: Interest on Loan	68.78	70.34	51.71
Add: Income Tax/ Deferred Tax	144.20	82.83	51.39
Less: Other Income	-	(2.14)	(0.11)

EBITDA	710.02	402.66	269.09
EBITDA Margin (%)	10.28%	6.59%	5.74%
Net Worth as Restated (B)	959.65	532.25	446.93
Return on Net worth (%) as Restated (A/B)	44.54%	40.46%	29.57%
Equity Share at the end of year (in Nos.) (C)	80,32,000	80,32,000	80,32,000
Weighted No. of Equity Shares (Post-Bonus) (E)	80,32,000	80,32,000	80,32,000
(after considering Bonus Impact with retrospective effect)			
Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)	5.32	2.68	1.65
Net Asset Value per Equity share as Restated (B/C)	11.95	6.63	5.56
Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/E)	11.95	6.63	5.56

Note:

EBITDA Margin = EBITDA/ Total Revenues

Earnings per share (₹) = Profit available to equity shareholders/ Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation/ Net worth x 100

Net asset value/Book value per share (₹) = Net worth/ No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

The Company issued 15,06,000 equity shares as fully paid bonus shares in the ratio of 3:5 in financial year 2022-23 by way of capitalisation of free reserves with record date and allotment being done on 09.03.2023

(The remainder of this page has been intentionally left blank)

ANNEXURE –VII

Statement of Analytical Ratios, As Restated

(Amount in Lacs)

Sr. No.	Ratio	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023	Comments
1	Current Assets	4,117.56	2,703.88	2,488.35	Variation is less than 25%
	Current Liabilities	3,209.14	2,096.57	1,902.45	
	Current Ratio	1.28	1.29	1.31	
	Variation	-0.51%	-1.40%	-2.23%	
2	Total Debt (Short Term + Long Term)	1,190.19	611.32	581.47	The variation is due to increase in loan which is in turn due to obtaining working capital Overdraft loan from FY 2022-23.
	Equity	959.65	532.25	446.93	
	Debt-Equity Ratio	1.24	1.15	1.30	
	Variation	7.98%	-11.72%	68.92%	
3	Earnings available for debt service	710.02	402.66	269.09	The variation is due to increase in profits
	Debt Service	109.63	127.57	141.15	
	Debt Service Coverage Ratio	6.48	3.16	1.91	
	Variation	105.18%	65.57%	-83.98%	
4	Net Profits after taxes – Preference Dividend (if any)	427.41	215.32	132.15	The variation is due to increase in profits
	Average Shareholder's Equity	745.95	489.59	510.44	
	Return on Equity (ROE) (%)	57.30%	43.98%	25.89%	
	Variation	30.28%	69.88%	22.72%	
5	Sales	6,907.75	6,113.88	4,691.15	The variation is due to increase in Sales resulting in increase in inventory turnover
	Average Inventory	1,671.95	1,470.03	1,534.39	
	Inventory Turnover Ratio	4.13	4.16	3.06	
	Variation	-0.66%	36.03%	-0.15%	
6	Net Credit Sales	6,907.75	6,113.88	4691.14739	Variation is less than 25%
	Average Accounts Receivable	1,092.48	811.46	678.49	
	Trade receivables turnover ratio	6.32	7.53	6.91	
	Variation	-16.08%	8.97%	-11.69%	
7	Net Credit Purchases (Purchase + Other Expenses)	3,020.39	2,192.84	1,525.20	The variation is due to increase in Sales resulting in increase in purchases
	Average Trade Payables	975.03	605.62	623.88	
	Trade payables turnover ratio	3.10	3.62	2.44	
	Variation	-14.45%	48.11%	-57.91%	
8	Net Sales	6,907.75	6,113.88	4,691.15	

	Average Working Capital	757.87	596.61	591.31	The variation is due to increase in Sales resulting in increase in working capital
	Net Working Capital turnover ratio	9.11	10.25	7.93	
	Variation	-11.06%	29.17%	15.79%	
9	Net Profit	427.41	215.32	132.15	The variation is due to increase in Sales resulting in increase in net profit
	Net Sales	6,907.75	6,113.88	4,691.15	
	Net profit ratio (%)	6.19%	3.52%	2.82%	
	Variation	75.68%	25.02%	5.48%	The variation is due to increase in Sales resulting in increase in Operating Profit
10	Earnings before interest and taxes (EBIT)	640.39	366.35	235.14	
	Average Capital Employed	1646.70	1085.98	1022.22	
	Return on capital employed (ROCE)(%)	38.89%	33.73%	23.00%	
	Variation	15.28%	46.65%	17.87%	
11	Return on investments (%)	NA	NA	NA	

ANNEXURE –VIII
Statement of Capitalization, As Restated
(Amount in Lacs)

Particulars	Pre-Issue	Post Issue
Debt:		
Long Term Debt	305.73	[•]
Short Term Debt	884.45	[•]
Total Debt	1,190.19	[•]
Shareholders' Funds		
Equity Share Capital	401.60	[•]
Reserves and Surplus	558.05	[•]
Total Shareholders' Funds	959.65	[•]
Long Term Debt/ Shareholders' Funds	0.32	[•]
Total Debt/ Shareholders Fund	1.24	[•]

ANNEXURE -IX
Statement of Tax Shelter, As Restated
(Amount in Lacs)

Particulars	31.03.2025	31.03.2024	31.03.2023
Profit Before Tax as per books of accounts (A)	571.61	298.15	183.54
Normal Tax rate	25.17%	27.82%	27.82%
Minimum Alternative Tax rate*			
Permanent differences			
<u>Other adjustments</u>			
Interest on Income tax	-	1.59	1.18
Profit on sale of fixed assets	-	(2.01)	
Prior Period Item	-	-	-
Total (B)	-	(0.42)	1.18
Timing Differences			
Depreciation as per Books of Accounts	69.63	36.32	33.95
Depreciation as per Income Tax	60.26	28.07	23.25
Difference between tax depreciation and book depreciation	9.37	8.25	10.70
<u>Other adjustments</u>			
Gratuity Provision allowable on payment basis	16.16	10.65	3.46
TDS Disallowance-Fees for professional or technical services	1.35	-	-
Employees contribution to PF/ESI etc. paid after prescribed date - Section 36(1) (va)			
Deduction under chapter VI-A			
Total (C)	26.88	18.89	14.16
Net Adjustments (D = B+C)	26.88	18.47	15.34
Total Income (E = A+D)	598.48	316.62	198.88
Brought forward losses set off (Depreciation)	-	-	-
Tax effect on the above (F)	-	-	-
Taxable Income/ (Loss) for the year/period (E+F)	598.48	316.62	198.88
Tax Payable for the year	150.63	88.08	55.33
Tax payable as per MAT	-	-	-
Tax expense recognised	150.63	88.08	55.33
Tax payable as per normal rates or MAT (whichever is higher)	Income Tax	Income Tax	Income Tax

*MAT provisions do not apply to companies that have opted for concessional tax regimes under section 115BAA (22% rate for domestic companies) hence not mentioned

ANNEXURE –X**Statement of Related Party & Transactions:****List of Related Parties where Control exists and Relationships:**

Sr. No	Name of the Related Party	Relationship
1	Honnebagi Nagappa Devakumar	Managing Director and Chairman
2	Beeranahalli Hemlanaik Devasinghnaik	Chief Executive Officer (KMP)
3	Dharanendra Halappa Gouda	Whole Time Director (KMP)
4	Venkataramana Ramalingam	Chief Finance Officer (KMP)
5	Anil Karalamangala Narasimhamurthy	Whole Time Director (KMP)
6	Suma Nagesh Uppin	Director
6	Balappa Basappa Madalageri	Director
8	Ramachandra Subbanna Giddi	Director
7	Bobby Seth	Company Secretary (KMP)
8	Unison Agri Services	Entities in Which Significant Key Managerial Person Exercise Significant Influence

Transactions during the Year:*(Amount in Lacs)*

Transactions during the year:	For the year ended		
	31.03.2025	31.03.2024	31.03.2023
Purchases			
Unison Agri Services (Sole Proprietorship)	1,621.12	1,119.71	842.07
Payment			
Unison Agri Services (Sole Proprietorship)	1,045.60	1,026.00	877.00
Re imbursement of Expenses			
Honnebagi Nagappa Devakumar	4.24	6.82	5.04
Beeranahalli Hemlanaik Devasinghnaik	5.59	9.92	6.55
Dharanendra Halappa Gouda	5.36	5.92	2.92
Venkataramana Ramalingam	8.42	13.50	9.49
Anil Karalamangala Narasimhamurthy	5.85	6.88	2.84
Key Managerial Person's Remuneration			
Honnebagi Nagappa Devakumar	48.38	43.44	37.22
Dharanendra Halappa Gouda	31.54	28.32	23.42
Anil Karalamangala Narasimhamurthy	48.38	43.44	37.22
Beeranahalli Hemlanaik Devasinghnaik-Chief Executive Officer	48.38	43.44	37.22
Venkataramana Ramalingam-Chief Finance Officer	48.38	43.44	37.22
Bobby Seth	1.24	-	-

Outstanding Balance at the end of the year*(Amount in Lacs)*

Outstanding Balance Receivables/ (Payable)	As at 31.03.2025	As at 31.03.2024	As at 31/03/2023
Trade payable			
Unison Agri Services (Sole Proprietorship)	1,118.03	545.79	458.58

ANNEXURE –XI**Statement of Dividends***(Amount in Lacs)*

Particulars	For the Year ended		
	31.03.2025	31.03.2024	31.03.2023
Class of Shares			
Equity Shares of ₹ 5/- each (₹ 10/- each as on 31.03.2024 and on 31.03.2023)	-	130.00	150.00
Dividend Per Share	-	3.24	3.74
Rate of Dividend (%)			
Interim Dividend	-	-	-

Final Dividend	-	32.37%	37.35%
----------------	---	--------	--------

ANNEXURE –XII

Changes in the Significant Accounting Policies

There have been no changes in the accounting policies of the company for the period covered under audit

ANNEXURE –XIII

Contingent Liabilities & Capital Commitment:

1. Claims against the Company (including unasserted claims) not acknowledged as debt:

(Amount in Lacs)			
Particulars	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
Claim against the company/disputed liabilities not acknowledged as debts			
Guarantees	-	-	-
Other money for which the company is contingently liable on account of letter of Credit/Bank Guarantee	-	-	-
Direct Tax (Income Tax)	-	-	-
Direct Tax (TDS)	-	-	-
Indirect Tax (Excise)	-	-	-
Indirect Tax (GST)	-	-	-

(Amount in Lacs)			
Capital Commitment	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
Estimated number of contracts remaining to be executed on capital account and not provided for	-	-	-

Significant Components of Deferred Tax

(Amount in Lacs)			
Particulars	31.03.2025	31.03.2024	31.03.2023
Deferred Tax Asset			
Expenses provided but allowable in Income tax on Payment basis	28.93	24.86	21.90
Difference between book depreciation and tax depreciation	19.77	17.42	15.12
Gross Deferred Tax Asset (A)	28.93	42.28	37.02
Deferred Tax Liability	-	-	-
Gross Deferred Tax Liability (B)	-	-	-
Net Deferred Tax Asset (A)-(B)	28.93	42.28	37.02

Earnings per share

Particulars	31 03.2025	31 03 2024	31 03 2023
Profit for the year (In Rs)	4,27,40,525	2,15,32,119	1,32,14,718
Less: Dividend on Preference Shares (In Rs)	-	-	-
Profit attributable to equity shareholders (In Lakhs)	427.41	215.32	132.15
Weighted average number of Equity Shares	80,32,000	80,32,000	80,32,000
Earnings per share basic (Rs)	5.32	2.68	1.65
Earnings per share diluted (Rs)	5.32	2.68	1.65
Face value per equity share (Rs)	5	5	5

As required by Accounting Standard 20 issued by the ICAI, the reporting done in respect of Earning per share (EPS).

Earnings per share (If we assume Bonus Issued in April 2021)

Particulars	31 03 2025	31 03 2024	31 03 2023
Profit attributable to equity shareholders (In Lakhs)	427.41	215.32	132.15

Weighted average number of Equity Shares	80,32,000	80,32,000	80,32,000
Earnings per share basic (Rs)	5.32	2.68	1.65
Earnings per share diluted (Rs)	5.32	2.68	1.65
Face value per equity share (Rs)	5	5	5

(The remainder of this page has been intentionally left blank)

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023, and their respective Audit reports thereon (Audited Financial Statements) are available at www.unisem.in

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) Prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, 2018 are given below:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Basic & Diluted Earnings per Share (Based in Weighted Average Number of Shares) (in Rs)	5.32	2.68	1.65
Return on Net Worth (in %)	44.54%	40.46%	29.57%
NAV per Equity Shares (Based on Actual Number of Shares) (in Rs)	11.95	6.63	5.56
NAV per Equity Shares (Based on Weighted Average Number of Shares) (in Rs)	11.95	6.63	5.56
Earnings before Interest, tax, Depreciation and Amortisation (in lakhs)	710.02	402.66	269.09

(The remainder of this page has been intentionally left blank)

CAPITALISATION STATEMENT

Capitalisation Statement as on March 31, 2025

(Amount in lakhs)

Particulars	Pre-Issue	Post Issue*
Total Borrowings		[•]
Long term borrowings	305.73	
Short term borrowings	884.45	
Total	1,190.19	
Shareholders' Funds		
Equity Share Capital	401.60	
Reserves and Surplus – as restated	558.05	
Total Shareholders' Funds	959.99	
Long term Debt/ shareholders' fund	0.32	
Total Debt/ shareholders' fund	1.24	

**The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished*

Notes:

- Short Term Borrowings represent which are expected to be paid/ payable within 12 months and includes instalment of term loans repayable within 12 months.
- Long Term Borrowings represent debts other than Short Term Borrowings as defined above but excludes instalment of term loans repayable within 12 months grouped under other current liabilities.
- The figures disclosed above are based on Restated statement of Assets and liabilities of the Company as at March 31, 2025.

(The remainder of this page has been intentionally left blank)

STATEMENT OF FINANCIAL INDEBTEDNESS

Our Company avails loans and facilities in the ordinary course of its business for meeting our working capital and for other day to day business requirements. For details of the borrowing powers of our Board, please see “***Our Management***” on page no. 182.

Our Company has obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Issue, including dilution of the current shareholding of our Promoters and members of the promoter group, expansion of business of our Company, effecting changes in our capital structure and shareholding pattern.

The aggregate outstanding secured borrowings (including fund based and non-fund-based borrowings) of our Company as on 31.07.2025, as certified by our Peer Review Auditor, are as follows:

Secured Borrowings

(Amount in lakhs)

Sr. No.	Category of borrowing	Name of Lender	Purpose	Sanctioned Amount	O/s Amount as on 31.07.2025	Date of Sanction	Monthly Instalments	Rate of Interest (%)
1	Cash Credit	Federal Bank	Working Capital	900.00	882.33	March 28, 2025	-	9.25% (Repo Rate + 3.00%)
2	Term Loan 1	Federal Bank	CAPEX	283.43	271.07	March 28, 2025	5.14	9.25%
3	Term Loan 2	Federal Bank	CAPEX	297.00	207.92	March 28, 2025	4.82	9.25%
4	Overdraft (with diminishing DP)	Federal Bank	Working Capital	500.00	489.58	June 30, 2025	10.42	11.00%
5	Vehicle Loan	ICICI Bank	Vehicle	10.00	0.99	November 30, 2020	0.20	7.90%
6	Vehicle Loan	ICICI Bank	Vehicle	9.49	0.94	December 07, 2020	0.19	7.90%
7	Vehicle Loan	ICICI Bank	Vehicle	7.85	2.12	September 13, 2021	0.16	8.00%
8	Vehicle Loan	ICICI Bank	Vehicle	24.76	7.15	October 04, 2021	0.50	7.90%
9	Vehicle Loan	ICICI Bank	Vehicle	13.00	8.30	May 23, 2023	0.27	8.95%
10	Vehicle Loan	ICICI Bank	Vehicle	13.00	8.30	May 23, 2023	0.27	8.95%
11	Vehicle Loan	ICICI Bank	Vehicle	19.50	13.03	August 14, 2023	0.41	9.20%
12	Vehicle Loan	Axis Bank	Vehicle	19.00	0.35	August 18, 2020	0.39	8.00%
13	Vehicle Loan	Karnataka Bank	Vehicle	7.30	6.20	August 22, 2024	0.15	10.03%
TOTAL				2,104.33	1,898.28	-	-	-

Unsecured Borrowings

The aggregate outstanding unsecured borrowings (including fund based and non-fund-based borrowings) of our Company as on 16.09.2025.

(Amount in lakhs)

Sr. No.	Category of borrowing	Name of Lender	Purpose	Sanctioned Amount	O/s Amount as on 16.09.2025	Date of Sanction	Monthly Instalments	Rate of Interest (%)
1	Unsecured Loan	Cholamandalam Investment and Finance Company	Working Capital	35.76	35.76	September 01, 2025	1,77,666	17.00%
2	Unsecured Loan	Kotak Mahindra Bank Limited	Working Capital	49.50	49.50	August 30, 2025	1,74,027	16.00%
3	Unsecured Loan	SMFG India Credit Co Ltd	Working Capital	50.00	50.00	August 24, 2025	1,76,855	16.00%
4	Unsecured Loan	TATA Capital Limited	Working Capital	50.00	50.00	September 04, 2025	1,78,264	17.00%
5	Unsecured Loan	Yes Bank	Working Capital	50.00	50.00	September 10, 2025	1,76,403	16.25%
6	Unsecured Loan	Poonawalla Fincorp Limited	Working Capital	51.13	51.13	September 05, 2025	1,82,306	17.00%
7	Unsecured Loan	Bajaj Finance Limited	Working Capital	36.51	36.51	September 16, 2025	1,07,157	17.50%
TOTAL				322.90	322.90			

(The remainder of this page has been intentionally left blank)

MANAGEMENT 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 Red Herring Prospectus. You should also read the section entitled **“Risk Factors”** on page no 28 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 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 2018, and restated as described in the report of our auditors dated 16.09.2025 which is included in this Draft Red Herring Prospectus under the section titled **“Financial Information”** on page no. 206 of this Draft Red Herring 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”** on page no. 28 & 20 and respectively, and elsewhere in this Draft Red Herring Prospectus. Accordingly, the degree to which the Restated financial statements in this Draft Red Herring Prospectus will provide meaningful information depend entirely on such potential investor’s level of familiarity with Indian accounting practices.

OVERVIEW

We are a company engaged in developing, processing, and selling diverse range of seeds for vegetables, flower and field crops. By integrating conventional breeding techniques, we strive to develop hybrid vegetable, flower and field crop seeds that offer higher yields, improved product quality, and greater resistance to pests and diseases compared to naturally occurring varieties. Our core operations focus on developing hybrid vegetable, flower and field crop seed varieties and processing them to ensure the consistent quality.

We continuously develop various type of hybrid breeder seeds and select only the best qualitative traits from it which undergo additional processing and eliminating more seeds and provide only the superior quality seeds, which are known as foundation seeds. The foundation seeds consist of the parental materials essential for developing a hybrid. Following this, the foundation seeds then multiplied into commercial seeds, which are then offered in the market for agricultural production. We provide multiple seed variants for vegetable, flower and field crop, specifically designed to meet the requirements of different Agro-climatic conditions, including factors such as water availability, crop duration, and soil characteristics across various geographic regions.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to **“Restated Financial Statements”** on page no 206 of this Draft Red Herring Prospectus.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled **“Risk Factors”** on page no. 28 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Market Demand Fluctuations – Changes in consumer demand may impact sales and profitability.

2. Product Concentration Risk – Heavy dependence on vegetable seed sales exposes the company to risks related to limited product diversification.
3. Regulatory & Policy Changes – Alterations in government policies, taxation, and industry regulations could adversely affect business operations.
4. Talent Retention & Management – The company's success depends on its ability to retain key management personnel and skilled employees.
5. Technological Advancements – Failure to keep pace with evolving technology may hinder competitiveness.
6. Debt Obligations – The company's ability to meet interest and principal repayment obligations is crucial for financial stability.
7. Macroeconomic & Political Risks – Inflation, interest rate fluctuations, global financial market volatility, and unforeseen economic disruptions may impact business growth.
8. Operational & Compliance Risks – Non-compliance with regulatory requirements across jurisdictions may lead to legal and financial repercussions.
9. Business Growth & Expansion Risks – Challenges in successfully implementing growth strategies could affect long-term sustainability.
10. Competitive Landscape – Intense competition within the industry may impact pricing power, market share, and profitability.
11. Environmental & Uninsured Losses – Unforeseen environmental issues or inadequate insurance coverage could pose significant financial risks.
12. Pandemic & Global Crisis Impact – Events such as COVID-19 and other unforeseen crises could disrupt operations and financial performance.
13. Dependence on third-party farmers: Dependence on third-party farmers – Reliance on contracted farmers for seed production poses risks related to non-compliance, quality control, and continuity of supply.

