



(Please scan this QR Code to view the Draft Prospectus)

**DRAFT PROSPECTUS**  
**100% Fixed Price Issue**  
Please read Section 26 and 32 of the Companies Act, 2013  
Dated: 23<sup>rd</sup> December, 2023  
(This Draft Prospectus will be updated upon filing with ROC)



Falcon Concepts Limited

**Falcon Concepts Limited**  
(formerly known as Falcon Concepts Private Limited)  
(CIN- U74999HR2018PLC074247)

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON
N-75 Ground Floor Mayfield Garden, Sector-51NA Gurgaon HR 122018	N.A.	Mr. Vinod Kumar, Company Secretary & Compliance Officer

TELEPHONE	WEBSITE	E-Mail ID
+ 91-124-4383074	<a href="http://www.falcon.in">www.falcon.in</a>	<a href="mailto:info@falcon.in">info@falcon.in</a>

NAME OF PROMOTERS OF THE COMPANY
MRS. EKTA SETH, MR. TRIBHUVAN SETH AND MR. PRITHVI SETH

DETAILS OF THE ISSUE				
TYPE	FRESH ISSUE SIZE (IN RS. LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN Rs.)	TOTAL ISSUE SIZE (IN RS. LAKHS)	ELIGIBILITY 229(1)/ 229(2) & SHARE RESERVATION AMONG NII & RII
Fresh Issue	Upto 19,50,000 Equity Shares at the Issue Price of Rs. [●] each aggregating Rs. [●] Lakhs	Nil	Upto 19,50,000 Equity Shares at the Issue Price of Rs. [●] each aggregating Rs. [●] Lakhs	The Issue is being made pursuant to Regulation 229 (1) of SEBI (ICDR) Regulations as the Company's post issue paid-up capital is less than Rs. 10.00 Cr. For details in relation to share reservation among NIIs and RIIs, see "Issue Structure" on page 200 of this Draft Prospectus.


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


**RISKS IN RELATION TO THE FIRST ISSUE**  
This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10/- each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in "Basis for Issue Price" on page 80 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**  
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in 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 offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Draft Prospectus. **Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 27 of this Draft Prospectus.**

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

**LISTING**  
The Equity Shares Issued through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").

LEAD MANAGER TO THE ISSUE		
Name and Logo	Contact Person	Email & Telephone
 NAVIGANT CORPORATE ADVISORS LIMITED	Mr. Sarthak Vijlani	Email id: <a href="mailto:navigant@navigantcorp.com">navigant@navigantcorp.com</a> Tel No. +91-22-41204837

REGISTRAR TO THE ISSUE		
Name and Logo	Contact Person	Email & Telephone
 BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED	Mr. Punit Mittal	Email id: <a href="mailto:beetal@beetalfinancial.com">beetal@beetalfinancial.com</a> / <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a> Tel. No.: 011-29961281-83/26051061/26051064

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



(Please scan this QR Code to view the Draft Prospectus)

**DRAFT PROSPECTUS**  
**100% Fixed Price Issue**  
**Please read Section 26 and 32 of the Companies Act, 2013**  
**Dated: 23<sup>rd</sup> December, 2023**  
 (This Draft Prospectus will be updated upon filing with ROC)



**Falcon Concepts Limited**  
**Falcon Concepts Limited**  
 (formerly known as Falcon Concepts Private Limited)  
 (CIN- U74999HR2018PLC074247)

Our Company was originally incorporated at Haryana as "Falcon Concepts Private Limited" on 24<sup>th</sup> May, 2018 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Falcon Concepts Limited" vide fresh certificate of incorporation dated 25<sup>th</sup> May, 2023 issued by the Registrar of Companies, Delhi. For further details please refer to chapter titled "History and Corporate Structure" beginning on page 130 of this Draft Prospectus.

**Registered Office:** N-75 Ground Floor Mayfield Garden, Sector-51NA, Gurgaon HR 122018

**Contact Person:** Mr. Vinod Kumar, Company Secretary & Compliance Officer

**Tel No:** + 91-124-4383074; **E-mail id:** [info@faalcon.in](mailto:info@faalcon.in); **Website:** [www.faalcon.in](http://www.faalcon.in)

**PROMOTERS OF OUR COMPANY:** MRS. EKTA SETH, MR. TRIBHUVAN SETH AND MR. PRITHVI SETH

**THE ISSUE**

INITIAL PUBLIC OFFER OF UPTO 19,50,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF FAALCON CONCEPTS LIMITED ("COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO RS. [●] LAKHS ("THE ISSUE") OF WHICH UPTO [●] EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE AGGREGATING TO RS. [●] 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 RS. 10/- EACH AT A PRICE OF RS. [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE AGGREGATING TO RS. [●] LAKHS (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE UPTO [●] AND [●] RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 ("SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER "ISSUE PROCEDURE" ON PAGE 203 OF THE DRAFT PROSPECTUS.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor. For details in this regard, specific attention is invited to "Issue Procedure" on page 203 of this Draft Prospectus. A copy of Prospectus will be filed with the Registrar of Companies for filing in accordance with Section 26 of the Companies Act, 2013.

**THE FACE VALUE OF THE EQUITY SHARE IS RS. 10/- EACH AND THE ISSUE PRICE IS RS. [●]/- EACH i.e., [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE MINIMUM LOT SIZE IS [●] EQUITY SHARES**

**ELIGIBLE INVESTORS**

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 203 of this Draft Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public issue of our Company, there has been no formal market for our Equity Shares of the Company. The face value of the Equity Shares is Rs. 10 and the issue price of Rs. [●] per Equity Share is [●] times of face value. The issue price (as determined by our Company in consultation with the Lead Manager and as stated in the chapter titled on "Basis for Issue Price" beginning on page 75 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of the Company or regarding the price at which the equity shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 27 of this Draft Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

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

**LEAD MANAGER TO THE ISSUE**

**REGISTRAR TO THE ISSUE**

  
**Navigant**  
 Reinventing Business  
**NAVIGANT CORPORATE ADVISORS LIMITED**  
 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road,  
 Andheri East, Mumbai-400 059  
 Tel No. +91-22-41204837  
 Email Id-[navigant@navigantcorp.com](mailto:navigant@navigantcorp.com)  
 Investor Grievance Email:[info@navigantcorp.com](mailto:info@navigantcorp.com)  
 Website: [www.navigantcorp.com](http://www.navigantcorp.com)  
 SEBI Registration Number: INM000012243  
 Contact Person: Mr. Sarthak Vijlani

**BEETAL**

**BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED**  
 Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre,  
 New Delhi 110062, India  
 Tel. No.: 011-29961281-83/26051061/26051064  
 Fax No: 011-29961284  
 Email:[beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)/[beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
 Investor Grievance Email: [investor@beetalfinancial.com](mailto:investor@beetalfinancial.com)  
 Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)  
 SEBI Registration No.: INR000000262  
 Contact Person: Mr. Punit Mittal

**ISSUE PROGRAMME**

**ISSUE OPENS ON: [●]**

**ISSUE CLOSES ON: [●]**

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

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

*Notwithstanding the foregoing, the terms not defined but used in the chapters titled “Statement of Possible Tax Benefits”, “Restated Financial Statements”, “Outstanding Litigations and Material Developments”, “Key Industry Regulations and Policies” and section titled “Main Provisions of the Articles of Association” on page 87, 156, 174, 121 and 228 respectively of this Draft Prospectus, shall have the meanings ascribed to such terms in the respective sections.*

### GENERAL TERMS

Term	Description
Faalcon / The Company / Our Company / The Issuer / Faalcon Concepts Limited	Faalcon Concepts Limited, a Company incorporated under the Companies Act, 2013 having its registered office at N-75 Ground Floor Mayfield Garden, Sector-51NA, Gurgaon HR 122018.
We / us / our	Unless the context otherwise indicates or implies, refers to our Company
you / your / yours	Prospective Investors in this Issue

### COMPANY RELATED TERMS

Term	Description
AoA / Articles / Articles of Association	The Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of our Company in accordance with Section 177 of the Companies Act, 2013, as described in “Our Management” beginning on page 133 of this Draft Prospectus.
Auditors / Statutory Auditors / Peer Review Auditor	The Statutory Auditors of our Company, currently being M/s. Sharma Sharma & Co., Chartered Accountants, having their office at 211, Priyanka Tower, Fun Cinemas, Moti Nagar, Metro Pillar No. 322, Najafgarh Road, New Delhi 110015.
Bankers to our Company	HDFC Bank Limited.
Board of Directors / Board / Directors (s)	The Board of Directors of Faalcon Concepts Limited, including all duly constituted Committees thereof as the context may refer to.
Chairman / Chairperson	The Chairman / Chairperson of Board of Directors of our Company being Mrs. Ekta Seth.
Chief Financial Officer / CFO	The Chief Financial Officer of our Company is Mr. Praveen Pathania.
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Mr. Vinod Kumar.
Corporate Identification Number / CIN	U74999HR2018PLC074247
Equity Shares	Equity Shares of our Company of Face Value of Rs.10/- each fully paid-up



Term	Description
Equity Shareholders / Shareholders	Persons / entities holding Equity Share of our Company
Executive Director(s)	Executive Directors means Whole Time Directors of our Company.
Group Companies	In terms of SEBI ICDR Regulations, the term “Group Companies” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “Our Group Company” beginning on page 153 of this Draft Prospectus.
Independent Director(s)	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “Our Management” beginning on page 133 of this Draft Prospectus.
ISIN	International Securities Identification Number. In this case being INE0Q9W01015.
Key Management Personnel / KMP	Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “Our Management” beginning on page 133 of this Draft Prospectus.
Materiality Policy	The policy adopted by our Board on 5 <sup>th</sup> October, 2023 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations.
Managing Director	The Managing Director of our Company being Mrs. Ekta Seth.
MOA / Memorandum / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” beginning on page 133 of this Draft Prospectus.
Non-Executive Director	A Director not being an Executive Director or is an Independent Director.
Peer Review Auditors	M/s. Sharma Sharma & Co., Chartered Accountants, having their office at 211, Priyanka Tower, Fun Cinemas, Moti Nagar, Metro Pillar No. 322, Najafgarh Road, New Delhi 110015
Promoter(s)	The Promoter(s) of our Company are Mrs. Ekta Seth, Mr. Tribhuvan Seth And Mr. Prithvi Seth.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI ICDR Regulations as disclosed in the Chapter titled “Our Promoters and Promoter Group” beginning on page 148 of this Draft Prospectus.
Registered Office	The Registered Office of our Company situated at N-75 Ground Floor Mayfield Garden, Sector-51 NA, Gurgaon HR 122018.
Registrar of Companies / RoC	Registrar of Companies, Delhi situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019.
Restated Financial Statements	Restated Financial Statements of our Company for the seven months ended 31 <sup>st</sup> October, 2023 and for the Financial Years ended on 31 <sup>st</sup> March 2023, 2022 and 2021 (prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations) which comprises the restated summary Statement of Assets & Liabilities, the restated summary Statement of Profit and Loss and restated summary Statement of Cash Flows along with all the schedules and notes thereto

Term	Description
	as disclosed in chapter titled "Restated Financial Statements" on page 156 of this Draft Prospectus.
Stakeholders' Relationship Committee	The Stakeholders' Relationship Committee of our Company, constituted in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in "Our Management" beginning on page 133 of this Draft Prospectus.
Whole Time Director (WTD)	"Whole-time director" includes a director in the whole-time employment of the company.

## ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under SEBI ICDR Regulations and appended to the Application Forms.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form.
Allot / Allotment / Allotted / Allotment of Equity shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue to the successful applicants.
Allotment Advice	A note or advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allotment Date	Date on which the Allotment is made
Allottees	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus. All the applicants should make application through ASBA only.
Application lot	[●] Equity Shares and in multiples thereof.
Application Amount	The amount at which the prospective investors shall apply for Equity Shares of our Company in terms of this Draft 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 RIIs using the UPI Mechanism, where the Application Amount shall be blocked upon acceptance of UPI Mandate Request by RIIs using UPI Mechanism.
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB or the account of the RII blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism to the extent of the Application Amount of the Applicant
ASBA Applicant(s)	Any prospective investors in the Issue who intend to submit the Application through the ASBA process.
ASBA Application / Application	An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus.
ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicants and which will be considered as an application for Allotment in terms of the Prospectus.
Banker(s) to the Company	Such banks which are disclosed as Banker(s) to our Company in the chapter titled "General Information" beginning on page 50 of this Draft Prospectus.
Banker(s) to the Issue	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being [●]



Term	Description
Banker(s) to the Issue and Sponsor Bank Agreement	Agreement dated [●], entered into between our Company, Lead Manager, the Registrar to the Issue, Banker to the Issue and Sponsor Bank for collection of the Application Amount on the terms and conditions thereof.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled “Issue Procedure” beginning on page 203 of this Draft 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.
BSE SME / SME Platform of BSE	The SME Platform of BSE for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations, 2018
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, 2018, 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.
Controlling Branches	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 <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Collection Centres	Centres at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable).
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms and in case of RIIs 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 Application Forms are available on the websites of the Stock Exchange.
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue.



Term	Description
Designated Intermediaries / Collecting Agent	<p>In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.</p> <p>In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.</p> <p>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.</p>
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 RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited
Draft Prospectus	This Draft 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.
Eligible NRI(s)	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the ASBA Form and the Draft Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations
First Applicant	Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint applications, whose name shall also appear as the first holder of the beneficiary account held in joint names
Foreign Institutional Investors/ FII	Foreign Institutional Investor (as defined under SEBI FII Regulations) registered with SEBI under applicable laws in India
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations



Term	Description
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated March 30, 2020, as amended by SEBI from time to time.
Issue	The Initial Public Issue of upto 19,50,000 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per Equity shares (including premium of Rs. [●] per Equity Share) aggregating to Rs. [●] Lakhs.
Issue Agreement	The agreement dated 22 <sup>nd</sup> December, 2023, entered amongst our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing date	The date on which the Issue closes for subscription being [●]
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 inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of bidders. Our Company, in consultation with the Lead Manager, may decide to close applications by QIBs One (1) day prior to the Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Issue Opening Date was published.
Issue Price	Rs. [●] per Equity Share (Including Premium of Rs. [●] per share)
Issue Proceeds	The gross proceeds of the Issue which shall be available to our Company, based on the total number of Equity Shares Allotted at the Issue Price. For further information about use of the Issue Proceeds, see "Objects of the Issue" beginning on page 71 of this Draft Prospectus.
LMs / Lead Manager	Lead Manager to the Issue, in this case being Navigant Corporate Advisors Limited.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Market Maker Reservation Portion	The Reserved portion of [●] Equity shares of Rs.10/- each at an Issue Price of Rs. [●] aggregating to Rs. [●] 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 [●]
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism. The mobile applications which may be used by RIIs to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of upto 19,50,000 Equity Shares of face value Rs. 10.00/- each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating up to Rs. [●] Lakhs.



Term	Description
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see “Objects of the Issue” beginning on page 71 of this Draft Prospectus.
Non - Institutional Investor	All Investors including FPIs that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for a cumulative amount more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs).
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI and FVCIs registered with SEBI.
OCB / Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. (A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.)
Person / Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with Bankers to the Issue under section 40(3) of the Companies Act, 2013 for the purpose of transfer of monies from the SCBs from the bank accounts of the ASBA Applicants on the Designated Date.
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 Banker(s) to the Issue with whom the Refund Account(s) 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 Bids 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 Beetal Financial & Computer Services Private Limited.
Registrar Agreement	The agreement dated 5 <sup>th</sup> December, 2023 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents/RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.



Term	Description
Retail Individual Investors / RIIs	Individual Applicants or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs.2,00,000 in this Issue.
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Applicants and Non-Institutional Investors are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Investors can revise their Application during the Issue Period or withdraw their Applications until Issue Closing Date.
Self-Certified Syndicate Bank(s) / SCSBs	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmlId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmlId=35</a>
Specified Locations	Centres where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the LMs to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being [●]
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application
Underwriter(s)	The Underwriter(s) in this case are [●].
Underwriting Agreement	The Agreement among the Underwriters and our Company dated [●].
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India
UPI Circulars	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01,2018 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).



Term	Description
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors, using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43</a> ) respectively, as updated from time to time.
UPI mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction
Willful Defaulter	Willful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Offer 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 Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars.

#### INDUSTRY RELATED TERMS

Term	Description
AICTE	All India Council for Technical Education
APAC	Asia-Pacific
B.Des.	Bachelor of Design
BSM	Buyer-Seller Meet
B2B	Business-to-Business
B2C	Business-to-Consumer
Bn	Billion
CAD	Computer-Aided Design
CAM	Computer-aided manufacturing
CII	Confederation of Indian Industries
CSO	Central Statistics Organization
CIPET	Central Institute of Plastics Engineering & Technology
DEQM	Design Education Quality Mark
DIC	Design Innovation Center
EMEA	Europe, Middle East, and Africa
FY	Financial Year
FDI	Foreign Direct Investment
GDP	Gross Domestic Product

Term	Description
GI Sheet	Galvanized iron sheet
IMF	International Monetary Fund
IIA	India Industries Association
KGS	Kilograms
MEP	Mechanical, Electrical and Plumbing
MT	Million Tonnes
MMT	Million Metric Tons
NOS	Numbers
NDIN	National Design Innovation Network
NID	National Institute of Design
Order Book	Order book as of any particular date consists of value of unexecuted portions of our outstanding orders, that is, the total contract value of the existing contracts secured by us as reduced by the value of work executed and billed (excluding cost escalation) until the date of such order book.
PICS	Pieces
PPP	Public Private Partnership
Sq. Mtrs	Square Meters
SME	Small and Medium Enterprise
SUSTEX	Sustainable Textiles for Sustainable Development
TPA	Tonnes Per Annum
WEO	World Economic Outlook

#### EXPLANATION FOR KPI METRICS

Term	Description
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total income	Total income is used by the management to track revenue from operations and other income.
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.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
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.

#### CONVENTIONAL TERMS / ABBREVIATIONS

Term	Description
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations

Term	Description
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949
BN/Bn	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016, as amended
Category I Foreign Portfolio Investor(s) / Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II Foreign Portfolio Investor(s) / Category II FPIs	FPIs who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s) / Category III FPIs	FPIs who are registered as "Category III Foreign Portfolio Investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFPI	Consumer Food Price Index
CFO	Chief Financial Officer
CGST Act	Central Goods and Services Tax Act, 2017
CIBIL	Credit Information Bureau (India) Limited
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant's beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date
CSR	Corporate Social Responsibility
CST	Central Sales Tax
COVID - 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CPI	Consumer Price Index
CY	Calendar Year
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, CDSL and NSDL
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
Depositories Act	Depositories Act, 2018
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 2018
DP ID	Depository Participant's identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM/ EoGM	Extra-ordinary General Meeting
EMDEs	Emerging Markets and Developing Economies





Term	Description
EPS	Earnings Per Share
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FTP	Foreign Trade Policy
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI / Government	Government of India
GST	Goods & Services Tax
HNIs	High Net worth Individuals
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST Act	Integrated Goods and Services Tax Act, 2017
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
IPO	Initial Public Offering
IRDAI Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016
ISO	International Organization for Standardization
IST	Indian Standard Time
KM / Km / km	Kilo Meter
KMP	Key Managerial Personnel
Ltd	Limited
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition



Term	Description
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NECS	National Electronic Clearing Service
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OPC	One Person Company as defined under section 2(62) of The Companies Act, 2013
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
PMI	Purchasing Managers' Index
PPP	Purchasing power parity
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs. / ₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI MB Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI PIT Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended



<b>Term</b>	<b>Description</b>
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SGST Act	State Goods and Services Tax Act, 2017
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST Act	Union Territory Goods and Services Tax Act, 2017
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account.
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VAT	Value Added Tax
VC	Venture Capital
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WIP	Work in process
Wilful Defaulter(s) or a Fraudulent Borrower	Wilful defaulter or a Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WHO	World Health Organization
WEO	World Economic Outlook
YoY	Year on Year

## PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

### CERTAIN CONVENTIONS

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

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

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

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

### FINANCIAL DATA

Unless stated otherwise, the financial statements in this Draft Prospectus are derived from our Financial Statements. The Restated Financial Statements included in this Draft Prospectus is for the seven months ended 31<sup>st</sup> October, 2023 and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 has been prepared in accordance with Indian GAAP and the Companies Act, and has been restated in accordance with the SEBI ICDR Regulations. For further information, see please refer section titled "*Restated Financial Statements*" beginning on page 156 of this Draft Prospectus.

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

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

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the Restated Financial Statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 27, 106 and 161 respectively, of this Draft Prospectus, and elsewhere in this Draft Prospectus have been calculated on the basis of the "*Restated Financial statements*" of our Company as beginning on page 156 of this Draft Prospectus.

### CURRENCY AND UNITS OF PRESENTATION

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

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

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

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

## **DEFINITIONS**

For definitions, please refer the chapter titled "*Definitions and Abbreviations*" beginning on page 1 of this Draft Prospectus. In the section titled "*Main Provisions of the Articles of Association*" beginning on page 228 of this Draft Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

## **INDUSTRY AND MARKET DATA**

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

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



## FORWARD LOOKING STATEMENTS

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

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

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

- 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 working capital requirements;
- Our ability to attract and retain personnel;
- 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;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Inability to adequately protect our trademarks;
- Changes in consumer demand;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

For further discussions of factors that could cause our actual results to differ, please refer the section titled “Risk Factors” and chapter titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 27, 106, and 161 of this Draft Prospectus, respectively.



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

Forward-looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance.

Neither our Company, our Directors, our Promoters, the Lead Manager nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company will ensure that investors in India are informed of material developments from the date of this Draft Prospectus until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II - SUMMARY OF DRAFT OFFER DOCUMENT

### SUMMARY OF OUR BUSINESS

Incorporated in 2018, our Company, “Falcon Concepts Limited” is engaged in designing, engineering, fabrication and installation of façade systems. We believe in offering solutions to our customers with respect to their requirement of façade installation in complex projects. We specialise in technically demanding facades. We offer various range of products to meet the demands of our customers. Over the years, we have developed a name for ourselves among our customers.

Our Company was originally incorporated at Haryana as “Falcon Concepts Private Limited” on 24<sup>th</sup> May, 2018 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to “Falcon Concepts Limited” vide fresh certificate of incorporation dated 25<sup>th</sup> May, 2023 issued by the Registrar of Companies, Delhi.

Our Company is promoted by Mrs. Ekta Seth, Mr. Tribhuvan Seth and Mr. Prithvi Seth. Our promoters are the guiding force behind the strategic decisions of our Company and under their guidance we have been able to successfully execute our business strategies over the years. It is the vision of our Promoters to be a globally recognised and respected innovative structure enveloping solution providers.

Our product basket ranges from glazing /curtain walls, high end aluminium doors & windows, skylights, canopies, frameless glazing, MS structures, stone cladding, metal cladding, roofing & others. We believe in offering facades which are resistant against UV rays, acidic rain, dust, noise and others. The registered office of our Company is situated at Gurugram, Haryana.

We have catered to our customers base in various states such as Haryana, Uttar Pradesh, Rajasthan, Madhya Pradesh, Karnataka, Gujrat, Punjab and Delhi.

Our Company is accredited with Federation of Indian Export Organisations (FIEO) as Merchant Exporter with IEC number, we export the façade related material such as Glass, Aluminium, Aluminium Composite Panel (ACP), High Pressure Laminate (HPL), Silicon and Fasteners to our foreign clients situated at TOGO West Africa, GHANA West Africa.

For more details, please refer chapter titled “Our Business” beginning on page 106 of this Draft Prospectus.

### SUMMARY OF OUR INDUSTRY

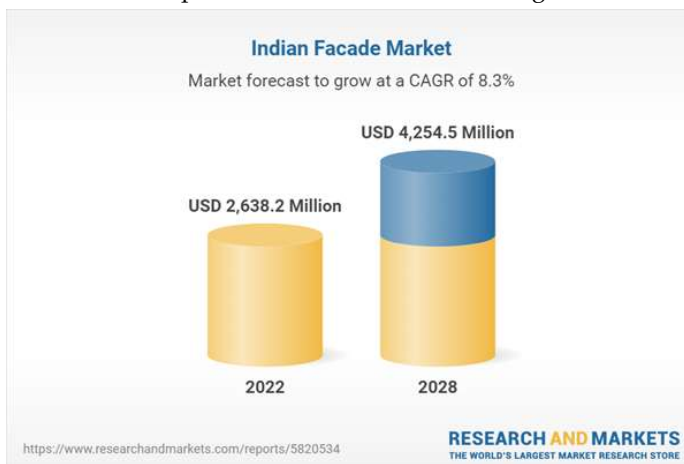
#### India Facade Market:

The India facade market size reached US\$ 2,638.2 Million in 2022. Looking forward, the publisher expects the market to reach US\$ 4,254.5 Million by 2028, exhibiting a growth rate (CAGR) of 8.23% during 2023-2028. The increasing construction activities, rising number of commercial spaces, and the growing number of remodeling and upgradation projects represent some of the key factors driving the market.

The facade is an exterior front of a building that comprises roofing, street awnings, and ventilation louvers. It is produced using different materials, such as glass, brick, steel, aluminum, stone, concrete, metal, clay, and wood. It offers an aesthetic appeal to the building and enhanced waterproofing, fabrication, durability, and weather protection. It is generally used in energy efficient buildings for controlling light penetration, regulating internal temperature, and providing thermal insulation. It requires regular maintenance to ensure its longevity and functionality. It is commonly available in several shapes and sizes and can be created as per the requirements of the consumer.

## India Facade Market Trends:

The increasing construction activities in the residential areas on account of rapid urbanization and inflating disposable income levels represent one of the key factors driving the demand for façades in India. Moreover, the rising number of commercial spaces, such as shopping malls, restaurants, cafes, offices, hotels, and institutions, is contributing to the market growth. In addition, due to the growing environmental concerns, several measures are being undertaken by the government of India (GoI) to promote the use of sustainable construction materials and minimize carbon emissions. This, coupled with the launch of various government-sponsored public housing programs due to the surging demand for affordable housing units, is driving the adoption of facades in the country. Apart from this, the increasing number of remodeling and upgradation projects for stadiums, airports, railway stations, metro, and hospitals is contributing to the market growth in the country. Furthermore, the rising popularity of polycarbonate facades in industrial and large-scale commercial buildings due to their numerous advantages, including easy installation, weather resistance, and low maintenance costs, is propelling the growth of the market. Besides this, key players operating in India are introducing facades in advanced materials, such as phase change materials (PCM), high reflectance and durable outdoor coatings, and insulation foams with improved strength and visually appealing texture. This, along with the advent of high quality facades that regulates temperature, protects against rain, and resists corrosion to ensure comfortable and durable building on account of changing climatic conditions like heat, humidity, and monsoon is strengthening the growth of the market.



(Source: <https://www.researchandmarkets.com/reports/5820534/india-facade-market-industry-trends-share>)

For more details, please refer chapter titled “Industry Overview” beginning on page 89 of this Draft Prospectus.

## OUR PROMOTERS

The promoters of our Company are Mrs. Ekta Seth, Mr. Tribhuvan Seth and Mr. Prithvi Seth. For detailed information on our Promoters and Promoters’ Group, please refer to chapter titled “Our Promoters and Promoters’ Group” beginning on Page No. 148 of this Draft Prospectus.

## SIZE OF ISSUE

<b>Issue</b>	Upto 19,50,000 Equity shares of Rs.10/- each for cash at a price of Rs. [●] per Equity shares aggregating to Rs. [●] Lakhs
<b>Of which:</b>	
<b>Market Maker Reservation Portion</b>	Upto [●] Equity shares of Rs.10/- each for cash at a price of Rs. [●] per Equity shares aggregating to Rs. [●] Lakhs
<b>Net Issue</b>	upto [●] Equity shares of Rs.10/- each for cash at a price of Rs. [●] per Equity shares aggregating to Rs. [●] Lakhs

For further details, please refer to chapter titled “Terms of the Issue” beginning on page 193 of this Draft Prospectus.

## OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects (“Objects of the Issue”):

(Rs. in Lakhs)

Sr. No.	Particulars	Amount*
1.	To Finance the Capital Expenditure for purchase of façade Structural Equipments	251.12
2.	To part finance the requirement of Incremental Working Capital	575.00
3.	To meet General Corporate Purposes	[●]
	<b>Net Proceeds</b>	<b>[●]</b>

\*Subject to finalization of basis of allotment

Note: The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Issue

For further details, please refer to chapter titled “Objects of the Issue” beginning on page 71 of this Draft Prospectus.

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

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

Particular	Pre-Issue	
	Number of Shares	Percentage (%) holding
<b>Promoters</b>		
Mrs. Ekta Seth	28,68,180	58.77%
Mr. Tribhuvan Seth	8,03,600	16.47%
Mr. Prithvi Seth	8,06,120	16.52%
<b>Promoter Group</b>		
-	-	-
<b>Total</b>	<b>44,77,900</b>	<b>91.76%</b>

## SUMMARY OF RESTATED FINANCIAL STATEMENTS

Following are the details as per the restated financial statements for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021 and for the seven months ended 31<sup>st</sup> October, 2023:-

(Rs. in lakhs other than share data)

Particulars	For the period ended			
	31 <sup>st</sup> October, 2023	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2021
Net Worth (A)	631.39	327.53	129.02	22.23
Net Profit after Tax (B)	131.82	179.52	97.79	12.34
No. of Shares outstanding at the end (C)	48,80,120	22,658	14,070	10,000
Face Value Per share	10	10	10	10
Adjusted Face Value Per share for ratio calculations	10	10	10	10
Weighted average number of shares post effect of bonus issue (D)	57,02,970	48,66,363	48,55,564	48,55,262
Earnings per Share (EPS) (B / D) (Rs.)	2.31	3.69	2.01	0.25
Return on Net Worth (B / A)	20.88%	54.81%	75.80%	55.51%
Net Assets Value per Share (A / D)	11.07	6.73	2.66	0.46
Revenue from Operations	1,246.55	1,315.17	1,840.80	502.18



Particulars	For the period ended			
	31 <sup>st</sup> October, 2023	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2021
Other Income	2.56	9.64	12.13	0.03
Share Capital	488.01	2.27	1.41	1.00
Reserve & Surplus	143.37	325.26	127.61	21.23
Long Term Borrowings	177.02	57.35	56.29	48.30
Short Term Borrowings	189.02	133.23	10.81	-

For details, please refer to Section titled “Restated Financial Statements” beginning on page 156 of this Draft Prospectus.

#### QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualifications which have not been given effect in the restated financial statements.

#### SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

Name of the Cases	Number of cases	Total amount involved (Rs. in Lakhs)
<b>Against our Company</b>		
Tax	Nil	Nil
Civil	1	12.41
Criminal	Nil	Nil
Others	Nil	
<b>By our Company</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>Against our Promoters*</b>		
Tax	3	0.02
Civil	1	50.15
Criminal	Nil	Nil
<b>By our Promoter*</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>Against our directors (other than promoters)</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>By our directors (other than promoters)</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>Against our Group Companies</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>by our Group Companies</b>		

Name of the Cases	Number of cases	Total amount involved (Rs. in Lakhs)
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil

\*Our Promoters are also our directors. However, litigation against them has been included under the details of promoters to avoid repetition.

For further details, please refer chapter titled “Outstanding Litigations and Material Developments” beginning on page 174 of this Draft Prospectus.

## RISK FACTORS

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 offering. 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 offered 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 Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on Page No. 27 of this Draft Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per Restated Financial Statements, no contingent liability exists for the financial year ended on March 31, 2023, 2022 and 2021 and for the seven months ended 31<sup>st</sup> October, 2023.

For details, please refer to Section titled “Restated Financial Statements” beginning on page 156 of this Draft Prospectus.

## SUMMARY OF RELATED PARTY TRANSACTIONS

Name of Party	Nature of relationship
Mrs. Ekta Seth	Promoter and Managing Director
Mr. Prithvi Seth	Promoter and Whole time Director
Mr. Tribhuvan Seth	Promoter and Whole time Director
Mr. Praveen Pathania	Chief Financial officer
Mr. Vinod Kumar	Company Secretary and Compliance officer
Mrs. Mansi Kapil	Relative of Director
Mr. Puneet Seth	Relative of Director
M/s. Chrome Coaters Private Limited	Director having significant influence
M/s. Faalcon (Proprietor)	Proprietary Concern of Relative of Director

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
<b>Part A : Transaction during the year/period</b>				
<b><u>Borrowings Received:</u></b>				
Ekta Seth	96.44	5.00	-	-
Mansi Kapil Soni	-	-	-	18.00
Tribhuvan Seth	12.25	-	9.50	-
Prithvi Seth	18.00	-	-	-
Ruchi Arora	34.88	-	-	-
<b><u>Job Work</u></b>				
Chrome Coaters Private Limited	48.80	42.37	62.39	-
<b><u>Borrowings Repaid</u></b>				



Particulars	31.10.23	31.03.23	31.03.22	31.03.21
Mansi Kapil Soni	-	6.11	1.75	10.15
Tribhuvan Seth	-	-	4.00	-
<b><u>Conversion from loan to equity</u></b>				
Tribhuvan Seth	17.74	-	-	-
Ekta Seth	101.42	-	-	-
Prithvi Seth	17.99	-	-	-
Ruchi Arora	34.87	-	-	-
<b><u>Managerial Remuneration</u></b>				
Ekta Seth	9.45	6.94	11.71	5.00
Prithvi Seth	2.47	8.00	0.35	3.50
Tribhuvan Seth	2.77	6.05	-	3.50
<b><u>Sitting Fees</u></b>				
Renu Kaur	0.30	-	-	-
Ankur Sharma	0.15	-	-	-
Ruchi Arora	0.15	-	-	-
Sanjib Singh	0.10	-	-	-
<b><u>Sales:</u></b>				
Faalcon (Proprietor)	-	-	14.00	113.75
Particulars	31.10.23	31.03.23	31.03.22	31.03.21
<b><u>Salary paid</u></b>				
Praveen Pathania	7.51	7.10	8.50	3.45
Vinod Kumar	2.70	-	-	-
<b>Closing balances at the end of year / period:</b>				
<b><u>Advances to supplier (Receivable)</u></b>				
Chrome Coaters Private Limited	10.27	10.17	4.83	7.05
<b><u>Long Term Borrowings (Payable)</u></b>				
Ekta Seth	0.02	5.00	-	-
Tribhuvan Seth	0.01	5.50	5.50	-
Mansi Kapil Soni	-	-	6.11	7.85
Ruchi Arora	0.01	-	-	-
Prithvi Seth	0.01	-	-	-
<b><u>Sundry Debtors</u></b>				
Faalcon (Proprietor)	1.47	1.64	132.08	102.37
<b><u>Sitting Fees payable</u></b>				
Renu Kaur	0.07	-	-	-
Ankur Sharma	0.14	-	-	-
Ruchi Arora	0.14	-	-	-
Sanjib Singh	0.09	-	-	-
<b><u>Salary payable</u></b>				
Vinod Kumar	0.50	-	-	-

**Note:** The above statements should be read with the significant accounting policies and notes to restated summary, statement of assets and liabilities, profits and losses and cash flows appearing in "Annexure - Restated Statement of Related Party Transaction" under chapter titled "Restated Financial Information" beginning on Page No. 156 of this Draft Prospectus.

## FINANCING ARRANGEMENTS

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

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

The weighted average price at which Equity Shares were acquired by the Promoters in the one year preceding the date of this Draft Prospectus is as follows:

S. No.	Name of the Promoter	No of Equity Shares acquired in last one year	Average cost of Acquisition (in Rs.)*
1.	Mrs. Ekta Seth	28,54,586	3.40
2.	Mr. Tribhuvan Seth	7,99,118	2.22
3.	Mr. Prithvi Seth	8,01,638	2.24

\*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.

For further details, please refer to the chapter titled "Capital Structure" on page no. 59 of this Draft Prospectus.

## AVERAGE COST OF ACQUISITION OF PROMOTERS

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

S. No.	Name of the Promoter	No of Equity Shares held	Average cost of Acquisition (in Rs.)*
1.	Mrs. Ekta Seth	28,68,180	4.00
2.	Mr. Tribhuvan Seth	8,03,600	2.93
3.	Mr. Prithvi Seth	8,06,120	2.95

\*As certified by M/s. Sharma Sharma & Co., Chartered Accountants, by way of their certificate dated 1<sup>st</sup> December, 2023.

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire 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.

For further details, please refer to the chapter titled "Capital Structure" on page no. 59 of this Draft Prospectus.

## DETAILS OF PRE-IPO PLACEMENT

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

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

Except as mentioned below, Our company has not issued Equity Shares for consideration other than cash in the one (1) year preceding the date of this Draft Prospectus.

Date of Allotment	Name of Allottee	Equity Shares allotted	No. of Equity Shares	Reason for allotment
7 <sup>th</sup> August, 2023	Mr. Ashray Gupta	13,900	48,45,262	Bonus in the ratio of 139:1 i.e., 139 Equity Share for every 1 Equity
	Mr. Aman Gupta	13,900		
	Mrs. Ekta Seth	28,47,693		



Date of Allotment	Name of Allottee	Equity Shares allotted	No. of Equity Shares	Reason for allotment
	Mr. Tribhuvan Seth	7,97,860		Shares held, Capitalisation of Reserves
	Mr. Prithvi Seth	8,00,362		
	Mrs. Pooja Wadhwa	13,900		
	Mrs. Neha Gupta	13,900		
	Mrs. Ruchi Arora	3,43,747		
4 <sup>th</sup> August, 2023	Mrs. Ekta Seth	7,193	12,200	Conversion of loan into Equity Shares
	Mr. Tribhuvan Seth	1,258		
	Mr. Prithvi Seth	1,276		
	Mrs. Ruchi Arora	2,473		

*For further details, please refer to the chapter titled "Capital Structure" on page no. 59 of this Draft Prospectus.*

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

Other than as disclosed in "Capital Structure" beginning on page 59 of this Draft Prospectus, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Prospectus.