Discussion on Result of Operations

Profit and Loss Statement

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023.

(Amount in lakhs except percentages)

Particulars	FY 2025	% of Total Income	FY 2024	% of Total Income	FY 2023	% of Total Income
Revenue from operations	6,907.75	100.00%	6,113.88	99.97%	4,691.15	100.00%
Other Income	-	0.00%	2.14	0.03%	0.11	0.00%
Total Income	6,907.75	100.00%	6,116.02	100.00%	4,691.26	100.00%
Expenses						
Cost of Material Consumed	3,020.39	43.72%	2,192.84	35.85%	1,525.20	32.51%
Changes in inventories of finished goods & WIP	-455.78	-6.60%	51.94	0.85%	76.78	1.64%
Employee benefits expenses	1,026.57	14.86%	1,083.70	17.72%	859.99	18.33%
Finance costs	71.12	1.03%	72.39	1.18%	73.15	1.56%
Depreciation and amortization expense	69.63	1.01%	36.32	0.59%	33.95	0.72%
Other Expense	2,604.21	37.70%	2,380.68	38.93%	1,938.66	41.32%
Total Expenses	6,336.14	91.73%	5,817.87	95.13%	4,507.73	96.09%
Profit/ (Loss) Before Tax	571.61	8.27%	298.15	4.87%	183.54	3.91%
Tax Expense:						
(a) Current tax expense	150.63	2.18%	88.08	1.44%	55.33	1.18%
(b) Deferred tax liability/ (asset)	-6.43	-0.09%	-5.26	-0.09%	-3.94	-0.08%
Total tax	144.20	2.09%	82.82	1.35%	51.39	1.10%

Profit/ (Loss) After Tax	427.41	6.19%	215.32	3.52%	132.15	2.82%

Our Significant Accounting Policies

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “***Restated Financial Statements***” on page no 206 of this Draft Red Herring Prospectus.

Overview of Revenue & Expenditure

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years 2024-25, financial years 2023-24 & financial Year 2022-23. Our revenue and expenses are reported in the following manner:

Revenue from operations:

Our Company’s revenue is primarily generated from sale of seeds and other operating revenue including research and development revenue.

Other Income:

Other Income includes profit on sale of fixed assets and other miscellaneous income.

Expenses:

Our total expenditure primarily consists of Cost of Sales, Employee benefit expense, Finance Costs, Depreciation and amortization expense, and Other Expenses.

Cost of Sales

Cost of Sales primarily comprise purchase of seeds from various vendors, including purchases of materials for research and development purpose and the changes in the inventory of the purchases made.

Employee benefits expense:

The Employee benefit expense includes Salaries and wages, contribution to provident and other funds, and gratuity expense.

Finance Costs:

Finance cost of the company consists of the interest expense on the term loans, working capital limit and other bank charges.

Depreciation and Amortization Expenses:

Depreciation and Amortization Expenses majorly include depreciation on plant and machinery, vehicles, furniture and fixture, office equipment, etc.

Other Expenses:

Other expenses are further divided into 3 broad categories, namely:

1. Operating/ manufacturing expense: This majorly includes expenses like field labour charge, packaging material expense, research and development expense, etc.
2. Administration expense: These expenses consist of expenses like travelling expense, office expense, etc.
3. Sales and distribution expense: These consist of expenses like discount allowed, promotional and advertisement expense, etc.

FINANCIAL YEAR 2025 COMPARED TO FINANCIAL YEAR 2024 (BASED ON RESTATED FINANCIAL STATEMENTS)

Total Income:

The total income of the company has increased from Rs 6,116.02 lakhs in FY 2024 to Rs 6,907.75 lakhs in FY 2025 showing an increase of Rs 791.73 lakhs. The increase in total income is due to increase in revenue of operations of the company by 12.98% from FY 2024 to FY 2025.

Revenue from Operations:

Revenue of operations of the company has increased from Rs 6,113.88 lakhs in FY 2024 to Rs 6,907.75 lakhs in FY 2025. The increase in revenue of the company shows a growth of 12.98%.

This the general business growth year on year basis due to increase in sales of some categories as mentioned below:

(Amount in lakhs)

Sr. No.	Particulars	FY 2025	FY 2024
1	Vegetable Seeds	5,806.00	4,805.80
2	Field Crop Seeds	934.25	1,207.08
3	Flower Seeds	164.92	93.58
TOTAL		6,905.17	6,106.47

1. Vegetable Seeds: It can be inferred from the table above that the sales of vegetable seeds have increased from Rs 4805.80 lakhs in FY 2024 to Rs 5,806.00 lakhs in FY 2025, contributing the highest to the increase in overall sales. The increase in vegetable seeds is due to increase in the sales of Tomato (Rs 179.51 lakhs), Watermelon (Rs 176.05 lakhs), Onion (Rs 106.21 lakhs), Peas (Rs 96.56 lakhs), etc.
2. Field Crop Seeds: The sales of the field crop seeds have declined from Rs 1,207.08 lakhs in FY 2024 to Rs 934.25 lakhs in FY 2025. The decline is majorly due to decrease in the sales of maize by Rs 192.63 lakhs in FY 2025.
3. Flower Seeds: The sales of flower seeds (Marigold) has increased by 76.22%, i.e., Rs 71.33 lakhs.

Overall, despite the decline in field crop seeds, the company achieved a healthy increase in revenue from operations, driven mainly by vegetable and flower seed sales.

Other Income:

There is no other income of the company in FY 2025. Other income in the company has derived from profit from sale of asset. In FY 2025, there is no sale of asset and hence no other income has been booked.

Total Expenses:

Total expenses of the company include Cost of sales, employee benefit expense, finance cost, depreciation cost and other expenses. Overall, total expense of the company has decreased slightly from Rs 5,817 lakhs, comprising 95.13% of total income, in FY 2024 to Rs 6,336.15 lakhs, leading to 91.73% of the total income, in FY 2025.

Cost of Sales

The company's cost of sales increased marginally from Rs 2,244.78 lakhs in FY 2024 to Rs 2,564.61 lakhs in FY 2025, representing 36.70% and 37.13% of total income respectively. This small rise indicates that the cost of sales has remained largely stable relative to the company's overall revenue.

Employee benefits expense:

The employee benefit expense of the company has slightly decreased from Rs 1,083.70 lakhs in FY 2024 to Rs 1,026.57 lakhs in FY 2025. However, if we compare the same with the sales, it is 17.72% and 14.86% of the total income in FY 2024 and FY 2025 respectively. The employee benefit expenses can be further bifurcated as follows:

(Amount in lakhs)

Particulars	FY 2025	FY 2024
Salaries	977.27	882.07
Incentives	1.00	156.47
Contributions to Provident and other funds	31.48	29.66
Gratuity Expense	16.16	10.65
Perquisites to Directors	0.66	4.86
Total	1,026.57	1,083.70

The company's salary expenses increased from Rs 882.07 lakhs in FY 2024 to Rs 977.27 lakhs in FY 2025, reflecting a rise in fixed compensation for employees. On the other hand, the incentives paid to employees saw a sharp decline, dropping from Rs

156.47 lakhs in FY 2024 to only Rs 1.00 lakh in FY 2025. This significant reduction was due to the company implementing a stricter incentive policy. As a result of the lower incentive payouts, the total employee benefit expense of the company decreased overall, despite the increase in base salaries.

Finance costs:

The company's finance cost has remained relatively stable, amounting to Rs 72.39 lakhs in FY 2024, representing 1.18% of total income, and Rs 71.12 lakhs in FY 2025, accounting for 1.03% of total income. The decrease in the percentage of expense against total income is due to sales growth of ~12.98% in FY 2025.

Depreciation and Amortization Expenses:

The company's depreciation and amortization expense has increased from FY 2024 to FY 2025, standing at Rs 36.32 lakhs (0.59% of total income) in FY 2024 and Rs 69.63 lakhs (1.01% of total income) in FY 2025. There is an increase in depreciation and amortization expense due to acquisition of the assets like plant & machinery, vehicles, furniture and fixture, etc. leading to higher depreciation cost in the year.

Other expense:

The Company's other expenses have marginally decreased from 38.93% of total income, i.e., Rs 2,380.68 lakhs in FY 2024, to 37.70% of total income, i.e., Rs 2,604.21 lakhs in FY 2025.

The decrease is mainly due to reduction in discount expenses, which decreased from Rs 1,082.57 lakhs, representing 17.70% of total income in FY 2024, to Rs 1,060.98 lakhs, representing 15.36% of total income in FY 2025. This decrease was the result of a change in the Company's discount policy during the year, whereby comparatively lower discounts were offered to customers. The revision in policy enabled the Company to exercise better control over its discount-related outflows.

As a result, the Company was able to contain its other expenses more effectively, thereby contributing to improved cost efficiency and enhanced profitability during the year under review.

Restated Profit/ (Loss) before tax:

The profit before tax of the company has increased from Rs 298.15 lakhs, marking 4.87% of the total income in FY 2024 to Rs 571.61 lakhs, representing 8.27% of the total income, in FY 2025.

Tax Expense

The tax expense of the company has increased from Rs 82.82 lakhs in FY 2024 to Rs 144.20 lakhs in FY 2025, this is due to increase in profit before tax of the company.

Restated Profit/ (Loss) after tax:

The profit after tax of the company has increased from Rs 215.32 lakhs, marking 3.52% of the total income, in FY 2024 and Rs 427.41 lakhs, leading to 6.19% of the total income, in FY 2025.

The profitability of the company has increased due to the following reason:

(Amount in lakhs)

Sr. No.	Particulars	FY 2025	% of Total Income	FY 2024	% of Total Income
1	Employee Benefit Expense	1,026.57	14.86%	1,083.70	17.72%
2	Finance Cost	71.12	1.03%	72.39	1.18%
3	Other Expense	2,604.21	37.70%	2,380.68	38.93%
TOTAL		3,701.90	53.59%	3,536.77	57.83%

1. Employee Benefit Expense: The employee benefit expense can be seen declining in terms of percentage of total income from 17.72% in FY 2024 to 14.86% in FY 2025. This is due to increase in the revenue of the company by 12.98% and also due to decrease in the incentive expense of the company.

2. **Finance Cost:** The Finance cost of the company in absolute terms has remained moreover constant, however due to growth in the sales of the company, in terms of percentage it can be seen declining from 1.18% of the total income in FY 2024 to 1.03% of the total income in FY 2025.
3. **Other Expense:** The other expense of the company can be seen declining in terms of percentage of total income from 38.93% in FY 2024 to 37.70% in FY 2025. This decline is due to change in the discount policy of the company due to which there was decrease in the discounts given to the vendors from 17.70% of the total income in FY 2024 (Rs 1,082.57 lakhs) to 15.36% of total income in FY 2025 (Rs 1,060.98 lakhs).

FINANCIAL YEAR 2024 COMPARED TO FINANCIAL YEAR 2023 (BASED ON RESTATED FINANCIAL STATEMENTS)

Total Income:

The total income of the company has increased from Rs 4,691.26 lakhs in FY 2023 to Rs 6,116.02 lakhs in FY 2024 showing an increase of Rs 1,424.76 lakhs. The increase in total income is due to increase in revenue of operations of the company by 30.33% from FY 2023 to FY 2024.

Revenue from Operations:

Revenue from operations of the company has increased by Rs 1,422.73 lakhs, from Rs 4,691.15 lakhs in FY 2023 to Rs 6,113.88 lakhs in FY 2024, representing a growth of 30.33 %.

The increase in the revenue of the company is due to increase in the sales of the following sales category:

(Amount in lakhs)

Sr. No.	Particulars	FY 2024	FY 2023
1	Vegetable Seeds	4,805.80	3,854.32
2	Field Crop Seeds	1,207.08	786.16
3	Flower Seeds	93.58	49.95
TOTAL		6,106.47	4,690.43

1. **Vegetable Seeds:** The sales of vegetable seeds category have increased from Rs 3,854.32 lakhs in FY 2023 to Rs 4,805.80 lakhs in FY 2024. The increase in sales can be attributed to increase in the sales of Chilli (Rs 737.48 lakhs), Bhendi (Rs 165.16 lakhs), Bitter Gourd (Rs 80.54 lakhs), etc.
2. **Field Crop Seeds:** The sales of field crop seeds have increased from Rs 779.46 lakhs in FY 2023 to Rs 1,052.84 lakhs in FY 2024, due to increase in sales of Maize (Rs 273.39 lakhs), and introduction of field crop seeds like Bajra, Mustard and Sunflower.
3. **Flower Seeds:** The sales of Flower Seed (Marigold) has increased by 87.37%, i.e., Rs 43.64 lakhs.

Overall, sales in all three seed categories recorded year-on-year growth, resulting in a notable increase in the company's operational revenue.

Other Income:

The company's Other Income increased from Rs 0.11 lakhs in FY 2023 to Rs 2.14 lakhs in FY 2024, representing 0.002% and 0.03% of total income, mainly from a profit on the sale of a vehicle.

Total Expenses:

Total expenses of the company have declined marginally from Rs 4,507.73 lakhs in FY 2023, marking 96.09% of total income to Rs 5,817.87 lakhs, leading to 95.13%, of the total income.

Cost of Sales

The Company's cost of sales increased from Rs 1,601.98 lakhs in FY 2023, representing 34.15% of total income, to Rs 2,244.78 lakhs in FY 2024, accounting for 36.70% of total income.

This rise in cost of sales corresponds with the growth in revenue, which increased from Rs 4,691.15 lakhs in FY 2023 to Rs 6,113.88 lakhs in FY 2024, reflecting a year-on-year growth of 30.33%. In order to meet this growing demand and ensure uninterrupted supply, the Company maintains adequate inventory by preparing stock for the upcoming season in advance, resulting in higher cost of sales.

Employee benefits expense:

The employee benefit expense of the company has increased from Rs 859.99 lakhs in FY 2023 to Rs 1,083.70 lakhs in FY 2024. However, if we compare the same with the total income, it is 18.33% and 17.72% of total income in FY 2023 and FY 2024 respectively. This indicates that, despite the absolute increase in employee costs, the expense has remained largely consistent relative to the Company's revenue growth.

Increase in employees of the company from FY 2023 to FY 2024 is as follows:

Sr. No.	Particulars	FY 2024	FY 2023
1	Employee count	138	128

Based on the table, it can be concluded that the company's workforce has grown by 10 employees on a YOY basis. The primary factors contributing to the rise in employee benefit expenses are the increase in headcount and an average salary hike of 10% for existing employees.

Finance costs:

The company's finance cost has remained relatively stable, amounting to Rs 73.15 lakhs in FY 2023, representing 1.56% of total income, and Rs 72.39 lakhs in FY 2024, accounting for 1.18% of total income. The decrease in the percentage of expense against total income is due to sales growth of ~30% in FY 2024.

Depreciation and Amortization Expenses:

The company's depreciation and amortization expense has remained stable from FY 2023 to FY 2024, standing at Rs 33.95 lakhs (0.72% of total income) in FY 2023 and Rs 36.32 lakhs (0.59% of total income) in FY 2024. There is a decrease in depreciation and amortization expense in percentage terms due to increase in sales of the company by ~30% in FY 2024.

Other expense:

The Company's other expenses increased from Rs 1,938.66 lakhs in FY 2023 to Rs 2,380.68 lakhs in FY 2024. This increase is largely attributable to the overall expansion in business operations and is in line with the significant rise in sales, which grew from Rs 4,691.15 lakhs in FY 2023 to Rs 6,113.88 lakhs in FY 2024, reflecting a YoY growth of approximately 30%.

Although other expenses rose in absolute terms, they demonstrated improved cost efficiency when measured as a proportion of total income. Specifically, other expenses accounted for 41.32% of total income in FY 2023, which reduced to 38.93% in FY 2024. This small decrease shows that the company managed to increase sales and grow revenue without a similar rise in other expenses.

Restated Profit/ (Loss) before tax:

The profit before tax of the company has increased from Rs 183.54 lakhs, marking 3.91% of the total income in FY 2023 to Rs 298.15 lakhs, representing 4.87% of the total income, in FY 2024

Taxation Expense:

The tax expense of the company has increased from Rs 51.39 lakhs in FY 2023 to Rs 82.83 lakhs in FY 2024, this is due to increase in profit before tax of the company.

Restated Profit/ (Loss) after tax:

The profit after tax of the company has increased from Rs 132.15 lakhs, marking 2.82% of the total income, in FY 2023 and Rs 215.32 lakhs, leading to 3.52% of the total income, in FY 2024.

The profitability of the company has increased due to the following reason:

(Amount in lakhs)

Sr. No.	Particulars	FY 2024	% of Total Income	FY 2023	% of Total Income
1	Employee Benefit Expense	1,083.70	17.72%	859.99	18.33%
2	Finance Cost	72.39	1.18%	73.15	1.56%
3	Depreciation Cost	36.32	0.59%	33.95	0.72%
4	Other Expense	2,380.68	38.93%	1,938.66	41.32%
TOTAL		3,573.09	58.42%	2,905.75	61.94%

1. **Employee Benefit Expense:** The employee benefit expense increased in absolute value from Rs 859.99 lakhs in FY 2023 to Rs 1,083.70 lakhs in FY 2024. However, as a proportion of total income, it declined from 18.33% to 17.72%, primarily due to the Company's revenue growing by ~30% during FY 2024. This indicates that employee costs have been effectively managed in relation to revenue growth.
2. **Finance Cost:** Finance costs remained nearly constant at Rs 72.39 lakhs in FY 2024 compared to Rs 73.15 lakhs in FY 2023. When measured against total income, finance costs declined from 1.56% in FY 2023 to 1.18% in FY 2024, reflecting better cost absorption on account of higher sales.
3. **Depreciation Cost:** Depreciation increased marginally from Rs 33.95 lakhs in FY 2023 to Rs 36.32 lakhs in FY 2024. As a percentage of total income, however, it decreased from 0.72% to 0.59%, as there were no significant additions to fixed assets during the year and revenue growth outpaced the increase in depreciation expense.
4. **Other Expense:** Other expenses rose from Rs 1,938.66 lakhs in FY 2023 to Rs 2,380.68 lakhs in FY 2024, broadly in line with the increase in sales from Rs 4,691.15 lakhs to Rs 6,113.88 lakhs (~30% YoY growth). Despite the increase in absolute terms, other expenses declined as a percentage of total income from 41.32% in FY 2023 to 38.93% in FY 2024, indicating better expense efficiency.

Overall, while expenses increased in absolute terms, they grew at a slower pace compared to revenue. The Company's year-on-year sales growth outperformed the growth in total expenses, leading to an improvement in profitability and a stronger profit after tax margin in FY 2024.

Balance Sheet

The following discussion on balance sheet should be read in conjunction with the Restated Financial Statements for the financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023.

(Amount in lakhs)

Particulars	FY 2025	FY 2024	FY 2023
Liabilities			
Long Term Borrowing	305.73	162.57	50.41
Short Term Borrowings	884.45	448.75	531.05
Trade Payables	1,302.40	647.66	563.59
Contingent Liability	-	-	-
Assets			
Inventory	1,977.19	1,495.48	1,541.52
Trade Receivable	1,300.94	884.01	738.90
Short Term Loans and Advances	433.58	257.43	149.67
Non-Current Investment	-	-	-

Overview of Assets and Liabilities

The following discussion on assets and liabilities should be read in conjunction with the Restated Financial Statements for FY 2024-25, FY 2023-24 & FY 2022-23. Our assets and liabilities are reported in the following manner:

Long Term Borrowing

The long term borrowing of the company includes term loan taken by the company for construction of shed and multiple vehicle loans.

Short Term Borrowing

Short term borrowing of the company includes the working capital limit availed by the company and the current maturities of the long term borrowings.

Trade Payables

The Company's trade payables represent amounts payable to suppliers for goods purchased on credit.

Contingent Liability

There is no contingent liability of the company.

Inventory

The inventory of the company includes the finished stock of the company and stores and spares used by the company.

Trade Receivable

The Company's trade receivables represent amounts due from customers for goods sold on credit.

Non-Current Investment

There are no non-current investments of the company.

Short Term Loans and Advances

Short term Loans and advances include advances given by the company supplier, balance with revenue authorities, Staff loans and accrued expense.

CHANGES IN THE ASSETS FROM FINANCIAL YEAR 2023 TO FINANCIAL YEAR 2025**Long Term Borrowing**

The company's long-term borrowings have shown a steady increase, rising from Rs 50.41 lakhs in FY 2023 to Rs 162.57 lakhs in FY 2024, and further to Rs 305.73 lakhs in FY 2025. This upward trend in borrowings is in line with the company's growing revenue base and its planned capital expenditure, aimed at supporting business expansion.

In FY 2025, the additional borrowings were availed for setting up a dedicated seed processing unit, which is expected to strengthen the company's operational capacity and efficiency. Apart from this, the remaining borrowings primarily consist of multiple vehicle loans taken by the company to support its logistics and distribution requirements.

Short Term Borrowing

Short term borrowings of the company have decreased from Rs 531.05 lakhs in FY 2023 to Rs 448.75 lakhs in FY 2024, which further increased to Rs 884.45 lakhs in FY 2025. The short term borrowings basically include the working capital limit and the current maturities of long term borrowing.

(Amount in lakhs)

Particulars	FY 2025	FY 2024	FY 2023
Karnataka Bank	(88.92)	407.89	472.23
Federal Bank	907.91	-	-
Current Maturities of long-term debts	65.46	40.85	58.83
Total Borrowings	884.45	448.75	531.05

The rise in short-term borrowings in FY 2025 is aligned with the Company's expanding revenue base and the consequent increase in working capital requirements. To ensure uninterrupted supply and meet expected demand, the Company must maintain higher inventory levels for upcoming seasons, which required the Company to depend more on short-term borrowings.

Additionally, there was a shift in the banker to the company: The Company moved its borrowings in during the financial year ending 2025 from Karnataka Bank to Federal Bank. This shows a change in banking arrangements to better meet the Company's working capital needs.

Trade Payables

The trade payables of the company can be seen increasing from Rs 563.59 lakhs in FY 2023 to Rs 647.66 lakhs in FY 2024 to Rs 1,302.40 lakhs in FY 2025. The trade payable days of the company is as follows:

(Amount in days)

Sr. No.	Particulars	FY 2025	FY 2024	FY 2023
1	Trade Payable	155	106	133

The company's trade payable cycle has witnessed fluctuations over the past years, reflecting its evolving working capital strategy in line with its growth trajectory. Trade payable days stood at 133 days in FY 2023, before improving to 106 days in FY 2024. In FY 2025, payable days increased to 155 days, as the company strategically utilized extended credit from suppliers to support its expanding operations, manage its production cycle, and maintain adequate inventory levels during a high-growth phase. This approach enabled the company to channel available funds toward scaling up operations while ensuring business continuity.

Inventory

The inventory of the company has decreased from Rs 1,541.52 lakhs in FY 2023 to Rs 1,495.48 lakhs in FY 2024, which further increased to Rs 1,977.19 lakhs in FY 2025. However, the days of the inventory can be seen improving YOY basis as follows:

(Amount in days)

Sr. No.	Particulars	FY 2025	FY 2024	FY 2023
1	Inventory	199	241	362

The company maintains relatively high inventory levels to ensure adequate seed availability for the upcoming season. Its operations involve developing hybrid seeds, which are then supplied to farmers for large-scale cultivation. Depending on the seed variety, cultivation takes place during the kharif or rabi season to prepare for distribution in the following cycle. Once harvested, the seeds undergo quality testing, sorting, and packaging. As a result, the company holds inventory for about 6–8 months to ensure timely distribution.

Inventory days have shown fluctuations over the years, standing at 362 days in FY 2023, improving to 241 days in FY 2024, and further reducing to 199 days in FY 2025. To further optimize working capital, the company aims to streamline its hybrid seed production and quality testing processes, thereby improving overall inventory management.

Trade Receivable

Trade receivables of the company have increased from Rs 738.90 lakhs in FY 2023 to Rs 884.01 lakhs in FY 2024 to Rs1,300.94 lakhs in FY 2025. The trade receivable days of the company is as follows:

(Amount in days)

Sr. No.	Particulars	FY 2025	FY 2024	FY 2023
1	Trade Receivables	68	52	57

The company's trade receivable days have historically remained in the range of 2 to 2.5 months. They improved from 57 days in FY 2023 to 52 days in FY 2024 but increased to 68 days in FY 2025. The initial improvement indicates better collection efficiency, while the increase in FY 2025 is mainly due to the company being in a growth phase, during which higher sales and expanding customer base temporarily extended the time needed to collect receivables.

Short Term Loans and Advances

Short term loans and advances of the company comprise the following:

(Amount in lakhs)

Particulars	FY 2025	FY 2024	FY 2023
Advance to Supplier	259.21	148.10	75.38
Balance with Revenue Authority	108.31	75.78	53.57
Accrued Expense	24.97	-	-
Staff Loans and advances	41.09	33.56	20.71
Total	433.58	257.43	149.67

Total short-term loans and advances increased from Rs 149.67 lakhs in FY 2023 to Rs 433.58 lakhs in FY 2025, mainly driven by higher advances to suppliers (Rs 259.21 lakhs in FY 2025) and increased balances with revenue authorities (Rs 108.31 lakhs in FY 2025). This rise is directly linked to the Company's revenue growth and reflects higher working capital deployment to support expanding operations.

Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

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 as described in this Draft Red Herring Prospectus, 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.

Except as disclosed in this Draft Red Herring Prospectus There are no significant economic changes that may materially affect or likely to affect income from continuing operations

3. Future changes in relationship between costs and revenues

Other than as described in the sections *"Risk Factors"*, *"Business Overview"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 28, 117 and 264 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

4. Total turnover of each major industry segment in which our Company operates

The Company is in the business of sales of seeds. Relevant industry data, as available, has been included in the chapter titled *"Industry Overview"* beginning on page 105 of this Draft Red Herring Prospectus.

5. Seasonality of business

Our business is affected by seasonal variations and adverse weather conditions. For further details, see chapter *"Risk Factors"* on the page number 28 of this Draft Red Herring Prospectus.

6. Increases in net sales or revenue and Introduction of new products or services or increased sales prices

Increases in revenues are by and large linked to increases in volume of our business.

7. Competitive conditions

Competitive conditions are as described under the Chapters *"Industry Overview"* and *"Business Overview"* beginning on pages 105 and 117 respectively of this Draft Red Herring Prospectus.

8. Details of material developments after the date of last balance sheet i.e. March 31, 2025.

After the date of last Balance sheet i.e. March 31, 2025, the following material events have occurred after the last audited period, i.e., March 31, 2025:

1. Board Resolution passed in the board meeting of directors dated June 18, 2025 for approving resolution for Dropline overdraft working capital facility from Federal Bank
2. Board Resolution passed in the board meeting of directors dated June 18, 2025 for approving resolution for applying exemption under regulation 300 (1) (c) of SEBI (ICDR) Regulations, 2018 for promoters' relatives.
3. Resolution passed in the board meeting dated August 29, 2025 for approving borrowings from Cholamandalam Investment and Finance Company Limited, Kotak Mahindra Bank, TATA Capital Limited, Yes Bank Limited, Poonawalla Fincorp Limited, Bajaj Finance Limited and L&T Finance Limited.
4. Resolution passed in the board meeting dated September 16, 2025 to adopt Materiality policy for Litigation, group company and Outstanding dues to MSME Creditors.
5. Approval of Restated financial statement for the financial year ended March 31, 2025, 2024 and 2023 dated 16.09.2025.

(The remainder of the page is Intentionally Left Blank)

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

Further, except as disclosed in this Draft Red Herring Prospectus, there are no findings or observations of any of the inspections by SEBI or any other regulatory authority in India, which are material and which needs to be disclosed, or nondisclosure of which may have a bearing on the investment decision of prospective investors in the Issue.

As per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, all other pending civil litigations shall be classified as material based on the lower of the threshold criteria mentioned below –

- (i) As per the policy of materiality defined by the board of directors of the issuer and disclosed in the offer document; or*
- (ii) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:*
- (a) two percent of turnover, as per the latest annual restated financial statements of the issuer; or*
- (b) two percent of net worth, as per the latest annual restated financial statements of the issuer, except in case the arithmetic value of the net worth is negative; or*
- (c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements of the issuer.”*

Our Board, in its meeting held on 16.09.2025 determined that outstanding other civil legal proceedings involving the Company, its Directors and Promoters will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds Rs. 12.91/- Lakh being the lowest of the criteria as mentioned in (ii) above or such litigations where the monetary liability is not quantifiable or which does not fulfil the threshold as stated above but the outcome of such litigation could have a material adverse effect on the business, performance, operations, prospects, financial positions or reputations of the Company.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

Our company has filed the following criminal complaints under section 138 of the Negotiable Instrument Act, 1881:

Sr. No.	Complaint case number	Respondent name	Court	Cheque Number, Date and amount (₹ in lakhs)	Status
1.	CC No. 1039/2020	Ajit Kumar Biswal	Civil Judge and Additional J.M.F.C. Ranebennur	Cheque no. 060117 of Rs. 50,000 dated September 30, 2019	Pending
2.	SC NIA-6071/2023	Sevak ram proprietor of Patel Agro industries	Judicial Magistrate First Class, Indore	Cheque no. 024855 of Rs. 4,12,369 of dated August 14, 2023	Pending
3.	UN CR/11817/2025	M.J Biotech	Judicial Magistrate First Class, Indore	Cheque dated July 01, 2025 of Rs. 1,25,280	Pending

(c) Other pending material litigations against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated against the Company.

(d) Other pending material litigations filed by the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding other pending material litigations filed by the Company.

(e) Actions by statutory and regulatory authorities against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the Company.

(b) Criminal proceedings filed by the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoters & Directors of the Company.

(c) Other pending litigations against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no other pending litigations initiated against the Promoters & Directors.

(d) Other pending material litigations filed by the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no other pending litigations initiated by the Promoters & Directors.

(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Promoters & Directors.

(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoters, nor any penalties have been imposed in the last five years.

C. LITIGATIONS INVOLVING THE SUBSIDIARY/ GROUP COMPANY OF THE COMPANY

(a) Criminal proceedings against the Subsidiary/ Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no Subsidiary/ Group company.

(b) Criminal proceedings filed by the Subsidiary/Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no Subsidiary/ Group company.

(c) Other pending material litigations against the Subsidiary/ Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no Subsidiary/ Group company.

(d) Other pending material litigations by the Subsidiary/ Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no Subsidiary/ Group company.

(e) Actions by statutory and regulatory authorities against the Subsidiary/ Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no Subsidiary/ Group company.

D. TAX PROCEEDINGS

Nature of Proceedings	Number of cases	Amount involved (Rs. in lakhs)	Status (Description)
Of the Company			
Direct Tax (Income Tax) - Outstanding Demand	2	12.31	Outstanding Demand as per Order u/s 154 of Income Tax Act, 1961 dated January 30, 2025 for the A.Y. 2020-21 for the amount payable is Rs. 8,49,580 along with the accrued interest is Rs.3,82,275. The current status of payment is pending.
		14.4	Outstanding Demand as per Order u/s 154 of Income Tax Act, 1961 dated January 30, 2025 for the A.Y. 2021-22 for the amount payable is Rs. 10,65,200 along with the accrued interest is Rs.3,72,820. The current status of payment is pending.
Direct Tax (TDS)	1	0.13	There is an outstanding Demand of Rs. 13,100.00 for the F.Y. 2024-25.
Indirect Tax (GST)	Nil	Nil	Nil
Of the Promoters and Directors*			
Direct Tax (Income Tax)- Anil KN	1	0.27	An Intimation u/s 143(1) of the Income Tax Act, 1961 for the A.Y 2014-15 in which the Tax payable is 27,260 and the date of order is Dec 05, 2014.
Indirect Tax (GST)	0	Nil	Nil
Of the KMPs & SMPs*			
KMP			
Direct Tax (Income Tax) - BH Devasinghnaik	02	0.01	1.An Outstanding demand u/s 143(1)(a) of Income Tax Act, 1961 of Rs. 680 and Accrued interest of Rs. 888 for the A.Y. 2018-19 and the date of demand raised is Feb 14, 2019. 2.An Outstanding demand u/s 143(1)(a) of Income Tax Act, 1961 of Accrued interest of Rs. 24 for the A.Y. 2017- 18 and the date of demand raised is April 23, 2018.
Direct Tax (Income Tax)- Ramalingam Venkataramana	01	0.37	An Intimation u/s 143(1) of Income Tax Act, 1961 of Rs. 37,250 for the F.Y. 2020-21 and the Intimation order date is Dec 02, 2021.
SMP			
Direct Tax (Income Tax)	0	Nil	Nil

*Our promoters are also acting as KMP of the company.

E. PROCEEDINGS INVOLVING THE KEY MANAGERIAL PERSONNEL (KMPs EXCLUDING MANAGING DIRECTOR AND WHOLE TIME DIRECTOR) AND SENIOR MANAGERIAL PERSONS (SMPs) OF THE COMPANY**(a) Criminal proceedings against the KMPs and SMPs**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed against the Key Managerial Personnel and Senior Management Personnel of the Company.

(b) Criminal proceedings filed by the KMPs and SMPs

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Key Managerial Personnel and Senior Management Personnel of the Company.

(c) Actions by statutory and regulatory authorities against the KMPs and SMPs

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Key Managerial Personnel and Senior Management Personnel.

F. AMOUNTS OWED TO MICRO SMALL AND MEDIUM ENTERPRISES AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company's restated trade payables as per restated financial statements disclosed in the Draft Red Herring Prospectus as material dues for the Company and such creditors as material creditors. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on 16.09.2025. Based on these criteria, details of material outstanding dues owed to creditors as on March 31, 2025 by our Company are set out below:

(₹ in lakhs)

Types of creditors	Number of creditors	Amount involved
A. Micro, small and medium enterprises	6	1,166.66
B. Other Creditors	22	135.74
Total (A+B)	28	1,302.40
C. Material Creditors	1	1,118.03

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 264 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

(The remainder of this page has been intentionally left blank)

GOVERNMENT AND OTHER APPROVALS

Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

*For details in connection with the regulatory and legal framework within which we operate, see the section titled “**Key Industrial Regulations and Policies**” at page 170 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

I. APPROVALS FOR THE ISSUE

The following approvals have been obtained in connection with the Issue:

Corporate Approvals:

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on March 03, 2025 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on March 05, 2025 authorized the Issue.
- c) Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated 22.09.2025.

Approval from the Stock Exchange:

In-principle approval dated [●] from BSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on SME Platform of BSE, issued by our Company pursuant to the Issue.

Agreements with NSDL and CDSL:

- a) The company has entered into an agreement dated January 16, 2025 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Kfin Technologies Limited for the dematerialization of its shares.
- b) Similarly, the Company has also entered into an agreement dated December 26, 2024 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Kfin Technologies Limited for the dematerialization of its shares.
- c) The International Securities Identification Number (ISIN) of our Company is INE1FHV01026.

Lenders’ NOC

Lenders’ NOC for the Issue:

- 1. A Non-objection Certificate dated 15.07.2025 has been received from Axis Bank for the Issue.
- 2. A Non-objection Certificate dated 16.07.2025 has been received from Karnataka Bank Limited for the Issue.
- 3. A Non-objection Certificate dated 30.06.2025 has been received from Federal Bank Limited for the Issue.
- 4. A Non- objection Certificate dated 09.09.2025 been received from ICICI Bank Limited for the Issue.

II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

Sr. No.	Nature of Registration	Certificate is in the name of	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation of Unisem Agritech Private Limited	Unisem Agritech Private Limited	U01100KA2016PTC096390	The Companies Act, 2013	Registrar of Companies, Central Processing Centre	September 09, 2016	March 1, 2025
2.	Certificate of Incorporation on change of name from 'Unisem Agritech Private Limited' to 'Unisem Agritech Limited'	Unisem Agritech Limited	U01100KA2016PLC096390	The Companies Act, 2013	Registrar of Companies, Central Processing Centre	March 1, 2025	Valid Until Cancelled

III. OTHER APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. TAX RELATED APPROVALS:

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	Unisem Agritech Limited	AACCU0211G	Income Tax Act, 1961	Income Tax Department, Government of India	September 09, 2016	Valid Until Cancelled
2.	Tax Deduction Account Number (TAN)	Unisem Agritech Limited	BLRU03900B	Income Tax Act, 1961	Income Tax Department, Government of India	August 25, 2025	Valid Until Cancelled
3.	Certificate of Registration of Goods and Services Tax (Karnataka)	Unisem Agritech Limited	29AACCU0211G1ZR	Karnataka Goods and Services Tax Act, 2017	Goods and Service Tax, Commercial Tax Department, Government of Karnataka	Date of certificate June 12, 2025 w.e.f. July 01, 2017	Valid Until Cancelled
4.	Certificate of Registration of Goods	Unisem Agritech Limited	09AACCU0211G1ZT	Centre Goods and Services Tax Act, 2017	Department of State tax	June 14, 2025 w.e.f.	Valid Until Cancelled

	and Services Tax (Uttar Pradesh)				Uttar Pradesh	September 21, 2021	
5.	Certificate of Enrolment of Professional Tax	Unisem Agritech Limited	1030691566	The Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976	Commercial Tax Department, Karnataka	May 31, 2023	Valid Until Cancelled
6.	Certificate of Registration of Profession Tax (Karnataka)	Unisem Agritech Limited	313824218	The Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976	Commercial Taxes Department, Karnataka	July 05, 2018	Valid Until Cancelled

B. BUSINESS OPERATIONS RELATED APPROVALS:

Sr. No.	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Udyam Registration Certificate	Unisem Agritech Limited	UDYAM-KR-17-0000912	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of India	January 02, 2021	Valid Until Cancelled
2.	Legal Entity Identifier Certification	Unisem Agritech Limited	984500975CEC6A5A9165	RBI Guidelines	Legal Entity Identifier India Limited	January 12, 2023	January 12, 2026
3.	Certificate of Importer-Exporter Code (IEC)	Unisem Agritech Limited	AACCU0211G	The Foreign Trade (Development and Regulation) Act, 1992	Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India	May 15, 2025 w.e.f. January 01, 2019	Valid Until Cancelled
4.	Registration and Licence to work a Factory at "R S NO 11B B 2A 4 near KSRTC bus depot, Magoda village, Ranibennur, Haveri, 581115	Unisem Agritech Limited	MYDWR-2499	Factories Act, 1948	Department of Factories Boilers Industrial Safety & Health, Government of Karnataka	May 22, 2025	December 31, 2026
5.	Consent to Operate the Factory	Unisem Agritech Limited	Consent Order No: AW-131685	Section 25 of the Water (prevention and control of pollution) Act,	Karnataka State Pollution Control Board	July 05, 2025	December 31, 2039

				1974, Section 21 of the Air (Prevention and control of Pollution) Act, 1981, under Rule 6(2) of the Hazardous and other Wastes (Management & Trans-boundary movement) Rules, 2016			
6.	Certificate of Stability of Factory or Part of Factory	Unisem Agritech Limited	Certificate dated March 12, 2025 given by Gojraj Kumawat Chartered Engineer (Civil Division)	Rule 3 -C of Factories Act, 1948	Gojraj Kumawat Chartered Engineer (Civil Division) Associate member of Inst of Engineers (India)	March 12,2025	Valid Until Cancell ed
7.	Permission under Electricity Act	Unisem Agritech Private Limited	30/3/20(5)/Takh - 2/24-25/14116-17	Electricity Act, 2003	Hubli Electricity Supply Company Limited	Jan 20, 2025	Valid Until Cancell ed
8.	Fire Safety Recommendation Report	Unisem Agritech Limited	Reference no. 271/FSR/CFO/B WZ/2025	Karnataka Fire Force Act, 1964	Chief Fire Officer, Bangalore West Zone, Karnataka Fire and Emergency Services Department	September 03, 2025	Septem ber 02, 2026
9.	Verification under Legal Metrology (Packaged Commodities) for Factory at “R S NO 11B/ B/ 2A/ 4 near KSRTC bus depot, Magoda village, Ranibennur, Haveri,581115” and for Commodities manufactured:	Unisem Agritech Limited	Identification No. KNT034 LCR no. IL93075	Legal Metrology Act, 2009	Department of Legal Metrology, Government of Karnataka	June 04,2025	June 03,202 6

	Vegetable Sowing Seeds						
10	Trade License for Telangana	Unisem Agritech Limited	TIN No:TR-0911-145-0001	Section 521 & 622 of HMC Act, 1955	Commissioner GHMC, Hyderabad.	April 25, 2025	December 31, 2025
11	Trade License for Andhra Pradesh	Unisem Agritech Limited	ROC No: 23925-2025-VA	Andhra Pradesh Municipal Corporation Act, 1994	Kurnool Municipal Corporation	July 14, 2025	March 31, 2026
12	Trade License for Odisha	Unisem Agritech Limited	License No. BMC/TL-2025/63862 (TL25062601883)	Odisha Municipal Corporation (OMC) Act, 2003	Bhubaneswar Municipal Corporation	July 05, 2025	June 26, 2026
13	Seed License for sale and Storage SB-13, B Block, near ST. Merry School, Shashtrinagar, District- Ghaziabad, Uttar Pradesh	Unisem Agritech Limited	424/42377/177	Seed Act, 1966 & Seed (Control) Order,1983	Agriculture Department, Uttar Pradesh	July 25,2025	Jan 02, 2026
14	*Seed License for H. No. 3-3-411, RTC Colony, L.B. Nagar, Sarooranagar (V&M) Maheshwaram Divion, Rangareddy, Telangana 500074	*Unisem Agritech Private Limited	License no. 1140	Seed Act, 1966 & Seed (Control) Order,1983	Department of Agriculture, Government of Telangana	August 03, 2012	July 30, 2026
15	*Seed License for (Rajasthan)	*Unisem Agritech Private Limited	Registration Certificate no. 578	Seed Act, 1966 & Seed (Control) Order,1983	Agriculture Commissionate, Government of Rajasthan	August 03, 2018	August 02, 2027
16	*Seed License for Plot no. 283, Near Kalyani Plaza at- Patrapada, Bhubaneswar, Odisha	*Unisem Agritech Private Limited	License no. HSLS/2022/00002	Seed Act, 1966 & Seed (Control) Order,1983	Directorate of Horticulture, Odisha	March 23, 2022	March 22, 2027
17	Seed License for Unit Shed no. RS no.11B.2A.4, Magod Village Near KSRTC Bus Depot, Ranebennur,	Unisem Agritech Limited	Registration no. SE19-20330275 License No. ADDDIR/Seed State License/SE19-	Seed Act, 1966 & Seed (Control) Order,1983	Department of Horticulture, Karnataka	July 31, 2025	July 30, 2030