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

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

### SECTION III - RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face.*

*Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.*

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations.*

*To obtain a better understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 106, "Industry Overview" beginning on page 89 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 161 respectively, of this Draft Prospectus as well as other financial information contained herein.*

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

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

*The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Draft Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled "Definitions and Abbreviation" beginning on page 1 of this Draft Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

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

#### **INTERNAL RISK FACTORS:**

- 1. There are outstanding litigation proceedings involving our Company, our Promoters, an adverse outcome in which, may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.***

Our Company, Promoters, are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. There is no assurance that in future, we, our promoters, or company may not face legal proceedings and any adverse decision in such legal proceedings may impact our business.



A summary of the pending civil and other proceedings involving our Company is provided below:

Nature of Proceedings	Number of cases	Amount involved (Rs. in Lakhs)
<b>Company</b>		
By the Company	NA	NA
Against the Company	1	12.41
<b>Promoters</b>		
By the Promoters	NA	NA
Against the promoters	4	50.17
<b>Directors (other than promoters)</b>		
By the Directors	NA	NA
Against the Directors	NA	NA

For further details in relation to legal proceedings involving our Company, Promoters, Directors, kindly refer the chapter titled “Outstanding Litigation and Material Developments” on page 174 of this Draft Prospectus.

- We source a large part of our new orders from our relationships with customers, both present and past. Any failure to maintain our long-standing relationships with our existing customers or forge similar relationships with new ones would have a material adverse effect on our business operations and profitability*

We believe that our focus on completing projects in a timely manner and on quality has helped us build strong relationships with our customers and bolster our reputation in the industry in which we operate. In fact, all of the projects that we execute for private sector clients are sourced through nomination i.e. where customers with whom we have an existing relationship or new customers approach us directly for their proposed projects. Further, we have received additional projects from several of our existing customers despite increased competition in the region within which we operate. If any of our relationships with our existing customers were to be altered or terminated and we are unable to forge similar relationships with new customers in the future, our business, financial condition, results of operations, cash flows and business prospects could be materially and adversely affected.

- Our Registered Office and Branch Office of Our Company are not owned by us.*

We operate from our registered office situated N-75, Ground Floor, Mayfield Garden, Sector -51, Gurugram, Haryana. The same has been taken on lease from Mrs. Ruchika Saluja to use the place situated at N-75, Ground Floor, Mayfield Garden, Sector -51, Gurugram, Haryana as registered office for current lease period of 11 (Eleven) months commencing from September 01, 2023 to July 31, 2023 on monthly rent of Rs. 35,000 per month. Our Company has not changed its registered since incorporation.

Also, our Company is maintaining a branch office in Uttar Pradesh which is situated at Office No. 02, Ground Floor, Aakar Homz, Block A, Near A-24, Sector 68, Noida, GB Nagar, Uttar Pradesh-201301 and the same has taken from Mrs. Neetu Tiwari for a current lease period of 11 (Eleven) months commencing from 10<sup>th</sup> September, 2023 to 9<sup>th</sup> August, 2023 on monthly rent of Rs. 11,500 per month.

We cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for new office and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable / favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

For further details please refer to section titled Our Business on page 106 of this Draft Prospectus.

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

For the period ended March 31, 2021, March 31, 2022 and March 31, 2023 and for seven months ended 31<sup>st</sup> October, 2023, our revenue from operations from our top 10 customers contributed to 78.45%, 90.70%, 85.65% and 85.49% respectively of our revenues from operations as per our Restated Financial Statements. Our Company is primarily engaged in providing façade systems and solutions to customers and usually a single contract may take 6 months to three years for completion. As we operate on contract basis, our revenue from operations for a particular period may be concentrated in few clients or may be dependent on some large contracts. Larger contracts from few customers may represent a larger part of our portfolio, increasing the potential volatility of our results and exposure to individual contract risks. We may be vulnerable to accepting onerous contractual terms with regard to change in scope of work or inclusion of additional work within the scope of an existing contract. Such concentration of our business on a few projects or clients may have an adverse effect on our results of operations and result in a significant reduction in the award of contracts which could also adversely affect our business if we do not achieve our expected margins or suffer losses on one or more of these large contracts, from such clients. 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 revenues and results of operations. However, the composition and revenue generated from these customers might change as we continue to add new customers in the normal course of business. While we believe that we shall not face challenges in finding new customers in the ordinary course of business, our results of operations and financial condition may be adversely affected if we remain dependent on few customers.

**5. *We are primarily dependent upon few key suppliers for procurement of materials. Any disruption in the supply of these materials or fluctuations in their prices could have a material adverse effect on our business operations and financial conditions.***

We procure the material required for the development of facades. The major materials used in development of facades and other allied products are glass, aluminium composite panels, aluminum profiles, mild steel, GI sheet, sealant, gasket & hardwares, etc. We procure materials required in our installation of façade systems from domestic market. We procure a large portion of our material from few key suppliers, with whom we do not have any long-term supply contracts and therefore, we cannot assure you that we shall always have a steady supply of raw material at prices favourable to us. For the Fiscals 2021, 2022, 2023 and seven months ended October 31, 2023, purchases from our top ten suppliers represented 82.56%, 96.74%, 80.59% and 74.82% of our total purchases respectively. Inadequate supply of our material either by a sudden change in the prices or imposition of any new taxes or loss of any of our existing major vendors for any reason could have a material adverse effect on our business operations and profitability. If we cannot fully offset increases in the cost, we would experience lower margins and profitability, which would have a material adverse effect on our financial condition and results of operations.

**6. *We generate our major portion of sales from our operations in certain geographical regions especially Delhi, Haryana and Uttar Pradesh. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.***

For the period ended March 31, 2021, March 31, 2022 and March 31, 2023 and for the seven months ended 31<sup>st</sup> October, 2023, our revenue from our customers situated in Delhi contributed 0.27%, 2.39%, 3.82% and 15.44% respectively, Haryana contributed 54.54%, 39.55%, 50.89% and 51.42% respectively and Uttar Pradesh contributed 34.67%, 22.56%, 42.57% and 33.14% respectively of our total revenue from operations as per our Restated Financial Statements. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in these region to expand our operations in other parts of India and overseas markets, should we decide to further expand our operations. Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical

areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside these market may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance. *For further details please refer to section titled Our Business on page 106 of this Draft Prospectus.*

- 7. Our customers have a right to cancel the contract by giving a minimal notice on the occurrence of certain events. Any such cancellation may adversely affect our business, financial condition and results of operations.***

Our contracts usually provide for a right to our customer(s) to cancel the contract upon the occurrence of certain events such as, among other things, our failure to comply with the terms of the purchase order including specifications and other technical requirements; our failure to carry out the work as per the schedule or to maintain the acceptable quality of the workmanship or to observe the safety precautions at site or noncompliance of rules and regulations of local and government policies or non-compliance of any other conditions of the agreement. Further, our contracts may also provide that the customer shall not be responsible for any payment for any loss sustained by us by reason of our having purchased any materials or entered into any commitments or made any advances in connection with the execution of the contract. In the event any of the above events occur, our contract may be cancelled which may adversely affect our business, financial condition and results of operations. Further, such termination may also affect our reputation and growth prospects.

- 8. Our business requires the services of third parties, including suppliers and subcontractors, which entail certain risks.***

Our business generally requires the services of third parties, including sub-contractors and suppliers of materials. The timing and quality of facade we install depends on the availability and skill of those third parties, as well as contingencies affecting them, including labour and material shortages and industrial action, such as strikes and lockouts. We cannot assure you that skilled third parties will continue to be available at reasonable rates and in the areas in which we need to execute our projects. As a result, we may be required to make additional investments or provide additional services to ensure the adequate performance and delivery of contracted services, and any delay in project execution could adversely affect our profitability. There is also a risk that we may have disputes with our subcontractors arising from, among other things, the quality and timeliness of work performed by the subcontractor, customer concerns about the subcontractor, or our failure to extend existing orders or issue new orders under a subcontract. In addition, if any of our subcontractors fail to deliver on a timely basis the agreed upon supplies and/or perform the agreed-upon services, our ability to fulfil our obligations as a prime contractor may be jeopardized. In most instances, there is no contractual relationship between our customers and our suppliers, subcontractors. Consequently, we would have to seek remedies from our suppliers or sub-contractors, as the case may be, should any service or product liability claim be made by our customers against us. In case of any such claim against us, even if it is not proven, our reputation may suffer and our business may be materially and adversely affected. We cannot assure you that claims of such nature will not be brought against us, which could have a material adverse effect on our reputation, business and financial performance.

- 9. Our projects are typically awarded to us on following a competitive bidding process / quotation based process. Our business and our financial condition may be adversely affected if new projects are not awarded to us.***

Our contracts are also obtained through a competitive bidding process or quotation-based process which sometimes involves certain prequalification criteria like experience, capacity and performance, reputation for

quality, safety record, financial strength and bonding capacity and size of previous contracts in similar projects. In selecting contractors for major projects, customers generally limit the tender to contractors they have pre-qualified based on these criteria, although price competitiveness of the bid is the most important selection criterion. Our ability to bid for and win such projects is dependent on our ability to show experience of working on similar projects and developing strong execution capabilities and credentials to execute more challenging projects. The growth of our business mainly depends on our ability to obtain new contracts in the sectors in which we operate. Generally, it is very difficult to predict whether and when we will be awarded a new contract. Our future results of operations and cash flows can fluctuate materially from period to period depending on the timely award of contracts, commencement of work and completion of projects in the scheduled time period. If we fail to qualify or are unable to obtain new contracts, our business and financial condition could be adversely affected.

We may be unable to identify or acquire new projects and our bids for new projects may not always be successful, which may stunt our business growth. Further, any delay in the commencement or cancellation of the projects awarded to us may adversely affect our business, prospects, reputation, profitability, financial condition and results of operation.

***10. Our revenues are derived primarily from contracts awarded to us on a project-by-project basis, and a significant number of projects in the construction industry are undertaken on a non-recurring basis.***

In the event that we are not able to continually and consistently secure new projects of similar or higher value as the ones that we have executed in the past or are currently executing, and on terms and conditions that are favourable to us, our financial performance, our results of operations and cash flows may be adversely affected or fluctuate materially from time to time depending on the timing and nature of such contracts. Accordingly, it is difficult to predict whether and when we will be awarded a new project. If we are unable to identify or acquire new projects matching our expertise or profit expectations, we may be subject to uncertainties in our business.

***11. Increase in costs or a shortfall in availability of the materials we purchase could have a material adverse effect on our Company's sales, profitability and results of operations.***

Our Company is dependent on third party suppliers for procuring the materials which we use in executing our projects. We are exposed to fluctuations in the prices of these materials as well as its unavailability, particularly as we typically do not enter into any long term supply agreements with our suppliers and our major requirement is met in the spot market. The cost and availability of such materials are subject to a variety of factors and any increase in their cost and their availability at a reasonable price or at all, could adversely affect our margins, sales and results of operations. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of materials. If we were to experience a significant or prolonged shortage of such materials from any of our suppliers, and we cannot procure the products from other sources, we would be unable to meet our execution schedules and to deliver such products to our customers in timely fashion, which would adversely affect our sales, margins and customer relations. We cannot assure you that a particular supplier will continue to supply the required materials to us in the future. Any change in the supplying pattern of our products can adversely affect our business and profits. Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our execution cycles and delivery schedules, which may result in the loss of our customers and revenues.

***12. The nature of our business exposes us to liability claims and contract disputes and our indemnities may not adequately protect us. Any liability in excess of our reserves or indemnities could result in additional costs, which would reduce our profits.***

Time is often of the essence in our projects. We typically enter into contracts which provide for liquidated damages for time overruns. In the event there are delays in our current or future orders and we are unable to receive extensions from our customers, we may be exposed to liquidated damages and termination apart from

entailing significant cost and time overruns. Additionally, in some contracts, in case of delay due to deficiency in services or because of defective work done by us, clients may have the right to complete the work at our risk and cost by engaging a third party. We are generally required to furnish performance guarantees in the form of bank guarantees. In the event we fail to perform under the terms of a contract, a bank guarantee may be called upon by our customer, which could adversely affect our financial condition and results of operations. In addition, our operations are subject to hazards inherent in providing fabrication services, such as risk of work accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and environmental damage. We may also be subject to claims resulting from defects arising from fabrication services provided by us within the warranty periods extended by us. Further, our subcontractors may not have adequate financial resources to meet their indemnity obligations to us. Failure to effectively cover ourselves against any of these reasons could expose us to substantial costs and potentially lead to material losses. Faults in design and execution might also require repair work, which may not be foreseen. In addition, if there is a customer dispute regarding our performance or workmanship, the customer may delay or withhold payment to us.

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

Our business depends on our ability to successfully obtain payment from our clients of the amounts they owe us for work performed. We evaluate the financial condition of our clients and usually bill and collect on relatively short cycles. There is no guarantee that we will accurately assess the creditworthiness of our clients. Such conditions could cause clients to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of fees for client services also depends on our ability to complete our contractual commitments and subsequently bill for and collect our contractual service fees. If we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. Our results of operations and cash flows could be adversely affected, if we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our client balances. In addition, if we experience delays in billing and collection for our services, our cash flows could be adversely affected.

***14. Our pricing structures do not accurately anticipate the cost and complexity of performing our work and if we are unable to manage costs successfully, then certain of our contracts could be or become unprofitable***

We negotiate pricing terms with our clients utilizing a range of pricing structures and conditions. Depending on the particular contract, we may use time-and-materials pricing, pursuant to which we typically invoice on periodical basis for the services that we provide to our client. In certain instances, we enter into time-and-materials pricing arrangements, but with the inclusion of fixed-price elements for certain specified services.

Our ability to improve or maintain our profitability is dependent on managing our costs successfully. Our cost management strategies include maintaining appropriate alignment between the demand for our products and services and our resource capacity, optimizing the costs of service delivery through business process digitalization and deployment of tools, and effectively leveraging our sales and marketing and general and administrative costs. Our contracts could prove unprofitable for us or yield lower profit margins than anticipated, if we do not accurately estimate the resources required, costs and timing for completing projects, future rates of wage inflation and currency exchange rates, or if we fail to complete our contractual obligations within the contracted timeframe. There is a risk that we will underprice our contracts, fail to accurately estimate the costs of performing the work or fail to accurately assess the risks associated with potential contracts. In particular, any increased or unexpected costs, or wide fluctuations compared to our original estimates or delays, or unexpected risks we encounter in connection with the performance of this work, including those caused by factors outside of our control, could make these contracts less profitable or unprofitable, which could adversely impact our profit margin. However, our contracts usually provide for escalation and delay charges clause to minimise such risks.





**15. Failure to anticipate and develop new products & services and enhance existing execution capabilities in order to keep pace with rapid changes in technology and industry may suffer our business.**

The facade industry is characterized by rapid technological changes, evolving industry standards, changing client preferences, and new product and service introductions that could result in product obsolescence and short product life cycles. Our success depends on our ability to anticipate these advances, enhance our existing offerings or develop new service offerings to meet client needs, in a timely manner. We may not be successful in anticipating or responding to these advances on a timely basis. It may also happen that the products or services or technologies we develop may not be successful in the marketplace. We may also be unsuccessful in stimulating customer demand for new and upgraded products & services, or seamlessly manage to introduce new products, service or transitions. If we fail to address the demands of the rapidly evolving IT environment, particularly with respect to emerging technologies, and technological obsolescence, it could have a material adverse effect on our business, results of operations and financial condition.

**16. Our Company has negative cash flows from its operating activities, investing activities in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.**

Sustained negative cash flow could adversely impact our business, financial condition and results of operations. The detailed break up of operating cash flows is summarized in below mentioned table:

(Amount in Rs. Lakhs)

Particulars	31.10.2023	31.03.2023	31.03.2022	31.03.2021
Net Cash Flow from Operating Activities (A)	(317.61)	15.40	(52.96)	32.42
Net Cash Flow from Investing Activities (B)	(93.02)	(49.09)	1.95	(8.27)
Net Cash Flow from Financing Activities (C)	334.08	130.30	24.32	19.12
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>(76.55)</b>	<b>96.61</b>	<b>(26.69)</b>	<b>43.27</b>

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

For further details please refer to section titled “Financial Information” on page 156 of this Draft Prospectus.

**17. The Company is yet to place orders for 100% of the Equipments for our proposed object, as specified in the Objects of the Issue. Any delay in placing orders, procurement of Equipments may delay our implementation schedule and may also lead to increase in price of these Equipments, further affecting our revenue and profitability.**

Although we have identified the type of Equipments required to be bought for our upgradation and modernisation of existing facility, we are yet to place orders for 100% of the Equipments worth Rs. 251.12 lakhs as detailed in the – “Objects of the Issue” beginning on page 71 of this Draft Prospectus. These are based on our estimates and on third-party quotations, which are subject to a number of variables, including possible cost overruns, changes in management’s views of the desirability of current plans, change in supplier of equipments, among others, which may have an adverse effect on our business and results of operations. Further, we cannot assure that we would be able to procure these Equipments, or procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in the cost and time overrun in the implementation of the Project, which would have a material adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled “Objects of the Issue” beginning on page 71 of this Draft Prospectus.

**18. Any slowdown in the real estate sector in India could significantly decrease the demand for our products.**

The demand for our products is dependent, among other things, on the conditions of the global and, in particular, the Indian economy. For instance, the demand for our products is significantly affected by the real



estate sector. A decline in economic activity in India or in international markets may have an adverse effect on consumer and industrial demand for new infrastructural structures or complexes. If development of real estate declines, it would have a corresponding impact on the demand for our products leading to lower margins or slack in project executions and may materially and adversely affect our business, financial condition, results of operations, cash flows and business prospects.

***19. Any delay in completion of civil structure by the principal contractor or third parties involved or the customer could result in delay of our project execution and consequently affect our business operations.***

We are primarily engaged in designing, drawing, fabricating and installation of façade systems at various civil structure sites. We are dependent on the principal contractor and other parties to carry out their scope of work so as to enable us to initiate our project execution. In the life cycle of a construction project, there are phases which needs to be completed by other respective parties post which we can start our work. Any delay in execution of work by such parties may result in consequent delay in our project execution and may hinder our business operations adversely. Also, if there is any delay from the customer like delay in approval of plans of the project, delay in starting the construction activity, delay in release of payments etc. we may also suffer a delay in our project execution or cash flows which may adversely affect our financial condition and results of operations.

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

We have entered into certain transactions with related parties may continue to do so in future. While our Company believes that all such transactions have been conducted on arms-length basis and is in compliance with the Companies Act and other applicable laws, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our company will enter into related party transactions also in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to “Annexure - Related Party Transactions” of restated consolidated financials under section titled “Financial Information” on page 156 of the Draft Prospectus.

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

Our Promoters, Directors and Key Management Personnel can be deemed to be interested to the extent of the Equity Shares held by them, or their relatives, dividend entitlement, or loans advanced, provided by them to/for the Company, and benefits deriving from the directorship in our Company. Our Promoters are interested in the transactions entered into between our Company and our Promoter Group. For further information, please refer to the chapters titled “Our Business”, “Our Promoter and Promoter Group” and “Annexure” Related Party Transactions”, beginning on pages 106, 148 & 154 respectively of this Draft Prospectus.

***22. Our industry may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers***

We believe that the industry in which we operate faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our industry being labour intensive is highly dependent on labour force for carrying out its business operations. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We have not experienced any major disruptions to our business operations due to disputes or other problems with our work force in the past; there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions,

dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

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

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

***24. Improper handling, processing or storage of our materials and damage to such materials and products, could damage our reputation and have an adverse effect on our business, results of operations and financial condition.***

Our services as well as the products are subject to risks during their storage or installation. Any shortcoming in the production or storage of our products due to negligence, human error or otherwise, may damage our products and result in noncompliance with applicable quality standards. Any allegation that our products do not match requisite quality standards could damage our reputation, adversely affect our sales and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis.

We sell our products, directly to customers and if the products sold by those customers are found to be faulty on account of our products, our customers may return our goods, terminate their relationships with us and initiate legal proceedings against us. We cannot assure you that we will not be subject to such product liability claims in the future. Should any of our products be perceived or found to be faulty, we may be subject to regulatory action, product recalls and our reputation, business, results of operations and financial condition may be adversely affected.

We may also be exposed to liability from consumers for defects in the quality of our products, which may be occasioned by defects or damage to our products or service. Significant liabilities could adversely affect our reputation, sales revenues and results of operations.

***25. We are susceptible to risks relating to fluctuations in currency exchange rates.***

We export facade related material, aluminium composite panels, some hardware items, etc. Any fluctuation in the value of the Indian Rupee against any other foreign currency will affect our results of operations. Further, we currently do not use any foreign exchange hedging contracts to manage our exchange rate risk. Although we may, in the future, enter into such foreign exchange hedging contracts, we cannot assure you that such hedges will be available or commercially viable or effective to hedge our exposure to foreign currency risks. In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may adversely affect our costs of works contracts and financial results. We cannot guarantee that we will not experience foreign exchange losses going forward and that such losses will not adversely affect our business, financial condition or results of operations.

- 26. Our operations are subject to accidents and other risks and could expose us to material liabilities, loss in revenues and increased expenses. Further glass being a fragile commodity is also susceptible to breakages.**

While we conduct various scientific and site studies during the course of bidding for projects, there are always anticipated or unforeseen risks that may come up due to adverse weather conditions, geological conditions, specification changes and other reasons. Additionally, our operations are subject to hazards inherent in providing fabrication and construction services, such as risk of equipment failure, work accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment, and environmental damage. Also our input material glass being a fragile commodity is susceptible to breakages. Our policy of covering these risks through contractual limitations of liability, indemnities and insurance may not always be effective and this may have a material adverse effect on our reputation, business, financial condition and results of operations.

- 27. We require a number of approvals, licenses, registration and permits for our business and failure to obtain or renew them in a timely manner may adversely affect our operations.**

We may require several statutory and regulatory permits, licenses and approvals in the ordinary course of our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the timeframe anticipated by us or at all. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension, delay in issuance or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled “Key Industry Regulations and Policies in India” and “Government and Other Approvals” at pages 121 and 179 respectively of this Draft Prospectus.

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

Our business depends significantly on the strength of our brand and reputation of completing our projects in a timely and efficient manner. Our Company is known to conduct operations in a manner that ensures that our projects are free of any defects or vulnerabilities. We believe that continuing to develop awareness of our brand, through focused and consistent branding and marketing initiatives is important for our ability to increase our revenues, grow our existing market share and expand into new markets. Consequently, defects, delays, consumer complaints, or negative publicity or media reports involving us, or any of our projects could harm our brand and reputation and may dilute the impact of our branding and marketing initiatives and adversely affect our business, financial condition, results of operations and prospects.

In addition, adverse publicity about any regulatory or legal action against us could damage our reputation and brand image, undermine public confidence in us and reduce long-term demand for our operations, even if the regulatory or legal action is unfounded or immaterial to our operations. We may be involved in costly lawsuits or time consuming regulatory proceedings. If we are unable to neutralise the impact of such negative publicity effectively or efficiently, we may suffer damage to our reputation and relationships with our clients, lenders, suppliers and communities and experience significant project delays or cost overruns.

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

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

upgrading our technology and modernizing the same may be significant which could substantially affect our finances and operations.

***30. The industry segments in which we operate being fragmented, we face competition from other players, which may affect our business operations and financial conditions.***

The market for our products and services is competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as technical competence, quality of products and services, designing and execution, pricing and timely delivery. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector offers their products & services at highly competitive prices which may not be matched by us and consequently affect our revenue from operations 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.

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

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

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

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

We have taken guarantees from Promoters in relation to our secured debt facilities availed from our Bankers. In an event any of these persons withdraw or terminate its/their guarantees, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled "Financial Indebtedness" beginning on page 158 of this Draft Prospectus.

***33. Our Company has no formal supply agreement or contract with our vendors/suppliers for the uninterrupted supply of major materials. Our business may be adversely affected if there is any disruption in the material supply.***

We do not have any formal agreements with our vendors/suppliers as we operate on a purchase order system. Due to the absence of any formal contract with our vendors/suppliers, we are exposed to the risks of irregular supplies or no supplies at all and delayed supplies which would materially affect our results of operations. In the event of any disruption in the materials supply or the non-availability of materials, the assembling, fabrication and dispatch schedule may be adversely affected impacting the sales and profitability of the Company. In the event the prices of such materials were to rise substantially, we may find it difficult to make alternative arrangements for supplies of our materials, on the terms acceptable to us, which could materially

affect our business, results of operations and financial condition. Our management believes that we maintain good relations with our suppliers and we shall also not face any challenge in finding new suppliers if required.

**34. *There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.***

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

- Delay in filing of Eform DPT -3 for the FY 2019-20 & 2021-22;
- Delay in filing of Eform ADT -1 for appointment of Statutory Auditors during the FY 2022-23;
- Delay in filing of 2 Eforms ADT -1 for appointment of Statutory Auditors during the FY 2023-24;
- Delay in filing of Eform INC 27 for conversion of Company from Private Limited to Public Limited Company;
- Delay in filing of Eform SH-7 for Increase in Authorised Share Capital during the FY 2023-24;
- Delay in filing of Eform DIR 12 for appointment of Directors;
- Delay in filing of 2 Eform MGT 14 for appointment of Managing Director and revision of remuneration of Managing Director;
- Delay in filing of Eform DIR 12 for appointment of Whole Time Directors;
- Delay in filing of 2 Eforms MR1 for remuneration of Managing Director and revision thereof;
- Delay in filing of Eform MGT 14 for approval of financial statements for FY 2022-23;
- Delay in filing of Eform MGT 14 for approval of net Set of Articles of Association;
- Delay in filing of 5 Eforms MGT 14 for Shareholders approval of raising of loans from lenders;
- Delay in filing of Eform PAS 3 for allotment of shares;
- Delay in filing of Eform CHG1 for creation of charge, in which some documents were left to be attached and charge creation date of 29<sup>th</sup> September, 2023 was mentioned instead of 9<sup>th</sup> March, 2023, However, documents were submitted vide eform GNL 2 and Charge was created vide Charge ID no 100790463;
- Delay in filing of Eform GNL 2 w.r.t. submission of charge related documents for Charge ID no. 100790463;
- Delay in filing of Eform AOC 4 for submission of Annual Financial Statements for FY 2022-23;
- Delay in Filing of 2 Eforms MGT 14 for Shareholders approval for increase in borrowing power, Issue of shares;

Although the late filing fees levied are small but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. Although no- show cause notice has been issued against our Company till date, in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected. Further we cannot assure that we may not do delay filings in future and not be subjected to penalty or interest. Further with the expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. While no legal proceedings or regulatory action has been initiated against our Company in relation to above mentioned non-compliance or instances of non-filings or incorrect filings or delays in filing statutory forms with the RoC as of the date of this Draft Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.



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

We have secured our lenders by creating a charge over our movable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 146.43 lakhs as on October 31, 2023 as per our Restated Financial Statements. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the “Financial Indebtedness” please refer to page 158 of this Draft Prospectus.

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

As on October 31, 2023, our Company has unsecured loans amounting to Rs. 219.61 lakhs as per our Restated Financial Statements from related and other parties that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer the chapter titled Financial Statements as Restated beginning on page 156 of this Draft Prospectus.

**37. Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations.**

Our business requires significant amount of working capital and major portion of our working capital is utilized towards inventories and trade receivables. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, may affect our business operations and financials. For further details regarding working capital requirement, please refer to the section “Objects of the offer” on page 71 of this Draft Prospectus.

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

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

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

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



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

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

**41. Our future success depends significantly on the continued service of our promoters, management team and other key personnel.**

We depend on our experienced promoters, management team for our success and future growth loss of one or more key executives could have a negative impact on our business and growth. The industry experience, expertise and contributions of our promoters, management team, key personnel and our Promoters are essential for our continuing success. We may be unable to replace key members of our management team and key employees in the event we lose their services as there is intense competition for qualified personnel in our business. Lose of any senior management team members may have adverse effect on our sales, business operations and profitability.

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

As on October 31, 2023, we had total inventory consisting of goods to the value of Rs. 584.55 lakhs. Our business operations require us to maintain large amounts of inventory. Our operations may be subject to incidents of theft or damage to inventory, prior to or during stocking and display. Although we have set up various security measures and follow stringent operational processes such as stock taking, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

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

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

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Mrs. Ekta Seth	28,68,180	4.00
Mr. Tribhuvan Seth	8,03,600	2.93
Mr. Prithvi Seth	8,06,120	2.95

*\*The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares, including the issue of bonus shares, if any, to them. The average cost of acquisition of our Equity Shares by our Promoters has been reduced due to the issuance of bonus shares to them, if any. For more information, please refer to the section titled "Capital Structure" on page 59.*

- 44. *There are certain discrepancies and non-compliances noticed in some of our financial reporting and/or records relating to filing of various returns and deposit of statutory dues with the taxation and other statutory authorities.***

In the past, our company has at several instances, delayed in filing our GST returns, TDS payments/ returns and deposit of other statutory dues and returns, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes and statutory dues. Company is yet to file the IT return for FY 2022-23, although the Company has submitted its Tax Audit report for the financial year 2022-23, as a result of which, we may have to pay the late filing fees along with interest on delayed filings. Although the late filing fees levied are small but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. Further no-show cause notice has been issued against our Company till date, in respect of above. In the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected.

For further details of certain material legal proceedings involving our Company, our Promoter, our directors, see “Outstanding Litigation and Material Developments” beginning on page 174 of this Draft Prospectus.

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

We are insured for the risks associated with our business activities through Insurance policy. We believe that we have got our assets and stock adequately insured; however, our policy of covering these risks through insurance may not always be effective or adequate there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time, to cover all material losses. To the extent that we suffer any loss or damage that is not covered by insurance policy or exceeds our insurance coverage, our business and results of operations could be adversely affected.

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

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer “Dividend Policy” on page 155 of this Draft Prospectus.

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

This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own upto 65.56% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to

exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

***49. Certain key performance indicators for certain listed industry peers included in this Draft Prospectus have been sourced from public sources and there is no assurance that such financial and other industry information is complete.***

Pursuant to the requirements of the SEBI ICDR Regulations, we have included certain key performance indicators, comprising financial and operational information, for certain listed industry peers, in the “Basis for Offer Price” beginning on page 80 of the Draft Prospectus. Although this information is sourced from and relied upon on the audited financial statements of the relevant listed industry peers as available on the websites of the Stock Exchange, including the annual reports of the respective company submitted to Stock Exchanges, there is no assurance that this information with respect to industry peers is either complete. There may be different methodologies and formulas used to compute the various ratios.

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

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

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

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

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

The fund requirement and deployment, as mentioned in the “Objects of the Issue” on page 71 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter “Objects of the Issue” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter “Objects of the Issue” will not vary from the estimated costs or schedule of implementation. Any such variance may be

on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

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

***Risk related to this Issue and Investment in our Equity Shares***

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

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

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

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

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

This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

**EXTERNAL RISK FACTORS**

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer

credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

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

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

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

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

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

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

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

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

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

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



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

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

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter “Government and Other Approvals” beginning on page 179 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations.



## SECTION IV - INTRODUCTION

### THE ISSUE

<b>Equity Shares Issued<sup>(1)</sup>:</b> Present Issue of Equity Shares by our Company <sup>(2)</sup>	Upto 19,50,000 Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs. [●] per Equity Share aggregating Rs. [●] Lakhs
<b>Of which:</b>	
<b>Issue Reserved for the Market Maker</b>	Upto [●] Equity Shares of face value of Rs.10/- each fully-paid up for cash at a price of Rs. [●] per Equity Share aggregating Rs. [●] Lakhs
<b>Net Issue to Public</b>	Upto [●] Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs. [●] per Equity Share aggregating Rs. [●] Lakhs
	<b>Of which<sup>(3)</sup>:</b>
	[●] Equity Shares of having face value of Rs.10/- each fully paid-up for cash at a price of Rs. [●] per Equity Share will be available for allocation for retail individual Investors of up to Rs. 2.00 Lakhs
[●] Equity Shares of having face value of Rs.10/- each fully paid-up for cash at a price of Rs. [●] per Equity Share will be available for allocation for Non-retail individual Investors of above Rs. 2.00 Lakhs	
<b>Equity shares outstanding prior to the Issue</b>	48,80,120 Equity Shares of face value of Rs.10/- each fully paid-up
<b>Equity shares outstanding after the Issue</b>	Upto 68,30,120 Equity Shares of face value of Rs.10/- each fully paid-up
<b>Use of Proceeds</b>	Please refer to the chapter titled “Objects of the Issue” beginning on page 71 of this Draft Prospectus.

<sup>(1)</sup> This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time.

<sup>(2)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated 5<sup>th</sup> October, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our Shareholders held on 11<sup>th</sup> October, 2023.

<sup>(3)</sup> The allocation in the net Issue to the public category shall be made as per the requirements of Regulation 253(2) of SEBI ICDR Regulations, as amended from time to time, which reads as follows:

- (a) minimum fifty per cent to Retail Individual Investors; and
- (b) remaining to:
  - i. individual applicants other than Retail Individual Investors; and
  - ii. other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

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

For further details please refer to the chapter titled “Issue Structure” beginning on page 200 of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lakhs)

Particulars	Note No	31.10.23	31.03.23	31.03.22	31.03.21
<b>Equity &amp; Liabilities</b>					
<b>Shareholders' Funds</b>					
Share Capital	A	488.01	2.27	1.41	1.00
Reserve & Surplus	A	143.37	325.26	127.61	21.23
<b>Total (A)</b>		<b>631.39</b>	<b>327.53</b>	<b>129.02</b>	<b>22.23</b>
<b>Non-Current Liabilities</b>					
Long Term Borrowings	B	177.02	57.35	56.29	48.30
Deferred Tax Liabilities (Net)	C	0.76	-	-	0.05
Other Long-Term Liabilities			-	-	-
<b>Total (B)</b>		<b>177.78</b>	<b>57.35</b>	<b>56.29</b>	<b>48.36</b>
<b>Current Liabilities</b>					
Short Term Borrowings	D	189.02	133.23	10.81	-
Trade Payables	E	234.37	411.97	301.53	147.19
Other Current Liabilities	E	101.88	317.10	381.65	333.31
Short Term Provisions	E	83.24	45.46	37.47	2.78
<b>Total (C)</b>		<b>608.51</b>	<b>907.76</b>	<b>731.46</b>	<b>483.27</b>
<b>Total (D=A+B+C)</b>		<b>1,417.67</b>	<b>1,292.64</b>	<b>916.77</b>	<b>553.85</b>
<b>Assets</b>					
<b>Non-Current Assets</b>					
Property, Plant & Equipment:					
(i) Tangible Assets	F	130.41	55.52	18.81	11.97
(ii) Intangible Assets		-	-	-	-
Non-current investments					
Deferred tax assets (net)		-	0.33	0.08	-
Other Non-Current Assets	G	9.09	8.77	3.77	-
<b>Total (E)</b>		<b>139.50</b>	<b>64.62</b>	<b>22.66</b>	<b>11.97</b>
<b>Current Assets</b>					
Inventories	H	584.55	596.45	182.19	208.07
Trade Receivables	I	521.68	266.85	379.04	208.04
Cash & Bank Balances	J	37.44	113.99	17.38	44.07
Short Term Loans & Advances & Other Current Assets	K	134.51	250.73	315.50	81.70
			-		
<b>Total (F)</b>		<b>1,278.17</b>	<b>1,228.02</b>	<b>894.11</b>	<b>541.88</b>
<b>Total (G=E+F)</b>		<b>1,417.67</b>	<b>1,292.64</b>	<b>916.77</b>	<b>553.85</b>

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lakhs)

Particulars	Note No	31.10.23	31.03.23	31.03.22	31.03.21
<b>Income</b>					
Revenue from Operations	L	1,246.55	1,315.17	1,840.80	502.18
Other Income	M	2.56	9.64	12.13	0.03
<b>Total Income (A)</b>		<b>1,249.11</b>	<b>1,324.81</b>	<b>1,852.93</b>	<b>502.21</b>
<b>Expenditure</b>					
Purchase of materials	N	745.99	1,219.08	1,336.62	402.96
Changes in Inventories of stock in trade	O	11.90	(414.27)	25.88	(45.22)
Employee Benefit Expenses	P	66.68	67.09	56.23	68.81
Finance Cost	Q	18.82	16.30	3.84	0.74
Operational and Other Expenses	R	207.84	189.17	293.70	56.61
Depreciation and Amortization Charges	F	18.27	7.66	3.33	1.28
<b>Total Expenditure (B)</b>		<b>1,069.51</b>	<b>1,085.03</b>	<b>1,719.60</b>	<b>485.16</b>
<b>Profit before exceptional and extraordinary items and tax (C=A-B)</b>		<b>179.60</b>	<b>239.78</b>	<b>133.33</b>	<b>17.05</b>
Exceptional items (D)			-	-	-
Profit before extraordinary items and tax (E=C-D)		<b>179.60</b>	<b>239.78</b>	<b>133.33</b>	<b>17.05</b>
Extraordinary items (F)			-	-	-
<b>Net Profit before Tax (G=E-F)</b>		<b>179.60</b>	<b>239.78</b>	<b>133.33</b>	<b>17.05</b>
<b>Less: Provision for Taxes (H)</b>					
Current Tax		46.70	60.51	35.67	4.59
Deferred Tax		(1.08)	0.25	(0.13)	0.13
Earlier Tax		-	-	-	-
<b>Profit (Loss) for the period (G-H)</b>		<b>131.82</b>	<b>179.52</b>	<b>97.79</b>	<b>12.34</b>
<b>Earnings per equity share :</b>					
1) Basic		<b>2.31</b>	<b>3.69</b>	<b>2.01</b>	<b>0.25</b>
2) Diluted		<b>2.31</b>	<b>3.69</b>	<b>2.01</b>	<b>0.25</b>

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lakhs)

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before taxes	179.60	239.78	133.33	17.05
Adjustment for:				
Add: Depreciation & Amortizations	18.27	7.66	3.33	1.28
Less: Interest Income	(0.15)	(0.28)	(12.13)	(0.03)
Add: Interest Expenses	13.40	12.18	3.48	-
Operating Profit before Working capital changes	<b>211.12</b>	<b>259.34</b>	<b>128.01</b>	<b>18.30</b>
Adjustments for:				
(Increase)/ Decrease in Trade Receivable	(254.83)	112.19	(171.00)	(190.64)
(Increase)/ Decrease in Short Term Loans & Advances & Other Current Assets	116.22	64.77	(233.80)	50.91
(Increase)/ Decrease in Other Non-Current Assets	(0.32)	-	(3.77)	-
(Increase)/ Decrease in Inventories	11.90	(414.26)	25.88	(45.22)
Increase/ (Decrease) in Other Current Liabilities	(215.22)	(64.55)	48.34	158.87
Increase/ (Decrease) in Short Term Provisions	1.16	0.20	(0.98)	2.78
Increase/ (Decrease) in Long Term Liability	-	-	-	-
Increase/ (Decrease) in Trade Payables	(177.60)	110.44	154.34	41.92
<b>Cash Generated from/used in Operations</b>	<b>(307.55)</b>	<b>68.12</b>	<b>(52.98)</b>	<b>36.90</b>
Direct Taxes paid	(10.06)	(52.72)	0.01	(4.48)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(317.61)</b>	<b>15.40</b>	<b>(52.96)</b>	<b>32.42</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Sale / (Purchase) of Property, Plant & Equipment (Including Capital goods)	(93.17)	(44.37)	(10.17)	(8.30)
(Increase)/ Decrease in Fixed Deposit	0.00	(5.00)	-	-
Interest Received	0.15	0.28	12.13	0.03
(Increase)/ Decrease in Current Investments	0.00	-	-	-
(Increase)/ Decrease in Non Current Investments	0.00	-	-	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(93.02)</b>	<b>(49.09)</b>	<b>1.95</b>	<b>(8.27)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Shares Issue	1.22	0.86	0.41	-
Securities Premium on shares	170.80	18.14	8.59	-
Increase/ (Decrease) in Short Term Borrowings	55.79	122.42	10.81	-
Increase/ (Decrease) in Long Term Borrowings	119.67	1.06	7.99	19.12
Interest paid	(13.40)	(12.18)	(3.48)	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>334.08</b>	<b>130.30</b>	<b>24.32</b>	<b>19.12</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>(76.55)</b>	<b>96.61</b>	<b>(26.69)</b>	<b>43.27</b>
<b>Cash and cash equivalents at the beginning of the year / Period</b>	<b>113.99</b>	<b>17.38</b>	<b>44.07</b>	<b>0.81</b>
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>37.44</b>	<b>113.99</b>	<b>17.38</b>	<b>44.07</b>

## GENERAL INFORMATION

Our Company was originally incorporated at Haryana as “Falcon Concepts Private Limited” on 24<sup>th</sup> May, 2018 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to “Falcon Concepts Limited” vide fresh certificate of incorporation dated 25<sup>th</sup> May, 2023 issued by the Registrar of Companies, Delhi.