	Karnataka - 581115,		20330275/2025- 2026				
18	License to carry on the business of dealer in Seeds at RS no.11B.2A.4, Magod Village Near KSRTC Bus Depot, Ranebennur, Karnataka - 581115,	Unisem Agritech Limited	License No. 23/2025-26	Seed (Control) Order,1983	Department of Horticulture, Karnataka	June 12, 2025	June 19, 2028
19	Seed License for 192-A Gretar Brajeshwari Pipaliya Hana, Indore	Unisem Agritech Limited	License no. 04/2023/24	Seed Act, 1966 & Seed (Control) Order,1983	Horticulture & Food Processing Department, Government of Madhya Pradesh	July 10, 2023	July 21, 2026
20	Seed License to carry on the business of dealer in Seeds at 192-A Scheme no. 140 Gretar Brajeshwari Pipaliya Hana, Indore	Unisem Agritech Limited	Registration no. RS/439/6603/71 /2025 License no. HORTI/SEED/INDORE/2025/454	Seed (Control) Order,1983	Horticulture & Food Processing Department, Government of Madhya Pradesh	July 30, 2025	July 29, 2028
21	Seed License for Storage and Sale at Raipur, Chhattisgarh	Unisem Agritech Limited	License no. CGSLSPS37119	Seed (Control) Order,1983	Directorate of Agriculture, Raipur	May 20, 2025	May 19, 2030
22	Acknowledgement of Research Variety/Hybrid	*Unisem Agritech Limited	Unique ID No. Guj-2025/662)	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Directorate of Agriculture, Gujarat	July 28, 2025	January 30, 2030
23	*Seed License for Vardhan Sales, H/N-635, first floor, Opp. State Bank of India, Sundar Nagar, Raipur (CG), 492013	*Unisem Agritech Private Limited	License no. 225	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Directorate of Horticulture and Farm forestry, Chhattisgarh	January 19, 2022	January 18, 2027
24	*Seed License for Shivram Enterprises, 2nd floor, Sobha Sadan, Shitla Manndir, Choti Pahadi Road,	*Unisem Agritech Private Limited	License no. SL23018012118 989	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Agriculture Department, Government of Bihar	November 23, 2020	November 22, 2025

	Agamkuwan, Gulzarbhag, Bihar						
25	*Seed License for 45/24-K-64-2-2-2, Ameena Abbas Nagar, Kurnool, Kurnool (Mandal), Kurnool - Andhra Pradesh	*Unisem Agritech Private Limited	License no. RRD/0/ADDL. DA/CSL/2014/1 140	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Commissioner ate of Agriculture, Andhra Pradesh	August 03, 2012	August 02, 2026
26	Letter of Enrolment for the Variety – USM-11 (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/ 2024-25-10953	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
27	Letter of Enrolment Variety – USM-TRIVENI (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/ 2024-25-10967	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
28	Letter of Enrolment for the Variety - USM-99 (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/ 2024-25-10968	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
29	Letter of Enrolment for the Variety – USM-NANDINI (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/ 2024-25-10969	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
30	Letter of Enrolment for the Variety – USM-KEERTHI (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/ 2024-25-10970	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
31	Letter of Enrolment – USM-GOVINDA (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/ 2024-25-10971	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
32	Letter of Enrolment for the Variety - USM-GANGA (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/ 2024-25-10972	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028

33	Letter of Enrolment for the Variety - USM-HONEY GOLD (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10973	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
34	Letter of Enrolment for the Variety - USM-AKSHATHA (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10964	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
35	Letter of Enrolment for the Variety - USM-NIDHI (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10965	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
36	Letter of Enrolment for the Variety - USM-KOMAL (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10966	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
37	Letter of Enrolment for the Variety - USM-KAPILA (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10962	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
38	Letter of Enrolment for the Variety -USM-KAREENA (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10963	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
39	Letter of Enrolment for the Variety - USM-REKHA (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10955	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
40	Letter of Enrolment for the Variety - USM-HEENA (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10956	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
41	Letter of Enrolment for the Variety - USM-	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10957	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic	June 05, 2025	June 04, 2028

	SAMRAT (Tamil Nadu)				Certification, Tamil Nadu		
42	Letter of Enrolment for the Variety - USM-KARTHIK (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10958	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
43	Letter of Enrolment for the Variety - USM-KAJOL (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10959	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
44	Letter of Enrolment for the Variety - USM-GALAXY (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10960	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
45	Letter of Enrolment for the Variety - USM-08 (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10951	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
46	Letter of Enrolment for the Variety - USM-SHWETHA (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10952	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
47	Letter of Enrolment for the Variety - USM-SHRAVAN (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10954	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
48	Letter of Enrolment for the Variety - USM-5001 (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10948	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
49	Letter of Enrolment for the Variety - USM-5005 (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10949	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028

50	Letter of Enrolment for the Variety - USM-10 (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10950	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
51	Letter of Enrolment for the Variety - USM-BHARANI (Tamil Nadu)	Unisem Agritech Ltd.	Enrolment No. DSC-TN/PVT/ENRL/2024-25-10961	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
52	Letter of Enrolment for the Variety - USM-KAVIN (Tamil Nadu)	Unisem Agritech Ltd.	DSC-TN/PVT/ENRL/2024-25-10944	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
53	Letter of Enrolment for the Variety - USM-SUGARGOLD (Tamil Nadu)	Unisem Agritech Ltd.	DSC-TN/PVT/ENRL/2024-25-10945	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
54	Letter of Enrolment for the Variety - USM-KONARK (Tamil Nadu)	Unisem Agritech Ltd.	DSC-TN/PVT/ENRL/2024-25-10946	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028
55	Letter of Enrolment for the Variety - USM-SNEHA (Tamil Nadu)	Unisem Agritech Ltd.	DSC-TN/PVT/ENRL/2024-25-10947	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Director of Seed Certification and Organic Certification, Tamil Nadu	June 05, 2025	June 04, 2028

**The company is in the process of updating the address mentioned in the seed licenses and changing the name on the certificate from Unisem Agritech Private Limited to Unisem Agritech Limited.*


C. LABOUR LAW RELATED APPROVALS:

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Registration for Employees' Provident Funds	Unisem Agritech Limited	GBHBL1353261000	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organisation	Screenshot Taken from Portal	Valid until Cancelled

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
2.	Registration for Employees' State Insurance	Unisem Agritech Limited	58005077080000999	Employees State Insurance Act, 1948	Employees' State Insurance Corporation	Screenshot Taken from Portal	Valid until Cancelled
3.	Shops & Establishments Registration Certificates at "RS No, 11B/2A/4, Magod Village, Near KSRTC, Bus Depot, Ranebennur, 581115"	Unisem Agritech Limited	142/MAG/S/0001/2014	Karnataka Shops and Commercial Establishment Act, 1961	Department of Labour: Government of Karnataka	Issued on January 24, 2014 Renewed on December 10, 2023	December 31, 2028
4.	Shops & Establishments Registration Certificates at "192-A, Greater Brakeshwari Pipliyahana Indore Dist.- Indore"	Unisem Agritech Limited	INDO250529SE015693	The Madhya Pradesh Shops & Establishment Act, 1958	Department of Labour: Government of Madhya Pradesh	May 29, 2025	Valid until Cancelled
5.	Shops & Establishments Registration Certificates at No. 29, New 2, 7th main, CHBCS Layout, 21st cross, Vijaynagar, Karnataka - 560040	Unisem Agritech Limited	33/134/CE/0017/2025	Karnataka Shops and Commercial Establishments Act. 1961,	Department of Labour: Government of Karnataka	July 02, 2025	December 31, 2029
6.	Shops & Establishments Registration Certificates at SB 13, Shastri Nagar, Saint Merry School, Ghaziabad, Uttar Pradesh - 201002	Unisem Agritech Limited	UPSA09732769	Uttar Pradesh Shops and Establishments Act, 1962	Labour Department: Government of Uttar Pradesh	July 04, 2025	Valid until Cancelled

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
7.	Registration Certificate under Contract Labour (Regulation & Abolition) Act, 1970	Unisem Agritech Limited	License No. ALC - DH/CLA/C-13047435/2025-26 Registration no. ALC-DH/CL/P-11234369/2025-26	Contract Labour (Regulation and Abolition) Act, 1970	Department of Labour: Government of Karnataka	September 11, 2025	May 02, 202
8.	Labour Identification number (LIN) Certification	Unisem Agritech Limited	1-7117-2268-5	Labour Laws	Ministry of Labour and Employment	Verified from EPFO Portal	Valid until Cancelled

D. APPROVALS APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)

Sr. No.	Description	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Date of Application
1.	Registration for Trade Mark*	Application Number - 6854730 Trademark image 	31	Trade Marks Act, 1999	Trade Mark Registry, Intellectual Property Building, G. S. T. Road, Guindy, Chennai 600032	February 13, 2025

* We have also applied for a name change for which Temporary reference no. is 12106029.

I. THE DETAILS OF DOMAIN NAME:

SL No.	Domain Name	Name of Registrar/ IANA ID	Creation Date	Expiry Date
1.	Unisem.in	Namecheap.com/ 146350851	June 20 2024	June 19 2029

(The remainder of this page has been intentionally left blank)

IV. APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:

Sr. No	Description	Application in the name of	Application number	Applicable laws	Authority	Date of Application
1.	Seed License application for Bihar	Unisem Agritech Limited	Registration ID – BHA2302585203	Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order,1983	Agriculture Department, Government of Bihar	NA
2.	Seed License application for Jharkhand	Unisem Agritech Limited	22012206	Seed Act, 1966 & Seed (Control) Order,1983	Department of Agriculture, Government of Jharkhand	Feb 06, 2025
3.	Seed License application for Odisha	Unisem Agritech Limited	Not Available	Seed Act, 1966 & Seed (Control) Order,1983	Directorate of Horticulture, Odisha	July 25, 2025
4.	Seed License application for Andhra Pradesh	Unisem Agritech Limited	Central Seed license no. RRD/0/ADDL.DA/CSL/2014/1140	Seed (Control) Order,1983	Commissionerate of Agriculture, Guntur, Andhra Pradesh	August 13, 2025

V. APPROVALS OR LICENSES PENDING TO BE APPLIED:

1. Seed license for the state of Haryana.
2. Seed license for the state of West Bengal.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Fresh Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held on 03.03.2025 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.

The Fresh Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on 05.03.2025 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

The Company has obtained approval from BSE vide letter dated [●] to use the name of BSE in this Draft Red Herring Prospectus for listing of Equity Shares on the BSE SME. BSE is the designated stock exchange.

Our Board has approved this Draft Red Herring Prospectus through its resolution dated 22.09.2025.

Confirmation:

- Our Company, our Promoters, Promoter Group, our directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
- Our Company, our Promoters, Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
- None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.
- None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.
- 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 any of our Company, our Promoters, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory or government authority.
- Neither our Company, nor our Promoters, our Directors, relatives (as per the Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrower 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 n275 of this Draft Red Herring Prospectus. vide under Section titled, “*Outstanding Litigations and Material Developments*” on page no. 275 of this Draft Red Herring Prospectus.

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, 2018; and this Issue is an “Initial Public Issue” in terms of the SEBI ICDR Regulations, 2018.

ELIGIBILITY FOR THE ISSUE

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations, 2018 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 are a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our directors, are Wilful Defaulters or Fraudulent Borrowers.

- Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI ICDR Regulations 2018, as we are an Issuer whose post issue face value paid-up capital would be less than or equal to Rs.10 crores, and can issue Equity Shares to the public and propose to list the same on the SME Platform of BSE Limited.

Further, in accordance with Regulation 230(1) of the SEBI ICDR Regulations, 2018;

- The application is being made to SME Platform of BSE Limited and BSE Limited is the Designated Stock Exchange.
- The Equity Shares are fully paid and there are no partly paid-up Equity Shares as on the date of filing this draft Red Herring prospectus.
- All Equity Shares held by our Promoters are in dematerialized form.
- The entire fund requirement is to be funded from the proceeds of the Issue, 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 amounts to be raised through the proposed Issue. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter '*Objects of the Issue*' on page no.84 of this draft Red Herring prospectus.
- The amount dedicated for general corporate purposes, as mentioned in '*Objects of the Issue*' in this Draft Red Herring Prospectus on page no. 84 does not exceed Fifteen per cent (15%) of the amount being raised by the issuer or Rs. 10 crores, whichever is lower.

We further confirm that:

- In accordance with Regulation 260 of the SEBI ICDR Regulations, 2018, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.
- In accordance with Regulation 268 of the SEBI ICDR Regulations, 2018, we shall ensure that the total number of proposed Allottees in the issue shall be greater than or equal to 200 (Two Hundred), otherwise, the entire application money will be refunded within 2 (Two) working days of such intimation. If such money is not repaid within 2 (Two) working days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 2 (Two) working days of the closure of the offer.
- In accordance with Regulation 245 (1) and (2) of the SEBI ICDR Regulations, the issue documents contain:
 1. All material disclosures which are true and adequate so as to enable the applicants to take an informed investment decision;
 2. Disclosures specified in the Companies Act, 2013;
 3. Disclosures specified in Part A of Schedule VI;
 4. Details pertaining to Employees' Provident Fund and Employee State Insurance Corporation;
 5. Site visit report of issuer prepared by the Book Running Lead Manager is made available as a material document for inspection; and
 6. Fees of Book Running Lead Manager to be disclosed in Prospectus.
- In terms of Regulation 246 (1) of the SEBI ICDR Regulations, 2018, a copy of this Draft Red Herring Prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of this Draft Red Herring Prospectus with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI ICDR Regulations, 2018, The SEBI shall not issue any observation on this draft Red Herring prospectus.

Further, in terms of Regulation 246 (3) of the SEBI ICDR Regulations, 2018 the Lead Manager will also submit a due diligence certificate as per format prescribed by SEBI along with this Draft Red Herring Prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI ICDR Regulations, 2018 this Draft Red Herring Prospectus and Prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, the Lead Manager and BSE Limited.

Moreover, in terms of Regulation 246 (5) of the SEBI ICDR Regulations, 2018, a copy of this Draft Red Herring Prospectus shall also be furnished to the SEBI in a soft copy.

In accordance with Regulation 261 of the SEBI ICDR Regulations, 2018, we hereby confirm that we have entered into an agreement dated 10.09.2025 with the Lead Manager and an agreement dated [●] with Market Maker to ensure compulsory Market Making for a minimum period of 3 (Three) years from the date of listing of Equity Shares on the BSE Limited.

In terms of Regulation 229(3) of the SEBI ICDR Regulations, 2018, we confirm that we have fulfilled eligibility criteria for SME Platform of BSE, which are as under:

- ***Incorporation: The Company shall be incorporated under the Companies Act, 1956/ 2013.***

Our Company is incorporated under the Companies Act, 2013 in India.

- ***Post Issue Paid up Capital: The post issue paid up capital of the Company (Face Value) shall not be more than Rs. 25 crores.***

The post issue paid up capital (Face Value) of the Company will be ₹ 5.67 Crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹ 25.00 crores.

- ***Net-worth: At least Rs. 1 crore for 2 preceding full financial years.***

As per Financial Statements, the net-worth of the Company is ₹ 9.60 crores as on March 31, 2025 and ₹ 5.32 crores as on March 31, 2024. Therefore, the company satisfies the criteria of having positive net worth.

(Rs in Lakhs)

Particulars	As on 31 March, 2025	As on 31 March, 2024
Share Capital	401.60	401.60
Reserves and surplus	558.05	130.65
Total Net-Worth	959.65	532.25

- ***Net Tangible Assets: Rs. 3 crores in last preceding (full) financial year***

As per Financial Statements, the net tangible assets of the Company are ₹ 9.49 crores as in last full financial year i.e. year 2024-25.

(Rs in Lakhs)

Particulars	As on 31 March, 2025
Net Assets	959.65
Less: Intangible Assets	(10.31)
Net Tangible Assets	949.34

- ***Track Record: The track record of applicant company seeking listing should be at least 3 years. Where the applicant company has taken over a proprietorship concern/ registered partnership firm/ LLP, then the track record together with such proprietorship concern/ registered firm/ LLP should be at least 3 years.***

Our Company was incorporated on September 9, 2016 under the provisions of the Companies Act, 2013. Hence, we are in compliance with criteria of having track record of 3 years.

- ***Earnings before Interest, Depreciation and tax: Operating Profit (earnings before interest, depreciation and tax) of ₹ 1 crore from operations for at least 2 (Two) out of 3 (Three) financial years***

Our Company is having operating profit (amount in crore), details are mentioned as below

(Rs in Lakhs)

Particulars	For the period/ year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Operating profit	710.02	402.66	269.09

- ***It is mandatory for the Company to facilitate trading in demat securities and enter into an agreement with both the depositories.***

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent. The Company's shares bear an ISIN: INE1FHV01026

- ***Leverage Ratio:*** Leverage ratio not more than 3:1. Details of leverage ratio as mentioned below:

(Rs in Lakhs)

Particulars	For the period/ year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Total Debt	1,190.19	611.32	581.47
Total Equity	959.65	532.25	446.93
Leverage Ratio	1.24	1.15	1.30

- Our Company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our Company and Promoting Companies.
- Our Company has not received any winding up petition admitted by a NCLT/Court.
- Our Company has not been referred to National Company Law Tribunal under Insolvency Bankruptcy Code, 2016.
- Our Company has a website i.e. www.unisem.in.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our Company.
- Our Company has facilitated trading in demat securities and has entered into an agreement with both the depositories.
- There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.
- The composition of the board should be in compliance with the requirements of Companies Act, 2013.
- No pending defaults in respect of payment of interest and/ or principal to the debenture/ bond/ fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies.
- Neither Lead Manager nor the Company have been withdrawal/ rejection by the Exchanges in the last six months.

Disclosure:

We further confirm that:

- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/ Promoting Company(ies), Group Companies, Companies promoted by the Promoters/ Promoting Companies of our Company.
- There has been no change in the company's name, except for the conversion from a private limited to a limited company. Therefore, the requirement of earning at least fifty per cent (50%) of its revenue from activities indicated by a new name does not apply.
- There is no default in payment of interest and/or principal to the debenture/ bond/ fixed deposit holders, banks, FIs by our Company, Promoters/ Promoting Company(ies), Group Companies, Companies promoted by the Promoters/ Promoting Company(ies) during the past three years.
- There are no litigations record against our Company, Promoters/ Promoting Company(ies), Group Companies, Companies Promoted by the Promoters/ Promoting Company(ies), except as disclosed in this draft Red Herring prospectus.
- There are no criminal cases filed against the directors of our Company involving serious crimes like murder, rape, forgery, economic offences.

- We further confirm that we will comply with all other requirements as prescribed for such an Issue under Chapter IX of the SEBI ICDR Regulations, 2018, and subsequent circulars and guidelines Issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, GETFIVE ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING 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 RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, GETFIVE ADVISORS PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED 22.09.2025.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU/ Issue Agreement entered into between the Book Running Lead Manager and our Company 10.09.2025 and the Underwriting Agreement dated [•] entered into between the Underwriter and our Company and the Market Making Agreement dated [•] entered into among the Book Running Lead Manager, the Market Maker and our Company. All information shall be made available by our Company and the Book Running Lead Manager to the Applicants and public at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at collection centers or elsewhere. The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for our Company, our Group Entities and our respective affiliates and associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or our Group Entities or their respective affiliates or associates for which they have received, and may in future receive compensation.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE

The copy of this Draft Red Herring Prospectus is submitted to BSE. Post scrutiny of this draft Red Herring prospectus, the Disclaimer Clause as intimated by BSE to us is read as under:

BSE Limited ("BSE") has vide its letter dated [•], given permission to "Unisem Agritech Limited" to use its name in this Draft Red Herring Prospectus as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this Draft Red Herring Prospectus for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner.

- i. Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus; or

- ii. Warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
- iv. Warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this Draft Red Herring Prospectus have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this Draft Red Herring Prospectus or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Karnataka.

DISCLAIMER IN RESPECT OF JURISDICTION

The Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, 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 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, 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, this Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Karnataka, India 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 this Draft Red Herring Prospectus has been filed with BSE Limited for its observations and BSE Limited shall give its observations in due course.

Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus/~~Red Herring Prospectus/ 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 Red Herring Prospectus/~~Red Herring Prospectus/ Prospectus~~ nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to bid 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.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING

The Draft Red Herring Prospectus is being filed with BSE Limited, 25th Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400001.

This Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on this Draft Red Herring Prospectus 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 Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of Draft Red Herring Prospectus will be available on website of the Company www.unisem.in, Book Running Lead Manager www.getfive.in and Stock Exchange www.bsesme.com.

A copy of the Red Herring Prospectus, along with the document required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

LISTING

Application is to be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [•] from BSE for using its name in this Draft Red Herring Prospectus for listing our shares on the SME Platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 3 (Three) Working Days from the Offer Closing Date.

CONSENTS

We have obtained consents* in writing of our Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Chief Executive Officer, the Book Running Lead Manager, Registrar to the Issue, Peer Review Auditor, the Statutory Auditor to the Company, the Legal Advisor, Banker to the Company, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities. These consents will be filed along with a copy of the Prospectus with the RoC as required Section 26 and Section 32 of the Companies Act, 2013. Further, such consents and report will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

**The consents will be filed with RoC while registering the Prospectus with RoC.*

Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with BSE Limited.

EXPERT OPINION TO THE ISSUE

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

- 1- Our Company has received written consent from Peer Reviewed Auditor namely, S K S V M & Co., Chartered Accountants to include their name in respect of report on restated financial statements for the financial year ended March 31, 2023, 2024 and 2025 and the Statement of Possible Tax Benefits dated 16.09.2025 issued by them as included in this Draft Red Herring Prospectus, as required under section 26(5) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
- 2- Our Company has received a written consent, from M V BHAT, CS M V BHAT, the Practicing Company Secretary, having the membership number F12261, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of Companies Act, 2013, in respect of certificates issued by them in their capacity as the independent practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this draft Red Herring prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
- 3- Our Company has received a written consent, from Rajul Garg, GARG & ASSOCIATES, the Charter Engineer, having the membership number M-1707846, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of Companies Act, 2013, in respect of certificates issued by them in their capacity as the independent charter engineer to our Company, and such consent has not been withdrawn as on the date of this draft Red Herring prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

COMMISSION AND/ OR BROKERAGE ON PREVIOUS ISSUES

Since this is the Initial Public Offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since inception.

PERFORMANCE VIS-À-VIS OBJECT

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, 2018, and the Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.

None of the Group Companies has made public issue of Equity Shares during the period of ten years immediately preceding the date of filing this Draft Red Herring Prospectus with the BSE Limited.

PERFORMANCE VIS-À-VIS OBJECTS - LAST ISSUE OF SUBSIDIARY COMPANIES

Not Applicable

TRACK RECORDS OF PAST ISSUES HANDLED BY GETFIVE ADVISORS PRIVATE LIMITED*

For details regarding the track record of the past Issues handled as specified under circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website www.getfive.in.

Disclosure of Price Information of Past Issues Handled by Merchant Banker

Table 1

Sr. No	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
1	Iware Supplychain Services Limited	27.13	95.00	May 06, 2025	85.05	3.89% [+0.99%]	11.49% [0.76%]	N.A.
Initial Public Offering - Main Board – N.A.								

Note:

1. The Nifty 50 are considered as the Benchmark Index.

2. "Closing Price on listing date" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30th/90th/180th Calendar days from listing.

3. "Closing Benchmark" on the listing day of script is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th/90th/180th Calendar days from listing. Although it shall be noted that for comparing the script with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for script in the manner provided in Note No. 4 below.

4. In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day for the script has been considered, however, if script is not traded on that previous trading day, then last trading price has been considered.

Summary Statement of Disclosure

Table 2

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30th calendar day from listing date			Nos. of IPO trading at premium as on 30th calendar day from listing date			Nos. of IPO trading at discount as on 180th calendar day from listing date			Nos. of IPO trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%
2025-2026	1	27.13	-	-	1	-	-	-	NA	NA	NA	NA	NA	NA

Notes: Issue opening date is considered for calculation of total number of IPOs in the respective financial year.

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 –

- makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or
- 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
- 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, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

ISSUE RELATED EXPENSES

The expenses of the Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. For details of total expenses of the Issue, see the chapter “*Objects of the Issue*” on page no. 84 of this Draft Red Herring prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Book Running Lead Manager

The total fees of Rs. [•] shall be payable to the Book Running Lead Manager by our Company.

Fees Payable to the Market Maker(s)

The fees payable to the Market Maker(s) to the Issue will be as per the Agreement Dated [•] between our Company, Lead Manager and Market Maker.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement dated 10.09.2025 executed between our Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp-duty and communication expenses. Adequate funds will be provided by our Company to the Registrar to the Issue to enable them to send refund orders or Allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor etc. will be as per the terms of their respective engagement letters, if any.

Underwriting Commission, Brokerage and Selling Commission

The underwriting and selling commission for the Issue is as set out in the Underwriting Agreement dated [•] between our Company, the Book Running Lead Manager/ Underwriter and Market Maker, a copy of which is available for inspection at our Registered Office. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable laws.

PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five years and are an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, 2018, amended from time to time and the Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations, 2018, amended from time to time.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” on page no. 67 of this Draft Red Herring prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

PREVIOUS CAPITAL ISSUE DURING THE LAST THREE YEARS BY LISTED GROUP COMPANIES AND SUBSIDIARY OF OUR COMPANY

None of the Group Companies of our Company are listed. Further, none of our Group Companies have made any Public or Rights Issue of securities in the preceding three years.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this draft Red Herring prospectus.

PARTLY PAID-UP SHARES

As on the date of this draft Red Herring prospectus, there are no partly paid-up Equity Shares of our Company.

OPTION TO SUBSCRIBE

- Investors will get the allotment of specified securities in dematerialization form only.
- The Equity Shares on allotment, shall be traded on Stock Exchange in demat segment only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations, 2018. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The agreement between the Registrar to the Issue and our Company provides for the retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

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

All grievances relating to the ASBA process and UPI may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Applicants, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities) or Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Applicants.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding 2 (Two) Working Days from the Bid/ Issue Closing Date, the applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding 2 (Two) Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

SEBI, by way of its Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism, inter alia, in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including: (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Banks containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of 1 (One) Working Day subsequent to the finalisation of the Basis of Allotment.

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 Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable).

In terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable) and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 (three) months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 (fifteen) days, failing which the concerned SCSBs would have to pay interest at the rate of 15% p.a. for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for nonallotted/partially allotted applications, for the stipulated period. Further, in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), the payment of processing fees to the

SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSBs has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSBs.

In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹ 100 per day or 15% per annum of the application amount for the period of such delay, which period shall start from the day following the receipt of a complaint from the investor. The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/ withdrawn/ deleted applications	₹100 per day or 15% per annum of the Application Amount, whichever is higher	From the date on which the request for cancellation/ withdrawal/ deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock
Blocking of multiple amounts for the same Application made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Application Amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Application Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Application Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Application Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Application Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Application Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual unblock.

Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

For helpline details of the Book Running Lead Manager pursuant to the SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), see “**General Information**” on page no 54.

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 7 (Seven) 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 and Sponsor Banks for addressing any clarifications or grievances of ASBA investors. Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations 2018. Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as nonreceipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

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 shall obtain authentication on the SCOREs and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCOREs.

The Board has constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For further details, please refer to the “**Our Management**” on page no. 182 of this Draft Red Herring prospectus.

As on the date of this draft Red Herring prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this draft Red Herring prospectus.

Our Company has appointed Company Secretary and Compliance Officer and may be contacted at:

Bobby Seth

Unisem Agritech Limited

Address: 11B/B/2A/4, Near KSRTC, Bus Depot, Magoda Village, Ranebennur, Haveri, Karnataka, India, 581115

Tel: +91 9141031113

Email: compliance.officer@unisem.in

Websites: www.unisem.in

Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

As on the date of this draft Red Herring prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this draft Red Herring prospectus.

Our Company, Book Running Lead Manager and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations, 2018.

CAPITALIZATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled ‘**Capital Structure**’ on page no. 67 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

Our Company has not revalued its assets since Incorporation.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

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

Our Company had filed an exemption application dated June 26, 2025 with SEBI under Regulation 300(1)(c) of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 for seeking exemption from disclosing i) Mrs. G Manjula (relative of Mr BH Devasinghnaik) ii) Mrs. Rupa R Sabhahit and iii) Mr Rajesh Hegde (relatives of Anil K N) and their connected entities (Related entities) as defined under 2(1)(pp)(iv) of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 in the promoter group of Unisem Agritech Limited.

The Securities & Exchange Board of India issued letter dated pursuant to the exemption having reference number SEBI/HO/CFD/RAC-DIL1/P/OW/2025/23546/1 dated September 2, 2025 has advised and ensure the followings:

- i) To classify and disclose Mrs G Manjula, Mrs Rupa R Sabhahit and Mr Rajesh Hegde and the Related Entities; as part of the promoter group as per the SEBI(ICDR) Regulations, 2018 and inform them about such inclusion as promoter group members;
- ii) To disclose inability to obtain information about Related Members and Related Entities in the offer document;
- iii) To make all applicable disclosures in the offer document based on the information as available in the public domain.
- iv) To include appropriate Risk Factor in the offer documents.
- v) Further, this letter along with all your aforementioned communications shall be included in the material contracts and documents for inspection as disclosed in the offer document.

OTHER CONFIRMATIONS

No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.

There are no conflicts of interest between (i) the suppliers of raw materials and third-party service providers (crucial for operations of our Company) or (ii) the lessors of our immovable properties (crucial for our operations) and our Company, Promoters, Promoter Group, Key Managerial Personnel's, Directors, Subsidiaries/ Group Companies, and their directors.

Except as disclosed in this draft Red Herring prospectus, there are no findings/ observations pursuant to any inspections of the Company by SEBI or any other regulatory authority that we considered material and nondisclosure of which may have bearing on the investment decisions of the applicant.

(The remainder of this page has been intentionally left blank)

OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations, 2018, 'Group Companies' of our Company shall include:

- i. the companies with which there were related party transactions as disclosed in the Restated Financial Statements during any of the last three Financial Years in respect of which the Restated Financial Statements are included in this Draft Red Herring Prospectus; and
- ii. such other companies as considered material by the Board. For the purposes of (ii) above, pursuant to the resolution passed by our Board at its meeting held on 16.09.2025 the Board has approved that no companies shall be considered material.

In addition to the above, for the purposes of (2) above, all such companies (other than the companies categorized under (1) above) shall be considered material and will be disclosed as a 'Group Companies' in the Offer Documents, (a) if such company (ies) in which, the investment in the form of equity or loan by the Company exceeds 2% of the Net worth of the Company according to the latest annual restated consolidated financial statements or (b) Where the Company has entered into one or more transactions with such company (ies) cumulatively exceeding 4% of the turnover of the Company according to the latest annual restated consolidated financial statements or (c) any other companies considered material by the Board of Directors of the Company.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Board has identified that there are no group companies.

(The remainder of this page has been intentionally left blank)

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI ICDR Regulations, 2018, the SEBI ICDR, our Memorandum and Articles of Association, the terms of this Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus, the abridged prospectus, any addendum/ corrigendum thereto, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, 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 GoI, the Stock Exchange, the RoC, the RBI and/ or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/ or any other authorities while granting its approval for the Issue.

All Applicants should review 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 (“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 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations, 2018, as amended. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations, 2018 and to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the website of the Stock Exchange and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Please note that, in accordance with the Regulation 256 of the SEBI ICDR Regulations, 2018, read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the Applicants have to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (“UPI”) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public offers by individual investors through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants).

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when he same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

AUTHORITY FOR THE ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on 03.03.2025 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on 05.03.2025.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders 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, 2013. For further details, please refer to the chapter titled “**Dividend Policy**” beginning on Page No. 205 of this Draft Red Herring Prospectus.

FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is ₹ 5/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“**Cap Price**”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and Karnataka Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange.

The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “**Basis for Issue Price**” beginning on Page No. 93 of this Draft Red Herring Prospectus.

COMPLIANCE WITH THE DISCLOSURE AND ACCOUNTING NORMS

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDER

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI(LODR), 2015 and the Memorandum and Articles of Association of the Company.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall be two lots provided that the Minimum Application value shall be above ₹ 2 Lakhs. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares of the face value of ₹5/- each and the same may be modified by the SME Platform of BSE Limited (“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 of the face value of ₹5/- each subject to a minimum allotment of [●] Equity Shares of the face value of ₹5/- each to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

OFFER DOCUMENT TO BE MADE AVAILABLE TO PUBLIC

Subject to regulation 247 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereof.

1. The Draft Red Herring Prospectus filed with the SME exchange shall be made public for comments, if any, for a period of at least twenty one days from the date of filing, by hosting it on the websites of our company, Getfive Advisors Private Limited and BSE on www.unisem.in, <https://www.getfive.in>, and <https://www.bseindia.com> respectively.
2. Our company shall, within two working days of filing the Draft Red Herring Prospectus with the BSE, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of our company is situated, disclosing the fact of filing of the Draft Red Herring Prospectus with the exchange and inviting the public to provide their comments to the exchange, the issuer or the book running lead manager in respect of the disclosures made in the Draft Red Herring Prospectus respectively.

ALLOTMENT IN DEMATERIALISED FORM

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated December 26, 2024
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated January 16, 2025.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large.

MINIMUM NUMBER OF ALLOTEES

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 four (4) 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

The courts of Ranebennur, Karnataka, India will have exclusive jurisdiction in relation to this Issue.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

NOMINATION FACILITY TO THE 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 entitled 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:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (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.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

ISSUE PROGRAM

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

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary*

or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable, other than the Bid/ Issue Closing Date, is indicative and does not constitute any obligation on our Company and the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Bid/ Issue Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/ Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids:

- **Bid/ Issue Period (except the Bid/ Issue Closing Date)**
Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
- **Bid/ Issue Closing Date**
Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST
- **On the Bid/ Issue Closing Date, the Bids shall be uploaded until:**
 - i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
 - ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

IT IS CLARIFIED THAT BIDS NOT UPLOADED ON THE ELECTRONIC BIDDING SYSTEM OR IN RESPECT OF WHICH THE FULL BID AMOUNT IS NOT BLOCKED BY SCSBS OR NOT BLOCKED UNDER THE UPI MECHANISM IN THE RELEVANT ASBA ACCOUNT, AS THE CASE MAY BE, WOULD BE REJECTED.

Due to limitation of time available for uploading the Bids on the Bid/ Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded

will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (two hundred).

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than two lots with Minimum Application Size shall be above ₹2,00,000.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

MIGRATION TO MAIN BOARD

An issuer, whose specified securities are listed on a SME Exchange and whose post-issue face value capital is more than ten crore rupees and up to twenty five crore rupees, may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board:

Parameter	Listing criterion
Paid up capital & market capitalization	Paid-up equity capital is not less than INR 10 crores and Average capitalization shall not be less than INR 100 crores. For this purpose, capitalization will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange for 3 months preceding the application date) and the post issue number of equity shares
Revenue from Operation & EBITDA	The revenue from operations should be greater than INR 100 Cr in the last financial year. and Should have positive operating profit from operations for at least 2 out of 3 financial years.
Listing Period	Should have been listed on SME platform of the Exchange for at least 3 years.
Public shareholders	The total number of public shareholders should be at least 500 on the date of application.
Promoter & Promoter Group Holding	Promoter and Promoter Group shall be holding at least 20% of the Company at the time of making application. Further, as on date of application for migration the holding of Promoter's should not be less than 50% of shares held by them on the date of listing.
Other Listing Conditions	<ul style="list-style-type: none"> No proceedings have been admitted under Insolvency and Bankruptcy Code against Applicant company and promoting company. The company has not received any winding up petition admitted by NCLT/ IBC. The net worth of the company should be at least 75 crores. No Material regulatory action in the past 3 years like suspension of trading against the applicant Company and Promoter by any Exchange. No debarment of Company/ Promoter, subsidiary Company by SEBI. No Disqualification/ Debarment of director of the Company by any regulatory authority. The applicant company has no pending investor complaints in SCORES. Cooling period of two months from the date the security has come out of the trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. No Default in respect of payment of interest and /or principal to the debenture/bond/fixed deposit holders by the applicant, promoter/ Subsidiary Company.

Further, if 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 Company 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).

MARKET MAKING

The shares issued and transferred through this Issue are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE Limited. For further details of the market making arrangement, please refer to chapter titled ***“General Information”*** beginning on Page No. 54 of this Draft Red Herring Prospectus.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME exchange. Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the SME exchange..

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled ***“Capital Structure”*** beginning on Page No. 68 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/

debentures and on their consolidation/ splitting, except as provided in the Articles of Association. For details, please refer chapter titled “**Main Provisions of Articles of Association of our Company**” beginning on Page No. 353 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

APPLICATION BY ELIGIBLE NRIS, FPIS/ FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FPIS/ FIIs registered with SEBI or VCFS or QFIs. Such Eligible NRIs, 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 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.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further it is mandatory for the investor to furnish the details of his/ her depository account, & if for any reasons, details of the account are incomplete or incorrect, the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

(The remainder of this page has been intentionally left blank)

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer, whose post issue paid up capital is less than or equal to ₹ 10 crores, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE Limited). For further details regarding the salient features and terms of such an issue, please refer chapter titled **“Terms of the Issue”** and **“Issue Procedure”** beginning on Page No. 307 and 318 respectively of this Draft Red Herring Prospectus.

This public issue comprises of up to 33,00,000 Equity Shares of face value of ₹5/- each for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share (the “issue price”) aggregating to ₹ [●]/- Lakhs (“the issue”) by our Company. The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process ⁽¹⁾:

Particulars of the Issue	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Individual Investors
Number of Equity Shares Available for Allocation	[●] Equity Shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of issue size available for allocation	[●] % of the issue size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment	Firm Allotment	Proportionate as follows: [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above	Proportionate	Proportionate
Mode of Bid	Only through the ASBA process.	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Size Bid	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount	Such number of Equity shares in multiple of [●] Equity shares that Bid size	Two lots with minimum application size

		exceeds ₹ 200,000	exceeds ₹2,00,000	of above Rs. 2 Lakhs
Maximum Size Bid	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity shares in multiple of [●] Equity Shares of Face Value of ₹5 each where the Application size exceed ₹2,00,000 but does not exceed two lots.
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process			

⁽¹⁾ This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

⁽²⁾ In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.

⁽³⁾ Subject to valid Bids being received at or above the issue price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

WITHDRAWAL OF THE ISSUE

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/ Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

JURISDICTION

The courts of Ranebennur, Karnataka, India will have exclusive jurisdiction in relation to this Issue.

BID/ ISSUE PROGRAMME

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

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/ Issue closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of bids.
- A standard cut-off time of 4.00 p.m. for uploading of bids received from other than individual investors applicants.
- A standard cut-off time of 5.00 p.m. for uploading of bids received from only individual investors applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM 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 bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

(The remainder of this page has been intentionally left blank)

ISSUE PROCEDURE

Please note that the information stated/ covered in this section may not complete and/ or accurate and as such would be subject to modification/ change. Our Company and the BRLM would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

All Applicants should read the General Information Document (“GID”) for Investing in Public Issue prepared and issued in accordance with the SEBI Circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and UPI Circulars which highlight the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the website of Stock Exchange, the Company and the Book Running Lead Manager, before opening of the issue. The investors should note that the details and process provided in the General Information Document should be read along with this section.

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 regarding SMS Alerts, web portal to CUG etc. shall apply 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 relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation of shares; (iv) payment Instructions for ASBA Applicants; (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) Submission of Application Form; (viii) Designated Date (ix) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (x) applicable provisions of Companies Act relating to punishment for fictitious applications; (xi) mode of making refunds; and (xii) interest in case of delay in Allotment or refund.

SEBI through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (“UPI Phase I”), until June 30, 2019. Subsequently, for applications by Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days was applicable until further notice pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (“UPI Phase II”). Thereafter, the final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 (“T+3 Notification”). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.

Further, pursuant to SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (“SEBI RTA Master Circular”) and circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/P/2022/45) dated April 5, 2022, all individual bidders in initial public offerings whose Bid sizes are up to ₹500,000 shall use the UPI Mechanism for submitting their bids. Additionally, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stock Brokers,

Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by BSE SME to act as intermediaries for submitting Application Forms are provided on the website of BSE. For details on their designated branches for submitting Application Forms, please see the above-mentioned website of BSE SME.

ASBA Applicants are required to submit duly stamped ASBA Applications to the selected branches/ offices of the RTAs, DPs, Designated Bank Branches of SCSBs. 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 <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the abovementioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by BSE to act as intermediaries for submitting Application Forms are provided on the website of BSE at <https://www.bseindia.com>. For details on their designated branches for submitting Application Forms, please refer the above-mentioned BSE website.