For further details and details of changes in the registered office of our company, please refer to the chapter titled “History and Certain Corporate Matters” beginning on page 130 of this Draft Prospectus.

### REGISTERED OFFICE

**Falcon Concepts Limited**

N-75, Ground Floor Mayfield Garden,

Sector-51 NA, Gurgaon,

Haryana - 122018, India

**Tel No:** + 91-124-4383074

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

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

**Contact person :** Mr. Vinod Kumar

### REGISTRAR OF COMPANIES

**Registrar of Companies, Delhi**

Address: 4th Floor, IFCI Tower,

6 Nehru Place, New Delhi-110019

**Tel No.:** 011-26235703

**E-mail:** [roc.delhi@mca.gov.in](mailto:roc.delhi@mca.gov.in)

**Date of Incorporation:** 24<sup>th</sup> May, 2018

**Company Identification Number:** U74999HR2018PLC074247

**Company Registration Number:** 074247

**Company Category:** Company Limited by Shares

**Designated Stock Exchange:**

SME Platform of BSE Limited

**Address:** Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai - 400001

### BOARD OF DIRECTORS

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

Name	Designation	DIN	Residential Address
Mrs. Ekta Seth	Chairperson and Managing Director	08141902	H.No.B-39, Rosewood City Block-A, Gurgaon - 122018, Haryana, India
Mr. Prithvi Seth	Whole Time Director	06646812	B-39, Rosewood City, Sector- 49, Gurgaon, Nirvana Country, Gurgaon - 122018, Haryana, India
Mr. Tribhuvan Seth	Whole Time Director	08221138	B-39, Eros Rosewood City Nirvana Country, Gurgaon- 122018 Haryana India
Mrs. Ruchi Arora	Non-Executive Director	10262416	C-1079, Ansal Esencia, Sector-67, Badshapur, Gurgaon, Haryana - 122101

<b>Name</b>	<b>Designation</b>	<b>DIN</b>	<b>Residential Address</b>
Ms. Renu Kaur	Non-Executive Independent Director	10080402	House No. 65, Raj Avenue, Kale Ghanupur, Amritsar, Punjab-143105
Mr. Ankur Sharma	Non Executive Independent Director	10260305	136, A, Murali Vihar Colony, Shahaganj, Kiraoli, Agra - 282010, Uttar Pradesh, India

For detailed profile of our Board of Directors, please see chapter titled "Our Management" beginning on page 133 of this Draft Prospectus.

#### **CHIEF FINANCIAL OFFICER**

**Mr. Praveen Pathania**

N-75, Ground Floor Mayfield Garden,  
Sector-51 NA, Gurgaon,  
Haryana - 122018, India  
**Tel No:** + 91-124-4383074  
**Email:** [info@faalcon.in](mailto:info@faalcon.in)  
**Website:** [www.faalcon.in](http://www.faalcon.in)

#### **COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Mr. Vinod Kumar**

N-75, Ground Floor Mayfield Garden,  
Sector-51 NA, Gurgaon,  
Haryana - 122018, India  
**Tel No:** + 91-124-4383074  
**Email:** [info@faalcon.in](mailto:info@faalcon.in)  
**Website:** [www.faalcon.in](http://www.faalcon.in)

#### **INVESTOR GRIEVANCES**

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Issue and/or Lead Manager 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, non-receipt of funds by electronic mode etc.

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

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the



post issue lead manager is required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

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

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

##### **NAVIGANT CORPORATE ADVISORS LIMITED**

804, Meadows, Sahar Plaza Complex,  
J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059  
Tel No. +91-22-41204837  
Email Id-[navigant@navigantcorp.com](mailto:navigant@navigantcorp.com)  
Investor Grievance Email: [info@navigantcorp.com](mailto:info@navigantcorp.com)  
Website: [www.navigantcorp.com](http://www.navigantcorp.com)  
SEBI Registration Number: INM000012243  
Contact Person: Mr. Sarthak Vijlani

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

##### **BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED**

Beetal House,  
3rd Floor, 99, Madangir, Behind Local Shopping Centre,  
New Delhi 110062, India  
Tel. No.: 011-29961281-83/26051061/26051064  
Fax No: 011-29961284  
Email:[beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)/[beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
Investor Grievance Email: [investor@beetalfinancial.com](mailto:investor@beetalfinancial.com)  
Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)  
SEBI Registration No.: INR000000262  
Contact Person: Mr. Punit Mittal

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

**Sushmita Adhikari & Associates**  
Address: 138/17, Anupam Garden,  
Saket, New Delhi - 110068  
Tel No.: +91-99905-36363  
Email: [cssushmitaadhikari2021@gmail.com](mailto:cssushmitaadhikari2021@gmail.com)  
Firm Registration: S2022DE863100  
Contact Person: Sushmita Adhikari

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

[•]

## **BANKERS TO THE COMPANY**

### **HDFC Bank Limited**

Shop No. S1 and S2, Ground Floor,  
SS Plaza, Sector 47, Gurgaon-122003  
Website: [www.hdfcbank.com](http://www.hdfcbank.com)

## **STATUTORY AUDITORS OF OUR COMPANY**

### **M/s. Sharma Sharma & Co.**

Chartered Accountants  
211, Priyanka Tower, Near Fund Cinema, Moti Nagar,  
Metro Pillar-322, Delhi-110015  
Contact No. 91-9958999665  
E-mail: [sharmasharmaca@gmail.com](mailto:sharmasharmaca@gmail.com)  
Contact Person: Mr. Suvir Sharma  
Membership No. 088272  
Firm Registration No. 009462N

## **PEER REVIEWED AUDITORS OF OUR COMPANY**

### **M/s. Sharma Sharma & Co.**

Chartered Accountants  
211, Priyanka Tower, Near Fund Cinema, Moti Nagar,  
Metro Pillar-322, Delhi-110015  
Contact No. 91-9958999665  
E-mail: [sharmasharmaca@gmail.com](mailto:sharmasharmaca@gmail.com)  
Contact Person: Mr. Suvir Sharma  
Membership No. 088272  
Firm Registration No. 009462N  
Peer Review No.: 013486 valid till 31<sup>st</sup> August, 2025

*M/s. Sharma Sharma & Co., Chartered Accountant, holds valid Peer Review Certificate Number 013486 dated 2<sup>nd</sup> September, 2021 issued by Peer Review Board of the Institute of Chartered Accountants of India. The certificate is valid till 31<sup>st</sup> August, 2025.*

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

There is no inter se allocation as Navigant Corporate Advisors Limited is a sole Lead Manager to the issue.

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

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> . Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> . The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and it's updated from time to time.

## **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> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

## **REGISTERED BROKERS**

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Applicant can submit Application Form for the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Brokers Centres.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on Registered Brokers, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

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

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

## **COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)**

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

## **CREDIT RATING**

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

## **IPO GRADING**

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

## **DEBENTURE TRUSTEES**

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

## **MONITORING AGENCY**

Since our issue size does not exceeds one hundred crore rupees, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

## **FILING OF THE DRAFT PROSPECTUS/ PROSPECTUS**

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Draft Prospectus shall not be submitted to SEBI, however, soft copy of Prospectus shall be submitted to SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI ICDR Regulations.

A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Delhi, situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019, India at least (3) three working days prior from the date of opening of the Issue.

### **APPRAISING ENTITY**

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

### **TYPE OF ISSUE**

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

### **GREEN SHOE OPTION**

No green shoe option is contemplated under the Issue.

### **EXPERT OPINION**

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

Our Company has received written consent from the Statutory Auditor & Peer Reviewed Auditor, M/s. Sharma Sharma & Co., Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated 1<sup>st</sup> December, 2023 and the Statement of Possible Tax Benefits dated 1<sup>st</sup> December, 2023 issued by them and included in this Draft Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft 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 Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### **CHANGES IN AUDITORS**

Except as mentioned below, there has been no change in the Statutory Auditors of our Company during the last 3 financial years:

<b>Sr No</b>	<b>Date of Change</b>	<b>From</b>	<b>To</b>	<b>Reason for Change</b>
1.	1 <sup>st</sup> November, 2023	N.K. Mittal & Associates	Sharma Sharma & Co.	Expiration of peer review status.
2.	3 <sup>rd</sup> May, 2023	Akshay Madaan & Associates	N.K. Mittal & Associates	Due to preoccupation
3.	16 <sup>th</sup> August, 2022	Ashwani Garg & Associates	Akshay Madaan & Associates	Due to preoccupation

## UNDERWRITING AGREEMENT

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of Equity Shares Underwritten*	Amount Underwritten	% of total Issue size underwritten
<b>NAVIGANT CORPORATE ADVISORS LIMITED</b> 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 Tel No. +91-22-41204837 Email Id- <a href="mailto:navigant@navigantcorp.com">navigant@navigantcorp.com</a> Investor Grievance Email: <a href="mailto:info@navigantcorp.com">info@navigantcorp.com</a> Website: <a href="http://www.navigantcorp.com">www.navigantcorp.com</a> SEBI Registration Number: INM000012243 Contact Person: Mr. Sarthak Vijlani	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

\*Includes up to [●] Equity Shares of the Market Maker Reseroation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.

In accordance with Regulation 260(2) of the SEBI ICDR Regulations, this Issue has been 100% underwritten and shall not restrict to the minimum subscription level. Our Company shall ensure that the Lead Manager to the Issue have underwritten at least 15% of the total Issue Size.

In the opinion of the Board of our Directors of our company, the resources of the Underwriter(s) are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s).

## MARKET MAKER

Our Company and the Lead Manager have entered into an agreement dated [●] with the following Market Maker to fulfil the obligations of Market Making:

[●]

## DETAILS OF THE MARKET MAKING AGREEMENT

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

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

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000. However, the investors with holdings of value less than Rs. 1,00,000 shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% (Including the 5% of Equity Shares of the Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Equity Shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
4. There shall be no exemption / threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
7. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed at SME Platform of BSE Limited and Market Maker will remain present as per the guidelines mentioned under the BSE Limited and SEBI circulars.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market - for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
9. The Market Maker shall have the right to terminate said arrangement by giving a three-month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.
10. In case of termination of the Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed





five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

11. SME Platform of BSE Limited will have all margins which are applicable on the BSE Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.
12. SME Platform of BSE Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
13. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
14. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
15. 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.
16. 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.
17. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Platform of BSE Limited.

Sr. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

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

Issue Size	Buy quote exemption threshold (Including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (Including mandatory initial inventory of 5% of the Issue Size)
Up to Rs.20 Crore	25%	24%
Rs.20 Crore to Rs.50 Crore	20%	19%
Rs.50 Crore to Rs.80 Crore	15%	14%
Above Rs.80 Crore	12%	11%

19. 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.

## CAPITAL STRUCTURE

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

(Rs. in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price <sup>(9)</sup>
<b>A.</b>	<b>Authorized Share Capital</b>		
	74,00,000 Equity Shares of face value of Rs.10/- each	740.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Equity Capital before the Issue</b>		
	48,80,120 Equity Shares of face value of Rs.10/- each	488.01	-
<b>C.</b>	<b>Present Issue in Terms of this Draft Prospectus</b>		
	Upto 19,50,000 Equity Shares of Rs.10/- each for cash at a price of Rs. [●] per share <sup>(1)</sup>	Upto 195.00	[●]
	<i>Which Comprises:</i>		
	Upto [●] Equity Shares of face value of Rs.10/- each at a price of Rs. [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Issue to Public of upto [●] Equity Shares of Rs.10/- each at a price of Rs. [●] per Equity Share to the Public	[●]	[●]
	<i>Of which</i> <sup>(2)</sup>		
	Allocation to Retail Individual Investors of [●] Equity Shares	[●]	[●]
	Allocation to other than Retail Individual Investors of up to [●] Equity Shares	[●]	[●]
<b>D.</b>	<b>Paid-up Equity Capital after the Issue</b>		
	Upto 68,30,120 Equity Shares of face value of Rs.10/- each	683.01	-
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue	Nil	
	After the Issue	[●]	

<sup>(1)</sup> The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on 5<sup>th</sup> October, 2023 and by our Shareholders pursuant to a Special Resolution passed at the Extra-Ordinary General meeting held on 11<sup>th</sup> October, 2023.

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

### CLASS OF SHARES

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

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Changes in Authorized Share Capital

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

- (a) The initial authorized share capital of Rs. 10,00,000 divided into 1,00,000 Equity Shares of Rs.10/- each.



- (b) The Authorized Share Capital was further increased from Rs. 10,00,000 divided into 1,00,000 Equity Shares of Rs.10/- each to Rs. 7,40,00,000 divided into 74,00,000 Equity Shares of Rs.10/- each vide Shareholders' Resolution dated 3<sup>rd</sup> May, 2023 passed at an Extra ordinary General meeting.

## 2. Equity Share Capital History of our Company

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

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (Rs.)	Cumulative Share Premium (Rs. in lakhs)
Upon Incorporation	10,000	10/-	10/-	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000	Nil
4 <sup>th</sup> March, 2022	4,070	10/-	221.13/-	Cash	Right Issue (Ratio 1:2) <sup>(ii)</sup>	14,070	1,40,700	8.59
6 <sup>th</sup> June, 2022	8,588	10/-	221.13/-	Cash	Right Issue (Ratio 8:13) <sup>(iii)</sup>	22,658	2,26,580	26.72
4 <sup>th</sup> August, 2023	12,200	10/-	1,410/-	Other than cash	Conversion of Loan <sup>(iv)</sup>	34,858	3,48,580	197.52
7 <sup>th</sup> August, 2023	48,45,262	10/-	-	Other than cash	Bonus Issue (Ratio 139:1) <sup>(v)</sup>	48,80,120	4,88,01,200	Nil

### Notes to the Capital Structure:

- (i) Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of Rs. 10/- each, details of which are given below:

Sr No	Name	No of Equity Shares
1.	Mrs. Ekta Seth	6,000
2.	Mr. Tribhuvan Seth	2,000
3.	Mr. Prithvi Seth	2,000
	<b>Total</b>	<b>10,000</b>

- (ii) Allotment pursuant to Right issue of 4,070 Equity Shares of Face Value of Rs.10/- each fully paid up, details of which are given below:

Sr No	Name	No of Equity Shares
1.	Mrs. Ekta Seth	2,442
2.	Mr. Tribhuvan Seth	814
3.	Mr. Prithvi Seth	814
	<b>Total</b>	<b>4,070</b>

- (iii) Allotment pursuant to Right issue of 8,588 Equity Shares of Face Value of Rs.10/- each fully paid up, details of which are given below:

Sr No	Name	No of Equity Shares
1.	Mrs. Ekta Seth	5,152
2.	Mr. Tribhuvan Seth	1,718
3.	Mr. Prithvi Seth	1,718



Sr No	Name	No of Equity Shares
	<b>Total</b>	<b>8,588</b>

(iv) Allotment pursuant to the conversion of loan, 12,200 Equity Shares of Face Value of Rs.10/- each fully paid up, details of which are given below:

Sr No	Name	No of Equity Shares
1.	Mrs. Ekta Seth	7,193
2.	Mr. Tribhuvan Seth	1,258
3.	Mr. Prithvi Seth	1,276
4.	Mrs. Ruchi Arora	2,473
	<b>Total</b>	<b>12,200</b>

(v) Bonus Issue of 48,45,262 Equity Shares of Face Value of Rs. 10/- each fully paid up in the ratio of 139 (One hundred thirty-nine) Equity Shares for every 1 (One) equity shares held by shareholders, as per the details mentioned below:

Sr No	Name	No of Equity Shares
1.	Mr. Ashray Gupta	13,900
2.	Mr. Aman Gupta	13,900
3.	Mrs. Ekta Seth	28,47,693
4.	Mr. Tribhuvan Seth	7,97,860
5.	Mr. Prithvi Seth	8,00,362
6.	Mrs. Pooja Wadhera	13,900
7.	Mrs. Neha Gupta	13,900
8.	Mrs. Ruchi Arora	3,43,747
	<b>Total</b>	<b>48,45,262</b>

All the above-mentioned shares are fully paid up since the date of allotment.

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

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
4 <sup>th</sup> August, 2023	12,200	10/-	1,410/-	Conversion of Loan	Utilisation towards Working Capital	Mrs. Ekta Seth	7,193
						Mr. Tribhuvan Seth	1,258
						Mr. Prithvi Seth	1,276
						Mrs. Ruchi Arora	2,473
7 <sup>th</sup> August, 2023	48,45,262	10/-	-	Bonus in the ratio of 139:1 i.e., 139 Equity Share for every 1 Equity Shares held	Capitalisation of Reserves	Mr. Ashray Gupta	13,900
						Mr. Aman Gupta	13,900
						Mrs. Ekta Seth	28,47,693
						Mr. Tribhuvan Seth	7,97,860
						Mr. Prithvi Seth	8,00,362
						Mrs. Pooja Wadhera	13,900
						Mrs. Neha Gupta	13,900
						Mrs. Ruchi Arora	3,43,747

4. No equity shares have been allotted in terms of any scheme approved under sections 230-234 of the Companies Act, 2013.

5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
6. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
7. We have not issued any Equity Shares at price below issue price within last one year from the date of this Draft Prospectus, except details of which are as follows: -.

S.No.	Reason of Allotment	Date of Allotment*	No of Shares Allotted	Price at which Allotment made
1.	Bonus Issue	7 <sup>th</sup> August, 2023	48,45,262	Nil

\*Above allotment of shares has been made out of Reserve & Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose.

## 8. Shareholding Pattern of our Company

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

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Total as a % of (A+B+C)	No. of Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class-Equity	Class	Total				No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
A	Promoter & Promoter Group	3	4477900	-	-	4477900	91.76	4477900	-	4477900	91.76	-	-	-	-	-	4477900	
B	Public	5	402220	-	-	402220	8.24	402220	-	402220	8.24	-	-	-	-	-	402220	
C	Non - Promoter - Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C1	Shares underl	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Class-Equity			No. of Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	No (a)	As a % of total Shares held (b)	Number of Locked in shares (XII)	No (a)	As a % of total Shares held (b)	Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights held in each class of securities (IX)										
								Class	Total	Total as a % of (A+B+C)								
	Employee DRs																	
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>8</b>	<b>4880120</b>	<b>-</b>	<b>-</b>	<b>4880120</b>	<b>100.00</b>	<b>4880120</b>	<b>-</b>	<b>4880120</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4880120</b>

\*All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on SME Platform of BSE.

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

Sr. No.	Name of the Shareholder	Number of Equity shares (Face value of Rs.10/- each)	Percentage of the pre-Issue Equity Share Capital (%)
1.	Mrs. Ekta Seth	28,68,180	58.77%
2.	Mr. Tribhuvan Seth	8,03,600	16.47%
3.	Mr. Prithvi Seth	8,06,120	16.52%
4.	Mrs. Ruchi Arora	3,46,220	7.09%
	<b>Total</b>	<b>48,24,120</b>	<b>98.85%</b>

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

Sr. No.	Name of the Shareholder	Number of Equity shares (Face value of Rs.10/- each)	Percentage of the pre-Issue Equity Share Capital (%)
1.	Mrs. Ekta Seth	6,000	60.00%
2.	Mr. Tribhuvan Seth	1,950	19.50%
3.	Mr. Prithvi Seth	1,950	19.50%
4.	Mr. Aman Gupta	100	1.00%
	<b>Total</b>	<b>10,000</b>	<b>100.00%</b>





11. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company one year prior to the date of this Draft Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares (Face value of Rs.10/- each)	Percentage of the pre-Issue Equity Share Capital (%)
1.	Mrs. Ekta Seth	13,594	60.00%
2.	Mr. Tribhuvan Seth	4,482	19.78%
3.	Mr. Prithvi Seth	4,482	19.78%
	<b>Total</b>	<b>22,558</b>	<b>99.56%</b>

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

Sr. No.	Name of the Shareholder	Number of Equity shares (Face value of Rs.10/- each)	Percentage of the pre-Issue Equity Share Capital (%)
1.	Mrs. Ekta Seth	28,68,180	58.77%
2.	Mr. Tribhuvan Seth	8,03,600	16.47%
3.	Mr. Prithvi Seth	8,06,120	16.52%
4.	Mrs. Ruchi Arora	3,46,220	7.09%
	<b>Total</b>	<b>48,24,120</b>	<b>98.85%</b>

13. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
14. Our Company does not have any intention or proposal to alter our capital structure within a period of six (6) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise, except that if our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

#### 15. Shareholding of our Promoters

As on the date of this Draft Prospectus, our Promoters holds 91.76% of the pre-issued, subscribed and paid-up Equity Share Capital of our Company. Build-up of the shareholding of our Promoters in our Company since incorporation:

##### MRS. EKTA SETH

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (Rs.)	Acquisition / Transfer Price	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
Upon Incorporation	Subscription to MOA	Cash	6,000	6,000	10/-	10/-	0.12%	0.09%
4 <sup>th</sup> March, 2022	Right Issue	Cash	2,442	8,442	10/-	221.13/-	0.05%	0.04%



Date of Allotment/ Transfer	Nature of Issue/ Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (Rs.)	Acquisition/ Transfer Price	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
6 <sup>th</sup> June, 2022	Right Issue	Cash	5,152	13,594	10/-	221.13/-	0.11%	0.08%
12 <sup>th</sup> April, 2023	Transfer of shares	Cash	300	13,294	10/-	1,410.00/-	0.01%	Negligible
4 <sup>th</sup> August, 2023	Conversion of Loan	Other than cash	7,193	20,487	10/-	1,410.00-	0.15%	0.11%
7 <sup>th</sup> August, 2023	Bonus Issue	Other than cash	28,47,693	28,68,180	10/-	Nil	58.35%	41.69%
	<b>Total</b>		<b>28,68,180</b>				<b>58.77%</b>	<b>41.99%</b>

Note: None of the Shares has been pledged by our Promoter.

#### MR. TRIBHUVAN SETH

Date of Allotment/ Transfer	Nature of Issue/ Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (Rs.)	Acquisition/ Transfer Price	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
Upon Incorporation	Subscription to MOA	Cash	2,000	2,000	10/-	10.00/-	0.04%	0.03%
5 <sup>th</sup> July, 2019	Transfer of shares	Cash	50	1,950	10/-	10.00/-	Negligible	Negligible
4 <sup>th</sup> March, 2022	Right Issue	Cash	814	2,764	10/-	221.13/-	0.02%	0.01%
6 <sup>th</sup> June, 2022	Right Issue	Cash	1,718	4,482	10/-	221.13/-	0.04%	0.03%
4 <sup>th</sup> August, 2023	Conversion of Loan	Other than cash	1,258	5,740	10/-	1,410.00-	0.03%	0.02%
7 <sup>th</sup> August, 2023	Bonus Issue	Other than cash	7,97,860	8,03,600	10/-	Nil	16.35%	11.68%
	<b>Total</b>		<b>8,03,600</b>				<b>16.47%</b>	<b>11.77%</b>

Note: None of the Shares has been pledged by our Promoter.

#### MR. PRITHVI SETH

Date of Allotment/ Transfer	Nature of Issue/ Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (Rs.)	Acquisition/ Transfer Price	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
Upon Incorporation	Subscription to MOA	Cash	2,000	2,000	10/-	10.00/-	0.04%	0.03%
5 <sup>th</sup> July, 2019	Transfer of shares	Cash	50	1,950	10/-	10.00/-	Negligible	Negligible
4 <sup>th</sup> March, 2022	Right Issue	Cash	814	2,764	10/-	221.13/-	0.02%	0.01%
6 <sup>th</sup> June, 2022	Right Issue	Cash	1,718	4,482	10/-	221.13/-	0.04%	0.03%
4 <sup>th</sup> August, 2023	Conversion of Loan	Other than cash	1,276	5,758	10/-	1,410.00-	0.03%	0.02%



Date of Allotment/ Transfer	Nature of Issue/ Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (Rs.)	Acquisition/ Transfer Price	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
7 <sup>th</sup> August, 2023	Bonus Issue	Other than cash	8,00,362	8,06,120	10/-	Nil	16.40%	11.72%
	<b>Total</b>		<b>8,06,120</b>				<b>16.52%</b>	<b>11.80%</b>

Note: None of the Shares has been pledged by our Promoter.

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

Category of Promoters	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post-Issue Capital
<b>Promoters</b>				
Mrs. Ekta Seth	28,68,180	58.77%	28,68,180	41.99%
Mr. Tribhuvan Seth	8,03,600	16.47%	8,03,600	11.77%
Mr. Prithvi Seth	8,06,120	16.52%	8,06,120	11.80%
<b>Promoter Group</b>				
-	-	-	-	-
<b>Total</b>	<b>44,77,900</b>	<b>91.76%</b>	<b>44,77,900</b>	<b>65.56%</b>

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

S. No.	Name of the Promoter	No of Equity Shares held	Average cost of Acquisition (in Rs.)*
1.	Mrs. Ekta Seth	28,68,180	4.00
2.	Mr. Tribhuvan Seth	8,03,600	2.93
3.	Mr. Prithvi Seth	8,06,120	2.95

\*As certified by M/s. Sharma Sharma & Co., Chartered Accountants, by way of their certificate dated 1<sup>st</sup> December, 2023.

18. Except as provided below, no Equity Shares were acquired/ 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 Prospectus:

Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Numbers of Equity Shares Subscribed to/ Acquired/ Transferred	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
Mrs. Ekta Seth	4 <sup>th</sup> August, 2023	Promoter and Managing Director	7,193	-	Acquired
	7 <sup>th</sup> August, 2023		28,47,693	-	Acquired
Mr. Tribhuvan Seth	4 <sup>th</sup> August, 2023	Promoter and Whole Time Director	1,258	-	Acquired
	7 <sup>th</sup> August, 2023		7,97,860	-	Acquired
Mr. Prithvi Seth	4 <sup>th</sup> August, 2023	Promoter and Whole Time Director	1,276	-	Acquired
	7 <sup>th</sup> August, 2023		8,00,362	-	Acquired
Mrs. Ruchi Arora	4 <sup>th</sup> August, 2023	Non Executive Director	2,473	-	Acquired
	7 <sup>th</sup> August, 2023		3,43,747	-	Acquired

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

Name	Designation	No. of Equity Shares held
Mrs. Ekta Seth	Chairperson and Managing Director	28,68,180
Mr. Tribhuvan Seth	Whole Director	8,03,600
Mr. Prithvi Seth	Whole Director	8,06,120
Mrs. Ruchi Arora	Non Executive Director	3,46,220

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

## 21. Promoter's Contribution and Lock-in details

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

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoter shall be locked-in for a period of three years from the date of Allotment in this Issue. As on date of this Draft Prospectus, our Promoters hold 44,77,900 Equity Shares constituting 65.56% of the Post Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter's Contribution.

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

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

Name of Promoter	Date of Allotment/Acquisition & when made fully paid up	No of Equity shares	No of Equity shares locked in	Face Value (in Rs.)	Issue Price (in Rs.)	Nature of Allotment	% Of Post-Issue Paid-up Capital	Lock-in Period
Mrs. Ekta Seth	7 <sup>th</sup> August, 2023	28,47,693	13,78,000	10	N.A.	Bonus Issue	20.18%	3 Years

No Equity Shares proposed to be locked-in as Minimum Promoter's Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

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

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

- The Equity Shares held by the Promoter and offered for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.
- Specific written consent has been obtained from the Promoter for inclusion of 13,78,000 Equity Shares for ensuring lock-in of three years to the extent of minimum 20.18% % of post issue Paid-up Equity Share Capital from the date of allotment in the public Issue.
- The minimum Promoter's Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoter under the SEBI ICDR Regulations.
- We further confirm that our Promoter's Contribution of minimum 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.

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

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

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

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

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

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

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

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

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

- (a) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoter/ 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.

22. Neither the Company, nor its Promoters, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
23. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Applicants will be issued fully paid-up Equity Shares.
24. As on the date of this Draft Prospectus, the Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
25. As on date of this Draft Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
26. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "*Basis of Allotment*" in the chapter titled "*Issue Procedure*" beginning on page 203 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI ICDR Regulations, as amended from time to time.
27. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the 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.
28. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
29. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
30. We have 8 (Eight) Shareholders as on the date of filing of the Draft Prospectus.
31. As per RBI regulations, OCBs are not allowed to participate in this Issue.
32. Our Company has not raised any bridge loans.
33. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.





34. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.
35. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
36. Our Promoters and Promoter Group will not participate in the Issue.
37. There are no safety net arrangements for this Public Issue.

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

The issue Comprise of a fresh Issue of up to 19,50,000 Equity Shares of our Company at an Issue Price of Rs. [•] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects.

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects and achieve the benefits of listing the equity shares on the BSE SME. We believe that the listing of Equity shares will enhance our brand name and provide liquidity to the existing shareholders. Listing will also provide a public market for the Equity Shares in India.

**Objects of the Fresh Issue**

1. To finance the Capital Expenditure for purchase of façade Structural Equipments;
  2. To part finance the requirement of Working Capital;
  3. To meet General corporate purposes;
- (Collectively referred as the "Objects")

We believe that the listing of Equity Shares will enhance our Company's corporate image, brand name and create a public market for our Equity Shares in India.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

**REQUIREMENT OF FUNDS**

The details of the proceeds of the Issue are summarized below:

(Rs. In Lakhs)

S.No.	Particulars	Amounts
1)	Gross Proceeds	[•]
2)	(Less) Issue related expenses	[•]
3)	<b>Net Proceeds</b>	[•]

**UTILISATION OF NET PROCEEDS**

We intend to utilise the Net Proceeds from the Issue, in the manner set below:

Rs. In Lakhs

S.No.	Particulars	Amounts	% of Gross Proceeds	% of Net Proceeds
1.	To finance the Capital Expenditure for purchase of façade Structural Equipments	251.12	[•]	[•]
2.	To part finance the requirement of Working Capital	575.00	[•]	[•]
3.	To meet General corporate purposes*	[•]	[•]	[•]
	<b>Total</b>	[•]	[•]	100.00

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

**Means of finance**

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

(Rs. In Lakhs)

S. No.	Particulars	Amounts
1.	Net Issue Proceeds	[•]
	<b>Total</b>	[•]

### Schedule of implementation of Net Proceeds

Our Company proposes to deploy the Net Proceeds in the aforesaid objects as follows:

Sr. No	Particulars	Amount Proposed to be Deployed from Net Proceeds	(Rs. In Lakhs)	
			Estimated Schedule of Deployment of Net Proceeds	
			FY 2023-24	FY 2024-25
1.	To finance the Capital Expenditure for purchase of façade Structural Equipments	251.12	[•]	[•]
2.	To part finance the requirement of Working Capital.	575.00	[•]	[•]
3.	To meet General corporate purposes.	[•]	[•]	[•]
	<b>Total</b>	[•]	[•]	[•]

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

**We propose to meet the requirement of funds for the stated objects of the Issue from the IPO Proceeds and internal accruals. Accordingly, we confirm that we are in compliance with the requirements under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9(C) of Part A of Schedule VI of the SEBI (ICDR) Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals).**

**The fund requirement and deployment are based on internal management estimates and our Company's current business plan and is subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution.**

Any amount, deployed by our Company out of internal accruals towards the aforementioned objects till the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds of the Issue. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 27 of this Draft Prospectus.

### **DETAILS OF THE OBJECTS**

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

#### **1. TO FINANCE THE CAPITAL EXPENDITURE FOR PURCHASE OF FAÇADE STRUCTURAL EQUIPMENTS.**

Our Company is engaged in designing, engineering, fabrication and installation of façade systems. Our Company is offering solutions to our customers with respect to their requirement of façade installation in complex projects. Our Company offer various range of products to meet the demands of our customers.

We continue to expand our operational capabilities and expand our network infrastructure and capacity to the extent it assists us in improving quality metrics and overall performance as well as allows us to offer a variety of flexible, scalable solutions and services in response to our customers' requirements. Our strategy to expand our business requires us to invest in additional equipments. Accordingly, we propose to deploy Rs. 251.12 Lakhs of the Net Proceeds towards funding our capital expenditure proposed to be incurred in respect of purchase of façade Structural Equipments.

Our capital expenditures are dependent on our strategy to expand and improve our business performance and operational capabilities. The proposed façade Structural Equipments are a temporary structure or support system which is used during façade activities, it involves the assembly of platforms, it ensures safety of workers. The stable and secure working platform allows the workers to work at heights.

A detailed breakup of estimated cost towards Capital Expenditure for acquisition of façade Structural Equipments which are proposed to be funded from the net issue proceeds is set forth below:

Sr. No.	Description	Quantity	Unit Rate	Total (amount in Rs Lakhs)*
1.	Adjustable base Jack 450 mm	1,500	270.00	4.05
2.	Scaffolding vertical standard (3.0 Mtr.)	6,000	952.00	57.12
3.	Scaffolding vertical standard (2.5 Mtr.)	4,000	700.00	28.00
4.	Scaffolding vertical standard (1.0 Mtr.)	1,500	315.00	4.73
5.	Scaffolding vertical standard (1.5 Mtr.)	5,000	420.00	21.00
6.	Scaffolding vertical standard (2.0 Mtr.)	3,000	560.00	16.80
7.	Scaffolding Horizontal Ledger (1.20 Mtr.)	9,000	280.00	25.20
8.	Scaffolding Horizontal Ledger (1.50 Mtr.)	12,200	350.00	42.70
9.	Scaffolding Horizontal Ledger (0.95 Mtr.)	2,000	231.00	4.62
10.	Pipe 20 Ft.	500	1,400.00	7.00
11.	Clamp	1,600	100.00	1.60
<b>Gross Total</b>				<b>212.82</b>
<b>Add: GST @ 18%</b>				<b>38.31</b>
<b>Grant Total</b>				<b>251.12</b>
<b>To be financed from IPO Proceeds</b>				<b>251.12</b>

*Source: Based on the quotation received from Sudarshan Vakya Scaffolding, Office add: Shri Buddha Vatika, Araswati Kunj, II, Near Ardee City, Sector 52, Gurugram. dated December 07, 2023 having validity of 90 days from the Date of Quotation.*

**Notes:**

- We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.*
- The quotation received from the vendor mentioned above is valid as on the date of this Draft Prospectus. However, we have not entered into any definitive agreement with the vendor and there can be no assurance that the same vendor would be engaged to eventually supply the said Equipments or at the same cost.*
- The quotation relied upon by us in arriving at the above cost is valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of the said façade Structural Equipments proposed to be acquired by us at the actual time of purchase, resulting in increase in the cost.*
- No second-hand equipment and/or machinery is proposed to be purchased by our Company from the Net Proceeds.*

## 2. TO PART FINANCE WORKING CAPITAL REQUIREMENTS OF THE COMPANY.

Our Company is engaged in designing, engineering, fabrication and installation of façade systems. The working capital requirement in our industry is relatively higher than other sectors of economy due to its capital-intensive nature, which can also be seen in our working capital requirement for last three years showing an increasing trend from Rs. 58.60 Lakhs in FY 2020-21, Rs. 173.46 Lakhs in FY2021-22 to Rs. 453.49 Lakhs in FY 2022-23. Our projects are usually requiring longer time, results into higher working capital requirement as our Company has incur various payment such as raw material for construction, rents for hiring Equipments and other associated costs for longer time which requires significant amount of Working Capital. The Business of the Company is working capital intensive; hence it will meet the requirement to the extent of Rs. 575.00 Lakhs from the Net Proceeds of the Issue.