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 Bid/ Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, in case of delays in resolving investor grievances in relation to blocking/ unblocking of funds.

Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law, which may occur after the date of this Draft Red Herring Prospectus and the Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus.

BOOK BUILDING PROCEDURE

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs. provided that our Company and Selling Shareholders in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company and Selling Shareholders in consultation with the BRLM, of which one-third shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of undersubscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion). Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders (out of which one third shall be reserved for Bidders with Bids exceeding ₹2 lakhs and up to ₹10 lakhs and two-thirds shall be reserved for Bidders with Bids exceeding ₹10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Issue Price) and not less than 35.00% of the Issue shall be available for allocation to Individual Investor Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under- subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange. Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Individual Investor Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

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 dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicant's depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicant's PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchange. However, investors may get the specified securities rematerialized subsequent to allotment.

Investors must ensure that their Permanent Account Number ("PAN") is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and press release dated June 25, 2021, and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

AVAILABILITY OF DRAFT RED HERRING PROSPECTUS, RED HERRING PROSPECTUS, PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of this Draft Red Herring Prospectus together with the Application Forms and copies of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Abridged Prospectus/ Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM to the offer, Registrar to the offer as mentioned in the Application form.

An electronic copy of the Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and the website of BSE Limited at <https://www.bseindia.com>

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by Individual Investors through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to upto three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase is applicable from January 1, 2019 and will continue up to June 30, 2019. Under this phase, a Individual Investor would also have the option to submit the Application Form with any of the intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing would continue to be six Working Days.

Phase II: This phase commenced on completion of Phase I, i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount will be continued till further notice. Under this phase, submission of the Application Form by a Individual Investor through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

Phase III: The commencement period of Phase III is notified pursuant to SEBI press release bearing number 12/2023 and as per the SEBI Circular No. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, where the revised timeline of T+3 days shall be made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September 01, 2023; and (ii) mandatory on or after December 01, 2023. The issue will be made under UPI Phase III of the UPI Circulars.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. Accordingly, the Offer has been undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification. The Offer will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and Kannada editions of [●] (a widely circulated Kannada daily newspaper, Kannada being the regional language of Karnataka, where our registered office is located), on or prior to the Bid/ Offer Opening Date and such advertisement has also been made available to the Stock Exchange for the purpose of uploading on their websites.

All SCSBs offering the facility of making applications in public issues are required to provide a facility to make applications using the UPI Mechanism. Further, in accordance with the UPI Circulars, our Company has appointed [●] as the Sponsor Bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and/ or payment instructions of the Individual Investors 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 Circulars include appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful applicants to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the Book Running Lead Manager will be required to compensate the concerned investor.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 01, 2022, where the application amount is up to ₹5,00,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹2,00,000 and up to ₹5,00,000, using the UPI Mechanism, shall provide their UPI ID in the Bid- cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

The processing fees for applications made by Individual Investors 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 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM. The General Information Document will be available on the website of the Exchange and BRLM after the filing of the Red Herring Prospectus.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the website of BSE at <https://www.bseindia.com> at least one day prior to the Bid/ Offer opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the BRLM. All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the offer through the ASBA process. The Bidding in the Individual Investors Portion can additionally Bid through the UPI Mechanism.

An Individual Investor making applications using the UPI Mechanism shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in the Offer. The SCSBs, upon receipt of the Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchange. Applications made by the Individual Investors using third party bank accounts or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. The Bankers to the offer shall provide the investors’ UPI linked bank account details to the RTA for the purpose of reconciliation. Post uploading of the Bid details on the bidding platform, the Stock Exchange will validate the PAN and demat account details of Individual Investors with the Depositories.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

ASBA Bidders (other than Individual Investors using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. ASBA Bidders could submit the ASBA Form in the manner below:

- i) Individual Investors Bidding in the Individual Investors Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub- Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii) Individual Investors authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii) QIBs and NIBs (other than UPI Bidders) could submit their ASBA Forms with SCSBs, Syndicate, Sub- Syndicate Members, Registered Brokers, RTAs or CDPs.

ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

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. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Individual Investors and Eligible NRIs applying on a non-repatriation basis ⁽¹⁾	[•]

Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis ⁽²⁾	[•]
Anchor Investors ⁽³⁾	[•]

⁽¹⁾ Excluding electronic Bid cum Application Form

⁽²⁾ Electronic Bid cum Application forms will also be available for download on the website of BSE (<https://www.bseindia.com>)

⁽³⁾ Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLM

Note:

- Details of depository account are mandatory and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities re-materialized subsequent to allotment.
- The shares of the Company, on allotment, shall be traded on stock exchange in demat mode only.
- Single bid from any investor shall not exceed the investment limit/ maximum number of specified securities that can be held by such investor under the relevant regulations/ statutory guidelines.
- The correct procedure for applications by Hindu Undivided Families and the fact that applications by Hindu Undivided Families would be treated as on par with applications by individuals.

In case of ASBA Forms, the relevant Designated Intermediaries uploaded the relevant Bid details in the electronic bidding system of the Stock Exchange. For ASBA Forms (other than through the UPI Mechanism) Designated Intermediaries (other than SCSBs) submitted/ delivered the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using the UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate the UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the Bankers to an Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the Bankers to the Offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Bank(s) and the Bankers to the Offer for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circulars dated June 2, 2021, and April 20, 2022.

Pursuant to BSE circular dated July 22, 2022, with Notice no. 20220722-30, has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹5,00,000 and NII & QIB bids above ₹2,00,000 through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchange and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/ network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process.

ELECTRONIC REGISTRATION OF BIDS

- The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. 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 Issue on a regular basis before the closure of the issue.
- On the Bid/ Offer closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Prospectus.
- Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given till 1:00 pm on the next working day following the Bid/ Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Offer period after which the Stock Exchange(s) send the Application information to the Registrar to the issue for further processing.

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

An Investor, intending to subscribe to this offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – “Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Individual investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investor to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis,

intermediaries other than SCSBs with use of UPI for payment:	to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.
---	---

Stock exchange shall validate the electronic bid details with depository's records for DP ID/ Client ID and PAN, on a real- time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/ Client ID or Pan ID (Either DP ID/ Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus and/or Prospectus, without prior or subsequent notice of such changes to the Bidders.

WHO CAN BID?

Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors (Except Anchor investors) applying in a public issue shall use only ASBA facility for making payment. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Individual Investors applying in public Issue may use either ASBA process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to this Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.
- w) Applications not to be made by
 - i. Minors (except through their Guardians)
 - ii. Partnership firms or their nominations
 - iii. Foreign Nationals (except NRIs)
 - iv. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date.

The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- a) The Bid/ Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Offer Period, Individual Investors, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of this Draft Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After

determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/ Applicant at or above the Issue Price will be considered for allocation/ Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

- d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/ the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one Working Day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in **“Issue Procedure”** – Payment into Escrow Account(s) for Anchor Investors on page 318 of this Draft Red Herring Prospectus.
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Bidders may bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Bidders shall submit the Bid cum Application Form along with a cheque/ demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of this Draft Red Herring Prospectus together with the Application Forms and copies of this Draft Red Herring Prospectus may be obtained from the Registered Office of our Company, BRLM to the issue and the Registrar to the issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. <https://www.bseindia.com>

OPTION TO SUBSCRIBE IN THE OFFER

- a. As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
- b. The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c. In a single Application Form any investor shall not exceed the investment limit/ minimum number of specified securities that can be held by him/ her/ it under the relevant regulations/ statutory guidelines and applicable law.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion.

In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below:

- a. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- b. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs.
- c. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- d. Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
- e. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - i. where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - ii. where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
 - iii. where the allocation under the Anchor Investor portion is more than ₹2,500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
- f. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.
- g. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- h. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- i. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor

Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

- j. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.

Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs

Application must be made only in the names of individuals, limited companies or Statutory Corporations/ institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUF's, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares issued to the public.

PARTICIPATION BY ASSOCIATES/ AFFILIATES OF BOOK RUNNING LEAD MANAGER, PROMOTERS, PROMOTERS GROUP AND PERSONS RELATED TO PROMOTER/ PROMOTERS GROUP

The Book Running Lead Manager shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, associates and affiliates of the Book Running Lead Manager may subscribe to or purchase Equity Shares in the Offer, either in the QIB Portion or in Non- Institutional Portion as may be applicable to such Applicants. Applying and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of Book Running Lead Manager, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The Book Running Lead Manager or any associates of the Book Running Lead Manager, except Mutual Funds sponsored by entities which are associates of the Book Running Lead Manager or insurance companies promoted by entities which are associate of Book Running Lead Manager or AIFs sponsored by the entities which are associate of the Book Running Lead Manager or FPIs (other than individuals, corporate bodies and family offices), sponsored by the entities which are associates of the Book Running Lead Manager, pension funds sponsored by entities which are associate of the BRLM, shall apply in the Offer under the Anchor Investor Portion.

Our Promoters and the members of our Promoter Group will not participate in the Offer. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters and members of the Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters and members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

APPLICATION BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without

assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

APPLICATION BY HUFs

Applications by HUF can be made in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with Applications from individuals.

APPLICATIONS BY ELIGIBLE NRIs

Eligible NRIs may obtain copies of the Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment under the reserved category. The non-resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category. Eligible NRI Applicant applying on a repatriation basis by using the Non-Resident Form should authorize their SCSB or should confirm/ accept the UPI Mandate Request (in case of Individual Investors using the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and Eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/ accept the UPI Mandate Request (in case of Individual Investors applying using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. However, NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their application.

In case of Eligible NRIs bidding under the individual Investor portion through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Participation of Eligible NRIs in the Offer shall be subject to the Foreign Exchange Management Act ("FEMA") Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange shall be considered for allotment. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of Offer of shares of allotment to NRIs on repatriation basis. Allotment of Equity Shares to non-residents Indians shall be subject to the prevailing Reserve Bank of India guidelines. Sale proceeds of such investments in equity Shares will be allowed to be repatriated along with an income thereon subject to permission of the RBI and subject to the Indian Tax Laws and Regulations and any other applicable laws.

Eligible NRIs are permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs could use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts. In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, could not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and Overseas Citizen of India ("OCI") put together could not exceed 10% of the total paid-up Equity Share capital on a fully diluted basis or could not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents [●], Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-Residents [●]

For further details, see *“Restrictions on Foreign Ownership of Indian Securities”* on page 352 of this Draft Red Herring Prospectus.

APPLICATIONS BY FIIs/ FPIs

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations.

An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Offer until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on January 20, 2025) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to 10% or more of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of convertible debentures or preference shares or warrants.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLM reserves the right to reject any Bid without assigning any reason, subject to applicable laws.

FPIs shall be permitted to participate in the Offer subject to compliance with conditions and restrictions specified by the Government from time to time. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be required to be included. To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for Offer 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 22 of the SEBI FPI Regulations, a FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

The FPIs who wish to participate in the issue are advised to use the Application Form for non-residents. FPIs are required to apply through the ASBA process to participate in the issue.

Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and shall be liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with SEBI master circular bearing reference number SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024, provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who shall not utilize the multiple investment managers (“MIM”) Structure, and bear the same PAN, shall be liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids are required to be rejected.

APPLICATIONS BY SEBI-REGISTERED AIFs, VCFs AND FVCIs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the “SEBI VCF Regulations”) and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the “SEBI AIF Regulations”) prescribe, amongst others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-residents Investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Participation of AIFs, VCFs and FVCIs shall also be subject to the FEMA Rules.

Our Company or the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of the certificate of registration issued by IRDA must be attached to the Application Form, failing which, our Company in consultation with the Book Running Lead Manager reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDAI Investment Regulations”) are set forth below:

- i. Equity shares of a company: the lower of 10%* of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a reinsurer;
- ii. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- iii. The industry sector in which the investee company operates; not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹25,00,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹5,00,000 million or more but less than ₹2,500,000 million.*

Insurer companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time, including the IRDA Investment Regulations.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹25 crores, registered with the Pension Fund Regulatory and Development Authority established under sub- section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, the Company, in consultation with the Book Running Lead Manager, reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee must be attached to the Application Form, failing which our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid- up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/ corporate debt restructuring/ strategic debt restructuring, or to protect the banks' interest on loans/ investments made to a company.

Provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub- clause(b)) within a specified period to the RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

APPLICATION BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by systemically important non-banking financial companies registered with RBI, certified copies of: (i) the certificate of registration issued by the RBI, (ii) certified copy of its last audited financial statements on a standalone

basis and a net worth certificate from its statutory auditors, and (iii) such other approval as may be required by the Systemically Important NBFCs must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Application, without assigning any reason thereof. Systemically Important NBFCs participating in the issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

APPLICATIONS BY SCSBs

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- i. With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- ii. With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- iii. With respect to applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- iv. With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the BRLM may deem fit. Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the issue that, for the purpose of mailing of the Allotment Advice/ CANs/ letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure any single Application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can

be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus, Red Herring Prospectus or the Prospectus.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Individual Investors

The Application must be for a minimum of two lots. In case of revision of Applications, the Individual Investors have to ensure that the Application Price exceed ₹2,00,000.

2. For Other than Individual Investors (Non-Institutional Investors and QIBs)

The Application must be for a minimum of such number of Equity Shares that the Application is for more than 2 lots and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder and Non-institutional investors can neither lower nor withdraw its application. Whereas at any stage and individual investors can withdraw or revise their bids till issue closure date.

In case of revision in Applications, the Non-Institutional Investors, who are individuals, must ensure that the Application Amount is more than two lots 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 Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

INFORMATION FOR THE APPLICANTS:

- Our Company and the Book Running Lead Manager shall declare the Bid/ Offer Opening Date and Bid/ Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
- Our Company will file a copy of the Red Herring Prospectus with the Registrar of Companies, Hyderabad, at least 3 (three) days before the Offer Opening Date.
- Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Draft Red Herring Prospectus/ Red Herring Prospectus and/ or the Application Form can obtain the same from our Registered Office or from the office of the BRLM.
- Copies of the Bid Cum Application Form along with the Abridged Prospectus and copies of the Red Herring Prospectus will be available with the Book Running Lead Manager, the Registrar to the Issue and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
- Applicants who are interested in subscribing to the Equity Shares should approach the BRLM or their authorized agent(s) to register their applications.
- Bid Cum Application Form submitted directly to the SCSBs should bear the stamp of the SCSBs and/ or the Designated Branch, or the respective Designated Intermediaries, Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
- The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet-enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Investors have to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
- Applicants applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSBs or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account

equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA Application into the electronic system.

- Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the state of Sikkim, the Bidders, or in the case of applications in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating in transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
- The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.
- Applications made in the name of minors and/ or their nominees shall not be accepted.

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

The Bids should be submitted on the prescribed Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid cum application form. Bids not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSBs. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012, has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (broker) network of Stock Exchange, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the website of BSE i.e. <https://www.bseindia.com>. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the website of BSE i.e. <https://www.bseindia.com>.

BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid cum application form is mandatory and Bids that do not contain such details are liable to be rejected.

Bidders 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 Bid cum Application Form, the Registrar to the issue will obtain from the Depository the demographic details including address, Bidders' bank account details, MICR code and occupation (hereinafter referred to as Demographic Details'). Bidders should carefully fill in their Depository Account details in the Bid cum Application Form.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the CANs/ Allocation Advice. The Demographic Details given by Bidders in the Bid cum Application Form would not be used for any other purpose by the Registrar to the issue.

By signing the Bid Cum Application Form, the Bidders 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 BIDS

1. During the Bid/ Offer period, Bidders may approach any of the Designated Intermediaries to register their Bids.
2. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block the Bid Amount based on the Cap Price less Discount (if applicable).

BASIS OF ALLOTMENT

a) For Individual Investors

Bids received from the Individual Investors at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Investors will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Investors who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares of the face value of ₹ 5/- each at or above the Offer Price, full Allotment shall be made to the Individual Investors to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares of the face value of ₹5/- each at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares of face value of ₹5/- each and in multiples of [●] Equity Shares of face value of ₹5/- each thereafter. For the method of proportionate Basis of Allotment, refer below.

b) For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non-Institutional Bidders will be made at the Offer Price.

The Offer Size less allotment to QIBs and Individual Investors shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares of the face value of ₹5/- each at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares of the face value of ₹5/- each at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares of the face value of ₹5/- each and in multiples of [●] Equity Shares of the face value of ₹5/- each thereafter. For the method of proportionate Basis of Allotment refer below.

c) For QIBs

Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price.

Allotment shall be undertaken in the following manner:

1. In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Funds exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (2) below;
2. In the second instance Allotment to all QIBs shall be determined as follows:
 - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares of face value of ₹5/- each on a proportionate basis, up to a minimum of [●] Equity Shares of face value of ₹5/- each and in multiples of [●] Equity Shares thereafter for [●] % of the

QIB Portion.

- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares of face value of ₹5/- each and in multiples of [●] Equity Shares of face value of ₹5/- each thereafter, along with other QIB Bidders.
- Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares of face value of ₹5/- each.

d) Allotment to Anchor Investor

1. Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
 - not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to ₹2 crores;
 - a minimum number of two Anchor Investors and a maximum number of 15 Anchor Investors for allocation of more than ₹2 crores and up to ₹25 crores subject to minimum allotment of ₹1 crores per such Anchor Investor; and
 - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
2. A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
3. In the event that the Offer Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay- in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
4. In the event the Offer Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.
5. Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:

In the event of the Offer Being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the BSE (The Designated Stock Exchange). The allocation may be made in marketable lots on a proportionate basis as set forth hereunder:

 - The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by the number of Shares applied for).
 - The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
 - For Bids where the proportionate allotment works out to less than [●] Equity Shares of the face value of ₹5/- each the allotment will be made as follows:
 - • Each successful Bidder shall be allotted [●] Equity Shares of face value of ₹5/- each; and
 - • The successful Bidder out of the total bidders for that category shall be determined by drawing lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

6. If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] Equity Shares of face value of ₹5/- each, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] Equity Shares of face value of ₹5/- subject to a minimum allotment of [●] Equity Shares of face value of ₹5/- each.
7. If the Shares allotted on a proportionate basis to any category is more than the Equity Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares of face value of ₹5/- each, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

Flow of events from the closure of Bidding period (T DAY) till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file/ FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulates the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by DSE is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these application s will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Individual Investor means an investor who applies for Minimum Application Size. Investors may note that in case of oversubscription, allotment shall be on a proportionate basis and will be finalized in consultation with BSE.

The authorized employee of the Designated Stock Exchange along with the Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI ICDR Regulations.

INFORMATION FOR BIDDERS

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/ Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he/ she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchange to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the BRLM are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Individual Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw or lower the size of their Bid(s) until Bid/ Offer Closing Date. Anchor Investors shall not be allowed to withdraw their Bids after the Anchor Investor Bid/ Offer Period.

Do's:

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable laws, rules, regulations, guidelines and approvals; All Applicants (other than Anchor Investors) should submit their applications through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID and Bank Account Number (UPI ID, as applicable) are correct and the Applicant depository account is active, as Allotment of the Equity Shares will be in the dematerialized 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 the case of electronic Bids) within the prescribed time;
6. UPI Bidders Bidding using the UPI Mechanism in the Issue are required to ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
8. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 pm on the Bid/ Offer Closing Date;
9. In case of joint Bids, ensure that the First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
10. Ensure that the names given in the Bid cum Application Form is/ are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
11. In the case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>). Individual Investors bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3- in-1 type accounts under Channel II (described in the UPI Circulars);
12. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Individual Investors using the UPI Mechanism) in the Application Form;

13. Applicants using the UPI Mechanism should ensure that the correct UPI ID (with a maximum length of 45 characters including the handle) is mentioned in the Application Form;
14. 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. Individual Investors 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;
15. Applicants 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 Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
16. If the first applicant is not the 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;
17. QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018, and July 26, 2019.
18. Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
19. Submit revised Bids to the same Designated Intermediary, through whom the original Bid is placed and obtain a revised acknowledgement;
20. Except for Bids (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, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. 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;
21. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
22. Ensure that the Demographic Details are updated, true and correct in all respects;
23. 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;
24. Ensure that the category and the investor status is indicated;
25. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
26. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
27. Bidders should note that in case the DP ID, Client ID and PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange 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 Bids 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;
28. Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Red Herring Prospectus;
29. Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided authorization to the SCSB via the electronic mode, for blocking funds in the ASBA
30. Applicants shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an Applicant may be deemed to have verified the attachment containing the application details of the Individual Investors in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
31. Applicants using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve

the revised Mandate Request generated by the Sponsor Bank to authorize the blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and

32. The ASBA Bidders are required to ensure that bids above ₹ 5,00,000, are uploaded only by the SCSBs;
33. UPI Bidders bidding using the UPI Mechanism are required to mention valid UPI ID of only the Bidder (in case of a single account) and of the first bidder (in case of a joint account) in the Bid cum Application Form;
34. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM.
35. Ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and press release dated June 25, 2021, and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

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 submit a Bid using UPI ID, if you are not a UPI Bidder;
3. Do not Bid for a Bid Amount exceeding ₹500,000 by UPI Bidders;
4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case maybe, after you have submitted a Bid to any of the Designated Intermediary;
5. Do not apply/ revise the Bid amount less than the Floor Price or higher than the Cap Price mentioned herein or in the Application Form;
6. Do not pay the Application Amount in cash, by money order, cheques, demand drafts, postal order, stock investment or any mode, other than blocked amounts in the bank account maintained with SCSB;
7. Applicants should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
8. Applicants should not submit a Bid using the UPI Mechanism, 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>;
9. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
11. Do not submit the Application Forms to any non-SCSB bank or our Company;
12. Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
14. Do not submit more than one Application Form per ASBA Account;
15. Do not submit the Bid for an amount more than the funds available in your ASBA Account;
16. 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 Red Herring Prospectus;
17. Do not Bid for Equity Shares more than specified by the Stock Exchange for each category;
18. Do not make the Bid cum Application Form using a third-party bank account or using a third-party linked bank account UPI ID;
19. Anchor Investors should not bid through the ASBA process;
20. Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
21. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Offer Closing Date;
22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Individual Investors can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using the UPI mechanism, do not submit the ASBA Form directly with SCSBs;

24. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is
25. suspended or for which details cannot be verified by the Registrar to the issue;
26. Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant;
27. All investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021;
28. 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) 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 Individual Investors using the UPI mechanism;
29. Do not Bid if you are an OCB;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

OTHER INSTRUCTION FOR BIDDERS

Joint Applications in the case of Individuals

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/ Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the issue to detect multiple applications are given below:

- a) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- b) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- c) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.
- d) In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.
- e) In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client's norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the BRLM reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the issue to detect multiple applications is given below:

- i. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- ii. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Bid submitted without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Book Running Lead Manager, 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, Individual Investors who applied, the Company has a right to reject Applications based on technical grounds.

GROUND FOR TECHNICAL REJECTIONS

In addition to the grounds for rejection of Application on technical grounds as provided in the “*General Information Document*”, Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Bids submitted without instruction to the SCSBs to block the entire Application Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by Individual Investors using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by Individual Investors with Bid Amount of a value of less than Minimum Application Size;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and

14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer closing Date, and Bids by Individual Investors uploaded after 5.00 p.m. on the Bid/ Offer closing Date, unless extended by the Stock Exchange.
15. Applications by OCBs;

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “**General Information**” – Book Running Lead Manager on page 54 of this Draft Red Herring Prospectus.

SIGNING OF UNDERWRITING AGREEMENT

Our company has entered into an Underwriting Agreement dated [●].

FILING OF THE RED HERRING PROSPECTUS WITH THE ROC

A copy of the Red Herring Prospectus and Prospectus will be filed with the ROC in terms of Section 26 of the Companies Act.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL/ CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

1. Tripartite agreement between NSDL, the Company and the Registrar to the issue on December 26, 2024.
2. Tripartite agreement between CDSL, the Company and the Registrar to the issue on January 16, 2025.
3. The Company’s International Securities Identification Number (ISIN) is INE1FHV01026.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant’s identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading ‘Applicants Depository Account Details’ in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchange having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

TERMS OF PAYMENT

The entire Offer 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 or Sponsor Bank 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 or Sponsor Bank.

The applicants should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the 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 sent by the Sponsor Bank. The SCSB or Sponsor Bank 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- Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all 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, Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹5,00,000, may use UPI.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.001/2003-04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or banks for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this issue.

ESCROW MECHANISM AND PAYMENT INTO ESCROW ACCOUNT(S) FOR ANCHOR INVESTORS

Our Company, in consultation with the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid on the Issue through the ASBA process. Instead, Anchor Investors are required to transfer the Bid Amount (through direct credit, real-time gross settlement (“RTGS”), national automated clearing house (“NACH”) or national electronic fund transfer (“NEFT”) to the Escrow Account(s) of the issuer. For Anchor Investors, the payment instruments for payment into the Escrow Account of the issuer should be drawn in favor of:

- In case of resident Anchor Investors: “[●]”; and
- In case of Non-Resident Anchor Investors: “[●]”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the issue to facilitate collections of Bid amounts from Anchor Investors.

PRE-ISSUE AND PRICE BAND ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus/ Prospectus with the Registrars of Companies (RoC) publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

In the Pre-Issue and price band advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI ICDR Regulations, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

ALLOTMENT ADVERTISEMENT

Our Company, the BRLM and the Registrar to the Issue shall publish an allotment advertisement not later than one Working Day after the commencement of trading, disclosing the date of commencement of trading in all editions of the [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and Kannada editions of [●] (a widely circulated Kannada daily newspaper, Kannada being the regional language of Karnataka, where our registered office is located).

ISSUANCE OF ALLOTMENT ADVICE

On the Designated date, the SCSBs shall transfer the funds represented by allocation of equity shares into public issue account with the banker to the issue. Upon approval of the basis of the allotment by the Designated Stock Exchange, the Registrar to the issue shall upload the same on its website. 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 respective depository participants to accept the equity shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions the Registrar to the issue will dispatch allotment advice to the applicants who have been allotted equity shares in the issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the issue Closing Date. The 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 4 working days of the issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorized employees of the Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

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 offered through the Issue through the Issue document 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 net 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 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 Investor shall not be less than the minimum bid lot, subject to the availability of shares in Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Applicants have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

METHOD AND PROCESS OF APPLICATIONS

1. The Designated Intermediaries shall accept applications from the Applicants during the Offer Period.
2. The Offer Period shall be for a minimum of 3 (three) Working Days and shall not exceed 10 (ten) Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer period not exceeding 10 (ten) Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. 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 Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this issue.
5. 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.
6. 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.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediary 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.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediary shall reject such applications and shall not upload such applications with the Stock Exchange.
9. 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 registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/ allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When an Applicant revises his or her Application (in case of revision in the Price), he /she shall surrender the earlier Acknowledgement Slip and may request for a revised TRS from the relevant Designated Intermediary as proof of his or her having revised the previous Application.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue account. In case of withdrawal/ failure of the issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the issue.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS:

Please note that providing bank account details, PAN, 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 from 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 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 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 is 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 share certificates, demat credit, refund of orders, unblocking, 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 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 1 (one) Working Day of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of necessary formalities for listing and commencement of trading at SME Platform of BSE ("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) working days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than the time limit as prescribed by the SEBI ICDR Regulations, 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 the SEBI ICDR Regulations, the Companies Act 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 the case of QIB Applicants, the Company in consultation with the Book Running Lead Manager, may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In the case of Non-Institutional Applicants, Individual Investors 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 may reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled "**General Information**" - Company Secretary and Compliance Officer on page 54 of this Draft Red Herring Prospectus.

In case of any delay in unblocking 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 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 Book Running Lead Manager shall, in its 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.”*

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 amongst our Company, the respective Depositories and the Registrar to the issue:

1. Agreement dated December 26, 2024, among NSDL, our Company and the Registrar to the issue.
2. Agreement dated January 16, 2025, among CDSL, our Company and Registrar to the issue.
3. Our Company's equity shares bear an ISIN: INE1FHV01026.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. That the complaints received in respect of the issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within 3 (three) Working Days from Issue closing date.
3. That our company has applied for the listing of equities on the conversion of debentures/ bonds, if any.
4. That the funds required for making refunds as per the modes 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;
5. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
6. That our Promoters' contribution in full has already been brought in;
7. That no further Issue of Equity Shares shall be made till the Equity Shares issued through the offer document are listed or until the application monies are refunded on account of non-listing, under subscription etc.;
8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
9. that our company reserves the right not to proceed with the issue after the bidding and if so, the reason thereof as a public notice within two days of the closure of the issue. The public notice shall be issued in the same newspapers where the pre-issue advertisement had appeared. The stock exchanges where the specified securities were proposed to be listed shall also be informed promptly.
10. that our company withdraws the issue at any stage including after closure of bidding, the issuer shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the issue;
11. If 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. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI Regulations and applicable law for the delayed period;

12. The certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and
13. None of the promoters or directors of the company are a wilful defaulter under Section 5(c) of SEBI ICDR Regulations.

UTILISATION OF NET 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 the Companies Act;
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;
4. Our Company shall comply with the requirements of SEBI LODR and SEBI ICDR Regulations, in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue; and
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 Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

(The remainder of this page is intentionally left blank)

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*earlier known as Department of Industrial Policy and Promotion*) (“**DPIIT**”), issued the FDI Policy, which is effective from October 15, 2020, which subsumes 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. Under the current FDI Policy, 100% foreign direct investment is permitted in the manufacturing sector, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For further details of the aggregate limit for investments by NRIs and FPIs in our Company, see “**Issue Procedure**” – Bids by Eligible NRIs and Bids by FPIs on page 318, respectively. As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see “**Issue Procedure**” on page 318.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-Debt Instruments Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Non-Debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

The 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 (i) 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, listed, or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

(The remainder of this page has been intentionally left blank)

SECTION X – PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, 2018, the main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

The following regulations contained in the Articles of Association were revised as a result of public limited pursuant to the members' special resolution passed at the Extra Ordinary General Meeting held on 11.02.2025.

Sr. No	Description
1	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.
2	<p>INTERPRETATION CLAUSE</p> <p>In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:</p> <p>"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.</p> <p>"Annual General Meeting" shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.</p> <p>"Articles" means Articles of Association of the Company as originally framed or altered from time to time. "Auditors" means and includes those appointed as such for the time being by the Company in terms of provisions of the Companies Act, 2013.</p> <p>"Board of Directors" or "Board", means the collective body of the directors of the Company nominated and constituted from time to time, in accordance with applicable Law and the provisions of these Articles.</p> <p>"Board Meeting" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles</p> <p>"Beneficial Owner" shall mean beneficial owner as defined in Clause (a) of subsection (1) of section 2 of the Depositories Act 1996, as amended</p> <p>"Capital" or "Share Capital" shall mean the share capital for the time being, raised or authorized to be raised for the purpose of the Company</p> <p>"Chairman" means the Chairman of the Board of Directors of the Company.</p> <p>"Depositories Act" shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof</p> <p>"Depository" shall mean a depository as defined in Clause (e) of sub-section (1) of section 2 of the Depositories Act.</p> <p>"Director" means a director appointed to the Board of a company.</p> <p>"Dividend" includes any interim dividend</p> <p>"Document" means a document as defined in Section 2 (36) of the Companies Act, 2013.</p> <p>"Encumbrance" shall mean encumbrance, including without limitation, any security interest, claim, mortgage, pledge, charge, hypothecation, lien, lease, assignment, deed of trust, title retention, deposit by way of security, beneficial ownership (including usufruct and similar entitlements), or any other similar interest held by a third Person, (b) a security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any Person, including without limitation any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Law, (c) right of pre-emption, right of first offer, or refusal or transfer restriction in favor of any Person, or (d) any adverse claim as to title, possession or use.</p> <p>"Equity Share Capital", with reference to any Company limited by shares, means all share capital which is not preference share capital;</p>

" KMP " means Key Managerial Personnel of the Company provided as per the relevant sections of the Act
" Managing Director " means a director who by virtue or an agreement with the Company or of a resolution passed by the Company in a general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.
" Month " means Calendar month.
" Office " means the registered office of the Company.
" Paid-up share capital " or " share capital paid-up " means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called;
" Preference Share Capital ", with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;
" Postal Ballot " means voting by post or through any electronic mode.
" Proxy " includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll
" Public Holiday " means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting
" Registrar " means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act.
" Rules " means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
" Seal " means the common seal of the Company, if any
" SEBI " means the Securities and Exchange Board of India
" SEBI Listing Regulations " shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
" Securities " means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)
" Share " means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied
" Special Resolution " shall have the meaning assigned thereto by Section 114 of the Act;
" Sweat Equity Shares " means such equity shares as are issued by a Company to its Directors or employees at a discount or for consideration, other than cash. for providing their know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called; "Shareholders" means the persons/corporate bodies holding shares, duly registered in their respective names in the register of members of the Company. Subject as aforesaid and except where the subject or context otherwise requires, words or expressions contained in these regulations shall bear the same meaning
" The Company " or " this Company " means UNISEM AGRITECH LIMITED.
" Transfer " shall mean <ul style="list-style-type: none"> a) any, direct or indirect, transfer or other disposition of any shares, securities (including convertible securities), or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, by judicial process, or by foreclosure, levy or attachment; b) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such shares, securities (including convertible securities) or voting interests or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such shares, securities (including convertible securities) or voting interests or any interest therein passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value;

	<p>c) the granting of any security interest or encumbrance in, or extending or attaching to, such shares, securities (including convertible securities) or voting interests or any interest therein, and the word "Transferred" shall be construed accordingly</p> <p>"Tribunal" means the National Company Law Tribunal constituted under section 408;</p> <p>"Voting Right" means right of a member of a Company to vote in any meeting of the Company or by means of postal ballot; Words importing "persons" shall, where the context requires, include bodies corporate and companies as well as individuals</p> <p>"Whole-time Director" includes Director in the whole-time employment of the Company;</p> <p>"Working Day" means all days except national holidays;</p> <p>"Year" means the "Financial Year" as provided under sub section (41) of Section 2 of the Act:</p> <p>Words imputing the masculine gender shall also include feminine gender</p> <p>Words imputing the singular number includes plural where the context so requires</p>
	<p>'In writing' and 'written' includes printing, lithography and any other mode of representing or reproducing words in a visible form;</p>
	<p>"Video Conferencing or Other Audio-Visual" means audio-visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting, and</p>
	<p>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.</p>
	<p>SHARE CAPITAL AND VARIATION OF RIGHTS</p>
3	<p>I. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause 5 of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any, and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</p>
	<p>II. ii. Subject to the section 55 of the Companies Act 2013 and the applicable Rules made thereunder, the Company/ Board shall have power to issue/ allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.</p>
	<p>III. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on full payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be</p>
	<p>IV. The Company may issue the following kinds of shares in accordance with these Articles, the Act. the Rules and other applicable laws</p> <p>a) Equity share capital</p> <p>i. with voting rights; and/ or</p> <p>ii. with differential rights as to dividend, voting or otherwise in accordance with the Rules, and</p> <p>b) Preference share capital</p>
4	<p>Notwithstanding anything contained in these Articles, the shares subscribed by the subscribers to the Memorandum of Association shall, upon the incorporation of the Company, be issued and deposited directly into the dematerialized account(s) of the respective subscribers. The Company shall take all necessary steps to ensure the compliance with applicable laws and regulations for the issuance of such shares in dematerialized form."</p> <p>OR</p> <p>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.</p>

	<p>a) one certificate for all his shares without payment of any charges; or</p> <p>b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first,</p>
	ii. The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act. as amended from time to time, and the rules framed thereunder, if any
	iii. Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary. Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate
	iv. 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
	v. A certificate, issued under the common seal of the Company, specifying the shares held by any Person shall be prima facie evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of Depository shall be the prima facie evidence of the interest of the beneficial owner
5	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. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
6	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
7	The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. 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. 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
8	<p>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 such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.</p> <p>ii. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question</p> <p>iii. The Company shall issue, when so required, receipts for all Securities deposited with it whether for registration, sub-division, exchange or for other purposes and shall not charge any fees for registration of transfers, for subdivision and consolidation of certificates and for sub-division of letters of allotment, renounceable letters of right, and split, consolidation, renewal and transfer receipts into denominations of the market unit of trading</p>
9	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith
10	Subject to the provisions of the Act the Board shall have the power to issue or reissue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act
	ISSUANCE OF SHARES

11	The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to - a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or b) employees under any scheme of employees' stock option, or c) any persons, whether or not those persons include the persons referred to in clause a) or clause b) above.
12	Where at any time, the Company proposes to increase its subscribed Capital by the issue of further shares, such shares shall be offered-
	I. to Persons who, at the date of the offer, are holders of Equity Shares of the Company, in proportion, as nearly as circumstances admit, to the Paid-up Share Capital on those shares
	II. to employees under a scheme of employees' stock option
	III. to any Persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer, subject to the compliance with the applicable provisions of the Act and any other conditions as may be prescribed under Law.
	IV. A further issue of securities may be made in any manner whatsoever as the board may determine including by way of preferential allotment or private placement subject to and in accordance with Companies Act and rules made thereunder with pricing method prescribed to listed entities under SEBI (Issue of Capital Disclosures and Requirements) Regulations, as amended from time to time, if applicable.
	V. The Company may issue bonus shares by way of capitalization profits or out of securities premium or otherwise in accordance with the Act and the Rules and other applicable provisions for the time being in force.
13	The Company may issue bonus shares by way of capitalization profits or out of securities premium or otherwise in accordance with the Act and the Rules and other applicable provisions for the time being in force.
14	The Company may issue shares to Employees including its directors other than independent directors and such other persons as the rules may allow, under Employee stock option scheme, Employee stock purchase scheme or any other scheme, if authorized by the members in general meeting subject to the provisions of the Act, the Rules, applicable guidelines made there under and other applicable laws for the time being in force.
	ISSUANCE OF SECURITIES
15	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder and other applicable laws for the time being in force.
16	DEBENTURES: Any debentures, debenture-stock or other securities may be issued at a discount (subject to the compliance with the provision of Section 53 of the Companies Act, 2013), premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination.
17	COMMISSION IN ACCORDANCE WITH RULES: Subject to applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of securities) Rules, 2014 as amended from time to time.
	LIEN
18	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;
	c) Every fully paid share shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares
	Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
	II. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares

19	The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares
	<p>Provided that no sale shall be made-</p> <ol style="list-style-type: none"> unless a sum in respect of which the lien exists is presently payable; or 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.
20	To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof the purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
	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
	III. fully paid Shares shall be free from all lien and that in the case of partly paid Shares, the Company's lien, if any, shall be restricted to monies called or payable at a fixed time in respect of such shares
21	The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company
	CALLS ON SHARES
	<p>I. Subject to the provisions of Section 49 of the Act, 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.</p> <p>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.</p>
	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. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call-in respect of one or more members as the Board may deem appropriate in any circumstances.
	IV. A call may be revoked or postponed at the discretion of the Board.
22	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 instalments
23	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof
24	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 The Board shall be at liberty to waive payment of any such interest wholly or in part.
25	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. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
27	A. LIABILITY ON SHARES
	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 articles 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.
28	B. ADVANCE ON SHARES
	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 as may be fixed by the Board. Nothing contained in this clause shall confer on the member any right to participate in profits or dividends or any voting rights in respect of the monies so paid by him until the same would, but for such payment become presently payable by him.
29	C. MUTATIS MUTANDIS
	The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including Debentures of the Company
30	D. NOMINATION CLAUSE
	a) Every holder of securities of a company may, at any time, nominate, in the prescribed manner, any person to whom his securities shall vest in the event of his death.
	b) Where the securities of a company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, any person to whom all the rights in the securities shall vest in the event of death of all the joint holders.
	c) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the securities of a company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the securities of the company, the nominee shall, on the death of the holder of securities or, as the case may be, on the death of the joint holders, become entitled to all the rights in the securities, of the holder or, as the case may be, of all the joint holders, in relation to such securities, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.
	d) Where the nominee is a minor, it shall be lawful for the holder of the securities, making the nomination to appoint, in the prescribed manner, any person to become entitled to the securities of the company, in the event of the death of the nominee during his minority.
	e) Where the nominee is a minor, it shall be lawful for the holder of the securities, making the nomination to appoint, in the prescribed manner, any person to become entitled to the securities of the company, in the event of the death of the nominee during his minority.
	TRANSFER OF SHARES
31	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.
32	The Board may, subject to the right of appeal conferred by the Section 58 of the Act, declines to register- a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or b) any transfer of shares on which the company has a lien. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other Document.
33	A. 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. Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and transferee has been lost or the instrument of transfer has not been delivered within the prescribed period, the Company may register the transfer on such terms as to indemnify as the Board may think fit.
	B. In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

34	<p>a) On giving of previous notice of at least seven days or such lesser period 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.</p> <p>b) Subject to the provisions of Section 59 of the Companies Act, 2013, these Articles and any other applicable provisions of the Act for the time being in force, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the grounds of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.</p> <p>c) The Board may delegate the power of transfer of Securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s). Provided that the delegated authority shall report on transfer of Securities to the Board in each meeting.</p> <p>d) The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.</p>
	TRANSMISSION OF SHARES
35	<p>On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognized by the company as having any title to his interest in the shares 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.</p>
36	<p>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—</p> <p>a) to be registered himself as holder of the share; or</p> <p>b) to make such transfer of the share as the deceased or insolvent member could have made. 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. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. 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.</p>
	<p>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. 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</p>
37	<p>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. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. 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.</p>
38	<p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with. The provisions of these Articles relating to transmission by operation of law shall mutatis</p>

	mutandis apply to any other Securities including debentures of the Company. In case of transfer and transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository the provisions of the Depositories Act shall apply
	FORFEITURE OF SHARES
39	If a member fails to pay any call or instalment 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 instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
40	The notice aforesaid shall 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 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.
41	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.
42	A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit
43	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. 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
44	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 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 favor of the person to whom the share is sold or disposed of the transferee shall thereupon be registered as the holder of the share and 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.
45	<ul style="list-style-type: none"> a) Upon any sale re-allotment or other disposal under the provisions of the preceding b) Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificates) in respect of the said shares to the person(s) entitled thereto. c) The Board may, subject to the provisions of the Act. accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit. d) The provisions of these articles 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 e) The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company
	ALTERATION OF CAPITAL
46	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.
47	Subject to the provisions of section 61, the company may, by ordinary resolution. -
	I. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:
	II. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination:
	III. sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so however, that in the sub-division on the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived:

	IV. 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, and diminish the amount of its share capital by the amount of the shares so cancelled.
48	Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. The holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.
49	The company may by special resolution reduce in any manner and with and subject to any incident authorized and consent required by law its share capital any capital redemption reserve account or any share premium account.
	CAPITALISATION OF PROFITS
50	The company in general meeting may upon the recommendation of the Board resolve 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 that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions 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 paying up any amounts for the time being unpaid on any shares held by such members respectively 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 partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) 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 The Board shall give effect to the resolution passed by the company in pursuance of this regulation
51	Whenever such a resolution as aforesaid shall have been passed the Board shall 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 generally do all acts and things required to give effect thereto The Board shall have power 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 to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalization or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalized of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members.
	BUY-BACK OF SHARES
52	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 of the Act read with the Rules made thereunder from time to time and as may be prescribed by the SEBI 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
53	<p>All general meetings other than annual general meeting shall be called extraordinary general meeting.</p> <ol style="list-style-type: none"> I. In accordance with the provisions of the Act, the Company shall in each year hold Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. All general meetings other than annual general meeting shall be called extraordinary general meeting. II. No General Meeting shall be held unless at least 21 clear days prior written notice, or shorter written notice in accordance with the Act, of that meeting has been given to each Member as per the provisions of the Act; provided that any General Meeting, may be called after giving shorter notice than the notices required above, if consent thereto is accorded, in the case of any other meeting, by Members of the Company majority in number and representing/holding not less than 95% of the paid-up Share Capital which gives the right to vote to such Members. In General Meeting, only such agenda will be considered as is specified in the notice to the Members with respect to such meetings.