The details of our Company's existing working capital gap and source of their funding, based on restated financial for the Financial Year 2021, 2022 & 2023 are provided in the table below:

Sr.No.	Particulars	Restated Audited Financials		
		31-Mar-2021	31-Mar-2022	31-Mar-2023
<b>I</b>	<b>Current Assets</b>			
	Inventories	208.07	182.19	596.45
	Trade receivables	208.04	379.04	266.85
	Cash and Cash Equivalents	44.07	17.38	113.99
	Short Term Loans & Advances	81.70	315.50	250.73
	<b>Total (A)</b>	<b>541.88</b>	<b>894.11</b>	<b>1,228.02</b>
<b>II</b>	<b>Current Liabilities</b>			
	Trade payable	147.19	301.53	411.97
	Other current liabilities	333.31	381.65	317.10
	Short-term provisions	2.78	37.47	45.46
	<b>Total (B)</b>	<b>483.28</b>	<b>720.65</b>	<b>774.53</b>
<b>III</b>	<b>Total Working Capital Gap (A-B)</b>	<b>58.60</b>	<b>173.46</b>	<b>453.49</b>
<b>IV</b>	<b>Funding Pattern</b>			
	<b>Borrowings &amp; Internal Accruals</b>	58.60	173.46	453.49
	<b>IPO Proceeds</b>	NA	NA	NA

The working capital requirement for the FY 2023-24 and FY 2024-25 is expected to be Rs. 995.72 Lakhs and Rs. 1,505.11 Lakhs in order to achieve our revenue targets for the FY 2023-24 and FY 2024-25. Our Company's expected working capital requirements for FY 2023-24 and FY 2024-25 and the proposed funding of such working capital requirements are as set out in the table below:

Sr. No.	Particulars	Estimates	
		31-Mar-2024	31-Mar-2025
<b>I</b>	<b>Current Assets</b>		
	Inventories	767.55	1,020.00
	Trade receivables	786.69	977.23
	Cash and Cash Equivalents	46.81	102.82
	Short Term Loans & Advances	109.51	329.28
	<b>Total (A)</b>	<b>1,710.56</b>	<b>2,429.33</b>
<b>II</b>	<b>Current Liabilities</b>		
	Trade payable	505.61	705.00
	Other current liabilities	111.22	116.22

Sr. No.	Particulars	Estimates	
		31-Mar-2024	31-Mar-2025
	Short-term provisions	98.00	103.00
	<b>Total (B)</b>	<b>714.84</b>	<b>924.22</b>
<b>III</b>	<b>Total Working Capital Gap (A-B)</b>	<b>995.72</b>	<b>1,505.11</b>
<b>IV</b>	<b>Funding Pattern</b>		
	<b>Borrowings &amp; Internal Accruals</b>	[•]	[•]
	<b>IPO Proceeds</b>	[•]	[•]

#### Justification & assumptions for holding period

##### Assumptions for Holding Levels

Particulars	March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025
Inventories (Days)	189	52	177	178	178
Trade Receivables (Days)	82	58	90	92	93
Trade Payables (Days)	114	61	107	107	106

##### Justification for holding period levels

<b>Inventories</b>	<p>Inventory consists of execution work done by our company for which running account bill is yet to be generated &amp; Material in hands. The range of inventory holding period from 189 days in F.Y 2020-21, 52 days in F.Y 2021-22, 177 days in F.Y 2022-23. The increases in inventory holding period marginally to 178 days in F.Y 2023-24 and F.Y 2024-25 indicates that Company maintains the strict Inventory maintenance policy in line with existing holding period as we aim to get and complete more projects in a timely manner.</p>
<b>Trade Receivables</b>	<p>Trade receivables are the amount owed to the Company by customers following sale of services on credit. Our Trade Receivables days for FY 2020-21, FY 2021-22 and FY 2022-23 are in the range of 58 days to 90 days. Our Company has estimated average trade receivable cycle to be 90 days &amp; 92 days for FY 2023-24 &amp; FY 2024-25 respectively.</p> <p>We are expecting this to increase marginally to 92 days in Fiscal 2024 and 93 days in Fiscal 2025, with our efforts to penetrate new customers and attract more orders, Company will be required to offer enhanced credit period to the that will encourage our customers to have a long-term business relation with us and also has a competitive edge.</p>
<b>Trade Payables</b>	<p>We to negotiate favourable terms with the supplier, enabling better working capital management. In line with increase in business operations there will be consequent increase in trade payables on account of increase in purchases. This increase in payables is necessary to accommodate the larger volume of purchases required to support the business growth.</p> <p>The Company Trade Payable ranges between 114 days in FY 20-21, 61 days in FY 21-22 &amp; 107 days in FY 2022-23. The Company is</p>





	expecting to keep Trade Payable days in FY 23-24 to 107 days & in FY 2024-25 to 106 days consequent to increase in payables on account of overall business operations.
<b>Short-Term Loans &amp; Advances</b>	In routine business, Company has to make various short-term advances for the material and other third- party services to be used during the façade operations. Accordingly, in line with increase in business operations, there will be need to purchase materials and services by making advance payments to enhance cost efficiency of products, thereby there will be increase in short term loan and advances.
<b>Other Current Liabilities</b>	We have reserved some fund for the purpose of paying of loan installments, interest, daily expenses, operation cost for maintenance, duties & taxes.
<b>Short term Provision</b>	Short term provisions enable us to set aside funds to address any potential defects, recalls, or issues related to products etc, this help us to minimize downtime and losses. Since business is growing, we have allocated reserve fund for liabilities related to taxes, and other such regulatory compliances.

The working capital requirement for the FY 2023-24 and FY 2024-25 is expected to be Rs. 995.72 Lakhs and Rs. 1,505.11 Lakhs to achieve the revenue targets for the FY 2023-24 and FY 2024-25. As on date of this Draft Prospectus, company has some On-going projects at various locations. These On-going projects typically span from 6 months to 3 years. Completion of our projects that require longer time, results into higher working capital requirement as raw material for construction, Equipments rentals and other cost will be engaged for longer time which requires significant amount of Working Capital.

Further, we usually have to cover costs upfront or at various stages of the project before receiving payment from clients. This time gap between expenditures and revenue generation increases the need for working capital. To achieve projected financial figures, company is required to maintain sufficient amount of working capital in order to ensure smooth operations.

Further, our purchase mainly includes glass, aluminium composite panels, aluminum profiles, mild steel, GI sheet, sealant, gasket & hardwares etc. which require us to timely pay our suppliers, firstly to avoid fluctuation in availability and changes in rates which can increase our cost. So, to complete our projects, our working capital gets tied for longer time period. Our customers include Schools, financial institutions, hospitality installations, corporate buildings etc. to whom we may sometime need to give a certain higher credit period in order to remain in competitive market, thus affecting our working capital requirement. We believe that funding our working capital requirements from the Issue Proceeds will lead to a consequent increase in our profitability due to saving in the cost as Company keep negotiating favorable terms with the suppliers.

*A Chartered accountant has, pursuant to a certificate dated 8<sup>th</sup> December, 2023, certified the working capital requirements of our Company for the FY 2023-24 and FY 2024-25 as approved by the Board of Directors in its meeting held on 8<sup>th</sup> December, 2023.*

### **3. TO FINANCE THE GENERAL CORPORATE PURPOSE.**

The Net Proceeds will first be utilized towards the Objects set out above, as well as meeting the Issue-related expenses. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds of Rs. [●] Lakhs towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time. We confirm that utilization for general corporate purposes will not exceed 25% of the Gross Proceeds of the Issue, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

- Strategic initiatives, including investments or acquisitions, from time to time;

- Brand building, promotional and outreach activities;
- Strengthening our infrastructure and systems and processes, in-house training initiatives, etc.;
- Repayment of present or future loans;
- Pre-operative and preliminary expenses;
- Provision for Contingencies; and
- Ongoing general corporate purposes or exigencies, as approved by the Board, subject to compliance with applicable law.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time.

#### 4. ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. [●] Lakhs.

Particulars	Amount (Rs. in Lakhs)*	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, Underwriting Fees selling commissions, brokerages, Payment to other intermediaries such as Legal Advisors, Registrars etc.	[●]	[●]	[●]
Printing & Stationery, Distribution, Postage, etc.	[●]	[●]	[●]
Advertisement & Marketing Expenses	[●]	[●]	[●]
Regulatory & other expenses	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

\*Excluding of GST and other applicable taxes.

#### Details of funds already deployed till date and sources of funds deployed

The funds deployed up to 30<sup>th</sup> November, 2023 pursuant to the object of this Issue as certified by the Auditors of our Company, viz M/s. Sharma Sharma & Co., Chartered Accountants pursuant to their certificate dated 1<sup>st</sup> December, 2023 is given below:

Deployment of funds	Amount (Rs. In Lakhs)
Issue Related Expenses	3.25
<b>Total</b>	<b>3.25</b>

Sources of funds	Amount (Rs. In Lakhs)
Internal Accruals	3.25
Bank Finance	-
<b>Total</b>	<b>3.25</b>

#### BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may borrow such amounts, as may be required, from other lenders until the completion of the Issue. Further, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue. Any amount that is borrowed from lenders or drawn down from the overdraft arrangement / cash credit facility during this period to finance additional working capital needs will be repaid from the Net Proceeds of the Issue.

#### **APPRAISAL BY APPRAISING 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 management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

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

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

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

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

As the size of the Issue does not exceed Rs. 10,000 Lakhs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Draft Prospectus.

#### **CONFIRMATION REGARDING PURCHASE OF SECOND-HAND EQUIPMENT AND MACHINERY**

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

#### **OTHER CONFIRMATIONS**

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable.

#### **VARIATION IN OBJECTS**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation



to the passing of such special resolution (the Postal Ballot Notice) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

## BASIS FOR ISSUE PRICE

Investors should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 27, 156, 161 and 106 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

### QUALITATIVE FACTORS

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

- Management team having domain knowledge to scale up and expand into new opportunities
- Marquee client base and repeat orders;
- Smooth flow of operations;
- Customer oriented approach;
- Designing and execution capability

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Our Business” beginning on page 106 of this Draft Prospectus.

### QUANTITATIVE FACTORS

Information presented below is derived from our Company’s Restated Financial Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

#### 1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”) as per AS 20

As per Restated Financial Statements

Based on Weighted Average

Particulars	Basic & Diluted EPS (in Rs.)	Weights
March 31, 2021	0.25	1
March 31, 2022	2.01	2
March 31, 2023	3.69	3
<b>Weighted Average</b>	<b>2.56</b>	
<b>Period ended 31<sup>st</sup> October, 2023</b>	<b>2.31</b>	

*Note: The earnings per share have been calculated by dividing the net profit as restated, attributable to equity shareholders by restated weighted average number of Equity Shares outstanding during the period. Restated weighted average number of equity shares has been computed as per AS 20.*

The face value of each Equity Share is Rs.10/-.

Based on Simple Average

Particulars	Basic & Diluted EPS (in Rs.)	Weights
March 31, 2021	0.25	1
March 31, 2022	2.01	1

Particulars	Basic & Diluted EPS (in Rs.)	Weights
March 31, 2023	3.69	1
<b>Weighted Average</b>	<b>1.98</b>	
<b>Period ended 31<sup>st</sup> October, 2023</b>	<b>2.31</b>	

**2. Price Earnings Ratio ("P/E") in relation to the Issue Price of Rs. [●] per share of Rs. 10/- each fully paid-up**

Particulars	P/E (number of times)
<b>Based on Restated Financial Statements</b>	
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2022-23	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[●]
P/E ratio based on the Simple Average Basic & Diluted EPS	[●]

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

**3. Return on Net worth (RoNW)**

Particulars	RoNW (%)	Weights
March 31, 2021	55.51%	1
March 31, 2022	75.80%	2
March 31, 2023	54.81%	3
<b>Weighted Average</b>	<b>61.92%</b>	
<b>Period ended 31<sup>st</sup> October, 2023</b>	<b>20.88%</b>	

*Note: The RoNW has been computed by dividing net profit after tax (as restated), by Net worth (as restated) as at the end of the year.*

*Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. sum of (RoNW x Weight) for each year / Total of weights;*

**4. Net Asset Value (NAV)**

Financial Year	NAV (Rs.)
March 31, 2021	0.46
March 31, 2022	2.66
March 31, 2023	6.73
Period ended 31 <sup>st</sup> October, 2023	11.07
Issue Price	[●]
Net Asset Value per Equity Share after the Issue	[●]

*Note: NAV has been calculated as net worth divided by number of Equity Shares at the end of the year.*

**5. Comparison with Industry Peers (Comparison of accounting ratios)**

Name of Company	CMP	Face Value (Rs.)	Basic EPS (Rs.)	PE Ratio (times)	EBITD A (Amount in Rs. Lakhs)	EBITD A Margi ng (%)	RoNW (%)	ROE (%)	ROC E (%)	NAV per Share (Rs.)	Revenue from operations (Amount in Rs. Lakhs)
Falcon Concepts Limited	[●]*	10.00	3.69	[●]	254.10	19.32%	54.81%	78.64 %	71.75 %	6.73	1,315.17
<b>Peer Group</b>											
Innovators Façade Systems Ltd.	218.60	10.00	4.48	48.79	1,818.29	10.04%	7.55%	7.84 %	11.27 %	59.32	18,116.58

*\* Issue Price is considered as CMP.*





Source: All the financial information for listed industry peers mentioned above is on a standalone basis sourced from the Annual Reports of the peer company uploaded on the BSE website for the year ended March 31, 2023. Information of our company is based on restated financial information.

**Notes:**

1. P/E Ratio has been computed based on the closing market price of equity shares on the BSE on December 22, 2023 divided by the Basic EPS.
2. RoNW is computed as net profit after tax divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.
3. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.
4. The face value of Equity Shares of our Company is Rs. 10/- per Equity Share and the Issue price is [●] times the face value of equity share.

**The Issue Price of Rs. [●]/- is determined by our Company in consultation with the Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled "Risk Factors" and chapters titled "Our Business" and "Restated Financial Information" beginning on page nos. 25, 106 and 156 respectively of this Draft Prospectus.**

**6. Key Operational and Financial 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 information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated 8<sup>th</sup> December, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Prospectus. Further, the KPIs herein have been certified by M/s. Sharma Sharma & Co., Chartered Accountants, by their certificate dated 8<sup>th</sup> December, 2023.

The KPIs of our Company have been disclosed in the sections titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators" on pages 106 and 161, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations" on page 1.

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 Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

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

**Financials KPIs of our Company**

(Amount in Lakhs, except for percentage)

Particulars	For the Period ended on			
	31.10.2023	31.03. 2023	31.03. 2022	31.03. 2021
Revenue from operations	1,246.55	1,315.17	1,840.80	502.18
Growth in Revenue from Operations (%)	-	-28.55%	266.56%	-
Total Income	1,249.11	1,324.81	1,852.93	502.21



Particulars	For the Period ended on			
	31.10.2023	31.03. 2023	31.03. 2022	31.03. 2021
EBITDA	214.13	254.10	128.37	19.04
EBITDA margin (%)	17.18%	19.32%	6.97%	3.79%
PAT	131.82	179.52	97.79	12.34
PAT Margin (%)	10.57%	13.65%	5.31%	2.46%
ROE (%)	27.49%	78.64%	129.31%	-
ROCE (%)	26.18%	71.75%	102.90%	-
EPS (Basic & Diluted)	2.31	3.69	2.01	0.25

Source: The Figure has been certified by our Peer review auditors M/s. Sharma Sharma & Co; Chartered Accountants vide their certificate dated 8<sup>th</sup> December, 2023.

**Notes:**

- i. Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- ii. 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.
- iii. EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses minus other Income.
- iv. EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- v. Profit After Tax Means Profit for the period/year as appearing in the Restated Financial Statements.
- vi. PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- vii. RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.
- viii. RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes divided by average capital employed. Capital Employed includes Equity Shares, Reserves and surplus, deferred tax liability, Long-Term Borrowing, Short-Term Borrowing and Deferred Tax Liability/(Asset).

**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 assess the overall financial performance of our Company and size of our business.
Total income	Total income is used by the management to track revenue from operations and other income.
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.

KPI	Explanations
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
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.

## 7. Weighted average cost of acquisition

### a) The price per share of our Company based on the primary/ new issue of shares (Equity Shares)

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

Date of allotment	No. of Equity Shares allotted	Face value per Equity Share (in Rs.)	Issue Price per Equity Share (in Rs.)	Nature of Allotment	Total Consideration (in Rs. lakhs)
4 <sup>th</sup> August, 2023	12,200	10.00/-	1,410/-	Conversion of Loan	172.02
<b>Weighted average cost of acquisition (WACA)</b>					<b>1,410.00</b>

### b) The price per share of our Company based on the secondary sale / acquisition of shares (Equity Shares)

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

c) Since there are transactions to report to under (a) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to irrespective of the size of transactions, is not applicable.

### d) Weighted average cost of acquisition on issue price

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Shares)	Issue price (i.e. Rs. [●])
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 Prospectus, where such issuance is equal to or more than five per cent of the fully diluted	1,410.00	[●] times

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Shares)	Issue price (i.e. Rs. [●])
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.		
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoters / 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 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.
Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft 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 promoters /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 Prospectus irrespective of the size of the transaction.	N.A.	N.A.

The face value of our share is Rs.10/- per share and the Issue Price is of Rs. [●] per share are [●] times of the face value.

**Explanation for Issue Price being [●] times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our Company's key performance indicators and financial ratios for the period ended 31<sup>st</sup> October, 2023, 31<sup>st</sup> March 2023, 2022 and 2021.**

[●]\*

*\*To be included upon finalization of Issue Price.*

**Explanation for Issue Price being [●] times price of face value.**

The Issue Price of Rs. [●] has been determined by our Company in consultation with the Lead Manager.



Investors should read the abovementioned information along with *“Risk Factors”*, *“Our Business”*, *“Management's Discussion and Analysis of Financial information”* and *“Restated Financial Information”* on pages 27, 106, 161 and 156, respectively, to have a more informed view.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
The Board of Directors,  
Falcon Concepts Limited  
N-75 Ground Floor Mayfield Garden, Sector-51NA, Gurgaon HR 122018

**Sub: Statement of Possible Special Tax Benefits Available to the Company and its shareholders prepared in accordance with the requirements of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ("The Regulation")**

We hereby report that the enclosed annexure prepared by Falcon Concepts Limited, states the possible special tax benefits available to Falcon Concepts Limited ("the Company") and the shareholders of the Company under the Income Tax Act, 1961 ("Act"), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil. The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders do not cover any general tax benefits available to the Company Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares ("the Offer") by the Company.

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

- i. Company or its shareholders will continue to obtain these benefits in future; or
- ii. The conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For Sharma Sharma & Co.**  
**Chartered Accountants**  
**Firm Registration Number: 009462N**  
**Sd/-**  
**CA Suvir Sharma**  
**Partner**  
**Membership No. 088272**  
**UDIN: 23088272BGXAOM8088**  
**Place: Gurugram**  
**Date: 1<sup>st</sup> December, 2023**



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

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

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

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

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

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

Note:

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

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## SECTION VI - ABOUT THE COMPANY

### INDUSTRY OVERVIEW

The information in this chapter has been extracted from the websites of and publicly available documents from various sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with this Issue has independently verified the information provided in this chapter. Industry sources and publications, referred to in this chapter, 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 PROSPECTS AND POLICIES

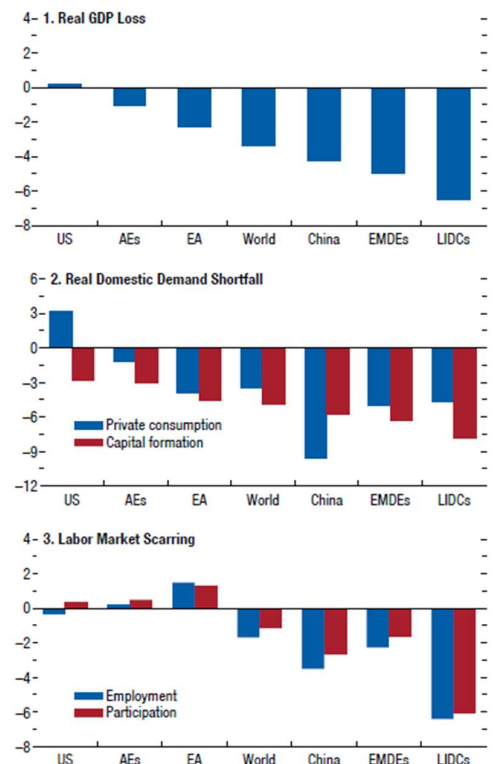
More than three years after the global economy suffered the largest shock of the past 75 years, the wounds are still healing, amid widening growth divergences across regions. After a strong initial rebound from the depths of the COVID-19 pandemic, the pace of recovery has moderated. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, Russia's war in Ukraine, and increasing geoeconomic fragmentation. Others are more cyclical, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events.

Despite signs of economic resilience earlier this year and progress in reducing headline inflation, economic activity is still generally falling short of pre-pandemic (January 2020) projections, especially in emerging Market and developing economies (Figure 1.1, panel 1).

The strongest recovery among major economies has been in the United States, where GDP in 2023 is estimated to exceed its pre-pandemic path. The euro area has recovered, though less strongly—with output still 2.2 percent below pre-pandemic projections, reflecting greater exposure to the war in Ukraine and the associated adverse terms-of-trade shock, as well as a spike in imported energy prices. In China, the pandemic-related slowdown in 2022 and the property sector crisis contribute to the larger output losses of about 4.2 percent, compared with pre-pandemic predictions. Other emerging market and developing economies have seen even weaker recoveries, especially low-income countries, where output losses average more than 6.5 percent. Higher interest rates and depreciated currencies have exacerbated the difficulties of low-income countries, placing more than half either at high risk of distress or already in distress. Overall, global output for 2023 is estimated at 3.4 percent (or about \$3.6 trillion in 2023 prices) below pre-pandemic projections.

Private consumption has also recovered faster in advanced economies than in emerging market and developing economies, owing to an earlier reopening in the former group facilitated by greater availability of effective vaccines, stronger safety nets, more ample policy stimulus, and greater feasibility of remote work. These factors supported livelihoods during the pandemic, and household consumption is now broadly back to pre-pandemic trends. Among advanced economies, private consumption has been stronger in the United States than in the euro area, with households receiving larger fiscal transfers early in the pandemic and spending the associated savings more quickly; being better insulated from the rise in energy prices resulting

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



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

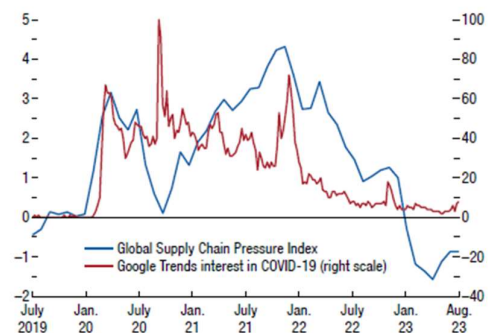


from the war in Ukraine; and feeling relatively confident amid historically tight US labor markets, which have supported real disposable incomes (Figure 1.1, panel 2). Among emerging market and developing economies, the consumption shortfall is particularly large in China, reflecting tight restrictions on mobility during the COVID-19 crisis.

Divergences in labor market performance across regions broadly mirror those for output and consumption. Employment and labor participation rates are estimated to exceed prepandemic trends in advanced economies but to remain significantly below them in emerging market and developing economies, reflecting more severe output losses and much weaker social protection. Countries that had the most limited fiscal space are also those where employment shortfalls are the largest (ILO 2023). Among advanced economies, the euro area has seen larger employment gains than the United States. This may reflect more extensive use in the former of worker-retention programs modelled on the German Kurzarbeit short-time work scheme (IMF 2020), which protect workers' income and allow businesses to retain firm-specific human capital, reducing the costly process of separation, rehiring, and training. In the euro area, these programs bolstered employment during the most challenging phases of the crisis and accelerated the recovery when economies reopened (Figure 1.1, panel 3).

Investment, on the other hand, has uniformly fallen short of prepandemic trends across regions. Businesses have shown less enthusiasm for expansion and risk taking amid rising interest rates, withdrawal of fiscal support, dimmer prospects for product demand, stricter lending conditions, and growing uncertainties regarding geoeconomic fragmentation. Higher leverage has further dampened investment (see Chapter 2 of the April 2022 *World Economic Outlook* [WEO]), which remains 3 percent to 10 percent lower across regions than had been projected before the pandemic (Figure 1.1, panel 2). Moreover, the pandemic, war in Ukraine, and worsening climate shocks have contributed to a reversal in decades-long poverty reduction trends. According to World Bank staff estimates (Mahler and others 2022), 75 million to 95 million more people were living in extreme poverty in 2022 compared with prepandemic estimates. Spikes in food prices and related insecurities following Russia's invasion of Ukraine, as well as bouts of extreme weather, have accentuated these difficulties. The global average temperature in July 2023 was the highest on record for any month, amid reports of catastrophic flooding, heat waves, and wildfires in many regions. Overall, the global prevalence of undernourishment is significantly higher than before the pandemic (FAO and others 2023).

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

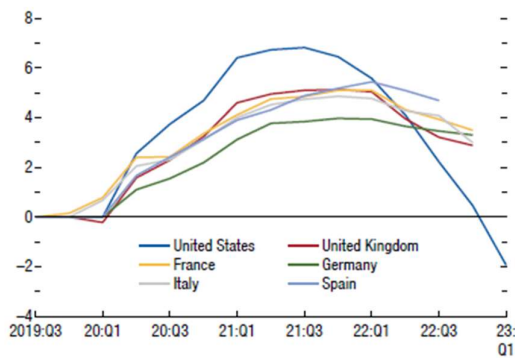


Sources: Federal Reserve Bank of New York, Global Supply Chain Pressure Index; Google Trends.  
Note: On right scale, numbers represent search interest relative to the highest point (100) during 2008–23 worldwide.

### Resilient Start to 2023, Signs of Slowdown

Despite these persistent challenges, several headwinds to global growth subsided earlier this year. The World Health Organization announced in May that it no longer considered COVID-19 a global health emergency, and infections and hospitalizations appear to remain relatively limited, despite a recent uptick in some regions. Supply chains, which the pandemic disrupted, have largely normalized, with shipping costs and suppliers' delivery times back to prepandemic levels (Figure 1.2). And global financial conditions eased after Swiss and US authorities took strong action in March to contain turbulence in their banking sectors. Amid these conditions, global GDP expanded by 3.4 percent in the second quarter of 2023 compared with a year earlier—outperforming forecasts, including those in the April 2023 WEO. The resilience reflected strong consumption amid tight labor markets in the United States and robust activity in economies with large travel and tourism sectors, such as Italy, Mexico, and Spain. These developments offset a slowdown in more interest-rate-sensitive manufacturing sectors.

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



Source: de Soyres, Moore, and Ortiz (2023).  
Note: Stock begins accumulating from 0 at  $t = -1$ , in which  $t = 0$  is the first period of low growth due to COVID-19. Excess savings are calculated as deviation from the predicted saving rate using a Hamilton trend.

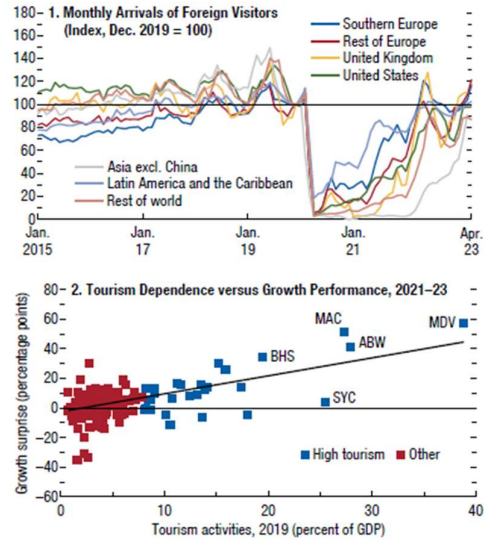
That said, there are signs the rebound is fading:

**Diminishing pandemic-era savings:** The stock of savings built during the pandemic, which has so far supported consumers, is declining in advanced economies, especially the United States, as illustrated in Figure 1.3.1 This implies fewer resources for households to draw on as they contend with a still-elevated cost of living and more restricted credit availability in the context of monetary tightening aimed at reducing inflation.

**Slowing catch-up in services, including travel:** International tourist arrivals are approaching prepandemic levels in most regions (Figure 1.4, panel 1). The recovery of travel during 2021–23 has come with especially strong economic growth in economies with a large share of tourism activities in GDP (Figure 1.4, panel 2). These economies had suffered especially sharp contractions in GDP at the onset of the pandemic (Milesi-Ferretti 2021). But with the recovery in tourism maturing, the boost to growth is waning.<sup>2</sup> Leading indicators for services now indicate weaker growth or declining output (Figure 1.5, panel 2) in economies that previously enjoyed a strong rebound.

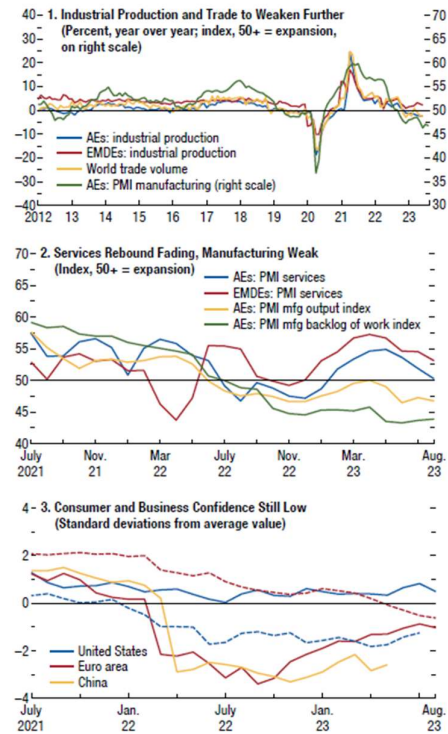
**Persistent manufacturing slowdown:** Recent data releases point to a wide-ranging slowdown or contraction in the manufacturing sector, with related declines in industrial production, investment, and international trade in goods. This weakness reflects the combined effects of the postpandemic shift in consumption back toward services, weaker demand stemming from a higher cost of living, the unwinding of crisis policy support, tighter credit conditions, and general uncertainty amid intensified geoeconomic fragmentation (Figure 1.5, panel 1). Part of the slowdown is policy induced—the result of the globally synchronous central bank tightening of monetary conditions to restore

**Figure 1.4. Tourism Returning to Normal**



Sources: Haver Analytics; World Travel & Tourism Council; and IMF staff calculations.  
Note: In panel 1, series is the normalized sum of arrivals for each region based on data for 41 economies. In panel 2, the x-axis measures the direct share of travel and tourism in GDP in 2019. The growth surprise on the y-axis measures the difference between the cumulative GDP growth in 2021–23 and its projected value in the January 2020 *World Economic Outlook Update*. Data labels in the figure use International Organization for Standardization (ISO) country codes. excl. = excluding.

**Figure 1.5. Slower Growth Momentum Ahead**



Sources: Haver Analytics; and IMF staff calculations.  
Note: Solid lines in panel 3 show consumer confidence, and dashed lines denote business confidence. AEs = advanced economies; EMDEs = emerging market and developing economies; mfg = manufacturing; PMIs = purchasing managers' indexes.





price stability. Signs that tightening efforts are paying off are increasingly apparent, with global inflation steadily declining from its multidecade peak in 2022 amid tighter credit availability and cooling housing markets. Part of the slowdown also reflects more idiosyncratic developments, such as the property sector crisis in China.

### Outlook: Stable but Slow

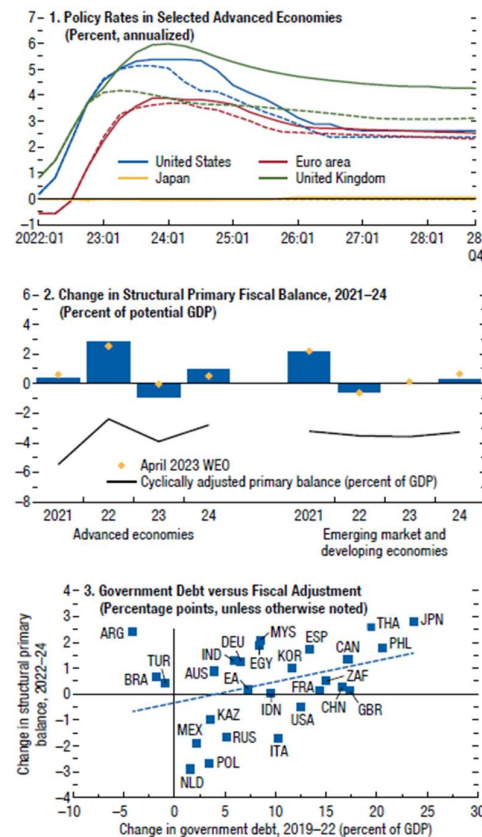
The latest projections confirm that the global economy is slowing as inflation declines from last year's multidecade peak. A contraction in global per capita real GDP—which often happens in a global recession—is not part of the baseline scenario. Growth and employment in the first half of the year remained more resilient than forecast in the April 2023 WEO. Although there is little change in the forecast for the global average since the July 2023 WEO Update, several shifts in growth and inflation prospects are observed across countries. In addition, medium-term prospects for economic growth remain the lowest in decades, with middle- and lower-income countries facing a slower pace of convergence toward higher living standards.

The baseline forecasts for the global economy are predicated on a number of assumptions (Figure 1.16), notably for fuel and nonfuel commodity prices, as well as the stances of monetary and fiscal policy:

**Commodity price assumptions:** Prices of fuel commodities are projected to fall on average by 36 percent and oil prices by about 17 percent, with the decreases reflecting mainly the slowdown in global economic activity, and natural gas and coal prices to decline from their 2022 peaks by 61 percent and 51 percent, respectively. The forecast for nonfuel commodity prices is a decline of 6.3 percent, on average, in 2023, with prices for base metals expected to decrease by 4.7 percent, the decreases reflecting concerns regarding real estate investment in China. Food commodity prices, after rising by 14.8 percent in 2022, are predicted to decline by 6.8 percent in 2023, with prices remaining well above their 2021 levels. Compared with forecasts in the July 2023 WEO Update, an upward revision to wheat prices following the suspension of the Black Sea Grain Initiative (which occurred after the July 2023 WEO Update forecasting round) is broadly offset by downward revisions to other food commodity prices.

**Monetary policy assumptions:** Global interest rate assumptions are on average revised upward compared with those in the April 2023 WEO, reflecting actual and signaled policy tightening by major central banks. The Federal Reserve's policy rate is expected to peak at its current level of about 5.4 percent, the Bank of England to raise its to peak at about 6.0 percent, and the European Central Bank to raise its to peak in 2023, before all three reduce rates in 2024. The higher policy path over the longer term has contributed to the rise in long-term policy rate assumptions. For Japan, policy rates for the medium term (2026–28) are revised upward, reflecting changes to the country's yield-curve-control framework, and long-term rates are revised upward accordingly. As near-term inflation expectations decline, real interest rates are likely to stay elevated even after nominal rates start to fall. In addition, changes in monetary policy are becoming less synchronous, with some central banks that tightened policy earlier (such as the Central Bank of Brazil) initiating their easing cycle.

Figure 1.16. Monetary and Fiscal Policy Assumptions



Source: IMF staff calculations. Note: In panel 1, solid lines denote assumptions for the October 2023 WEO and dashed lines for the April 2023 WEO. In panel 2, the cyclically adjusted primary balance is the general government balance (excluding interest income or expenses) adjusted for the economic cycle. The structural primary fiscal balance is the cyclically adjusted primary balance corrected for a broader range of noncyclical factors, such as changes in asset and commodity prices. Data labels in the figure use International Organization for Standardization (ISO) country codes. EA = euro area; WEO = World Economic Outlook.

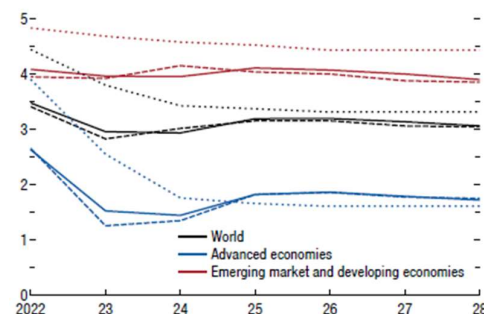


**Fiscal policy assumptions:** Governments in advanced economies are on average expected to ease fiscal policy in 2023, following a rise in fiscal balances in 2022, whereas in emerging market and developing economies, the projected fiscal stance is on average neutral. Fiscal consolidation is expected in 2024 in both groups of economies. Fiscal tightening is on average expected to be greater in economies that recently experienced a sharper rise in government debt (Figure 1.16, panel 3). A rise in government debt amounting to 10 percentage points of GDP during 2019–22 is associated on average with fiscal consolidation (rise in the structural primary balance) of 0.8 percentage point of GDP during 2022–24. Exceptions to this pattern include, for example, Argentina, where despite a decline, debt levels remain high, and the fiscal stance is expected to continue tightening to secure fiscal and debt sustainability.

### Growth Outlook: Offsetting Divergences

Global growth is projected to fall from 3.5 percent in 2022 to 3.0 percent in 2023 and 2.9 percent in 2024 on an annual average basis (Table 1.1). There is a downward revision of 0.1 percentage point for 2024 compared with the July 2023 WEO *Update* projection. At the same time, there are more sizable changes in the underlying growth trajectories of major economies, with stronger projections for the United States and downward revisions for China and the euro area. The forecasts for growth during 2023–24 are also slower than those before the onset of the shocks of 2020–22 (Figure 1.17): the January 2022 WEO *Update* projected global growth at 3.8 percent in 2023 and 3.4 percent in 2024. The 2023–24 forecasts are also below the historical (2000–19) annual average of 3.8 percent. Growth is below the historical average across broad income groups, both in overall GDP as well as in per capita GDP. On a year-over-year basis, global growth bottomed out in the fourth quarter of 2022. However, in some major economies, it is not expected to have bottomed out until the second half of 2023.

Figure 1.17. Growth Outlook: Stable and Slow  
(Percent, dashes = April 2023; dots = January 2022)



Source: IMF staff calculations.  
Note: Solid lines denote GDP growth from the October 2023 WEO, and dashed lines and dotted lines denote GDP growth forecasts from the April 2023 WEO and the January 2022 WEO *Update*, respectively. WEO = World Economic Outlook.

Advanced economies continue to drive the decline in annual average growth from 2022 to 2023, with stronger services activity offset by weaker manufacturing, as well as idiosyncratic factors. On average, these economies are expected to have broadly stable growth in 2024 with a pickup in 2025. By contrast, emerging market and developing economies, on average, are projected to see stable growth over 2022–24, with a slight pickup in 2025, although with sizable shifts across regions.

### Growth Forecast for Advanced Economies

For *advanced economies*, the growth slowdown projected is significant—from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024—with no overall revision from the July 2023 WEO *Update*, amid stronger-than-expected US momentum and weaker-than-expected growth in the euro area. About 90 percent of advanced economies are projected to see lower growth in 2023. With the projected slowdown in advanced economies, annual unemployment is projected to rise by an average of 0.1 percentage point over 2022–24, although with more pronounced increases in Canada (1.0 percentage point), the United Kingdom (0.9 percentage point), and the United States (0.2 percentage point). Nevertheless, the forecast for unemployment in 2024 is on average 0.4 percentage point lower than that in the April 2023 WEO, reflecting still-tight labor markets in a number of cases.

In the *United States*, growth is projected at 2.1 percent in 2023 and 1.5 percent in 2024. The forecast is revised upward by 0.3 percentage point for 2023 and by 0.5 percentage point for 2024, compared with July 2023 WEO *Update* projections, owing to stronger business investment in the second quarter and resilient consumption growth, a reflection of a still-tight labor market. In addition, as already mentioned, the general government fiscal stance is expected to be expansionary in 2023. However, with wage growth slowing, savings accumulated during the pandemic running out, and the Federal Reserve maintaining tight monetary policy, growth is expected to slow in the second half of 2023 and in 2024. The unemployment rate is forecast to rise





from 3.6 percent in the second quarter of 2023 to a peak of 4.0 percent by the last quarter of 2024—a lower peak than previously projected (5.2 percent in the April 2023 WEO and 5.6 percent at the time of the October 2022 WEO), consistent with a softer landing than earlier expected for the US economy.

Growth in the *euro area* is projected to fall from 3.3 percent in 2022 to 0.7 percent in 2023, before rising to 1.2 percent in 2024. The forecast is revised downward by 0.2 percentage point and 0.3 percentage point for 2023 and 2024, respectively, compared with July 2023 WEO *Update* projections. There is also a divergence in growth across major euro area economies in 2023. For *Germany*, where a slight economic contraction is now projected in the second half of 2023, amid weakness in interest- rate-sensitive sectors and slower trading-partner demand, there is a downward revision of 0.2 percentage point to growth of -0.5 percent. For *France*, where there was catch-up in industrial production and external demand outperformed in the first half of 2023, there is an upward 0.2 percentage point revision to growth of 1.0 percent.

Among other major advanced economies, there is also some divergence in growth. Growth in the *United Kingdom* is projected to decline from 4.1 percent in 2022 to 0.5 percent in 2023, with a 0.1 percentage point upward revision. The decline in growth reflects tighter monetary policies to curb still-high inflation and lingering impacts of the terms-of-trade shock from high energy prices. In *Japan*, growth is projected to rise from 1.0 percent in 2022 to 2.0 percent in 2023, with a 0.6 percentage point upward revision, buoyed by pent-up demand, a surge in inbound tourism, and accommodative policies, as well as by a rebound in auto exports that had earlier been held back by supply chain issues.

### Growth Forecast for Emerging Market and Developing Economies

For *emerging market and developing economies*, growth is projected to decline relatively modestly, from 4.1 percent in 2022 to 4.0 percent in both 2023 and 2024, with a downward revision of 0.1 percentage point for 2024 compared with the July 2023 WEO *Update* projection. However, this average path hides regional divergences, with growth in two of the five main geographic regions rising in 2023 and then falling in 2024.

Growth in *emerging and developing Asia* is projected to rise from 4.5 percent in 2022 to 5.2 percent in 2023, then to decline to 4.8 percent in 2024, with downward revisions of 0.1 percentage point and 0.2 percentage point for 2023 and 2024, respectively, compared with July projections. The revision reflects a lower forecast for *China*, which is revised downward by 0.2 percentage point for 2023 and by 0.3 percentage point for 2024 to growth of 5.0 percent in 2023 and 4.2 percent in 2024. With the property market crisis in that country, lower investment is the main contributor to the revision. Growth in *India* is

**Table 1.1. Overview of the World Economic Outlook Projections**  
(Percent change, unless noted otherwise)

	2022	Projections		Difference from July 2023 WEO Update <sup>a</sup>		Difference from April 2023 WEO <sup>b</sup>	
		2023	2024	2023	2024	2023	2024
<b>World Output</b>	<b>3.5</b>	<b>3.0</b>	<b>2.9</b>	<b>0.0</b>	<b>-0.1</b>	<b>0.2</b>	<b>-0.1</b>
<b>Advanced Economies</b>	<b>2.6</b>	<b>1.5</b>	<b>1.4</b>	<b>0.0</b>	<b>0.0</b>	<b>0.2</b>	<b>0.0</b>
United States	2.1	2.1	1.5	0.3	0.5	0.5	0.4
Euro Area	3.3	0.7	1.2	-0.2	-0.3	-0.1	-0.2
Germany	1.8	-0.5	0.9	-0.2	-0.4	-0.4	-0.2
France	2.5	1.0	1.3	0.2	0.0	0.3	0.0
Italy <sup>2</sup>	3.7	0.7	0.7	-0.4	-0.2	0.0	-0.1
Spain	5.8	2.5	1.7	0.0	-0.3	1.0	-0.3
Japan	1.0	2.0	1.0	0.6	0.0	0.7	0.0
United Kingdom <sup>2</sup>	4.1	0.5	0.6	0.1	-0.4	0.8	-0.4
Canada	3.4	1.3	1.6	-0.4	0.2	-0.2	0.1
Other Advanced Economies <sup>3</sup>	2.6	1.8	2.2	-0.2	-0.1	0.0	0.0
<b>Emerging Market and Developing Economies</b>	<b>4.1</b>	<b>4.0</b>	<b>4.0</b>	<b>0.0</b>	<b>-0.1</b>	<b>0.1</b>	<b>-0.2</b>
Emerging and Developing Asia	4.5	5.2	4.8	-0.1	-0.2	-0.1	-0.3
China	3.0	5.0	4.2	-0.2	-0.3	-0.2	-0.3
India <sup>4</sup>	7.2	6.3	6.3	0.2	0.0	0.4	0.0
Emerging and Developing Europe	0.8	2.4	2.2	0.6	0.0	1.2	-0.3
Russia	-2.1	2.2	1.1	0.7	-0.2	1.5	-0.2
Latin America and the Caribbean	4.1	2.3	2.3	0.4	0.1	0.7	0.1
Brazil	2.9	3.1	1.5	1.0	0.3	2.2	0.0
Mexico	3.9	3.2	2.1	0.6	0.6	1.4	0.5
Middle East and Central Asia	5.6	2.0	3.4	-0.5	0.2	-0.9	-0.1
Saudi Arabia	8.7	0.8	4.0	-1.1	1.2	-2.3	0.9
Sub-Saharan Africa	4.0	3.3	4.0	-0.2	-0.1	-0.3	-0.2
Nigeria	3.3	2.9	3.1	-0.3	0.1	-0.3	0.1
South Africa	1.9	0.9	1.8	0.6	0.1	0.8	0.0
<b>Memorandum</b>							
World Growth Based on Market Exchange Rates	3.0	2.5	2.4	0.0	0.0	0.1	0.0
European Union	3.6	0.7	1.5	-0.3	-0.2	0.0	-0.1
ASEAN-5 <sup>5</sup>	5.5	4.2	4.5	-0.4	0.0	-0.3	-0.1
Middle East and North Africa	5.6	2.0	3.4	-0.6	0.3	-1.1	0.0
Emerging Market and Middle-Income Economies	4.0	4.0	3.9	0.1	0.0	0.1	-0.1
Low-Income Developing Countries	5.2	4.0	5.1	-0.5	-0.1	-0.7	-0.3
<b>World Trade Volume (goods and services)</b>	<b>5.1</b>	<b>0.9</b>	<b>3.5</b>	<b>-1.1</b>	<b>-0.2</b>	<b>-1.5</b>	<b>0.0</b>
<b>Imports</b>							
Advanced Economies	6.7	0.1	3.0	-1.8	-0.1	-1.7	0.3
Emerging Market and Developing Economies	3.2	1.7	4.4	-0.2	-0.5	-1.6	-0.7
<b>Exports</b>							
Advanced Economies	5.3	1.8	3.1	-1.0	-0.1	-1.2	0.0
Emerging Market and Developing Economies	4.1	-0.1	4.2	-1.3	0.1	-1.7	-0.1
<b>Commodity Prices (US dollars)</b>							
Oil <sup>6</sup>	39.2	-16.5	-0.7	4.2	5.5	7.6	5.1
Nonfuel (average based on world commodity import weights)	7.9	-6.3	-2.7	-1.5	-1.3	-3.5	-1.7
<b>World Consumer Prices<sup>7</sup></b>	<b>8.7</b>	<b>6.9</b>	<b>5.8</b>	<b>0.1</b>	<b>0.6</b>	<b>-0.1</b>	<b>0.9</b>
Advanced Economies <sup>8</sup>	7.3	4.6	3.0	-0.1	0.2	-0.1	0.4
Emerging Market and Developing Economies <sup>7</sup>	9.8	8.5	7.8	0.2	1.0	-0.1	1.3

Source: IMF staff estimates.

Note: Real effective exchange rates are assumed to remain constant at the levels prevailing during July 25, 2023–August 22, 2023. Economies are listed on the basis of economic size. The aggregated quarterly data are seasonally adjusted. WEO = World Economic Outlook.

<sup>1</sup>Difference based on rounded figures for the current, July 2023 WEO Update, and April 2023 WEO forecasts.

<sup>2</sup>See the country-specific notes for Italy and the United Kingdom in the "Country Notes" section of the Statistical Appendix.

<sup>3</sup>Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.

<sup>4</sup>For India, data and forecasts are presented on a fiscal year basis, and GDP from 2011 onward is based on GDP at market prices with fiscal year 2011/12 as a base year.

<sup>5</sup>Indonesia, Malaysia, the Philippines, Singapore, and Thailand.



projected to remain strong, at 6.3 percent in both 2023 and 2024, with an upward revision of 0.2 percentage point for 2023, reflecting stronger-than-expected consumption during April-June.

Growth in *emerging and developing Europe* is projected to rise to 2.4 percent in 2023, with an upward revision of 0.6 percentage point since July, before declining to 2.2 percent in 2024. The forecast for *Russia* is for a rise from -2.1 percent in 2022 to 2.2 percent in 2023, with an upward revision of 0.7 percentage point for 2023. The rise in growth reflects a substantial fiscal stimulus, strong investment, and resilient consumption in the context of a tight labor market. The upward revision for the region for 2023 also reflects an increase of 5.0 percentage points to the forecast for *Ukraine* to growth of 2.0 percent; the increase is due to stronger-than-expected domestic demand growth, with firms and households adapting to the war in that country amid sharply declining inflation and stable foreign exchange markets. It additionally reflects a 1.0 percentage point upside revision to growth of 4.0 percent in *Türkiye*, on the back of stronger-than-expected domestic demand.

*Latin America and the Caribbean* is expected to see growth decline from 4.1 percent in 2022 to 2.3 percent in both 2023 and 2024, although with 0.4 percentage point and 0.1 percentage point upward revisions for 2023 and 2024, respectively, since July. The decline for 2023 reflects a normalization of growth along with the effect of tighter policies, a weaker external environment, and lower commodity prices. The upward revision to 2023 since July reflects stronger-than-expected growth in *Brazil*, revised upward by 1.0 percentage point to 3.1 percent, driven by buoyant agriculture and resilient services in the first half of 2023. Consumption has also remained strong, supported by fiscal stimulus. The upward revision for the region also reflects stronger-than-expected growth in *Mexico*, revised upward by 0.6 percentage point to 3.2 percent, with the delayed postpandemic recovery taking hold in construction and services and spillovers from resilient US demand.

Growth in the *Middle East and Central Asia* is projected to decline from 5.6 percent in 2022 to 2.0 percent in 2023, before picking up to 3.4 percent in 2024, with a 0.5 percentage point downward revision for 2023 and a 0.2 percentage point upward revision for 2024. The change for 2023 is attributable mainly to a steeper-than-expected growth slowdown in *Saudi Arabia*, from 8.7 percent in 2022 to 0.8 percent in 2023, with a negative revision to the latter of 1.1 percentage point. The downgrade for growth in Saudi Arabia in 2023 reflects announced production cuts, including unilateral cuts and those in line with an agreement through OPEC+. Private investment, including that from “gigaproject” implementation, continues to support non-oil GDP growth, which remains strong and unchanged from previous projections. The downgrade for 2023 also reflects cuts to the growth forecast for Sudan to about -18.3 percent (a downward revision of nearly 20 percentage points) reflecting the outbreak of conflict, deteriorating domestic security, and the worsening humanitarian situation. The upgrade for 2024 reflects the unwinding of some of the announced production cuts.

In *sub-Saharan Africa*, growth is projected to decline to 3.3 percent in 2023 before picking up to 4.0 percent in 2024, with 0.2 percentage point and 0.1 percentage point downward revisions for 2023 and 2024, respectively,

Table 1.1. Overview of the World Economic Outlook Projections (continued)  
(Percent change, unless noted otherwise)

	2022	Q4 over Q4 <sup>a</sup>					
		Projections		Difference from July 2023 WEO Update <sup>b</sup>		Difference from April 2023 WEO <sup>c</sup>	
		2023	2024	2023	2024	2023	2024
<b>World Output</b>	2.2	2.9	3.2	0.0	0.3	0.0	0.1
<b>Advanced Economies</b>	1.2	1.5	1.5	0.1	0.1	0.4	-0.1
United States	0.9	1.9	1.4	0.5	0.3	0.9	0.1
Euro Area	1.7	0.7	1.4	-0.5	-0.1	0.0	-0.4
Germany	0.8	-0.2	1.7	-0.7	0.2	-0.4	-0.1
France	0.7	1.0	1.5	0.1	-0.1	0.2	0.1
Italy <sup>d</sup>	1.5	0.3	1.2	-0.6	0.1	-0.1	0.1
Spain	3.8	1.6	2.0	-0.2	-0.2	0.3	-0.1
Japan	0.5	2.1	1.0	0.6	0.0	0.8	0.0
United Kingdom <sup>e</sup>	0.6	0.6	0.8	0.1	-0.5	1.0	-1.2
Canada	2.1	1.2	2.1	-0.4	0.3	-0.2	0.3
Other Advanced Economies <sup>f</sup>	0.9	2.0	2.2	0.2	0.1	0.1	0.4
<b>Emerging Market and Developing Economies</b>	3.2	4.0	4.7	-0.1	0.6	-0.5	0.3
Emerging and Developing Asia	4.2	5.0	5.5	-0.3	0.6	-0.8	0.2
China	3.2	4.9	4.7	-0.9	0.6	-0.9	0.0
India <sup>g</sup>	6.1	5.5	7.7	1.2	1.3	-0.7	1.3
Emerging and Developing Europe	-1.2	2.8	2.5	0.1	0.5	0.4	0.0
Russia	-3.1	2.2	1.2	0.3	0.4	1.3	-0.2
Latin America and the Caribbean	2.8	1.5	3.2	0.7	0.3	0.3	1.1
Brazil	2.5	2.1	2.8	0.8	0.6	1.2	0.8
Mexico	4.3	2.6	1.9	0.7	0.2	1.4	0.0
Middle East and Central Asia	...	...	...	...	...	...	...
Saudi Arabia	5.5	0.9	4.0	-1.1	1.1	-2.2	0.8
Sub-Saharan Africa	...	...	...	...	...	...	...
Nigeria	3.2	2.6	3.6	0.0	0.0	-0.4	-0.1
South Africa	1.3	1.6	2.0	0.7	0.0	0.5	0.3
<b>Memorandum</b>							
World Growth Based on Market Exchange Rates	1.8	2.5	2.6	0.0	0.2	0.1	0.0
European Union	1.8	1.0	1.6	-0.5	-0.1	0.0	-0.3
ASEAN-5 <sup>h</sup>	4.7	4.2	4.6	-0.4	-0.2	-0.1	-0.7
Middle East and North Africa	...	...	...	...	...	...	...
Emerging Market and Middle-Income Economies	3.1	4.0	4.6	-0.1	0.5	-0.5	0.3
Low-Income Developing Countries	...	...	...	...	...	...	...
<b>Commodity Prices (US dollars)</b>							
Oil <sup>i</sup>	8.8	-2.5	-5.7	10.5	-0.8	14.8	-2.3
Nonfuel (average based on world commodity import weights)	-0.4	-3.1	0.7	-3.1	-0.1	-6.6	1.2
<b>World Consumer Prices<sup>j</sup></b>	9.2	5.9	4.8	0.4	0.9	0.3	1.1
Advanced Economies <sup>k</sup>	7.7	3.3	2.6	0.0	0.1	0.1	0.4
Emerging Market and Developing Economies <sup>l</sup>	10.5	8.1	6.6	0.7	1.5	0.5	1.6

<sup>a</sup>Simple average of prices of UK Brent, Dubai Fateh, and West Texas Intermediate crude oil. The average price of oil in US dollars a barrel was \$96.36 in 2022; the assumed price, based on futures markets, is \$80.49 in 2023 and \$79.92 in 2024.  
<sup>b</sup>Excludes Venezuela. See the country-specific note for Venezuela in the “Country Notes” section of the Statistical Appendix.  
<sup>c</sup>The inflation rates for 2023 and 2024, respectively, are as follows: 5.6 percent and 3.3 percent for the euro area, 3.2 percent and 2.9 percent for Japan, and 4.1 percent and 2.8 percent for the United States.  
<sup>d</sup>For world output, the quarterly estimates and projections account for approximately 90 percent of annual world output at purchasing-power-parity weights.  
<sup>e</sup>For emerging market and developing economies, the quarterly estimates and projections account for approximately 85 percent of annual emerging market and developing economies’ output at purchasing-power-parity weights.



and with growth remaining below the historical average of 4.8 percent. The projected decline reflects, in a number of cases, worsening weather shocks, the global slowdown, and domestic supply issues, including, notably, in the electricity sector. Growth in *Nigeria* is projected to decline from 3.3 percent in 2022 to 2.9 percent in 2023 and 3.1 percent in 2024, with negative effects of high inflation on consumption taking hold. The forecast for 2023 is revised downward by 0.3 percentage point, reflecting weaker oil and gas production than expected, partially as a result of maintenance work. In *South Africa*, growth is expected to decline from 1.9 percent in 2022 to 0.9 percent in 2023, with the decline reflecting power shortages, although with a 0.6 percentage point upward revision thanks to the intensity of power shortages in the second quarter of 2023 being lower than expected.

**Table 1.2. Overview of the World Economic Outlook Projections at Market Exchange Rate Weights**  
(Percent change)

	2022	Projections		Difference from July 2023 WEO Update <sup>2</sup>		Difference from April 2023 WEO <sup>1</sup>	
		2023	2024	2023	2024	2023	2024
<b>World Output</b>	<b>3.0</b>	<b>2.5</b>	<b>2.4</b>	<b>0.0</b>	<b>0.0</b>	<b>0.1</b>	<b>0.0</b>
<b>Advanced Economies</b>	<b>2.6</b>	<b>1.5</b>	<b>1.4</b>	<b>0.0</b>	<b>0.1</b>	<b>0.3</b>	<b>0.1</b>
<b>Emerging Market and Developing Economies</b>	<b>3.7</b>	<b>4.0</b>	<b>3.8</b>	<b>0.0</b>	<b>-0.1</b>	<b>0.0</b>	<b>-0.2</b>
Emerging and Developing Asia	3.9	5.1	4.6	-0.1	-0.2	-0.1	-0.2
Emerging and Developing Europe	0.4	2.2	2.1	0.6	-0.1	1.2	-0.2
Latin America and the Caribbean	3.9	2.2	2.2	0.4	0.2	0.7	0.1
Middle East and Central Asia	5.8	1.9	3.4	-0.5	0.2	-1.1	-0.1
Sub-Saharan Africa	3.9	3.2	3.9	-0.1	0.0	-0.2	-0.1
<b>Memorandum</b>							
European Union	3.4	0.6	1.3	-0.3	-0.3	-0.1	-0.2
Middle East and North Africa	6.0	1.8	3.4	-0.6	0.3	-1.3	0.1
Emerging Market and Middle-Income Economies	3.6	4.0	3.7	0.0	-0.2	0.1	-0.2
Low-Income Developing Countries	5.1	4.0	5.1	-0.5	-0.1	-0.7	-0.3

Source: IMF staff estimates.

Note: The aggregate growth rates are calculated as a weighted average, in which a moving average of nominal GDP in US dollars for the preceding three years is used as the weight. WEO = World Economic Outlook.

<sup>1</sup>Difference based on rounded figures for the current, July 2023 WEO Update, and April 2023 WEO forecasts.

(Source: world Economic Outlook, October, 2023 [www.imf.org](http://www.imf.org))

## INDIAN ECONOMY

*In general, global economic shocks in the past were severe but spaced out in time. This changed in the third decade of this millennium. At least three shocks have hit the global economy since 2020. It all started with the pandemic-induced contraction of the global output, followed by the Russian-Ukraine conflict leading to a worldwide surge in inflation. Then, the central banks across economies led by the Federal Reserve responded with synchronised policy rate hikes to curb inflation. The rate hike by the US Fed drove capital into the US markets causing the US Dollar to appreciate against most currencies. This led to the widening of the Current Account Deficits (CAD) and increased inflationary pressures in net importing economies. The rate hike and persistent inflation also led to a lowering of the global growth forecasts for 2022 and 2023 by the IMF in its October 2022 update of the World Economic Outlook. The frailties of the Chinese economy further contributed to weakening the growth forecasts. Slowing global growth apart from monetary tightening may also lead to a financial contagion emanating from the advanced economies where the debt of the non-financial sector has risen the most since the global financial crisis. With inflation persisting in the advanced economies and the central banks hinting at further rate hikes, downside risks to the global economic outlook appear elevated.*

*The Indian economy, however, appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target in November 2022. However, the challenge of the depreciating rupee, although better performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed. The widening of the CAD may also continue as global commodity prices remain elevated and the growth momentum of the Indian economy remains strong. The loss of export stimulus is further possible as the slowing world growth and trade shrinks the global market size in the second half of the current year.*

*Despite these, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in FY23. These optimistic growth forecasts stem in part from the resilience of the Indian economy seen in the rebound of private consumption seamlessly replacing the export stimuli as the leading driver of growth. The uptick in private consumption has also given a boost to production activity resulting in an increase in capacity utilisation across sectors. The rebound in consumption was engineered by the near-universal vaccination coverage overseen by the government that brought people back to the streets to spend on contact-based services, such as restaurants, hotels, shopping malls, and cinemas, among others. The world's second-largest vaccination drive involving more than 2 billion doses also served to lift consumer sentiments that may prolong the rebound in consumption. Vaccinations have facilitated the return of migrant workers to cities to work in construction sites as the rebound in consumption spilled over into the housing*

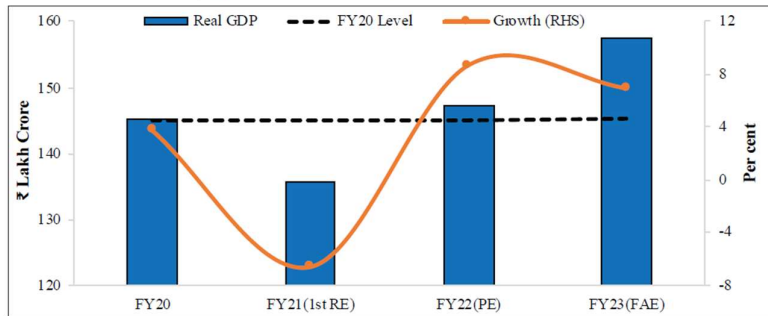




market. This is evident in the housing market witnessing a significant decline in inventory overhang to 33 months in Q3 of FY23 from 42 months last year.

The Capital Expenditure (Capex) of the central government, which increased by 63.4 per cent in the first eight months of FY23, was another growth driver of the Indian economy in the current year, crowding in the private Capex since the January-March quarter of 2022. On current trend, it appears that the full year's capital expenditure budget will be met.

Figure I.9: Economic growth remains resilient



Source: NSO, MoSPI

Note: AE stands for Advanced Estimates, PE stands for Provisional Estimates, RE stands for Revised Estimates

A sustained increase in private Capex is also imminent with the strengthening of the balance sheets of the Corporates and the consequent increase in credit financing it has been able to generate. A much-improved financial health of well-capitalised public sector banks has positioned them better to increase the credit supply. Consequently, the credit growth to the Micro, Small, and Medium Enterprises (MSME) sector has been remarkably high, over 30.6

per cent, on average during Jan-Nov 2022, supported by the extended Emergency Credit Linked Guarantee Scheme (ECLGS) of the Union government. The increase in the overall bank credit has also been influenced by the shift in borrower's funding choices from volatile bond markets, where yields have increased, and external commercial borrowings, where interest and hedging costs have increased, towards banks. If inflation declines in FY24 and if real cost of credit does not rise, then credit growth is likely to be brisk in FY24.

India's economic growth in FY23 has been principally led by private consumption and capital formation. It has helped generate employment as seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund. Still, private capex soon needs to take up the leadership role to put job creation on a fast track. Recovery of MSMEs is proceeding apace, as is evident in the amounts of Goods and Services Tax (GST) they pay, while the Emergency Credit Linked Guarantee Scheme (ECLGS) is easing their debt servicing concerns. The Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS) has been directly providing jobs in rural areas and indirectly creating opportunities for rural households to diversify their sources of income generation. Schemes like PM-Kisan and PM Garib Kalyan Yojana have helped in ensuring food security in the country, and their impact was also endorsed by the United Nations Development Programme (UNDP)<sup>1</sup>. The results of the National Family Health Survey (NFHS) also show improvement in rural welfare indicators from FY16 to FY20, covering aspects like gender, fertility rate, household amenities, and women empowerment.

Global growth has been projected to decline in 2023 and is expected to remain generally subdued in the following years as well. The slowing demand will likely push down global commodity prices and improve India's CAD in FY24. However, a downside risk to the Current Account Balance stems from a swift recovery driven mainly by domestic demand and, to a lesser extent, by exports. The CAD needs to be closely monitored as the growth momentum of the current year spills over into the next. Growth is expected to be brisk in FY24 as a vigorous credit disbursal, and capital investment cycle is expected to unfold in India with the strengthening of the balance sheets of the corporate and banking sectors. Further support to economic growth will come from the expansion of public digital platforms and path-breaking measures such as PM GatiShakti, the National Logistics Policy, and the Production-Linked Incentive schemes to boost manufacturing output.

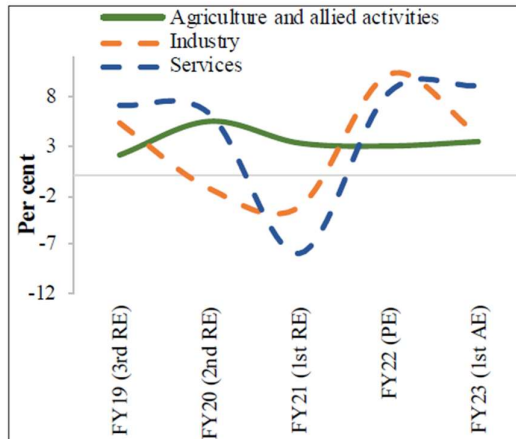
### Macroeconomic and Growth Challenges in the Indian Economy

The impact of the pandemic on India was seen in a significant GDP contraction in FY21. The following year, FY22, the Indian economy started to recover despite the Omicron wave of January 2022. This third wave did not affect economic activity in India as much as the previous waves of the pandemic did since its outbreak in January 2020. Mobility enabled by localised lockdowns, rapid vaccination coverage, mild symptoms and quick recovery from the virus contributed to minimising the loss of economic output in the January-March quarter

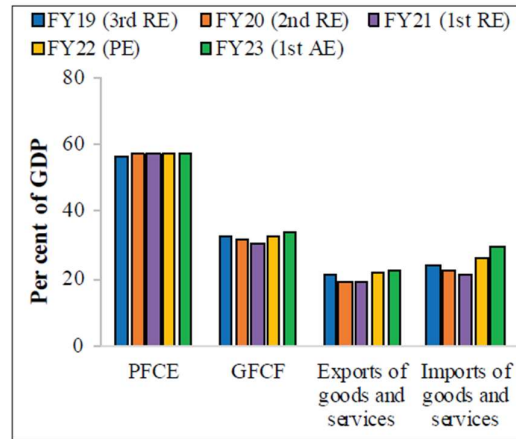
of 2022. Consequently, output in FY22 went past its pre-pandemic level in FY20, with the Indian economy staging a full recovery ahead of many nations. The experience with the Omicron variant engendered a cautious optimism that it was possible to stay physically mobile and engage in economic activities despite the pandemic. FY23 thus opened with a firm belief that the pandemic was rapidly on the wane and that India was poised to grow at a fast pace and quickly ascend to the pre-pandemic growth path.

### Broad-based growth driven by Demand and Investment

**Figure I.10a: YoY growth of Real GVA components**



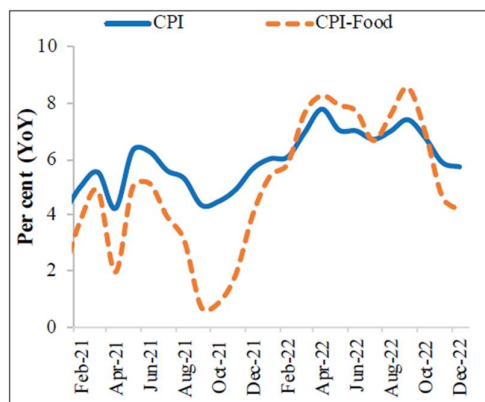
**Figure I.10b: Share of Real GDP components**



Source: NSO, MoSPI

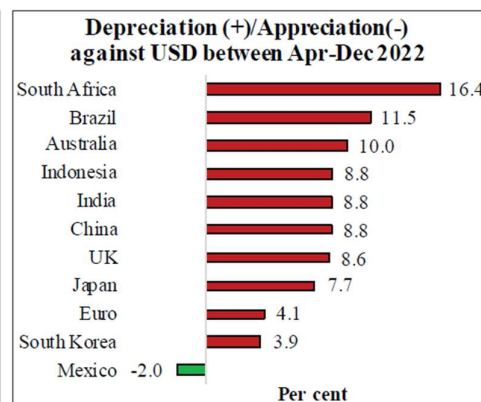
Note: AE stands for Advanced Estimates, PE stands for Provisional Estimates, RE stands for Revised Estimates

**Figure I.11: CPI Inflation eased back to RBI's target range**



Source: MoSPI

**Figure I.12: Indian Rupee performed well compared to other EMEs**



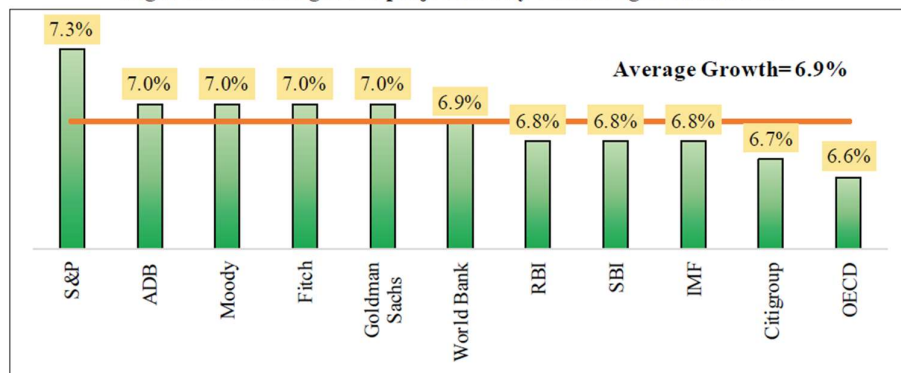
Source: Bloomberg, RBI (Exchange rates for December as on 31st Dec 2022)

However, the conflict in Europe necessitated a revision in expectations for economic growth and inflation in FY23. The country's retail inflation had crept above the RBI's tolerance range in January 2022. It remained above the target range for ten months before returning to below the upper end of the target range of 6 per cent in November 2022. During those ten months, rising international commodity prices contributed to India's retail inflation as also local weather conditions like excessive heat and unseasonal rains, which kept food prices high. The government cut excise and customs duties and restricted exports to restrain inflation while the RBI, like other central banks, raised the repo rates and rolled back excess liquidity.

## India's Economic Resilience and Growth Drivers

Monetary tightening by the RBI, the widening of the CAD, and the plateauing growth of exports have essentially been the outcome of geopolitical strife in Europe. As these developments posed downside risks to the growth of the Indian economy in FY23, many agencies worldwide have been revising their growth

Figure I.17: India growth projections by various agencies for FY23



Source: Various Agencies

Note: ADB stands for Asian Development Bank, IMF is International Monetary Fund

forecast of the Indian economy downwards. These forecasts, including the advance estimates released by the NSO, now broadly lie in the range of 6.5-7.0 per cent. Despite the downward revision, the growth estimate for FY23 is higher than for almost all major economies and even slightly above the average growth of the Indian economy in the decade leading up to the pandemic. IMF estimates India to be one of the top two fast-growing significant economies in 2022. Despite strong global headwinds and tighter domestic monetary policy, if India is still expected to grow between 6.5 and 7.0 per cent, and that too without the advantage of a base effect, it is a reflection of India's underlying economic resilience; of its ability to recoup, renew and re-energise the growth drivers of the economy.

India's economic resilience can be seen in the domestic stimulus to growth seamlessly replacing the external stimuli. The growth of exports may have moderated in the second half of FY23. However, their surge in FY22 and the first half of FY23 induced a shift in the gears of the production processes from mild acceleration to cruise mode. Manufacturing and investment activities consequently gained traction. By the time the growth of exports moderated, the rebound in domestic consumption had sufficiently matured to take forward the growth of India's economy. Private Consumption as a percentage of GDP stood at 58.4 per cent in Q2 of FY23, the highest among the second quarters of all the years since 2013-14, supported by a rebound in contact-intensive services such as trade, hotel and transport, which registered sequential growth of 16 per cent in real terms in Q2 of FY23 compared to the previous quarter.

Although domestic consumption rebounded in many economies, the rebound in India was impressive for its scale. It contributed to a rise in domestic capacity utilisation. Domestic private consumption remains buoyant in November 2022, as indicated by Motilal Oswal's Economic Activity Index. The index estimates that private consumption grew at a five-month high pace of 5.6 per cent YoY, driven by auto sales and broad-based expansion of services.

(Source: Economic Survey 2022-2023)

### India Facade Market:

The India facade market size reached US\$ 2,638.2 Million in 2022. Looking forward, the publisher expects the market to reach US\$ 4,254.5 Million by 2028, exhibiting a growth rate (CAGR) of 8.23% during 2023-2028. The increasing construction activities, rising number of commercial spaces, and the growing number of remodeling and upgradation projects represent some of the key factors driving the market.

The facade is an exterior front of a building that comprises roofing, street awnings, and ventilation louvers. It is produced using different materials, such as glass, brick, steel, aluminum, stone, concrete, metal, clay, and wood. It offers an aesthetic appeal to the building and enhanced waterproofing, fabrication, durability, and





weather protection. It is generally used in energy efficient buildings for controlling light penetration, regulating internal temperature, and providing thermal insulation. It requires regular maintenance to ensure its longevity and functionality. It is commonly available in several shapes and sizes and can be created as per the requirements of the consumer.

### India Facade Market Trends:

The increasing construction activities in the residential areas on account of rapid urbanization and inflating disposable income levels represent one of the key factors driving the demand for façades in India. Moreover, the rising number of commercial spaces, such as shopping malls, restaurants, cafes, offices, hotels, and institutions, is contributing to the market growth. In addition, due to the growing environmental concerns, several measures are being undertaken by the government of India (GoI) to promote the use of sustainable construction materials and minimize carbon emissions. This, coupled with the launch of various government-sponsored public housing programs due to the surging demand for affordable housing units, is driving the adoption of facades in the country. Apart from this, the increasing number of remodeling and upgradation projects for stadiums, airports, railway stations, metro, and hospitals is contributing to the market growth in the country. Furthermore, the rising popularity of polycarbonate facades in industrial and large-scale commercial buildings due to their numerous advantages, including easy installation, weather resistance, and low maintenance costs, is propelling the growth of the market. Besides this, key players operating in India are introducing facades in advanced materials, such as phase change materials (PCM), high reflectance and durable outdoor coatings, and insulation foams with improved strength and visually appealing texture. This, along with the advent of high quality facades that regulates temperature, protects against rain, and resists corrosion to ensure comfortable and durable building on account of changing climatic conditions like heat, humidity, and monsoon is strengthening the growth of the market.