	<p>III. Notwithstanding anything contained in this Act or these Articles, a Company-</p> <ol style="list-style-type: none"> shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be prescribed, instead of transacting such business at a General Meeting. If a resolution is assented to by the requisite majority of the Shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.
54	<ol style="list-style-type: none"> The Board may, whenever it thinks fit call an extraordinary general meeting. 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.
	PROCEEDING OF GENERAL MEETINGS
55	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. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
56	The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company
57	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.
58	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. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
	ADJOURNMENT OF MEETING
59	<ol style="list-style-type: none"> The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same day in the next week at same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
	VOTING RIGHTS
60	Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and 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
61	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
62	In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members
63	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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

	II. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty-eight) hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his rights to vote at such meeting in respect thereof.
64	Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
65	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 or in regard to which the company has exercised any right of lien.
66	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. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
	PROXY
67	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
68	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
69	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.
70	<p>Passing Resolutions by Postal Ballot</p> <ol style="list-style-type: none"> Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot. Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time and applicable Law.
	BOARD OF DIRECTORS
71	<p>Unless otherwise determined by the Company in a general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen). The Company shall also comply with the provisions of the Act. and the rules made there under and the provisions of the SEBI Listing Regulations with respect to constitution of the Board.</p> <p>The First Directors of the Company are:</p> <ol style="list-style-type: none"> H N Devakumar Devasingh Naik Beeranahalli Hemlanaik Dharanendra Halappa Gauda Ramalingam Venkatramana Ramachandra Sreenivasarao Nidimamnidi <p>The present Directors are:</p> <ol style="list-style-type: none"> H N Devakumar Dharanendra Halappa Gauda Anil Karalamangala Narasimhamurthy Balappa Basappa Madalageri Suma Nagesh Uppin Ramachandra Subbanna Giddi

	<p>The Directors need not hold any "Qualification Share(s)". Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions: He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His reappointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and/or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and/or stipulations as the Managing Director(s) and/or the Board may, from time to time determine. Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole-time directors.</p>
72	<p>I. Subject to the provisions of the Act, the Company may pay any remuneration, as determined by the Board of Directors/ General Meeting to all or any of its directors for the services rendered by them/ him in day-to-day management of the affairs of the company or any other type of services, whether professional in nature or not. for any of the purposes of the company, either by a fixed sum on monthly or annual basis and or perquisites and/ or a percentage of the profits or otherwise as may be determined by the Board or the members in General Meeting in accordance with the Act</p> <p>II. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p> <p>III. The remuneration payable to the directors, including any managing director or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act and rules made there under and provisions of the SEBI Listing Regulations</p> <p>IV. 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</p> <p>a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company: or</p> <p>b) in connection with the business of the Company.</p>
73	The Board may pay all expenses incurred in getting up and registering the Company
74	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
75	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.
76	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.
77	In accordance with the provisions of the Act and these Articles, the Board shall permit Chief Executive Officer (CEO) and Chief Financial Officer (CFO) to attend the Board and Committee meetings.
78	<p>A. ADDITIONAL DIRECTOR APPOINTMENT</p> <p>I. Subject to the provisions of the Act, 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 Article.</p> <p>II. Such person, subject to applicable laws, rules or regulations, shall hold office only up to the date of the next 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.</p>
	<p>B. ALTERNATE DIRECTOR APPOINTMENT</p> <p>I. The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under</p>

	<p>the provisions of the Act.</p> <p>II. The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.</p> <p>III. If the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original director, and not to the alternate director.</p>
	<p>C. CASUAL VACANCY</p> <p>I. If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may. be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting.</p> <p>II. The director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.</p>
	<p>D. INDEPENDENT DIRECTORS’ APPOINTMENT</p> <p>The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law. as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations. 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.</p> <p>Qualification of Independent Directors’</p> <p>I. Independent directors shall possess such qualification as required under the act and under SEBI Listing regulations, as amended from time to time.</p> <p>II. Independent Director shall be appointed for such period as prescribed under relevant provisions Act, schedules thereof under SEBI Listing regulations as amended from time to time</p>
	<p>E. POWERS OF THE BOARD</p> <p>The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p>
79	PROCEEDINGS OF THE BOARD
	<p>I. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>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.</p> <p>III. The quorum for a Board meeting shall be as provided in the Act and as provided in SEBI Listing regulations and directors participating through electronic mode in a meeting shall be counted for the purposes of quorum.</p> <p>IV. The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or any other mode as may be permitted by the Act and Rules.</p> <p>V. At least 7 (seven) days* notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery’ or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency</p>
80	Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes in case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
81	Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes, in case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
82	I. The Board may elect a Chairperson of Its meetings and determine the period for which he is to hold office.

	<p>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 members to be Chairperson of the meeting.</p> <p>III. Any Director so appointed to the office of Chairperson shall not be deemed to have vacated the said office of Chairperson, by reason only that he retires or vacates at any Annual General Meeting of the Company and is re-elected at the same meeting.</p>
83	The Board of the Company shall in accordance with act, rules or any other Law and the provisions of the SEBI Listing Regulations, as amended from time to time, form such committees as may be required in the manner specified therein, if the same are applicable to the Company. The participation of directors in a meeting of the committee may be either in person or through video conferencing or audio-visual means or any other mode as may be permitted by the Act and Rules and the SEBI Listing regulations.
84	A committee may elect a chairperson of its meetings. 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.
85	<p>I. A committee may meet and adjourn an it thinks fit.</p> <p>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 of the committee shall have a second or casting vote.</p> <p>III. 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 or that his or their appointment had terminated, be as valid as if every such director or such person had been duly pointed and was qualified to be a director.</p>
86	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall not withstanding 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.
87	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.
	CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER
88	Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board a director may be appointed as chief executive officer manager company secretary or chief financial officer.
89	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.
	<p>A. APPOINTMENT AND REMUNERATION</p> <p>Subject to the provisions of Section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full-time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole-time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act. Board, subject to the consent of the shareholders of the Company shall have the power to appoint Chairperson of the Board as the Managing Director/ whole time director or executive director of the Company.</p>
	B. APPOINTMENT AND RESIGNATION CLAUSE

	Notwithstanding anything contained herein, a Managing Director(s)/ whole time director(s)/ executive director(s)/ manager shall, subject to the provisions of any contract between such director and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company.
	<p>C. RETIREMENT OF DIRECTORS BY ROTATION</p> <p>Not less than two-thirds of the total number of Directors (excluding independent director) of the Company shall be persons whose periods of office shall be liable to determination by retirement of Directors by rotation and save and otherwise expressly provided in the Act and these Articles, be appointed by the Company in General Meeting.</p> <p>The remaining directors shall be appointed in accordance with the provisions of these Articles and the Act. At the Annual General Meeting in each year, one-third of the Directors for the time being as are liable to retire by rotation, or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office.</p> <p>Subject to the provisions of the Act and these Articles, the Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring Director shall retain office until the conclusion of the meeting at which his re-appointment is decided or his successor is appointed.</p> <p>If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.</p> <p>If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless -</p> <ol style="list-style-type: none"> I. at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost; II. the retiring director has, by a notice in writing addressed to the Company or its Board of directors, expressed his unwillingness to be so re-appointed; III. he is not qualified or is disqualified for appointment; IV. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or V. section 162 is applicable to the case.
	<p>D. POWERS OF MANAGING DIRECTOR</p> <p>Subject to the provisions of section 179 and 180 of the Companies Act, 2013, the Managing Director of the Company, if any, shall be empowered to carry on the day to day business affairs of the Company. The Managing Director shall have the general control, management and superintendence of the business of the Company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds and things which in the ordinary course of business may be considered necessary/proper or in the interest of the Company.</p>
	<p>E. POWER TO BORROW</p> <ol style="list-style-type: none"> I. The Board of Directors may from time to time but with consent of the Company in general meeting as may be required under section 180 of the Companies Act, 2013 read with rules made thereunder, by a resolution passed at a Meeting of the Board raise any money or any monies or sums of money for the purpose of the Company; provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 180 of the Act and the rules made thereunder. The Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, at such times and in such manner and upon such terms and conditions as they deem fit by the issue of debt instruments, debentures, or perpetual annuities, debenture stock, promissory notes, or by opening current accounts, or by receiving deposits and advances with or without security, or by issue of bonds and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge, the whole or any part of the undertaking property, rights, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and give the

	<p>lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities in accordance with the acts, rules and regulations as applicable to the Company.</p> <p>II. Provided that the Directors may by resolution at a meeting of the Board delegate the power to borrow money otherwise than on debentures to a Committee of Directors or the Managing Director or Whole-Time Director or Manager subject to the limits upto which the money may be so borrowed as may be specified in the said resolution.</p> <p>III. To the extent permitted under the applicable Law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interest of the Company.</p> <p>IV. Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into equity shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into equity shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.</p>
	DIVIDEND AND RESERVE
90	The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend
91	Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
92	The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.
93	Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
94	<p>I. 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.</p> <p>II. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.</p>
95	Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent
96	Any one of two or more joint holders of a share may give effective receipts for any dividend's bonuses or other monies payable in respect of such share.
97	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.
98	<p>No dividend shall bear interest against the company</p> <p>A Shareholder can waive/forgo the right to receive the dividend (either final and/or interim) to which he is entitled, on some or all the Shares held by him in the Company. However, the Shareholder cannot waive/forgo the right to receive the dividend (either final and/or interim) for a part of percentage of dividend on Share(s).</p>

	<p>Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'.</p> <p>Any money transferred to the 'Unpaid Dividend Account' of a company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under Section 125 of the Act. [There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law].</p> <p>All Shares in respect of which the Dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. Provided that any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.</p> <p>The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company.</p>
	ACCOUNTS
99	<p>The Board shall cause proper books of account to be maintained under Section 128 and other applicable provisions of the Act.</p> <p>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.</p> <p>II. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.</p> <p>III. Directors are entitled to examine the books, accounts and records of the Company in accordance with the provisions of the Act.</p>
	WINDING UP
100	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories If he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>
	SECRECY CLAUSE
101	<p>I. Every director, manager, auditor treasurer, trustee, member of a committee, officer, servant, agent, accountant, or other person employed in the business of the Company shall, if so required by the directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the Customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which come to his know ledge in the discharge of his duties except when required so to do by the directors or by law of by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p> <p>II. No member shall be entitled to visit or inspect any works of the Company without the permission of the directors or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of trade secret, Ministry of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors it would be inexpedient in the interest of the Company to disclose.</p>
	INDEMNITY
102	<p>I. Subject to the provisions of the Act every director managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur</p>

	<p>or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.</p> <p>II. Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.</p> <p>III. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.</p>
	OTHERS
	DEMATERIALIZATION OF SECURITIES
103	<p>I. Definitions For the purpose of this Article:</p> <p>a) 'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;</p> <p>b) 'SEBI' means the Securities and Exchange Board of India;</p> <p>c) 'Depository' shall mean a depository as defined in Clause (e) of sub-section (1) of section 2 of the Depositories Act.</p>
	<p>II. 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</p>
	<p>III. Notwithstanding anything contained in the Articles, the Company may in accordance with the provisions of the Depositories Act 1996 be entitled to dematerialise its securities, debentures and other marketable securities in accordance with the applicable law and or regulations promulgated from time to time.</p>
	<p>IV. Every person subscribing to securities offered by the Company may have the option to receive security certificates or to hold the securities with a Depository the Beneficial Owner of the securities may at any time opt out of holding the securities with a Depository, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required Certificates of Securities.</p>
	<p>V. All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the Beneficial Owners</p>
	<p>VI. Notwithstanding anything to the contrary contained in the Act or these articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of securities on behalf of the beneficial owner.</p>
	<p>VII. Save as otherwise provided in iv. above, the depository as the registered owner of the securities shall not have any rights or any other rights in respect of the securities held by it</p>
	<p>VIII. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member' shareholder of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.</p>
	<p>IX. Notwithstanding anything contained in the Act or the Articles to the contrary, where securities are held in Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs or any other drive</p>
	<p>X. The Register and Index of Beneficial Owners maintained by a Depository under section 11 of the Depositories Act. 1996 shall be deemed to be the corresponding Register and Index of Members and Security holders for the purpose of the Articles.</p>
	<p>XI. The Company shall cause to be kept a register of members and index of members indicating separately for each class of equity and preference shares held by each member residing in or outside India, register of debentures and register of any other security holders either in physical form or in electronic form.</p>
	<p>XII. The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act.</p>
	<p>XIII. Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of the physical papers</p>

	XIV. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.
	XV. The Company shall intimate such Depository the details of allotment of share to enable the Depository to enter in its records the name of such person as the beneficial owner of that share.
	XVI. The provisions of these Articles shall mutatis mutandis apply to securities other than shares and any reference to member herein shall apply to the holder of the concerned security.
	XVII. Persons appearing as beneficial owners as per the register maintained by the Depository shall be entitled to covered thereby and the Depository shall be the registered owner of such shares only for the purpose of effecting transfer of ownership of such shares on behalf of the beneficial owner.
	XVIII. The members shall bear all charges of the depository participant
	XIX. If a member having dematerialized his holdings of shares opts for re-materialization of his holding of shares or a part thereof, share certificates will be issued to him on a written request received for that purpose through the depository participant
	XX. The dematerialized shares can be transferred transmitted as per rules of the depository.
	XXI. The records of members holding as maintained by the Depository and depository participants shall be the basis for all purpose of holdings of the members, who have opted for the dematerialization.
	XII. There will be no distinctive numbers for the dematerialized shares
	REGISTERS
104	I. The Company shall keep and maintain at its registered office or at any other place in India as may be permitted by the Act and rules, all statutory registers including, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.
	II. Kept and maintained by a company under section 88 and copies of the annual return filed under section 92 may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a General Meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance. Provided further that the period for which the registers, returns and records are required to be kept shall be such as may be prescribed under the Act.
	III. The Register and index of beneficial owner maintained by a Depository' under Section 11 of the Depositories Act shall also be deemed to be the Register and index of members/debenture holders/other security holders for the purpose of the Act and any amendment or re-enchantment thereof.
	IV. The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register, and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register
	V. The registers and copies of annual return shall be open for inspection during business hours on all working days, at the registered office of the Company by the persons entitled thereto on payment where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
	CONSTRUCTIVE NOTICE
105	The Article of Association is a public document and the person performing business or investing in the company is considered to be fully aware of the rules and regulations of the company.

(The remainder of this page has been intentionally left blank)

SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of this Draft Red Herring Prospectus which will be delivered to the RoC for registration. Copies of the above-mentioned contracts and also the documents for inspection referred to here under, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days (Monday to Friday) Application/Issue Opening Date until the Application/Issue Closing Date. Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts

- 1) Memorandum of Understanding dated 10.09.2025 between our Company and the Lead Manager.
- 2) Memorandum of Understanding dated 10.09.2025 between our Company and the Registrar to the Issue.
- 3) Escrow Agreement dated [●] between our Company, the Lead Manager, Escrow Collection Bank(s)/ Sponsor Bank and the Registrar to the Issue.
- 4) Market Making Agreement dated [●] between our Company, the Lead Manager and Market Maker.
- 5) Underwriting Agreement dated [●] between our Company, the Lead Manager and the Market Maker.
- 6) Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated 16.01.2025
- 7) Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated 26.12.2024

B. Material Documents

- 1) Certified true copies of the updated Memorandum and Articles of Association of our Company, as amended from time to time.
- 2) Copy of Certificate of Incorporation dated 09.09.2016 issued under the name Unisem Agritech Private Limited by Registrar of Companies.
- 3) Copy of Fresh Certificate of Incorporation dated 01.03.2025 issued by Registrar of Companies, consequent to conversion of our Company into a Limited Company from Unisem Agritech Private Limited to Unisem Agritech Limited.
- 4) Resolution of the Board of Directors dated 03.03.2025 in relation to the Issue.
- 5) Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on 05.03.2025 in relation to the Issue.
- 6) Statutory Auditor's report for Restated Financials dated 16.09.2025 included in this Draft Red Herring Prospectus.
- 7) The Statement of Tax Benefits dated 16.09.2025 from our Statutory Auditors included in this Draft Red Herring Prospectus.
- 8) Certificate on KPI's issued by Statutory Auditor dated 16.09.2025.
- 9) Resolution of the Board of Directors of the Company dated 22.09.2025 approving this DRHP
- 10) Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Banker(s) to the Company, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Banker to the Issue*, Underwriters* and Market Maker* to act in their respective capacities.
**The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.*
- 11) Due Diligence Certificate(s) dated 22.09.2025 to SEBI by the Lead Manager.
- 12) SEBI letter dated pursuant to the exemption having reference number SEBI/HO/CFD/RAC-DIL1/P/OW/2025/23546/1 dated September 2, 2025 pursuant to the exemption application dated June 26, 2025 filed with SEBI under Regulation 300(1) of the SEBI ICDR Regulations, from classifying i) Mrs. G Manjula (relative of Mr BH Devasinghnaik) ii) Mrs. Rupa R Sabhahit and iii) Mr Rajesh Hegde (relatives of Anil K N); and their connected entities, as members of our Promoter Group and including relevant disclosures, confirmations and undertakings in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, in relation to the same.
- 13) Approval from BSE vide letter dated [●] to use the name of BSE in this Draft Red Herring Prospectus for listing of Equity Shares on the SME Platform of BSE.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ are true and correct.

SD/-

H N Devakumar
Managing Director and Chairman
Place: Ranebennur

(The remainder of this page has been intentionally left blank)

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ are true and correct.

SD/-

Dharanendra H Gouda
Whole Time Director
Place: Ranebennur

(The remainder of this page has been intentionally left blank)

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ are true and correct.

SD/-

Anil K N
Whole Time Director
Place: Ranebennur

(The remainder of this page has been intentionally left blank)

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ are true and correct.

SD/-

Balappa Basappa Madalageri
Non-Executive Director
Place: Ranebennur

(The remainder of this page has been intentionally left blank)

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ are true and correct.

SD/-

G S Ramachandra
Independent Director
Place: Ranebennur

(The remainder of this page has been intentionally left blank)

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ are true and correct.

SD/-

Suma Nagesh Uppin
Independent Director
Place: Ranebennur

(The remainder of this page has been intentionally left blank)

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ are true and correct.

SD/-

Ramalingam Venkataramana
Chief Financial Officer
Place: Ranebennur

(The remainder of this page has been intentionally left blank)

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ are true and correct.

SD/-

Bobby Seth
Company Secretary and Compliance Officer
Place: Ranebennur

(The remainder of this page has been intentionally left blank)

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus/ ~~Red Herring Prospectus~~/ ~~Prospectus~~ are true and correct.

SD/-

B H Devasinghnaik
Chief Executive Officer
Place: Ranebennur

(The remainder of this page has been intentionally left blank)