(Source: <https://www.researchandmarkets.com/reports/5820534/india-facade-market-industry-trends-share>)

### Facade Market is Segmented

#### by Type

(Ventilated, Non-Ventilated, and Others),

#### By Material

(Glass, Metal, Plastic and Fibres, Stones, and Others),

#### By Application

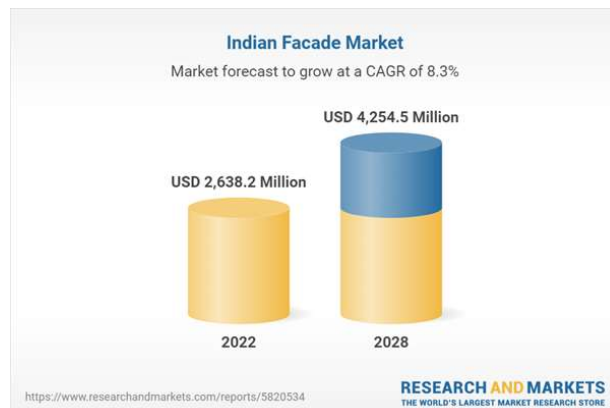
(Commercial, Residential, and Others), and

#### by Geography

(North America, Europe, Asia Pacific, Middle East, and Africa, and Latin America).

### End User Insights:

- Commercial
- Industrial
- Residential



## Regional Insights:

- South India
- North India
- West and Central India
- East and North East-India

## Facade Market Analysis

Global Façade Market is expected to register a CAGR of more than 5% during the forecast period.

- Covid-19 has had a hard hit on the construction sector across the globe, resulting in project delays, labor shortages, and halts in some places due to the pandemic restrictions. Later, after easing the restrictions, the construction sector experienced a slow recovery, currently, some of the regions witnessing significant growth in commercial and residential projects, further driving the façade manufacturing sector.
- Moreover, façade installations are gaining traction across the world, majorly driven by increasing concern towards energy efficiency, and external beautification aspects. In addition, solar facade installations are exercising lucrative growth, and to meet the increasing demand for solar facades most manufacturers are focusing on developing new and advanced solar facades. For instance, in March 2022, a Canadian solar technology manufacturer, Mitrex, launched the Solar Brick, which looks like a brick wall, but has embedded solar modules. These modules are lightweight and durable and can store energy, which is enough to power the building.
- Furthermore, increasing commercial and residential projects across the globe fuels the façade's adoption. For instance, in 2022, in Europe, the King Baudouin Foundation planned to fund more than EUR 500,000 (USD 534,175) to support 11 projects to green the public space by creating vertical gardens on the facades of public buildings throughout Belgium. In addition, more than 28 projects were submitted for greening the outer walls of hospitals, town halls, libraries, cultural centers, sports facilities, swimming pools, museums, theatres, libraries, and community centers, out of which nearly 11 projects were selected. Thus, the façade market is witnessing lucrative growth across the globe.

## Facade Industry Segmentation

A facade is generally the front part or exterior of a building, especially an imposing or decorative one. From the engineering perspective, the facade is of great importance due to its impact on energy efficiency. Furthermore, the report provides key insights into the Global façade market. It includes technological developments, trends, and government regulations in the sector. Also, focuses on market dynamics. Additionally, the competitive landscape of the Global façade market is depicted through the profiles of key players active.

Global Facade Market is Segmented by Type (Ventilated, Non-Ventilated, and Others), By Material (Glass, Metal, Plastic and Fibres, Stones, and Others), By Application (Commercial, Residential, and Others), and by Geography (North America, Europe, Asia Pacific, Middle East, and Africa, and Latin America). The report offers the market sizes and forecasts for the Global Facade Market in value (USD) for all the above segments and the impact of COVID-19 on the market.

## Facade Market Trends

### Asia Pacific is Witnessing Significant Growth

Asia Pacific is experiencing a significant number of construction projects, and the region is widely focusing on external wall beautification and energy efficiency factors, these factors are driving the installation of the



facades in the country. In addition, rapid urbanization in developing countries such as India, Japan, China, etc. driving the demand for façade installations in the region. For instance, in September 2022, China unveiled the world’s most twisted towers, also known as the Dance of Light skyscraper. This 180-meter tall tower was enveloped with facades.

Moreover, façade installations are gaining traction in the region, majorly due to increasing commercial and residential property development. For instance, in December 2022, China Evergrande Group planned to resume its work on 631 pre-sold and undelivered projects to meet its property delivery charger. In addition, the property developer delivered more than 256,000 units between January to November of 2022, and they expect to deliver nearly 300,000 units by the end of 2023.

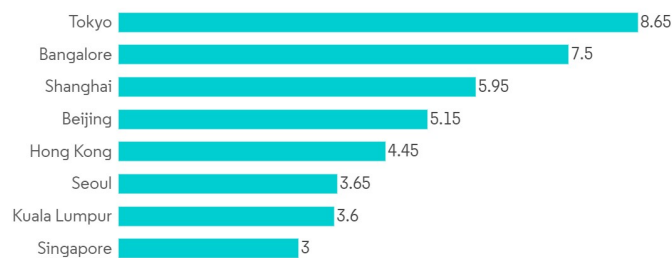
Meanwhile, façade greening is witnessing significant growth in the region. In addition, India and Japan are actively adopting façade greening techniques to reach their sustainability targets. In addition, to create a quality of life against rising temperatures due to climate change and building densification, façade greening plays a vital role in urban areas. Moreover, the green office concept also promotes the façade greening technology. In 2022, as per industry experts, Tokyo, Japan, had the largest inventory of green offices among the 12 Asia-Pacific areas. Also, Tokyo owns nearly 9 million square meters of environmentally certified office spaces.

### Commercial Sector is Driving the Facades Installation

Most countries are focusing on developing commercial buildings and office spaces that are energy efficient. In the upcoming years, it is anticipated that increased spending on the renovation of aging office buildings would increase demand for façade installations.

A growing need for aesthetic appearance in commercial buildings has emerged in recent years, which has fuelled the expansion of the façade market.

Volume of Green Office Stock, Volume in Million Square Meters, Asia Pacific, April 2022

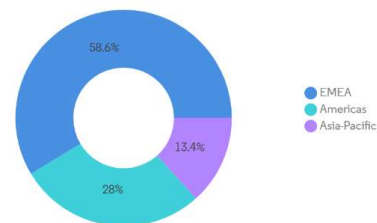


Source: Industry Association



Moreover, commercial and industrial witnessed significant growth despite the recession. In addition, the United States construction sector has outperformed Canada and Mexico over the past 18 months. Meanwhile, North America and Europe regions are experiencing a significant number of commercial projects. For instance, in Q2 2022, construction of the Keystone Trade Center was started in the United States, and the Eight Office Tower was started, which involves in the construction of 50,167 square meters and a 25-story office tower in Bellevue, Washington, etc. these projects will boost the façade installations.

Real Estate Cross-Border Transaction Activity, Value in Share (%), Global, Q1 2022



Source: Industry Association



Furthermore, the commercial sector in the European region is witnessing a positive number of investments, resulting in the construction of new projects, further driving the façade installation market. However, in Q1 2022, cross-border real estate transactions increased.

In addition, the EMEA region, consisting of Europe, the Middle East, and Africa, received the largest volume of cross-border transactions amounting to USD 36.4 billion. Thus, the growing commercial sector across the globe will create a huge opportunity for façade manufacturers.

(Source: <https://www.mordorintelligence.com/industry-reports/global-facade-market>)

## **Different types of facades**

The facade combines attributes of both appearance as well as superior performance in a manner, unlike any other building system. It is often the most important aspect from a design standpoint, as it sets the tone for the rest of the building. The term 'façade' can refer to any predominantly vertical face of a building envelope, such as an external wall. Sometimes the term 'façade' is used to refer more specifically to external faces of buildings that have particular architectural emphasis, such as an imposing design, decoration, the main entrance to the building and so on. Given below are different types of facades for building structures.

### **Steel façade**

A variety of steel components may be used in modern facade systems, such as Steel profiled sheets and composite (sandwich) panels, Flat and rigidized cassette panels with folded edges, Light steel infill walls, Hollow steel sections, Stainless steel glazing support systems, to name a few.

### **Panel frame façade**

Panel facades are framed by mullions on the vertical edges and transoms on the horizontal edges. Mullions and transoms are thermally broken to prevent cold bridging through the element so that condensation does not occur. Unitized curtain walling is identifiable by the presence of split mullions and transoms on the panel perimeters. These structural shapes are cheap to manufacture in large quantities once a die has been made.

### **Curtain Walling façade**

Curtain walling is the generic name given to metallic lightweight cladding or glazed cladding systems that are directly supported by a structural frame. In some cases, a stone veneer or large tiled fascia may be attached to give the appearance of a more monolithic cladding system.

### **Clay façade**

Clay facades are nothing but the panels made of terracotta that can be cladded on the exterior walls or facade of any building. Though glass and aluminium based facades have been recent additions to Indian cityscapes, borrowed largely from the west, but clay facades like facing bricks or clay facade tiles have been in use for many years. Clay facades are the outcome of sophisticated technology and advanced firing processes and hence are highly resistant to the exterior environment. When compared to paint, which can look smudged with dust and dirt, clay facades, retain the colour for a longer period of time. Since they are made of terracotta. Their weather resistance power makes them highly durable which last for decades.

### **Steel and glass façade**

Steel and glass are synergistic materials and are often used in facades and roofs of multi-storey buildings. The glass panels are generally supported by separate vertical steel elements to the main structural frame of the building that may be internal or external to the building. Stainless steel and hollow steel sections are often used in combination with glass.

### **Double-skin façade**

This is formed of two glass walls separated by a cavity on south-facing elevations and are used to reduce the energy consumption of a building. Shading devices are usually mounted in the cavity and, depending on its width, walkways for access and cleaning. This type of façade has many variations in the arrangement. The two skins form a thermal buffer zone and passive solar gains in the cavity reduce heat losses in winter. If the cavity ventilation is integrated with the building services, air heated by the sun can be introduced into the building, providing good natural ventilation and reducing the heating load and vice versa during summer.

## **Aluminum Composite façade**

Aluminum Composite Panel Cladding (ACP) is a widely-used term, describing flat panels that consist of thermoplastic core bonds between two aluminum sheets. ACPs are frequently used for external cladding of buildings (building facades). The main advantage of ACP is that it is very rigid and strong, despite its lightweight. Due to the ability to paint the aluminum in any color, ACPs are produced in a wide range of metallic and non-metallic colors as well as patterns that imitate other materials, such as wood or marble. Applications of ACPs are not limited to the building's external cladding; they can be used in any cladding application, partitions, false ceilings etc.

## **Solar shading façade**

Solar shading facade is a form of solar control that can be used to optimise the amount of solar heat gain and visible light that is admitted into a building. This can have a significant impact on the energy use of a building as well as on the thermal and visual comfort of occupants, protecting against overheating and glare on hot or sunny days. There is a wide variety of solar shading systems that may be used and incorporated as part of the building façade. There are: oval shaped horizontal steel elements that span horizontally between external columns and their size and spacing is designed to reduce the intensity of solar gain.

## **Glazing façade**

Modern glazing facades are made of attachments to 2 or 4 separate glass panels using stainless steel brackets, also known as 'spiders' because of their multiple legs. The attachments to the glass panels are generally made by stainless steel brackets with neoprene gaskets through the glass, as shown below. These attachments permit articulation due to thermal and structural movements so that local stresses on the glass are minimised.

## **Insulated wall façade**

Insulated wall facades are interlocking, composite metal-faced sandwich panels or concrete panels with insulation between internal and external concrete elements. Steel-faced insulated panels are frequently used on single storey and low-rise industrial buildings. Panels are usually designed to span one-way (either vertically or horizontally) and are made to suit commonly-used frame spacings without intermediate supports. Various insulation materials are available such as expanded polyurethane (PUR), polyisocyanurate (PIR) and mineral fibre with a range of insulating, fire-resisting and other physical properties.

## **Homeostatic façade**

Homeostatic façade consists of an engineered ribbon, inside the cavity of a double-skin glass façade. The ribbon is made of dielectric elastomers: polymer materials that can be polarized by applying an electrical current. These materials are also flexible and consume very little power. Both sides of the dielectric material are coated with silver electrodes. This silver layer reflects light, and also distributes electrical charge across the material, causing it to deform. This helps the façade to regulate temperature inside the building.

(Source: <https://constrofacilitator.com/different-types-of-facades-for-commercial-building/>)

The growth of the façade and fenestration industry is complemented by the growth of the real-estate sector in India and around the world. The real-estate sector is one of the most globally recognized sectors.

## **Real-Estate Sector**

The real estate sector is one of the most globally recognized sectors. It comprises of four sub-sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth in the corporate environment and the demand for office space as well as urban and semi-urban accommodation. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

India's real estate sector is expected to expand to US\$ 5.8 trillion by 2047, contributing 15.5% to the GDP from an existing share of 7.3%.

In FY23, India's residential property market witnessed with the value of home sales reaching an all-time high of Rs. 3.47 lakh crore (US\$ 42 billion), marking a robust 48% year-on-year increase. The volume of sales also exhibited a strong growth trajectory, with a 36% rise to 379,095 units sold.

## HOUSING MARKET

According to India Ratings and Research (Ind-Ra), the housing industry in India is predicted to continue its momentum with sales increasing at a rate of 9% year-over-year in the current fiscal year 2023-24, supported by a steady and healthy demand.

Grade I players are projected to see better liquidity than lower tiers in 2023-24 and sales growth of 15-18% on-year.

Residential sales in the top eight Indian cities, including Mumbai Metropolitan Region (MMR), Bengaluru, Chennai, Hyderabad, National Capital Region (NCR), Pune, Ahmedabad, and Kolkata, increased by 18% year-over-year to 392 million square feet in 2022-23, according to Liases Foras data as of March 2023. This increase was driven by a consistent and healthy demand.

Following the pandemic, there was a sharp rise in demand for housing, driven by buyers' revived interest and improved perceptions.

(Source: [www.ibef.org](http://www.ibef.org))



## OUR BUSINESS

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

*In this section, a reference to the "Company" means Faalcon Concepts Limited. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for financial year ended March 31, 2023, 2022 and 2021 and for seven months ended 31<sup>st</sup> October, 2023 included in this Draft Prospectus on page 156.*

### OVERVIEW

Incorporated in 2018, our Company, "Faalcon Concepts Limited" is engaged in designing, engineering, fabrication and installation of façade systems. We believe in offering solutions to our customers with respect to their requirement of façade installation in complex projects. We specialise in technically demanding facades. We offer various range of products to meet the demands of our customers. Over the years, we have developed a name for ourselves among our customers.

Our Company was originally incorporated at Haryana as "Faalcon Concepts Private Limited" on 24<sup>th</sup> May, 2018 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Faalcon Concepts Limited" vide fresh certificate of incorporation dated 25<sup>th</sup> May, 2023 issued by the Registrar of Companies, Delhi.

Our Promoter and key managerial personnel have been instrumental in the growth of our business and actively advise us on corporate strategy and planning. Our Company is promoted by Mrs. Ekta Seth, Mr. Tribhuvan Seth and Mr. Prithvi Seth who were the subscribers to the memorandum of Association at the time of Incorporation of our Company, they are also the Executive Directors of our Company. Our promoters are the guiding force behind the strategic decisions of our Company and under their guidance we have been able to successfully execute our business strategies over the years. It is the vision of our Promoters to be a globally recognised and respected innovative structure enveloping solution providers.

Our product basket ranges from glazing /curtain walls, high end aluminium doors & windows, skylights, canopies, frameless glazing, MS structures, stone cladding, metal cladding, roofing & others. We believe in offering facades which are resistant against UV rays, acidic rain, dust, noise and others. The registered office of our Company is situated at Gurugram, Haryana.

We have catered to our customers base in various states such as Haryana, Uttar Pradesh, Rajasthan, Madhya Pradesh, Karnataka, Gujrat, Punjab and Delhi.

Our Company is accredited with Federation of Indian Export Organisations (FIEO) as Merchant Exporter with IEC number, we export the façade related material such as Glass, Aluminium, Aluminium Composite Panel (ACP), High Pressure Laminate (HPL), Silicon and Fasteners to our foreign clients situated at TOGO West Africa, GHANA West Africa.

We have completed a varied variety of projects for Schools, financial institutions, hospitality installations, corporate buildings, and luxury houses with success. Our clients are spread across India and the World, in communities from various states. Our team is totally responsible to produce a comprehensive turnkey package with all project specifics from the original design phase to the final installation for any commercial or residential facade project. We have offered our services for varied type of facade projects including residential buildings, commercial complexes, schools, parks etc. Our recognised list of clients include Espirit Techno Consultant Pvt. Ltd, Galaxy Magnum Infra Height Limited, Babbar Films, Maconn's Infra Pvt. Ltd, Silvers



Stone Regency Pvt. Ltd., St Xavier School Gurgaon High School etc. among others. We have also developed relations with some of the recognised suppliers in our industry to fulfil our raw material supplies. Our Company has been ISO 9001: 2015 certified for developing Building façade. We believe in gaining customer satisfaction through process enhancements and constant innovation in our services.

**Details of Total Revenue and Profits are us under:**

Particulars	For seven months ended 31 <sup>st</sup> October, 2023	Amount in Rs. lakhs		
		31.03.23	31.03.22	31.03.21
<b>Income</b>				
Revenue from Operations	1,246.55	1,315.17	1,840.80	502.18
Other Income	2.56	9.64	12.13	0.03
<b>Total Income</b>	<b>1,249.11</b>	<b>1,324.81</b>	<b>1,852.93</b>	<b>502.21</b>
<b>Total Expenditure</b>	<b>1,069.51</b>	<b>1,085.03</b>	<b>1,719.60</b>	<b>485.16</b>
<b>Net Profit before Tax</b>	<b>179.60</b>	<b>239.78</b>	<b>133.33</b>	<b>17.05</b>
<b>Profit (Loss) for the period</b>	<b>131.82</b>	<b>179.52</b>	<b>97.79</b>	<b>12.34</b>
<i>PAT Margins (%)</i>	<i>10.55%</i>	<i>13.55%</i>	<i>5.28%</i>	<i>2.46%</i>
<b>EBITDA</b>	<b>216.70</b>	<b>263.74</b>	<b>140.50</b>	<b>19.06</b>
<i>EBITDA Margins (%)</i>	<i>17.35%</i>	<i>19.91%</i>	<i>7.59%</i>	<i>4.16%</i>

From FY 2020-21 to FY 2022-23, as per our Restated Financial Statements, our Company has shown the growth:

- i) Our Revenue from operations has shown growth from Rs. 502.18 lakhs to Rs. 1,315.17 Lakhs, representing a CAGR of 61.83%;
- ii) Our EBITDA has shown growth from Rs. 19.06 lakhs to Rs. 263.74 lakhs, representing a CAGR of 271.97%;
- iii) Our EBITDA margin has increased from 4.16% in FY 2020-21 to 19.91% in FY 2022-23;
- iv) Our PAT was Rs. 12.34 lakhs in FY 2020-21 and Rs. 179.52 lakhs in FY 2022-23, representing a CAGR of 281.42%.
- v) Our PAT margin has increased from 2.46% in FY 2020-21 to 14.55% in FY 2022-23.

**Key Performance Indicators of our Company:**

**Financials KPIs of our Company**

(Amount in Lakhs, except for percentage)

Particulars	For the Period ended on			
	31.10.2023	31.03. 2023	31.03. 2022	31.03. 2021
Revenue from operations	1,246.55	1,315.17	1,840.80	502.18
Growth in Revenue from Operations (%)	-	-28.55%	266.56%	-
Total Income	1,249.11	1,324.81	1,852.93	502.21
EBITDA(1)	214.13	254.10	128.37	19.04
EBITDA margin (%)	17.18%	19.32%	6.97%	3.79%
PAT	131.82	179.52	97.79	12.34
PAT Margin (%)	10.57%	13.65%	5.31%	2.46%
ROE (%)	27.49%	78.64%	129.31%	-
ROCE (%)	26.18%	71.75%	102.90%	-
EPS (Basic & Diluted)	2.31	3.69	2.01	0.25

Source: The Figure has been certified by our Peer review auditors M/s. Sharma Sharma & Co.; Chartered Accountants vide their certificate dated 8<sup>st</sup> December, 2023.

**Notes:**

- i. *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
- ii. *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.*
- iii. *EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses minus other Income.*
- iv. *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.*
- v. *Profit After Tax Means Profit for the period/year as appearing in the Restated Financial Statements.*
- vi. *PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.*
- vii. *RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.*
- viii. *RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes divided by average capital employed. Capital Employed includes Equity Shares, Reserves and surplus, deferred tax liability, Long-Term Borrowing, Short-Term Borrowing and Deferred Tax Liability/(Asset).*

**OUR STRENGTHS:**

***Leveraging the experience of our Promoter and employees:***

Our Promoters have played a key role in guiding, developing, and growing our business. Under the leadership and experience of our Promoters, our company has seen significant growth in the overall business. Our Promoters, have a proven background and experience in the Façade industry. We believe their leadership and vision have been instrumental in driving our growth since inception and implementing our business strategies. They are the guiding force behind all the corporate decisions and is responsible for the entire business operations of the Company along with the team of experienced and qualified professionals. Their industry knowledge and understanding also gives us the key competitive advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues. We believe that we have achieved a measure of success in attracting an experienced team with operational and technical capabilities, management skills, business development experience and financial management skills. We believe that the combined strength of our Promoters, Directors and employees provides access to marquee clients and has enabled us to strengthen our presence. The expertise and experience of our Promoters, Directors and employees coupled with client relationships gives us a competitive edge in the over our competitors.

***Marquee client base and repeat orders***

We have undertaken projects across various segments in Residential, Commercial and Institutional buildings. We value our relationships with our clients. We believe that our motivated team of personnel and our work processes complement each other to enable us to deliver high levels of client satisfaction. Further, we believe that our quality of work and timely execution has allowed us to enhance our relationships with existing clients and to secure projects from new clients. We believe that ability to successfully bid and win new projects is the result of our sustained focus on client satisfaction.

### *Designing and execution capability*

We are recognised for our capability to translate innovative architectural concepts in practical solutions, feasible in both technical and economic terms. Our success in the field is the result of constant research for innovation and improvement of the end user experience. Our designing and execution capability has enabled us to handle complex projects. We believe that our designing and execution capability gives us a competitive edge over the peers.

### *Focus on Quality and Innovation:*

We believe that quality and innovation are bed rock of successful strategy. We stress on and constantly strive to maintain and improve our quality. Our focus on quality and innovation helps us to complete in the segment we deal. Intensive care is taken to determine the standard of every material/ product dispatched. Additionally, our Company also keeps itself abreast with the latest changes in technology.

### *Designing and execution capability*

We are recognised for our capability to translate innovative architectural concepts in practical solutions, feasible in both technical and economic terms. Our success in the field is the result of constant research for innovation and improvement of the end user experience. Our designing and execution capability has enabled us to handle complex projects. We believe that our designing and execution capability gives us a competitive edge over the peers.

## **OUR BUSINESS STRATEGIES:**

### *Expand our customer base*

A key strategy for increasing and growing our business is to increase the strength of our relationship with our existing customers, reaching out for new customers & widen our customer base. Our strategy is to widen our customer base geographically as well as demographically. We intend to continue to invest in our existing services so as to provide better experiences to our existing clients and also provide services for increasing the client base of our Company. We believe that maintaining healthy relationships with our customers by providing them with the quality service also lead to repeated business from existing customers and that further supports in constantly adding new customers. One of the best ways to keep customers satisfied and coming back is to constantly lookout for new designs and ways to improve the service we provide.

### *Capitalise on growing demand in construction industry*

We believe that construction sector shall observe a rapid growth in the coming years on account of changing lifestyle and growth in housing finance facilities. Further we believe that the infrastructure sector in India should also undergo major changes due to government plans and consumer demand. We intend to capitalise on such growth opportunities by supplying products to large construction contractors and sufficing their requirement. We believe that we are well positioned to cater to demand of such sector with our product ranges and competitive pricing structure.

### *Expansion of Geographic Reach:-*

We intend to expand our geographical reach and enter the large domestic market for growth opportunities of our business. Currently, we have presence in the state of Delhi, Haryana, Uttar Pradesh and other Country like West Africa and we plan to deepen our presence in the existing market and expand our reach and penetrate into the large available market by giving scale down low-price solution and grab major market share.

Our COUNTRYWISE revenue from operations for last three years are as follows:

Amount in Rs. Lakhs

Name of Country	For the period ended October 31, 2023		FY 2022-23		FY 2021-22		FY 2020-21	
	Amount	%	Amount	%	Amount	%	Amount	%
Domestic (India)	1,177.27	94.44	1,283.23	97.57	1,338.49	72.71	502.18	100.00
Exports (Outside India - WESTAFRICA)	69.28	5.56	31.94	2.43	502.31	27.29	-	-
<b>Total Revenue from operations</b>	<b>1,246.55</b>	<b>100.00</b>	<b>1,315.17</b>	<b>100.00</b>	<b>1,840.80</b>	<b>100.00</b>	<b>502.18</b>	<b>100.00</b>

Details of STATEWISE revenue from operations:

Amount in Rs. Lakhs

Name of State (In India)	For the seven months ended October 31, 2023		FY 2022-23		FY 2021-22		FY 2020-21	
	Amount	%*	Amount	%*	Amount	%*	Amount	%*
Gujarat	-	-	-	-	-	-	14.18	2.82%
Haryana	567.85	51.42	669.23	50.89%	727.97	39.55%	273.88	54.54%
Delhi	193.70	15.44	50.29	3.82%	43.94	2.39%	1.37	0.27%
Karnataka	-	-	-	-	120.50	6.55%	26.15	5.21%
Madhya Pradesh	-	-	2.22	0.17%	-	-	-	-
Uttar Pradesh	415.72	33.14	559.91	42.57%	415.36	22.56%	174.10	34.67%
Punjab	-	-	-	-	-	-	12.50	2.49%
Rajasthan	-	-	1.58	0.12%	30.72	1.67%	-	-
<b>Total Domestic Revenue from operations (A)</b>	<b>1,177.27</b>	<b>94.44</b>	<b>1,283.23</b>	<b>97.57%</b>	<b>1,338.49</b>	<b>72.71%</b>	<b>502.18</b>	<b>100.00%</b>
<b>Total Exports (B)</b>	<b>69.28</b>	<b>5.56</b>	<b>31.94</b>	<b>2.43%</b>	<b>502.31</b>	<b>27.29%</b>	<b>-</b>	<b>-</b>
<b>Total Revenue from operations (A+B)</b>	<b>1,246.55</b>	<b>100.00</b>	<b>1,315.17</b>	<b>100.00</b>	<b>1,840.80</b>	<b>100.00%</b>	<b>502.18</b>	<b>100.00%</b>

*Continue to improve quality standards*

Our Company intends to focus on adhering to the quality standards of the products & service which we use in providing exterior/interior designing services. Quality is very important for the company hence, continuous quality review of products and timely corrective measures taken in case of quality diversion are keys for maintaining quality standards. Providing the desired and good quality products and services help us in enhancing customer trust and maintaining long term relationship with customers.

*Attract, train and retain qualified personnel:-*

We believe that maintaining quality, ensuring timely delivery, minimising costs, and completion of our proposed project depend largely upon the technical skill and workmanship of our employees and adoption of latest technology. We intend to improve our competitiveness by increasing our focus on training our staff and honing their skills. We continuously train our workforce to enhance their knowledge and equip them with the latest skill sets.

**OUR OPERATIONS:**

We undertake the below mentioned services under our portfolio -

The work undertaken by us includes work like facade works, structural glazing / curtain walls and aluminum wall cladding. These are undertaken on the exterior of the building after the brick and plaster is completed.

Common building materials include aluminum framing, stainless steel and glass. In addition, curtain walls contain structural materials such as rubber gaskets, sealant, metal connections, and insulation.

**Facade Works:**

- Our services includes designing and installing facades that blend seamlessly with the building's architecture while offering protection against the elements.
- We utilize quality materials and innovative design concepts to ensure your facade stands the test of time.

**Structural Glazing / Curtain Walls:**

- Our team is skilled in the installation of structural glazing and curtain walls, which are vital components of modern building exteriors.
- We use aluminum framing, stainless steel, and glass to create elegant and functional designs.
- Curtain walls also incorporate essential structural elements such as rubber gaskets, sealants, metal connections, and insulation, ensuring both beauty and durability.

**Aluminum Wall Cladding:**

- Aluminum wall cladding provides an attractive and protective layer to the exterior of buildings.
- We offer a variety of design options and finishes to suit your preferences and architectural requirements.
- Our aluminum wall cladding solutions are known for their durability, low maintenance, and ability to withstand harsh environmental conditions.

**Our Products:-**

Product	Descriptions
Structural Glazing System - Unitised	It is a pre-assembled parcel system, in which full panel has been assembled on floor including glass pasting, then the panel must be hanged on pre fixed brackets.  Other benefits are speed of installation, minimal on site labour and lower installation costs, reduced scaffolding requirements.
Structural Glazing System - Semi Unitised	It is a semi assembled panel system, in which framing need to be installed first on each floor and then pre-fabricated structural glass panels to be fixed on that framing.  Suited to angular and complex facades construction.
Cladding	Cladding is the application of one material over another to provide a skin or layer.  Preferred with varieties of cladding material such as high-pressure laminate cladding, aluminum composite panel , aluminum solid sheet and others with base structure of aluminum / MS structure
Point Glazing/ Spider Glazing	A frameless glazing façade through a web of glass sheet sealed together from the building structure Fixed directly on MS / SS and GLASS fins for maximum light and transparency Suited to very large, monumental spaces, such as convention centres, airport lobbies, multiplexes, malls and shopping complexes
Windows and Doors	Performance windows now in demand used for high-rise and high end project with high performance glass, These high end



Product	Descriptions
	Aluminium windows and doors system insulates much better than the old single-pane windows and doors, significantly reducing heat loss in winter and heat gain in summer.
Curtain Wall Systems	Curtain wall systems are basically the stick type glazing systems wherein the mullions and transoms are installed on the building structure (RCC/MS/others) with the help of the brackets. Glass is fixed onto the grid and retained in position using pressure plates and decorative capping. The glass is not glazed but held mechanically. For the installation of this system scaffolding is required from outside the building.  This is typically suited for projects involving more of onsite activity and for short height buildings.
Louver	It is a window blind or shutter with horizontal slats that are angled to admit light and air, but to keep out rain and direct sunshine. The angle of the slats may be adjustable, usually in blinds and windows, or fixed.



#### DETAILS OF PROJECT IN HANDS

Details of our Order Book as on November 30, 2023 are set-out below:


Customer Name	Amount in Rs. Lakhs	
	State	Project Cost*
Suresh Enterprises Pvt Ltd	Karnataka	330.30
Goodearth Build Tech LLP	Haryana	544.91
Babbar Films Private Limited	Haryana	303.55
Silverstone Regency Private Limited	Uttar Pradesh	289.31
Espirit Techno Consultants Private Limited	Uttar Pradesh	590.53
Noida Institute of Information Technology LLP	Uttar Pradesh	629.66
St Xavier School	Haryana	330.00
Am Computech Private Limited	Uttar Pradesh	465.00
IOA I-Shop Private Limited	Uttar Pradesh	402.68
Ocean Infraheighta Pvt Ltd	Uttar Pradesh	295.00
Jain Wool Company	Delhi	398.70
Abhishek Motors	Delhi	365.00



\* Amount represents the work order value at the time of receipt of projects.

#### Images of our some of the undergoing projects

Customer Name and image	Customer Name and image
<b>Babbar Films Private Limited</b> 	<b>Suresh Enterprises Pvt Ltd</b> 



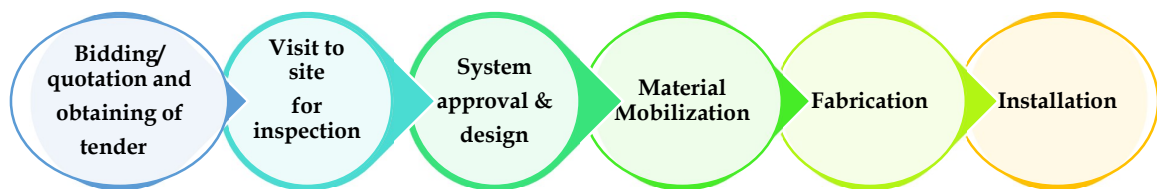
Customer Name and image	Customer Name and image
<p data-bbox="240 268 548 300"><b>Goodearth Build Tech LLP</b></p> 	<p data-bbox="889 283 1219 315"><b>IOA I- Shop Private Limited</b></p> 
<p data-bbox="240 766 430 798"><b>St Xavier School</b></p> 	<p data-bbox="889 766 1437 798"><b>Noida Institute of Information Technology LLP</b></p> 
<p data-bbox="240 1283 737 1314"><b>Espirit Techno Consultants Private Limited</b></p> 	<p data-bbox="889 1283 1312 1314"><b>Silverstone Regency Private Limited</b></p> 
<p data-bbox="240 1871 472 1902"><b>Jain Wool Company</b></p>	<p data-bbox="889 1871 1268 1902"><b>AM Computech Private Limited</b></p>

Customer Name and image	Customer Name and image
	

Ocean Infraheighta Pvt Ltd



**OUR BUSINESS PROCESS**



**Tender bidding/ Quotation and obtaining tender:** Most of the projects undertaken by us are receipt through tender bidding or quotation process. Our management evaluate the work required in the project and based on that make an application for the tender. Once we apply for the tender the customer evaluates the proposal. The evaluation of the tenders is based on the past work experiences, quality, design and price quotation made by us. In case we qualify, the work order is issued to our company.



**Visit to site for inspection:** Once the tender is obtained, a visit of site is conducted to evaluate the design work and other site planning activities.

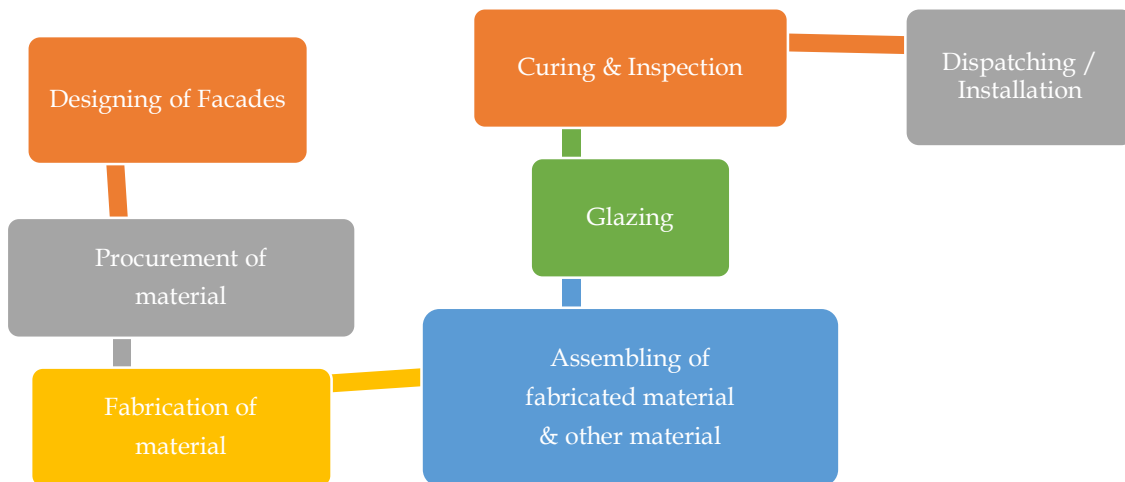
**System approval & Designing:** On receipt of the work order and site inspection, we undertake the designing and site planning activities in consultation with the Architects. This step helps in understanding the material and labour requirements at the site. Designing is an integral process as it lays out the foundation of the structure to be developed. Before procurement of material, we study and take approval of the shop drawings from the client in consultation with their Architects so as to avoid any misunderstandings at later stage.

**Material Mobilization:** Based on the material requirements at the project site, we place orders for the material required at the site based on the customers specifications. We also provide the delivery schedule to the vendors so that these are no material shortage at the project sites.

**Fabrications** – This process involves undertaking the required fabrications activities at the project site. Our team in consultation with the client and architect conceptualise the façade system to be developed for the project. We supervise the work being undertaken at the project site to ensure that the same comply with the design and standards mentioned in the work order. We also take services of third party fabricators in installation of façade.

**Installations:** After the fabrication activities are completed and installed, the site is inspected by the customer.

#### OUR FABRICATION PROCESS



**Our fabrication process can be explained as follows:**

#### Designing of facades:

After procuring a contract, our team in consultation with the client and architect conceptualise the façade system to be developed for the project. Designing is an integral process as it lays out the foundation of the structure to be developed. Before procurement of material, we study and take approval of the shop drawings from the client so as to avoid any misunderstandings at later stage.

#### Procurement of material:

Once the designs are approved by the client, we procure the material required for the development of facades. The major materials used in development of facades and other allied products are glass, aluminium composite panels, aluminum profiles, mild steel, GI sheet, sealant, gasket & hardware, etc. We procure materials required in our installation of façade systems from domestic market. We store the inventory at shed at site only.

We majorly procure the material from our vendors situated at Delhi, Haryana, Uttar Pradesh and Karnataka.

**Fabrication of material:**

Fabrication involves all processing needed to prepare the materials required for unit assembly, with the aluminum extrusions one of the key processes. We generally procure aluminium from our regular suppliers and get it anodised, coated from third parties. They are often painted prior to fabrication. Processing of the extrusions involves various combinations of notching, punching, drilling, and cutting to length. Gaskets are often installed on the extruded framing components as part of the fabrication process. Glass, as the predominant infill cladding material, is ordered to fit requiring no further processing, and the same is true of most other cladding components required for unit assembly.

**Assembling:**

The assembly process is comprised of building up the unit frames by screwing together the fabricated framing components. Anchors and lifting lugs are attached to the frames as required to facilitate lifting the units in the field and attaching them to the building. Remaining gaskets, glazing tape, backer rod, and other materials are applied to the frames as appropriate.

**Glazing:**

Structurally glazed systems create a greater transparency than traditional captured systems. There are less visual interruptions due to the lack of metal on the exterior (and potentially the interior), creating a seamless, continuous glass look. Glazing is one of the most important part of the process.

**Curing & Inspection:**

Silicone sealant and structural silicone is then applied to adhere and/or seal the panel materials within the frame. The silicone is a two-part material with a cure time as short as only a couple of hours. We have a proper stake panel to provide 24 hrs minimum for curing which ensures good bonding & proper stability of silicon.

**Dispatch:**

The units are then cleaned and carefully bunked (packed) at building site for finalisation. We also take services of third party fabricators in fabrication and installation of façade.

We carry out the activity at the site itself depending upon the situation and the project requirements. Entire activity is being undertaken under the continuous supervision of our Engineers and Supervisors.

Also, we export the façade related material such as Glass, Aluminium, Aluminium Composite Panel (ACP), High Pressure Laminate (HPL), Silicon and Fasteners to our foreign clients situated at TOGO West Africa, GHANA West Africa. We have established relationships with the reliable vendors, we work with suppliers to ensure best quality products, timely services and smooth transaction process. The goods consignment is being delivered directly to our customers by our supplier. In exporting of goods, we identify the requirement of customer, source & procure the goods and supply to our customers. After the getting the order from client, our team is active to procure the best quality products as per specification, we place the order to Our supplier with specification where the goods are packed, After packing & loading the goods in containers, Invoices and custom documents are prepared and the goods are delivered at nearest Custom warehouse, Thereafter, the goods are inspected by the custom authorities and necessary documents are filed with custom, After assessment of the documents, shipping bill and examination of goods, the export consignment is permitted by Customs for ultimate export.

*Our revenue from exports for last three years are as follows:*

*Amount in Rs. Lakhs*

Name of Country	For the period ended October 31, 2023		FY 2022-23		FY 2021-22		FY 2020-21	
	Amount	%	Amount	%	Amount	%	Amount	%
Exports (Outside India - WESTAFRICA)	69.28	5.56	31.94	2.43	502.31	27.29	-	-

## UTILITIES & INFRASTRUCTURE FACILITIES

### OUR RAW MATERIALS

Timely supply of materials is one of the most crucial elements of project being completed timely. The material requirement of our company depends on the design, customer specification and work required at the site. The major materials used in development of facades and other allied products are glass, aluminium composite panels, aluminum profiles, mild steel, GI sheet, sealant, gasket & hardwares, etc. We procure materials required in our installation of façade systems from the domestic markets. Most of our purchases are governed from the registered office of the company through direct contact with vendors which are directly delivered to the project sites, this ensures timely supply of required materials with desired specifications. Sundry items are procured locally from near the project sites to save time and transportation cost.

We majorly procure the material from Delhi, Haryana, Uttar Pradesh and Karnataka depending upon the requirement of the project.

### Infrastructure Facilities

Our registered office and Branch office are well equipped with computer systems, machineries, temperature control system, internet connectivity, other communication equipment, security and other facilities, as required for the smooth functioning of our business operations.

### Water:

Water required at the project sites are arranged by the customers and water requirement at the office and other purposes is fully met at the existing premises through local sources.

### Electricity:

We primarily depend on state electricity supplies for power requirements at the sites. Our Company requires power for the normal requirement of the Office for lighting, systems etc. Adequate power is available which is met through the electricity supply by the state board. Further, the power requirements at the project sites are arranged by the customers.

## EXPORT AND EXPORT OBLIGATIONS

As on the date of filing of this Draft Prospectus, our Company do not have any export obligation.

## COLLABORATIONS/TIE-UPS/JOINT VENTURES

Our Company has not entered into any collaboration agreements as on the date of the Draft Prospectus.

## HUMAN RESOURCE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. One of the assets to company's production facilities and technical expertise is the team of experienced and qualified people. Our manpower is a prudent mix of the experienced





and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to success.

As on date of this Draft Prospectus, the present manpower strength is 26 employees as per following details:

S.No.	Department	No of Employees
1.	Engineers, Designer & Project Operations	9
2.	Supervisors	10
3.	Legal and Finance Department	3
4.	Purchase Head	2
5.	Office boy	2

*Temporary labours are availed by our company on need basis as and when required from local contractors with whom no formal agreement is entered.*

### PLANT AND MACHINERY

Since, our Company is not engaged in any manufacturing process, there is no major plant and machinery. However, our Company has following Equipment which are used by our Company during execution of façade projects:

S.No	Details of Equipment	Count of Item
1.	GIS Sheet Table	22
2.	Drill Machine	32
3.	Helogen Light 50 watt	18
4.	Craddle	24
5.	Hammer Machine	13
6.	Box Cutter Machine 14"	6
7.	4 Core Cable	15
8.	Mis Table With Ply	4
9.	Craddle Rope	2
10.	MCB box	38
11.	Welding Machine	1
12.	Hand Cutter 14"	1
13.	Hand cutter (yellow) 14"	2
14.	LED Strip 5 MTR	4
15.	Computer	9
16.	Electric board	4
17.	Cradle Motor	2
18.	Peamac Monkey Lift Machine	2

### CAPACITY AND CAPACITY UTILISATION

We are mainly engaged in design, execution, fabrication, supply and installation of façade systems on works contract basis. Hence, there does not exist any specific data to installed and utilized capacity of machineries.

### COMPETITION

The Industry which we cater to is highly competitive and though fragmented with many small and medium sized companies it is dominated by some large sized companies and we face competition from various organized and domestic players. To stay ahead of our competition, we focus on responding to the rapidly changing market demands and consumer preferences, and offering our customers a comprehensive range of quality products and services catering to their diverse requirements and needs and providing them with integrated solutions. We aim to develop business, grow and continue to provide performance, innovative

products and unique services and opportunities. We ensure that our safety and control measures enable us to compete effectively. We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way.

## END USERS

Our products form part of the infrastructure industry and are mainly used in construction projects by builders such as in commercial complexes, residential projects, schools, business houses, etc.

## MARKETING & SALES

The efficiency of the marketing network is critical to the success of our business. Our success lies in the strength of our relationship with the customers who have been associated with our company. Our team through their experience and good rapport with marketers, owing to timely and quality delivery of work orders, plays an instrumental role in creating and expanding a work platform for our Company.

Our team through their relevant experience and under the guidance of an experienced management able to provide best services to the customers with in the stipulated time. We also get projects from references and relationship to market players. Further, projects are also undertaken by our company through secured competitive bidding process or quotation-based process where cost, quality of work done in past and project capabilities are the major deciding factors.

We also receive work orders from existing and potential new clients where we get orders through traditional mouth to mouth marketing strategy. We interact with our customers to get the feedback on the quality of our construction and improve the same as well. The management team regularly stays in touch with our customers. They also regularly approach new customers to try and develop business relationship. We are also focused on further strengthening the same to increase our business.

We intend to focus on following marketing strategies:

1. Focus on existing and target markets to increase our customer base.
2. Continuously holding markets Trends.
3. Supply of quality and innovative products and services.
4. Timely completion of project.

## INSURANCE

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with the industry standards. We have taken Standard Fire & Special Perils Policies for our assets against fire, earthquake, shock burglary and public liability. We have also taken Employee Compensation Insurance policy for our employees. We also have vehicle insurance policies to insure our vehicles. Our insurance policies are subject to customary exclusions and deductibles. We will continue to review our policies to ensure adequate insurance coverage is maintained.

Following are details of Insurance policies:

Sr. No.	Insurance Company	Policy Number	Name of Insured	Period of insurance	Details	Sum assured in Lakhs	Premium in Lakhs
1.	IFFCO Tokio General Insurance Company Limited	43297115	Faalcon Concepts Private Limited	14/06/2023 to 13/06/2024	Workmen compensation	72.00	0.21



Falcon Concepts Limited

Sr. No.	Insurance Company	Policy Number	Name of Insured	Period of insurance	Details	Sum assured in Lakhs	Premium in Lakhs
2.	HDFC ERGO General Insurance Company Ltd	2302 2050 8491 1001 000	Falcon Concepts Private Limited	29/11/2023 to 28/11/2024	Vehicle	31.50	0.57


## LAND AND PROPERTY

### Leasehold Properties:-

Sr. No.	Name of Lessor/licensor	Name of the Lessee / Licensee	Address of the Property	Period of Current Agreement	Consideration	Usage
1.	Mrs. Ruchika Saluja, B-3/20, Janakpuri, New Delhi	M/s. Falcon Concepts Limited	N-75, Ground Floor, Mayfield Garden, Sector - 51, Gurugram, Haryana	Eleven Months w.e.f. 1 <sup>st</sup> September, 2023 to 31 <sup>st</sup> July, 2023	Rs. 35,000 per month.	Registered office since incorporation of our Company
2.	Mrs. Neetu Tiwari, D-15/9, Shiv Shakti Apartment Sector 71, Noida, UP-201301	M/s. Falcon Concepts Limited	Office No. 02, Ground Floor, Aakar Homz, Block A, Near A-24, Sector 68, Noida, GB Nagar, Uttar Pradesh-201301	Eleven Months w.e.f. 10 <sup>th</sup> September, 2023 to 9 <sup>th</sup> August, 2023	Rs. 11,500 per month	Branch Office

## INTELLECTUAL PROPERTY RIGHTS

We have registration of the following Trademarks with the Trademarks Registry, Government of India. The details of trademark applications are as under:

Sr.No.	Trademark	Class	Applicant	Date of application	Validity	Registration Status
1.		06	Falcon Concepts Limited	08 <sup>th</sup> August, 2023	Not Applicable	Accepted

## KEY INDUSTRY REGULATIONS AND POLICIES

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an indicative summary of certain key industry laws, regulations and policies as notified by the Government of India or State Governments and other regulatory bodies, which are applicable to our Company. The information set below has been obtained from various legislations including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations set below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice.

Further, 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. Our Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled '*Government and Other Approvals*' beginning on page 179 of this Draft Prospectus.

Set forth below are certain significant legislations and regulations which generally govern the business and operations of our Company:

### I. INDUSTRY SPECIFIC LAWS

#### *The Micro, Small and Medium Enterprises Development Act, 2006 (the "MSME Act")*

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act"). In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951.

#### *The Indian Contract Act, 1872*

The Indian Contract Act, 1872 ("Contract Act") codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

#### *Bureau of Indian Standards Act, 2016 (the "BIS Act"):*

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 Central Government to make it mandatory for certain notified goods, articles, processes etc. to carry standard mark.

### LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

#### *Haryana Enterprises and Employment Policy, 2020 (Haryana Industrial Policy)*

The Haryana Enterprises and Employment Policy identifies the following five pillars for holistic socio-economic development of the state:

- Industry Competitiveness
- Balance regional growth
- Export Development
- Innovation and entrepreneurship
- Robust industrial infrastructure

This Policy places a special emphasis on the development of the MSME sector and their business growth. It envisages bringing up a paradigm shift being a regulator to facilitator of the industries. The vision of the policy is to establish Haryana as a competitive and favoured investment destination, achieve regional development, export diversification and augment livelihood opportunities for its people through resilient economic development. The Policy objective is to attract investment of INR 1 lakh crore and generate 5 lakhs jobs in the state.

### **Shops and Establishments Legislations**

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All industries have to be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

## **II. CORPORATE LAWS**

### **The Companies Act, 2013:**

The Companies Act, 2013 came into existence by repealing the Companies Act, 1956 in a phased manner. It received the assent of the President on August 29, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Companies Act, 2013 deals with matters related to Incorporation of Companies, Prospectus and allotment of securities, share capital and Debentures, Acceptance of Deposits by Companies, Management and Administration, Appointment and Qualifications of Directors and other matters incidental thereto which are necessary for better Corporate Governance, bringing in more transparency in relation to Compliances and protection of shareholders & creditors.

The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

## **III. EMPLOYMENT AND LABOUR LAWS**

### **The Code on Wages, 2019**

The new Code replaces the following four laws: (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. Under the Act, the Central Government shall determine wage-related provisions in railways, mines, oil fields, etc., while the State Government is empowered to take such decisions in relation to other employments.

**The Code on Social Security, 2020:**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers. In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

**The Occupational Safety, Health and Working Conditions Code, 2020:**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Public Liability Insurance Act, 1991 ("PLI Act")
- Industrial (Development and Regulation) Act, 1951 ("IDRA")
- Industrial Disputes Act, 1947 ("ID Act")
- Payment of Bonus Act, 1965 ("POB Act")
- Payment of Gratuity Act, 1972.
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Equal Remuneration Act, 1976 ("ER Act")
- Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 ("WCA")
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946
- The Employees Compensation Act, 1923 ("EC Act") and the rules framed thereunder
- Minimum Wages Act, 1948 ("MWA") and the rules framed thereunder

**The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013**

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal



Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints

#### IV. ENVIRONMENT RELATED LAWS

##### National Green Tribunal Act, 2020

The National Green Tribunal (NGT) is a specialized body that was formed under the NGT Act, 2010 for effective and expeditious disposal of cases that are related to the protection and conservation of the environment, forests, and other natural resources. India has become the third country in the world after Australia and New Zealand, for setting up a specialized environmental tribunal and also the first developing country to do so. The National Green Tribunal has a total of five places of sittings namely: Bhopal, Pune, New Delhi, Kolkata, and Chennai, amongst which, New Delhi is the Principal place of sitting.

Some of the major objectives of the National Green Tribunal (NGT) are as follows:

- Effective and expeditious disposal of cases that are related to the protection and conservation of the environment, forests, and other natural resources.
- To give relief and compensations for any damages caused to persons and properties.
- To handle various environmental disputes that involve multi-disciplinary issues.

Over the past few years, the National Green Tribunal (NGT) developed as an important body for regulation of the environment and passing strict orders on issues related to pollution, deforestation, waste management, etc. Some of the major powers of the National Green Tribunal include:

- NGT provides a way for the evolution of environmental jurisprudence through the development of an alternative dispute resolution mechanism.
- It helps in the reduction of the litigation burden on environmental matters in the higher courts.
- NGT provides a faster solution for various environment-related disputes that are less formal and less expensive.
- It curbs environment-damaging activities. NGT ensures the strict observation of the Environment Impact Assessment (EIA) process.
- NGT provides reliefs and compensations for any damages caused to persons and properties.

##### The Environment (Protection) Act of 1986 (“EPA”)

The EPA has been formulated by the Government of India for the protection and improvement of the environment in India and for matters connected there with. The EPA is an umbrella legislation designated to provide a framework for the Government of India to co-ordinate activities of various state and central authorities established under previous environmental laws. The EPA vests the Government of India with the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and for preventing, controlling and abating environmental pollution. This includes the power to make rules for among other things, determining the quality of environment, standards for emission of discharge of environment pollutants from various sources, inspection of any premises, plan, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution.

##### The Water (Prevention and Control of Pollution) Act, 1974 The Water (Prevention and Control of Pollution) Act, 1974

The Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water. The Act envisages establishing a Central Board as well as State Board for Prevention and Control of Water Pollution. If at any place where any industry, operation or process, or any treatment and disposal system or any extension or addition thereto is being carried on, due to accident or other unforeseen act or event, any poisonous, noxious or pollution matter is being discharged, or is likely to be discharged into a stream or well or sewer or on land and, as a result of such discharge, the water in any stream or well is being polluted, or is likely to be polluted, then the person in charge of such place shall forthwith intimate the occurrence of such accident, act or event to the Board constituted under the Act and such other authorities or agencies as may be prescribed.

#### **The Air (Prevention and Control of pollution) Act, 1981**

The Act provides for the prevention, control and abatement of air pollution. The Act envisages establishing a Central Board as well as State Pollution Control Boards in each state. As per the Act, no person operating any industrial plant, in any air pollution control area (so declared under Section 19 of the Act) shall discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the Board constituted under the Act. Further, no person shall, without the previous consent of the Board constituted under the Act, establish or operate any industrial plant in an air pollution control area.

#### **Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)**

Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the Provisions of the Environment (Protection) Act, 1986.

### **V. TAX RELATED LAWS**

#### **The Income Tax Act, 1961 (the “IT Act”)**

The IT Act deals with computation of tax liability of individuals, corporates, partnership firms and others. The Income-tax Act, 1961 is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. As per the provisions of Income Tax Act, the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Income Tax Act. Filing of returns of income is compulsory for all assesses. Furthermore, it requires every taxpayer to apply to the assessing officer for a permanent account number.

#### **The Goods and Service Tax (GST)**

GST is an Indirect Tax which has replaced many Indirect Taxes in India. The Goods and Service Tax Act was passed in the Parliament on 29th March 2017. The Act came into effect on 1st July 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. Goods & Services Tax Law in India is a comprehensive, multi-stage, destination-based tax that is levied on every value addition. GST has mainly removed the Cascading effect on the sale of goods and services. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen-digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The

registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

## VI. INTELLECTUAL PROPERTY RELATED LAWS

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- The Copyright Act, 1957
- The Trademarks Act, 1999; and
- Design Act, 2000.

### Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

### The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

### The Trademark Act, 1999

The Trademark Act, 1999 was developed keeping in view the need for simplification of and harmonization of Trademarks system, registration and statutory protection for the purpose of prevention of the use of fraudulent marks in India. A trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. An application for trade mark registration may be made by any person claiming to be the proprietor of a trade mark used or proposed to be used by him, who is desirous of registering it. Once granted, trade mark registration is valid for ten years unless cancelled, which may be renewed for similar periods on payment of a prescribed renewal fee. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks.

### Designs Act, 2000 ("Designs Act")

Industrial designs have been accorded protection under the Designs Act. A 'Design' means only the features of shape, configuration, pattern, ornament or composition of lines or color or combination thereof applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye, but does not include any mode or principle or construction or anything which is in substance a mere mechanical device, and expressly excludes works accorded other kinds of protection like property marks, Trademarks and Copyrights. Any person claiming to be the proprietor of a new or original design may apply for registration of the same under the Act before the Controller-General of Patents, Designs and Trade Marks. On registration, the proprietor of the design attains a copyright over the same. The duration of the registration of a design in India is initially ten years from the date of registration, but in cases where claim to priority has been allowed the duration is ten years from the priority date. No person may sell, apply

for the purpose of sale or import for the purpose of sale any registered design, or fraudulent or obvious imitation thereof.

## VII. GENERAL LEGISLATIONS

### Consumer Protection Act, 2019 ("CPA") and rules framed thereunder

The CPA, which repeals the Consumer Protection Act, 1986, was enacted to provide simpler and quicker access to redress consumer grievances. It seeks to protect and promote the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. Further, the definition of "consumer" has been expanded under the CPA to include persons engaged in online and offline transactions through electronic means or by tele-shopping, or direct-selling or multi-level marketing. In line with the CPA, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India has also notified the Consumer Protection (E-Commerce) Rules, 2020 ("E-Commerce Rules") which provides a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce.

### The Public Liability Insurance Act, 1991 ('the PIL Act')

The PIL Act was constituted to provide for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. The PIL Act provides for the owner before handling hazardous substances to take insurance cover for protection against claims made by third parties for damages with respect to handling of hazardous substances. Under the PIL Act, the victims exposed to hazardous substances may file claims before the Collector within 5 years of the accident. The Collector, shall, after giving notice of the application to the owner and after giving the parties an opportunity of being heard, hold an inquiry into the claim or, each of the claims, and may make an award determining the amount of relief which appears to him to be just and specifying the person or persons to whom such amount of relief shall be paid. The PIL Act also provides for the establishment of Environmental Relief Fund to be utilized for payment of reliefs under the award.

### The Arbitration and Conciliation Act, 2015 ("Arbitration Act")

The Arbitration Act was enacted to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration. The Act provides for the arbitral tribunal to give reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction and thus minimizing the supervisory role of courts in the arbitral process.

### The Competition Act, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### Transfer of Property Act, 1882 ("TP Act")

The Transfer of Property Act, 1882 (the “TP Act”) establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for that purpose.

#### **The Information Technology Act, 2000**

The Information Technology Act, 2000 (the IT Act) is an Act of the Indian Parliament notified on October 17, 2000. It is the primary law in India dealing with cybercrime and electronic commerce. It was enacted with the purpose of providing legal recognition to electronic transactions and facilitating electronic filing of documents. The IT Act further provides for civil and criminal liability including fines and imprisonment for various cyber-crimes, including unauthorized access to computer systems, unauthorized modification to the contents of computer systems, damaging computer systems, and the unauthorized disclosure of confidential information and computer fraud.

#### **The Indian Stamp Act, 1899**

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

#### **The Registration Act, 1908**

The purpose of the Registration Act, amongst other things, is to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud.

#### **Negotiable Instruments Act, 1881**

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881. The Act provides effective legal provision to restrain people from issuing cheque without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheque on the ground of insufficiency of funds in the account maintained by a person with the banker.

#### **Limitation Act, 1963**

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, ‘period of limitation’ means the period of limitation prescribed for any suit, appeal or application by the Schedule, and ‘prescribed period’ means the period of limitation computed in accordance with the provisions of this Act.

### **VIII. FOREIGN REGULATIONS**

#### **Foreign Exchange Management Act, 1999**

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. Foreign Exchange Management Act, 1999 (“FEMA”) was enacted to consolidate and

amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

#### **FEMA Regulations**

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

#### **Other Indian laws**

In addition to the above, our Company are also governed by the provisions of the Companies Act and rules framed there under, applicable SEBI regulations and rules framed thereunder, relevant central and state tax laws, foreign exchange and investment laws and foreign trade laws and other applicable laws and regulation imposed by the central and state government and other authorities for over day to day business, operations and administration.



## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as a Private Limited under the name “Falcon Concepts Private Limited” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by Registrar of Companies, Central Registration Central on May 24, 2018 Corporate Identification Number U74999HR2018PTC074247. Subsequently, our Company was converted into a public limited company pursuant to approval of the Shareholders at an Extraordinary General meeting held on May 03, 2023 and Consequently, the name of our Company was changed to “Falcon Concepts Limited” and Consequent upon the conversion of our Company to public limited company a Fresh certificate of Incorporation was issued by Registrar of Companies, Delhi on May 25, 2023. The Corporate Identification Number of our Company is U74999HR2018PLC074247.

Mr. Prithvi Seth, Mrs. Ekta Seth and Mr. Tribhuvan Seth are the initial subscribers to the Memorandum of Association of our Company. For further details of our promoter please refer the chapter titled “Our Promoter and Promoter Group” beginning on page 148 of this Draft Prospectus.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “Our Business”, “Industry Overview”, “Our Management”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 106, 89, 133, 156 and 161 respectively of this Draft Prospectus.

Our Company has 8 shareholders as on the date of filing of this Draft Prospectus.

### CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

There has been no change in our Registered Office since incorporation of our Company.

### MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events/Milestones/Achievements
2018	Incorporation of our Company as private limited Company.
2018	Company started its business operations.
2020	Company started Export of façade material to countries outside India
2023	Conversion of our Company from Private Limited to Public Limited Company

### MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To undertake jobs as interior and exterior decorators, consultants, designers, repairers, furnishers, cleaners, and render services in decoration fields.

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE INCORPORATION

The following changes have been made in the Memorandum of Association of our Company since its incorporation:

Date of Meeting	Type	Nature of Amendment
3 <sup>rd</sup> May, 2023	EOGM	Alteration in Capital Clause:

Date of Meeting	Type	Nature of Amendment
		The Authorise Share Capital of our Company increased from Rs. 10 Lakh divided into 1,00,000 Equity Shares of Rs.10/- each to Rs. 740 Lakhs divided into 74,00,000 Equity Shares of Rs.10/- each.
3 <sup>rd</sup> May, 2023	EOGM	Change of Name pursuant to conversion of the Company into public limited Company.

#### **OUR HOLDING COMPANY**

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

#### **OUR SUBSIDIARY COMPANY**

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

#### **ACQUISITION OF BUSINESSES/UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS**

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years except as mentioned under the Major Events table forming part of this chapter.

#### **SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS**

We do not have any financial or strategic partnerships as on the date of this Draft Prospectus.

#### **LOCK OUTS AND STRIKES**

There have been no lock outs or strikes at any of the location of our Company as on the date of this Draft Prospectus.

#### **TIME/COST OVERRUN IN SETTING UP PROJECTS**

There has been no time and cost overruns in the Company on date of this Draft Prospectus.

#### **LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY OR EXIT IN NEW GEOGRAPHIES**

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled “*Our Business*” beginning on page 106 of this Draft Prospectus.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS**

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Draft Prospectus.

#### **JOINT VENTURES**

As on the date of this Draft Prospectus, there are no joint ventures of our Company.

#### **SHAREHOLDERS’ AGREEMENT**

Our Company has not entered into any Shareholders Agreement as on the date of this Draft Prospectus.

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, DIRECTOR, PROMOTERS OR ANY OTHER EMPLOYEE**

Neither our Promoters, nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

## **GUARANTEES GIVEN BY OUR PROMOTERS**

As on the date of this Draft Prospectus, no guarantee has been issued by our Promoters.

## **MATERIAL AGREEMENTS**

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any material agreement / contract as on the date of this Draft Prospectus.

## **STRATEGIC PARTNERS**

As of the date of this Draft Prospectus, our Company does not have any Strategic Partners.

## **FINANCIAL PARTNERS**

As on the date of this Draft Prospectus, our Company does not have any other financial partners.

## **OTHER DETAILS ABOUT OUR COMPANY**

*For details of our Company's activities, services, growth, awards & recognitions, capacity, location of plants, technology, marketing strategy, competition and our customers, please refer section titled "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis for Issue Price" on pages 106, 161 and 80 respectively of this Draft 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" beginning on page 133 and 59 of the Draft Prospectus respectively.*

## OUR MANAGEMENT

### BOARD OF DIRECTORS

As of the date of this Draft Prospectus, our Company has 6 (Six) Directors on the Board, 1 (One) as Chairperson and Managing Director, 2 (Two) as Whole Time Directors, 1 (one) as Non-Executive Non-Independent women Director and 2 (Two) as Independent Directors.

The details of the Directors are as mentioned in the below table:

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p><b>Name:</b> Mrs. Ekta Seth</p> <p><b>Father's Name:</b> Mr. Mohinder Kumar Dutta</p> <p><b>Age:</b> 49 years</p> <p><b>Date of Birth:</b> June 05, 1974</p> <p><b>Designation:</b> Chairperson and Managing Director</p> <p><b>Address:</b> H.No .B-39, Rosewood City Block-A, Gurgaon - 122018, Haryana, India</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Managing Director for a period of 5 years with effect from April 25, 2023</p> <p><b>DIN:</b> 08141902</p>	<p>Appointed as director of the Company on May 24, 2018</p> <p>Re-designated as Managing Director on April 25, 2023 &amp; Redesignated as Chairperson on August 1, 2023.</p>	<p>Chrome Coaters Private Limited</p>
<p><b>Name:</b> Mr. Prithvi Seth</p> <p><b>Father's Name:</b> Mr. Puneet Seth</p> <p><b>Age:</b> 30 years</p> <p><b>Date of Birth:</b> January 16, 1993</p> <p><b>Designation:</b> Whole Time Director</p> <p><b>Address:</b> B-39, Rosewood City, Sector- 49, Gurgaon, Nirvana Country, Gurgaon - 122018, Haryana, India</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>DIN:</b> 06646812</p>	<p>Appointed as director of the Company on May 24, 2018.</p> <p>Designated as Whole time director w.e.f. November 10, 2023</p>	<p>Chrome Coaters Private Limited</p>



Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p><b>Name:</b> Mr. Tribhuvan Seth</p> <p><b>Father's Name:</b> Mr. Puneet Seth</p> <p><b>Age:</b> 28 years</p> <p><b>Date of Birth:</b> September 28, 1995</p> <p><b>Designation:</b> Whole Time Director</p> <p><b>Address:</b> B-39, Eros Rosewood City Nirvana Country, Gurgaon- 122018 Haryana India</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>DIN:</b> 08221138</p>	<p>Appointed as Executive Director w.e.f. July 01, 2020</p> <p>Designated as Whole time director w.e.f. November 10, 2023.</p>	<p>Chrome Coaters Private Limited</p>
<p><b>Name:</b> Mrs. Ruchi Arora</p> <p><b>Father's Name:</b> Mr. S. Lal Pandey</p> <p><b>Age:</b> 33 years</p> <p><b>Date of Birth:</b> August 12, 1990</p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Address:</b> C-1079, Ansal Esencia, Sector-67, Badshapur, Gurgaon, Haryana - 122101</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Liable to retire by rotation.</p> <p><b>DIN:</b> 10262416</p>	<p>Appointed as Director w.e.f. August 01, 2023</p>	<p>Nil</p>
<p><b>Name:</b> Ms. Renu Kaur</p> <p><b>Father's Name:</b> Mr. Nirmal Singh</p> <p><b>Age:</b> 31 years</p> <p><b>Date of Birth:</b> February 10, 1992</p> <p><b>Designation:</b> Non-executive Independent Director</p>	<p>Appointed Additional Director w.e.f. April 25, 2023</p> <p>Appointed as an Independent Director w.e.f. May 03, 2023</p>	<p>- Sheetal Diamonds Limited; - Corporate Merchant Bankers Limited - SGN Telecoms Limited</p>



Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p><b>Address:</b> House No-65, Raj Avenue, Kale Ghanapur, Amritsar-143105, Punjab, India</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Non-Executive Independent Director for a period of 5 years with effect from April 25, 2023</p> <p><b>DIN:</b> 10080402</p>		
<p><b>Name:</b> Mr. Ankur Sharma</p> <p><b>Father's Name:</b> Mr. Hariom Sharma</p> <p><b>Age:</b> 30 years</p> <p><b>Date of Birth:</b> October 17, 1993</p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Address:</b> 136, A, Murali Vihar Colony, Shahaganj, Kiraoli, Agra - 282010, Uttar Pradesh, India</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Non-Executive Independent Director for a period of 5 years with effect from August 01, 2023</p> <p><b>DIN:</b> 10260305</p>	Appointed as an Independent Director w.e.f. August 01, 2023	Nil

#### BRIEF PROFILE OF OUR DIRECTORS

**Mrs. Ekta Seth**, aged 49 years, is the Promoter, Chairperson & Managing Director of our Company. She has been on the Board of Directors of our Company since incorporation of our Company. She is graduate in Arts (English honours) from Delhi University and having a proven experience in the Facade Industry. She is associated with the company since incorporation. She looks after of routine operational activities of our Company. With her experience, she guides Company in growth strategies and lighting the Company in increasing its scale in leaps and bounds. She is responsible for the overall operations of the Company. She is on Board of Company since incorporation.

**Mr. Prithvi Seth**, aged 30 years, is the Promoter & Whole Time Director of our Company. He has been on the Board of Directors of our Company since incorporation. He is law graduate from Lloyd's Law College and having experience of more than 8 years in Infra and façade Business. His experience in Infra Industry and distribution channel & Networking are the qualities that ensure that every activity is undertaken and implemented smoothly. He guides Company in growth strategies, operations, opportunities and lighting the Company in increasing its scale. He has been associated with our Company since incorporation.



**Mr. Tribhuvan Seth**, aged 28 years, is the Promoter and Whole Time Director of our Company. He has been on the Board of Directors of our Company since July 01, 2020. He is law graduate from Lloyd's Law College and having experience of more than 5 years in Infra and façade Business. He guides Company in growth strategies, operations, opportunities and lighting the Company in increasing its scale. He has been associated with our Company since July 01, 2020.

**Mrs. Ruchi Arora**, aged 33 years, is a Non -Executive and Non-Independent Director of our Company w.e.f. August 01, 2023, she is Bachelor of Arts from Delhi University in the year 2012. She knowledge and experience in the fields of marketing and women empowerment. She is resulting oriented, focused, hardworking person and provides marketing advice and guidance to the members of the Board of Directors. She is on the Board of the Company since 1<sup>st</sup> August, 2023.

**Ms. Renu Kaur**, aged 31 years, is an Independent Director of our Company w.e.f. May 03, 2023, She is an Associate Member of The Institute of Company Secretaries of India (ICSI). She is Company Secretary and holding degree of M.com and B.com. She has almost 4 years working experience in the field of corporate law, Securities law, SEBI Compliance, Trademark, Banking, management, overall administration control. As an Independent Director of our Company with Corporate acumen & experience, she brings value addition to our Company.

**Mr. Ankur Sharma**, aged 30 years is an Independent Director of the Company w.e.f. August 01, 2023. He is an Associate Member of The Institute of Company Secretaries of India (ICSI) and Commerce Graduate from Dr. B.R. Ambedkar University, Agra. He is Company Secretary and holding degree of LL.B. He has almost 2 year working experience in the field of corporate law, Securities law, SEBI Compliance, Companies Act, 2013. As an Independent Director of our Company with Corporate acumen & experience, he brings value addition to our Company.

## CONFIRMATIONS

As on the date of this Draft Prospectus:

- Except for that Mrs. Ekta Seth is mother of Mr. Tribhuvan Seth and Mr. Prithvi Seth, none of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.
- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
- The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of the Promoters or Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

- No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

#### DETAILS OF BORROWING POWERS

Pursuant to a Special Resolution passed at an Extra-Ordinary General Meeting of our Company held on 11<sup>th</sup> October, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of Rs. 50.00 Crores.

#### REMUNERATION OF OUR DIRECTORS

The compensation package payable to our Executive Directors is stated hereunder:

##### **Mrs. Ekta Seth, Managing Director**

**Salary:** The total remuneration payable to Mrs. Ekta Seth, Chairperson and Managing Director, shall be Rs. 16,20,000 per annum (inclusive of all salary, perquisites, benefits, incentives and allowances).

##### **Mr. Prithvi Seth, Whole Time Director**

**Salary:** The total remuneration payable to Mr. Prithvi Seth, Whole Time Director, shall be Rs. 8,00,000 per annum (inclusive of all salary, perquisites, benefits, incentives and allowances).

##### **Mr. Tribhuvan Seth, Whole Time Director**

**Salary:** The total remuneration payable to Mr. Tribhuvan Seth, Whole Time Director, shall be Rs. 6,05,000 per annum (inclusive of all salary, perquisites, benefits, incentives and allowances).

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 2013, for the time being in force).

The Remuneration / Sitting Fees paid to the Director during the last F.Y. 2022 - 23 is as follows:

Sr. No.	Name	Designation	Remuneration / Sitting Fees paid
1.	Mrs. Ekta Seth	Managing Director	Rs. 6.88 Lakhs
2.	Mr. Prithvi Seth	Whole Time Director	Rs. 8.00 Lakhs
3.	Mr. Tribhuvan Seth	Whole Time Director	Rs. 6.05 Lakhs

#### SITTING FEES

Since all the Independent Directors were appointed after the closure of FY 2022-23, our Company has not paid any sitting fees to any of the Non-Executive Directors for attending any of the Board or Committee Meetings

during the financial year. However, Our Board of Directors have resolved in their meeting dated 25<sup>th</sup> April, 2023 for payment of an amount not exceeding Rs. 1.00 Lac as approved by the Board to all Non-Executive Director and Independent Directors for attending each such meeting of the Board or Committee thereof.

#### **PAYMENT OF BENEFITS (NON-SALARY RELATED)**

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

#### **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS**

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

#### **BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS**

None of the Directors are party to any bonus or profit-sharing plan of our Company.

#### **SHAREHOLDING OF OUR DIRECTORS**

Our Articles of Association do not require our directors to hold any qualification shares.

The details of the shareholding of our directors as on the date of this Draft Prospectus are as follows:

<b>Sr.No.</b>	<b>Name of the shareholder</b>	<b>No. of Equity Shares</b>	<b>Percentage of Pre-Issue Capital (%)</b>
1.	Mrs. Ekta Seth	28,68,180	58.77%
2.	Mr. Prithvi Seth	8,06,120	16.52%
3.	Mr. Tribhuvan Seth	8,03,600	16.47%
4.	Ms. Renu Kaur	-	-
5.	Mrs. Ruchi Arora	3,46,220	7.09%
6.	Mr. Ankur Sharma	-	-

#### **INTEREST OF OUR DIRECTORS**

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled “Our Management” beginning on page 133 of this Draft Prospectus.

Our directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our director is also interested to the extent of unsecured loans or personal guarantee or guarantee of their personal property, if any, given by them to our Company. For details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to “Statement of Financial Indebtedness” and “Financial Information of the Company” on page 158 and 156 respectively of this Draft Prospectus.

Our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section “Our Management” or the section titled “Financial information of the Company – Related Party Transactions” beginning on page 133 and 156 respectively of this Draft Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

#### Interest in the property of the Company

Except as disclosed in this Draft Prospectus and details as mentioned in this Draft Prospectus, our Promoters do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of this Draft Prospectus.

#### Interest in Business of the Company

Except as stated in the chapter titled “Our Business” and “Restated Financial Statements” beginning on page 106 and 156 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

#### Interest in promotion of the Company

Except Mrs. Ekta Seth, Mr, Mr. Tribhuvan Seth and Mr. Prithvi Seth, who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

#### CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Sr. No.	Name of the Director	Date of Appointment / Change in designation	Appointment/ Cessation/ Change in Designation	Reason for Change
1.	Mrs. Ekta Seth	April 25, 2023	Change in Designation	Change in Designation from Director to Managing Director
2.	Ms. Renu Kaur	April 25, 2023	Appointment	Appointed Additional Director (Independent Director) w.e.f. April 25, 2023
3.	Ms. Renu Kaur	May 03, 2023	Appointment	Appointed as an Independent Director
4.	Mrs. Ruchi Arora	August 01, 2023	Appointment	Appointed as a Non-Executive Director
5.	Mr. Ankur Sharma	August 01, 2023	Appointment	Appointed as an Independent Director
6.	Mrs. Ekta Seth	August 01, 2023	Change in Designation	Appointed as Chairperson
7.	Mr. Tribhuvan Seth	November 10, 2023	Change in Designation	Appointed as Whole Time Director
8.	Mr. Prithvi Seth	November 10, 2023	Change in Designation	Appointed as Whole Time Director

#### CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act with respect to corporate governance, provisions of SEBI LODR Regulations to the extent applicable to the entity whose shares are listed on Stock Exchange and shall be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including SEBI LODR Regulations, SEBI ICDR Regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI LODR Regulations. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Draft Prospectus, our Company has Six (6) Directors, one (1) is Chairperson & Managing Director, Two (2) are Whole Time Directors and Non-Independent Directors, one (1) Non-Independent Non-Executive Women Director and Two (2) are Non-Executive Independent Directors.

## COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI LODR Regulations: (i) Audit Committee, (ii) Stakeholders' Relationship Committee and (iii) Nomination and Remuneration Committee.

### Audit Committee

Our Board has constituted the Audit Committee vide Board Resolution dated 1<sup>st</sup> August, 2023 which was in accordance with Section 177 of the Companies Act, 2013.

The Audit committee comprises of the following:

Name of the Directors	Nature of Directorship	Designation in Committee
Ms. Renu Kaur	Non-Executive Independent Director	Chairperson
Mr. Ankur Sharma	Non-Executive Independent Director	Member
Mrs. Ekta Seth	Managing Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - iii) Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv) Significant adjustments made in the financial statements arising out of audit findings;
  - v) Compliance with listing and other legal requirements relating to financial statements;
  - vi) Disclosure of any related party transactions;
  - vii) Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;



6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. 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;
17. 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;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

*Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.*

*Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.*

The Audit Committee enjoys following powers:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise if it considers necessary.



The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
  - ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - iv) Internal audit reports relating to internal control weaknesses; and
  - v) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
  - vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations. (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.
21. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairperson of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The Chairperson of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

#### **Meeting of Audit Committee and Relevant Quorum**

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

#### **Stakeholders' Relationship Committee**

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution dated August 01, 2023 pursuant to Section 178 of the Companies Act, 2013. The Stakeholder's Relationship Committee comprises of the following:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Ms. Renu Kaur	Non-Executive Independent Director	Chairperson
Mr. Ankur Sharma	Non-Executive Independent Director	Member
Mrs. Ruchi Arora	Non Executive Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
2. review of measures taken for effective exercise of voting rights by shareholders;
3. review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;

4. review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. approve, register, refuse to register transfer or transmission of shares and other securities;
7. sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. allotment and listing of shares;
9. authorise affixation of common seal of the Company;
10. issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. dematerialize or rematerialize the issued shares;
13. ensure proper and timely attendance and redressal of investor queries and grievances;
14. carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and
15. further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

#### **Meeting of Stakeholders' Relationship Committee and Relevant Quorum**

The stakeholders' Relationship committee shall meet once in a year. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

#### **Nomination and Remuneration Committee**

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated August 01, 2023 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of the following:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Ankur Sharma	Non-Executive Independent Director	Chairperson
Ms. Renu Kaur	Non-Executive Independent Director	Member
Mrs. Ruchi Arora	Non Executive Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- i) use the services of an external agencies, if required;
  - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;
  4. devising a policy on Board diversity;
  5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
  6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
  7. recommend to the board, all remuneration, in whatever form, payable to senior management.

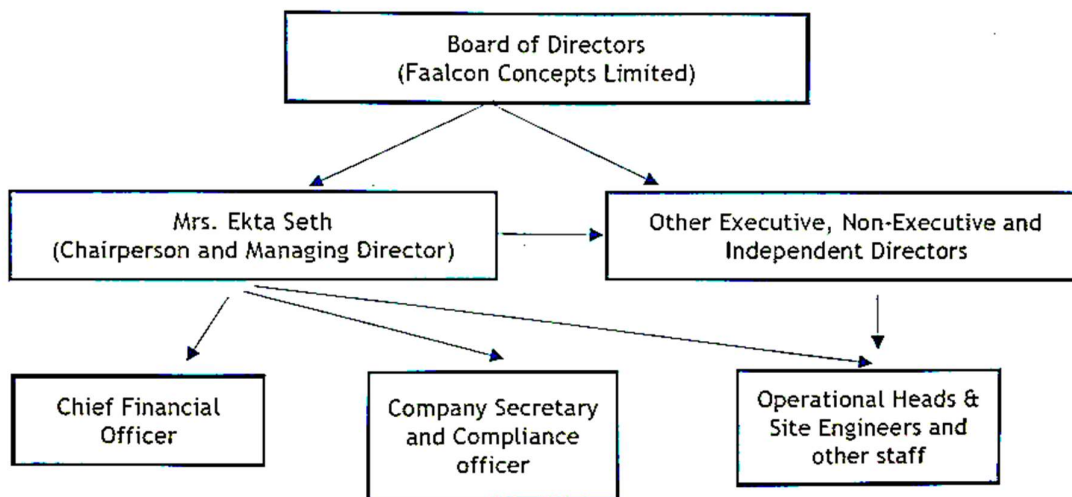
**Meeting of Nomination and Remuneration Committee and Relevant Quorum**

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

**POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

**ORGANIZATIONAL STRUCTURE**



**KEY MANAGERIAL PERSONNEL**

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

**Mrs. Ekta Seth** is the Chairperson & Managing Director of the Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 135 of this Draft Prospectus.

**Mr. Prithvi Seth** is the Whole Time Director of the Company. For detailed profile, see para, “Brief Profile of our Directors” on page 135 of this Draft Prospectus.

**Mr. Tribhuvan Seth** is the Whole Time Director of the Company. For detailed profile, see para, “Brief Profile of our Directors” on page 135 of this Draft Prospectus.

**Mrs. Vibha:** aged 32 years is the Chief Engineer head of our Company. She is B. Tech Civil Engineer with 6.91/10 from M.M. University, Haryana. She is having experience of more than 11 years in handling all technical works in project i.e. Costing, Design, Meetings, Technical Solution, Tender process, Reynaers etc. She has worked with various companies operating in façade related business. She was previous employed at Go Alubuild Private Limited as a Technical manager. She is associated with our Company since 2021. She is responsible with business process including Designing, Meetings, Technical Specification etc. Her remuneration for FY 2022-23 was Rs. 7.80 Lakhs.

**Mr. Praveen Pathania,** aged 49 years is the Chief Financial Officer of our Company. He is commerce graduate from Zakir Hussain College, Delhi. He is having experience of more than 25 years in accounts and finance. He was previous self-employed. He is associated with our Company with effect from April 25, 2023. He is responsible all accounts, banking and finances of the Company. He was appointed as CFO w.e.f. April 25, 2023 accordingly his remuneration was not applicable for FY 2022-23.

**Mr. Vinod Kumar,** aged 34 years, is the Company Secretary and Compliance Officer of our Company with effect from May 26, 2023 and is an Associate member of the Institute of Company Secretaries of India. He is having 1.5 years’ experience in corporate law, secretarial Compliances and other compliance. He was previous employed at ECRA India Private Limited. He is responsible for the Secretarial, Legal and Compliance division of our Company. He was appointed as CFO w.e.f. May 26, 2023 accordingly his remuneration was not applicable for FY 2022-23.

#### STATUS OF OUR KEY MANAGERIAL PERSONNEL

All our Key Managerial Personnel are permanent employees of our Company.

#### RELATIONSHIP BETWEEN OUR DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of our directors are related to each other or to our Key Managerial Personnel except that Mrs. Ekta Seth is mother of Mr. Prithvi Seth and Mr. Tribhuvan Seth.

#### SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL

None of our KMPs holds any shares of our Company as on the date of this Draft Prospectus except as stated in the below table.

Sr. No.	Name of the KMP	No. of Share held	% of Shareholding
1.	Mrs. Ekta Seth	28,68,180	58.77%
2.	Mr. Prithvi Seth	8,06,120	16.52%
3.	Mr. Tribhuvan Seth	8,03,600	16.47%

For further details please see chapter titled “Capital Structure” on page 59 of this Draft Prospectus.

#### SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL

Managing Director and Whole Time 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, where ever required.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

#### **INTEREST OF KEY MANAGERIAL PERSONNEL**

None of our Key Management Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares.

#### **ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel have been selected as the Key Managerial Personnel of our Company.

#### **BONUS OR PROFIT-SHARING PLAN OF THE DIRECTORS AND KEY MANAGEMENT PERSONNEL**

There is no profit-sharing plan for the Key Managerial Personnel. However, our Company provides performance linked bonus payments, in accordance with their terms of appointment.

#### **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR DIRECTORS AND KEY MANAGERIAL PERSONNEL**

There is no contingent or deferred compensation payable to our Directors and Key Managerial Personnel, which does not form part of their remuneration.

#### **EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN**

Our Company does not have an employee stock option scheme as on the date of this Draft Prospectus.

#### **PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL**

Except as disclosed in this Draft 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 super-annuation, ex-gratia/rewards.

#### **CHANGES IN OUR KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS FROM THE DATE OF FILING OF THIS DRAFT PROSPECTUS**

The changes in our Key Managerial Personnel during the three years immediately preceding the date of filing of this Draft Prospectus are set forth below.

<b>Name</b>	<b>Current Designation</b>	<b>Date of Appointment/ Change in designation</b>	<b>Appointment/ Cessation</b>	<b>Reason for Change</b>
Mrs. Vibha	Chief Engineer head	August 16, 2021	Appointment	Appointment as Façade Manager-Technical
Mrs. Ekta Seth	Chairperson and Managing Director	April 25, 2023	Appointment	Designated as Chairperson and Managing Director



Name	Current Designation	Date of Appointment/ Change in designation	Appointment/ Cessation	Reason for Change
Mr. Praveen Pathania	Chief Financial Officer	April 25, 2023	Appointment	Appointed as Chief Financial Officer
Mr. Vinod Kumar	Company Secretary and Compliance Officer	May 26, 2023	Appointment	Appointed as Company Secretary and Compliance Officer
Mrs. Vibha	Chief Engineer Head	April 01, 2023	Appointment	Appointed as Chief Engineer Head.
Mr. Tribhuvan Seth	Whole Time Director	November 10, 2023	Appointment	Appointed as Whole Time Director
Mr. Prithvi Seth	Whole Time Director	November 10, 2023	Appointment	Appointed as Whole Time Director

#### ATTRITION OF KEY MANAGERIAL PERSONNEL

The attrition of Key Managerial Personnel is not high in our Company compared to the industry.





## OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Draft Prospectus, our Promoters and Promoter Group holds 44,77,900 Equity Shares, representing 91.76% of the issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoter's shareholding in our Company, please see "Capital Structure" beginning on page 59 of this Draft Prospectus.


### Our Promoters:

Mrs. Ekta Seth, Mr. Prithvi Seth and Mr. Tribhuvan Seth are the Promoters of our Company. As on the date of this Draft Prospectus, our Promoters hold 44,77,900 Equity shares representing 91.76% of the issued, subscribed and paid-up Equity Share capital of our Company.

### The details of our Promoters are as under:

Mrs. Ekta Seth	
	<p><b>Mrs. Ekta Seth</b>, aged 49 years, is the Promoter, Chairperson &amp; Managing Director of our Company. She has been on the Board of Directors of our Company since incorporation. She is graduate in Arts (English honours) from Delhi University and having a proven experience in the Facade Industry. She is associates with the company since incorporation. She looks after of routine operational activities of our Company. With her experience, she guides Company in growth strategies and lighting the Company in increasing its scale in leaps and bounds. She is responsible for the overall operations of the Company. She is on Board of Company since incorporation. She holds 28,68,180 Equity Shares, representing 58.77% of the issued, subscribed and paid-up Equity Share capital of our Company.</p>
	<p><b>Date of Birth:</b> June 05, 1974</p>
	<p><b>Experience:</b> 22 years</p>
	<p><b>Nationality:</b> Indian</p>
	<p><b>PAN:</b> AQBPS5929H</p>
	<p><b>Bank Account Details:</b> HDFC Bank, Account No. 59109810302207, Branch: HDFC bank Ltd, Shop No. S1 and S2, Ground Floor, SS Plaza, Sector 47, Gurgaon-122003, Haryana</p>
	<p><b>Residential Address:</b> H. No.B-39, Rosewood City Block-A, Gurgaon - 122018, Haryana, India</p>
	<p><b>Other Interests:</b> Chrome Coaters Private Limited and Ekasa (Proprietary Firm)</p>
Mr. Prithvi Seth	
	<p><b>Mr. Prithvi Seth</b>, aged 30 years, is the Promoter &amp; Executive Director of our Company. He has been on the Board of Directors of our Company since incorporation. He is law graduate from Lloyd's Law College and having experience of more than 8 years in Infra and façade Business. His experience in Infra Industry and distribution channel &amp; Networking are the qualities that ensure that every activity is undertaken and implemented smoothly. He guides Company in growth strategies, operations, opportunities and lighting the Company in increasing its scale. He has been associated with our Company since incorporation. He holds 8,06,120 Equity Shares, representing 16.52% of the issued, subscribed and paid-up Equity Share capital of our Company.</p>
	<p><b>Date of Birth:</b> January 16, 1993</p>

<b>Mr. Prithvi Seth</b>	
	<b>Experience:</b> 10 years
	<b>Nationality:</b> Indian
	<b>PAN:</b> EPXPS9636Q
	<b>Bank Account Details:</b> HDFC Bank, Account No. 50100156536840, Branch: HDFC bank Ltd, Shop No. S1 and S2, Ground Floor, SS Plaza, Sector 47, Gurgaon-122003, Haryana
	<b>Residential Address:</b> B-39, Rosewood City, Sector- 49, Gurgaon, Nirvana Country, Gurgaon - 122018, Haryana, India
	<b>Other Interests:</b> Chrome Coaters Private Limited

<b>Mr. Tribhuvan Seth</b>	
	<b>Mr. Tribhuvan Seth</b> , aged 28 years, is the Promoter and Director of our Company. He has been on the Board of Directors of our Company since July 01, 2020. He is law graduate from Lloyd's Law College and having experience of more than 5 years in Infra and façade Business. He guides Company in growth strategies, operations, opportunities and lighting the Company in increasing its scale. He has been associated with our Company since July 01, 2020. He holds 8,03,600 Equity Shares, representing 16.47% of the issued, subscribed and paid-up Equity Share capital of our Company.
	<b>Date of Birth:</b> September 28, 1995
	<b>Experience:</b> 5 years
	<b>Nationality:</b> Indian
	<b>PAN:</b> JMEPS9649G
	<b>Bank Account Details:</b> Axis Bank Limited, Account No. 921010049355049, Branch: Rosewood City, Gurgaon Haryana, Gurgaon-122001
	<b>Residential Address:</b> B-39, Rosewood City, Sector- 49, Gurgaon, Nirvana Country, Gurgaon - 122018, Haryana, India
	<b>Other Interests:</b> Chrome Coaters Private Limited

For brief biography of our Individual Promoters, please refer to Chapter titled "Our Management" beginning on page 133 of this Draft Prospectus.

#### DECLARATION

1. We confirm that the Permanent Account Number, Bank Account Number, Aadhaar Card Number of our Promoters has been submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.
2. Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters or fraudulent borrowers by the RBI or any other governmental authority.
3. Our Promoters have not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.
4. No violations of securities law have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or is currently pending against him. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoters, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed

for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

5. Mrs. Ekta Seth is a mother of Mr. Tribhuvan Seth and Mr. Prithvi Seth.

#### **CHANGE IN CONTROL OF OUR COMPANY**

There has not been any change in the control of our Company since incorporation of the Company.

#### **EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY**

For details in relation to experience of our Promoter in the business of our Company, please refer the chapter "Our Management" beginning on page 133 of this Draft Prospectus.

#### **INTEREST OF OUR PROMOTERS**

Our Promoters do not have any interest in our Company except to the extent of compensation payable / paid and to the extent of any equity shares held by him or his relatives and associates or held by the companies, firms and trusts in which he is interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled "Capital Structure", "Restated Financial Statements" and "Our Management" beginning on pages 59, 156 and 133 of this Draft Prospectus.

##### **Interest of Promoters in the Promotion of our Company**

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

##### **Interest of Promoters in the Property of our Company**

Our Promoters do not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of Draft Prospectus.

##### **Interest in our Company arising out of being a member of a firm or company**

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to him or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify him as a director, or otherwise for services rendered by him or by such firm or Company in connection with the promotion or formation of our Company.

##### **Interest in our Company other than as Promoters**

Except as mentioned in this chapter and chapters titled "Our Business", "History and Certain Corporate Matters", "Our Management" and "Restated Financial Statements" beginning on pages 106, 130, 133 and 156, respectively, our Promoters do not have any other interest in our Company.

#### **COMMON PURSUITS OF OUR PROMOTERS**

Our Promoters are not involved with any ventures which are in the same line of activity or business as that of our Company except for our promoter's group entity namely, Faalcon, is engaged in business similar to those carried out by our Company.

For further details, please refer related party transactions under chapter Financial Information on page no 156 of this Draft prospectus.

## BUSINESS INTERESTS

Our Promoters are not interested as a member of a firm or Company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by it or by such firm or company in connection with the promotion or formation of our Company.

Our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of filing of this Draft Prospectus or proposes to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to it in respect of the contracts, agreements or arrangements which are proposed to be made with it.

## PAYMENT OF AMOUNTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 156 of this Draft Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Draft Prospectus.

## MATERIAL GUARANTEES

Except as stated in the “*Restated Financial Statements*” beginning on page 156 of this Draft Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Prospectus.

## OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

### A. Natural Persons who are Part of the Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mrs. Ekta Seth	Mr. Mohinder Kumar Dutta	Father
	Mrs. Malla Dutta	Mother
	Mr. Puneet Seth	Spouse
	-	Brother
	Mrs. Namrata Thakur	Sister
	Mr. Prithvi Seth and Mr. Tribhuvan Seth	Son
	-	Daughter
	Mr. Sudharshan Kumar Seth	Spouse’s Father
	Mrs. Sudharshan Seth	Spouse’s Mother
	-	Spouse’s Brother
Mrs. Manju Gupta and Mrs. Sangita Chawala	Spouse’s Sister	

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Prithvi Seth	Mr. Puneet Seth	Father
	Mrs. Ekta Seth	Mother
	Mrs. Meghna Roda Seth	Spouse
	Mr. Tribhuvan Seth	Brother
	-	Sister

Name of the Promoter	Name of the Relative	Relationship with the Promoter
	-	Son
	-	Daughter
	Mr. Sushil Roda	Spouse's Father
	Mrs. Rashmi Roda	Spouse's Mother
	Mr. Shivam R Roda	Spouse's Brother
	-	Spouse's Sister

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Tribhuvan Seth	Mr. Puneet Seth	Father
	Mrs. Ekta Seth	Mother
	Mrs. Noor Matharu	Spouse
	Mr. Prithvi Seth	Brother
	-	Sister
	-	Son
	-	Daughter
	Mr. Tarvinder Singh	Spouse's Father
	Mrs. Rashika Matharu	Spouse's Mother
	Mr. Arjan Singh Matharu	Spouse's Brother
-	Spouse's Sister	

**B. Entities forming part of the Promoter Group pursuant to Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations**

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

Sr. No.	Name of Promoter Group Entity/Company
1.	Chorme Coaters Private Limited
2.	Faalcon (Proprietary Firm of promoter group member)
3.	Ekasa (Proprietary Firm)

**C. All persons whose shareholding is aggregated pursuant to Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations for the purpose of disclosing in the Draft Prospectus under the heading "shareholding of the promoter group" - Nil**

**SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY**

For details of shareholding of members of our Promoter Group as on the date of this Draft Prospectus, please see the chapter titled "*Capital Structure*" beginning on page 59 of this Draft Prospectus.

**COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS**

Our Promoters have not disassociated themselves from any Companies, firms or entities during the last three years preceding the date of this Draft Prospectus.

**OUTSTANDING LITIGATIONS**

There is no outstanding litigation against our Promoters except as disclosed in the section titled "*Risk Factors*" and chapter titled "*Outstanding Litigations and Material Developments*" beginning on pages 27 and 174 respectively of this Draft Prospectus.

## OUR GROUP COMPANY

The definition of 'Group Companies' as per the SEBI ICDR Regulations, shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which Financial Statements is disclosed, as covered under the applicable accounting standards, and also other Companies as considered material by the board.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated 5<sup>th</sup> October, 2023 our Group Companies includes:

- (i) Those Companies disclosed as related parties in accordance with Accounting Standard ("AS 18") issued by the Institute of Chartered Accountants of India, during the period for which Financial Information is disclosed.
- (ii) All such Companies which are deemed to be material by the Board of Directors.

There is no group Company, based on the aforementioned criteria as on the date of this Draft Prospectus.



## **RELATED PARTY TRANSACTIONS**

For details on Related Party Transactions of our Company, please refer to Statement of Related Parties' Transactions' of the chapter titled 'Restated Financial Statements' beginning on page no. 156 of this Draft Prospectus.

## DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

SECTION VII - FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr. No.	Particulars	Page Nos
1	Restated Financial Statements	F1-F35



**RESTATED FINANCIAL STATEMENTS**  
**AUDITORS REPORT**

To,  
The Board of Directors,  
**Falcon Concepts Limited**  
N-75, Ground Floor, Mayfield Garden,  
Sector 51, Gurgaon, Haryana-122018 India.

Dear Sirs/Madam,

**1. Report on Restated Financial Statements:**

We have examined the Restated Financial Statements of **M/s. Falcon Concepts Limited** (herein after referred as “the Company”), the summarized statements of which annexed to this report have been prepared in accordance with the requirements of:

a) Section 26 of Companies Act, 2013 (hereinafter referred to as the- "Act"), read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended;

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the Regulation”) (“SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (SEBI) and amendments made thereto from time to time;

c) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of NSE (“IPO” or “SME IPO”);

d) The (Revised) Guidance Note on Reports in Company Prospectus issued by the Institute of Chartered Accountants of India (“ICAI”); and

e) In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts, we, M/s Sharma Sharma & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid Certificate issued by the “Peer Review Board” of the ICAI.

2. The Restated Summary Statements and Financial information of the Company have been extracted/ prepared by the management from the Audited Financial Statements of the Company for the period ended October 31, 2023 & financial years ended on March 31, 2023, March 31, 2022 & March 31, 2021 which have been approved by the Board of Directors.

3. Financial Statements for the period ended October 31, 2023 have been audited by us Sharma Sharma & Co. and financial year ended March 31, 2023 have been audited by M/s N K Mittal & Associates and whereas for the year ended March 31, 2022 have been audited by CA Akshay Madaan (Membership No. 550784) and for the year ended March 31, 2021 have been audited by CA Ashwani Garg accordingly, reliance has been placed on the financial information examined by them for the said year. The Financial Report included for that year is based solely on the report submitted by them.



#### 4. Financial Information as per Audited Financial Statements:

1) We have examined:

- The attached Restated Statement of Assets and Liabilities of the Company as at October 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 (Annexure I);
- The attached Restated Statement of Profit and Losses of the Company for the period ended on October 31, 2023 & financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 (Annexure II);
- The attached Restated Statement of Cash Flows of the Company for the period ended on October 31, 2023 & financial year ended on ended on March 31, 2023, March 31, 2022 and March 31, 2021 (Annexure III);
- The Significant Accounting Policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure IV);

(Collectively hereinafter referred as “**Restated Financial Statements**” or “**Restated Summary Statements**”)

2) In accordance with the requirements of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Regulations, the Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (the “ICAI”) and the terms of our engagement agreed with you, we report that:

- a) The “**Restated Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company for the period ended on October 31, 2023 & financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- b) The “**Restated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the period ended on October 31, 2023 & financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- c) The “**Restated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the period ended on October 31, 2023 & financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV** to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and Auditors Report thereon which have been prepared by Statutory Auditor of the Company for the period ended on October 31, 2023 & financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021, we are of the opinion that “**Restated Financial Statements**” or “**Restated Summary Statements**” have been made after incorporating:

- (i) Adjustments for any material amounts in the respective financial years have been made to which they relate; and



- (ii) There are no Extra-ordinary items except as shown in the Restated Profit & Loss Statement of that need to be disclosed separately in the Restated Summary Statements.
- (iii) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- (iv) Adjustments in Financial Statements have been made in accordance with the correct accounting policies as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- (v) There are no revaluation reserves, which need to be disclosed separately in the “**Restated Financial Statements**”.
- (vi) The Company has not paid any dividend on its equity shares during the period ended October 31, 2023 & financial year ended March 31, 2023, March 31, 2022 and March 31, 2021.

**5. Other Financial Information:**

- I) We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the period ended on October 31, 2023 & financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021.

Restated Statement of Share Capital, Reserves and Surplus	Annexure A
Restated Statement of Long Term Borrowings	Annexure B
Restated Statement of Details of Deferred Tax Liabilities / Assets	Annexure C
Restated Statement of Short Term Borrowings	Annexure D
Restated Statement of Trade Payables & Other Current Liabilities and Provisions	Annexure E
Restated Statement of Property Plant & Equipment	Annexure F
Restated Statement of Other Non Current Assets	Annexure G
Restated Statement of Inventories	Annexure H
Restated Statement of Trade Receivables	Annexure I
Restated Statement of Cash & Cash Equivalents	Annexure J
Restated Statement of Short Term Loans And Advances and Other Current Assets	Annexure K
Restated Statement of Revenue from Operations	Annexure L
Restated Statement of Other Income	Annexure M
Restated Statement of Purchase of Stock in Trade	Annexure N
Restated Statement of Changes in Inventories	Annexure O
Restated Statement of Employee Benefit Expenses	Annexure P
Restated Statement of Finance Cost	Annexure Q
Restated Statement of Operational & Other Expenses	Annexure R
Restated Statement of Mandatory Accounting Ratios	Annexure S
Restated Statement of Capitalization	Annexure T
Restated Statement of Related Party Transactions	Annexure U
Restated Statement of Tax Shelters	Annexure V





- II) The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and disclosures as required by Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2006 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 issued by the Ministry of Corporate Affairs in respect of the section 133 of the Companies Act, 2013 and Income Computation Disclosure Standards (ICDS) I to X issued by CBDT, wherever applicable, unless contrary to the requirement of Accounting Standards prescribed under section 133 of the Act.
- III) The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
- IV) In our opinion, the above financial information contained in Annexure I to Annexure III and Annexure A to W of this report read along with the Restated Statement of Significant Accounting Policies and related Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Section 26 of the Act, read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.
- V) Consequently, the financial information has been prepared after making such regroupings and retrospective adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
- VI) The report should not in any way be construed as a re-issuance or re-drafting of any of the previous audit report, nor should this have constructed as a new opinion on any of the financial statements referred to herein.
- VII) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- VIII) Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME-IPO for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.

#### **6. Auditor's Responsibility:**

Our responsibility is to express an opinion on these restated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**7. Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable;

a) In the case of Restated Statement of Assets and Liabilities of the Company as at October 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021;

b) In the case of the Restated Statement of Profit and Loss of the Company for the period ended on October 31, 2023 & Financial Years ended on March 31, 2023, March 31, 2022 and March 31, 2021;

c) In the case of the Restated Cash Flow Statement of the Company for the period ended on October 31, 2023 & Financial Years ended on March 31, 2023, March 31, 2022 and March 31, 2021;

**For Sharma Sharma & Co.**  
Chartered Accountants  
Firm Registration Number: 009462N

**CA Suvir Sharma**  
(Partner)  
Membership Number: 088272  
UDIN: 23088272BGXAOM8088

Place: Delhi  
Date: 01-12-2023

**ANNEXURE-I**  
**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(Rs. in Lacs)

Particulars	Note No	31.10.23	31.03.23	31.03.22	31.03.21
<b>Equity &amp; Liabilities</b>					
<b>Shareholders' Funds</b>					
Share Capital	A	488.01	2.27	1.41	1.00
Reserve & Surplus	A	143.37	325.26	127.61	21.23
<b>Total (A)</b>		<b>631.39</b>	<b>327.53</b>	<b>129.02</b>	<b>22.23</b>
<b>Non-Current Liabilities</b>					
Long Term Borrowings	B	177.02	57.35	56.29	48.30
Deferred Tax Liabilities (Net)	C	0.76	-	-	0.05
Other Long-Term Liabilities			-	-	-
<b>Total (B)</b>		<b>177.78</b>	<b>57.35</b>	<b>56.29</b>	<b>48.36</b>
<b>Current Liabilities</b>					
Short Term Borrowings	D	189.02	133.23	10.81	-
Trade Payables	E	234.37	411.97	301.53	147.19
Other Current Liabilities	E	101.88	317.10	381.65	333.31
Short Term Provisions	E	83.24	45.46	37.47	2.78
<b>Total (C)</b>		<b>608.51</b>	<b>907.76</b>	<b>731.46</b>	<b>483.27</b>
<b>Total (D=A+B+C)</b>		<b>1,417.67</b>	<b>1,292.64</b>	<b>916.77</b>	<b>553.85</b>
<b>Assets</b>					
<b>Non-Current Assets</b>					
Property, Plant & Equipment:					
(i) Tangible Assets	F	130.41	55.52	18.81	11.97
(ii) Intangible Assets		-	-	-	-
Non-current investments					
Deferred tax assets (net)		-	0.33	0.08	-
Other Non-Current Assets	G	9.09	8.77	3.77	-
<b>Total (E)</b>		<b>139.50</b>	<b>64.62</b>	<b>22.66</b>	<b>11.97</b>
<b>Current Assets</b>					
Inventories	H	584.55	596.45	182.19	208.07
Trade Receivables	I	521.68	266.85	379.04	208.04
Cash & Bank Balances	J	37.44	113.99	17.38	44.07
Short Term Loans & Advances & Other Current Assets	K	134.51	250.73	315.50	81.70
<b>Total (F)</b>		<b>1,278.17</b>	<b>1,228.02</b>	<b>894.11</b>	<b>541.88</b>
<b>Total (G=E+F)</b>		<b>1,417.67</b>	<b>1,292.64</b>	<b>916.77</b>	<b>553.85</b>

In terms of our report attached

**For Sharma Sharma & Co**

Chartered Accountants

Firm Registration Number: 009462N

**Survir Sharma**

(Partner)

Membership Number: 088272

Place: New Delhi

Date: 01-12-2023

**For Faalcon Concepts Limited**

**Ekta Seth**

Managing Director

DIN: 08141902

**Praveen Pathania**

CFO

Place: Gurugram

Date: 01-12-2023

**Prithvi Seth**

Whole Time Director

DIN: 06646812

**Vinod Kumar**

Company Secretary

**ANNEXURE-II**  
**STATEMENT OF PROFIT AND LOSS, AS RESTATED**

(Rs. in Lacs)

Particulars	Note No	31.10.23	31.03.23	31.03.22	31.03.21
<b>Income</b>					
Revenue from Operations	L	1,246.55	1,315.17	1,840.80	502.18
Other Income	M	2.56	9.64	12.13	0.03
<b>Total Income (A)</b>		<b>1,249.11</b>	<b>1,324.81</b>	<b>1,852.93</b>	<b>502.21</b>
<b>Expenditure</b>					
Purchase of materials	N	745.99	1,219.08	1,336.62	402.96
Changes in Inventories of stock in trade	O	11.90	(414.27)	25.88	(45.22)
Employee Benefit Expenses	P	66.68	67.09	56.23	68.81
Finance Cost	Q	18.82	16.30	3.84	0.74
Operational and Other Expenses	R	207.84	189.17	293.70	56.61
Depreciation and Amortization Charges	F	18.27	7.66	3.33	1.28
<b>Total Expenditure (B)</b>		<b>1,069.51</b>	<b>1,085.03</b>	<b>1,719.60</b>	<b>485.16</b>
<b>Profit before exceptional and extraordinary items and tax (C=A-B)</b>		<b>179.60</b>	<b>239.78</b>	<b>133.33</b>	<b>17.05</b>
Exceptional items (D)			-	-	-
<b>Profit before extraordinary items and tax (E=C-D)</b>		<b>179.60</b>	<b>239.78</b>	<b>133.33</b>	<b>17.05</b>
Extraordinary items (F)			-	-	-
<b>Net Profit before Tax (G=E-F)</b>		<b>179.60</b>	<b>239.78</b>	<b>133.33</b>	<b>17.05</b>
<b>Less: Provision for Taxes (H)</b>					
Current Tax		46.70	60.51	35.67	4.59
Deferred Tax		(1.08)	0.25	(0.13)	0.13
Earlier Tax		-	-	-	-
<b>Profit (Loss) for the period (G-H)</b>		<b>131.82</b>	<b>179.52</b>	<b>97.79</b>	<b>12.34</b>
<b>Earnings per equity share :</b>					
<b>1) Basic</b>		<b>2.31</b>	<b>3.69</b>	<b>2.01</b>	<b>0.25</b>
<b>2) Diluted</b>		<b>2.31</b>	<b>3.69</b>	<b>2.01</b>	<b>0.25</b>

In terms of our report attached

**For Sharma Sharma & Co**

Chartered Accountants

Firm Registration Number: 009462N

**Survir Sharma**

(Partner)

Membership Number: 088272

**For Faalcon Concepts Limited**

**Ekta Seth**

Managing Director

DIN: 08141902

**Prithvi Seth**

Whole Time Director

DIN: 06646812

**Praveen Pathania**

CFO

**Vinod Kumar**

Company Secretary

Place: New Delhi

Date: 01-12-2023

Place: Gurugram

Date: 01-12-2023

**ANNEURE-III**  
**STATEMENT OF CASH FLOWS, AS RESTATED**

(Rs. in Lacs)

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before taxes	179.60	239.78	133.33	17.05
Adjustment for:				
Add: Depreciation & Amortizations	18.27	7.66	3.33	1.28
Less: Interest Income	(0.15)	(0.28)	(12.13)	(0.03)
Add: Interest Expenses	13.40	12.18	3.48	-
Operating Profit before Working capital changes	<b>211.12</b>	<b>259.34</b>	<b>128.01</b>	<b>18.30</b>
Adjustments for:				
(Increase)/ Decrease in Trade Receivable	(254.83)	112.19	(171.00)	(190.64)
(Increase)/ Decrease in Short Term Loans & Advances & Other Current Assets	116.22	64.77	(233.80)	50.91
(Increase)/ Decrease in Other Non-Current Assets	(0.32)	-	(3.77)	-
(Increase)/ Decrease in Inventories	11.90	(414.26)	25.88	(45.22)
Increase/ (Decrease) in Other Current Liabilities	(215.22)	(64.55)	48.34	158.87
Increase/ (Decrease) in Short Term Provisions	1.16	0.20	(0.98)	2.78
Increase/ (Decrease) in Long Term Liability	-	-	-	-
Increase/ (Decrease) in Trade Payables	(177.60)	110.44	154.34	41.92
<b>Cash Generated from/used in Operations</b>	<b>(307.55)</b>	<b>68.12</b>	<b>(52.98)</b>	<b>36.90</b>
Direct Taxes paid	(10.06)	(52.72)	0.01	(4.48)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(317.61)</b>	<b>15.40</b>	<b>(52.96)</b>	<b>32.42</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Sale / (Purchase) of Property, Plant & Equipment (Including Capital goods)	(93.17)	(44.37)	(10.17)	(8.30)
(Increase)/ Decrease in Fixed Deposit	0.00	(5.00)	-	-
Interest Received	0.15	0.28	12.13	0.03
(Increase)/ Decrease in Current Investments	0.00	-	-	-
(Increase)/ Decrease in Non Current Investments	0.00	-	-	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(93.02)</b>	<b>(49.09)</b>	<b>1.95</b>	<b>(8.27)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Shares Issue	1.22	0.86	0.41	-
Securities Premium on shares	170.80	18.14	8.59	-
Increase/ (Decrease) in Short Term Borrowings	55.79	122.42	10.81	-
Increase/ (Decrease) in Long Term Borrowings	119.67	1.06	7.99	19.12
Interest paid	(13.40)	(12.18)	(3.48)	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>334.08</b>	<b>130.30</b>	<b>24.32</b>	<b>19.12</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>(76.55)</b>	<b>96.61</b>	<b>(26.69)</b>	<b>43.27</b>
<b>Cash and cash equivalents at the beginning of the year / Period</b>	<b>113.99</b>	<b>17.38</b>	<b>44.07</b>	<b>0.81</b>
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>37.44</b>	<b>113.99</b>	<b>17.38</b>	<b>44.07</b>

In terms of our report attached

**For Sharma Sharma & Co**

Chartered Accountants

Firm Registration Number: 009462N

**Survir Sharma**

(Partner)

Membership Number: 088272

Place: New Delhi

Date: 01-12-2023

**For Faalcon Concepts Limited**

**Ekta Seth**

Managing Director

DIN: 08141902

**Prithvi Seth**

Whole Time Director

DIN: 06646812

**Praveen Pathania**

CFO

**Vinod Kumar**

Company Secretary

Place: Gurugram

Date: 01-12-2023



**Annexure- IV**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE RESTATED FINANCIAL STATEMENT**

**1. CORPORATE INFORMATION:**

Faalcon Concepts Private Limited (the 'Company') was incorporated on 24<sup>th</sup> May 2018 as a private limited company under Companies Act, 2013. Then Company converted into Public Limited on 25<sup>th</sup> May, 2023. The Company main object is to undertake jobs as interior and exterior decorators, consultants, designers, repairers, furnishers, cleaners, and render services in decoration fields.

**2. SIGNIFICANT ACCOUNTING POLICIES:**

**A. Basis of Preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 (as amended) and Companies (Accounts Standards) Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**B. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires the management of the Company to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized. Significant estimates used by management in the preparation of these financial statements includes estimates of the economic useful lives of property, plant and equipment.

**C. 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 easily measured.

a) In case of revenue from contracts with customers, revenue is recognized as per the terms of contract and on percentage of Completion basis.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**D. Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation. Cost of an asset comprises of its purchase price and direct cost attributable to bringing the asset to its present condition for its intended use and borrowing cost on qualifying assets.

Advances paid towards acquisition of property, plant and equipment, outstanding at each balance sheet date are disclosed as capital advances.

The Management estimates the useful lives of the assets as per the indicative useful life prescribed in Schedule II to the Companies Act, 2013.





Block of assets	Estimated useful lives (years)	
	By management	Per schedule II
Plant & Machinery	15	15
Motor Cars	8	8
Computers	3	3
Electrical Equipment	10	10
Office Equipment	5	5
Furniture and fixtures	10	10

#### **E. Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset are capitalized as part of the cost of that asset till the date of capitalization of qualifying asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

#### **F. Foreign currency transactions**

Transactions denominated in foreign currencies are recorded at the exchange rates closely prevailing on the date of the transaction. At the year-end, all the monetary assets and liabilities denominated in foreign currencies are restated into rupee equivalents at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All exchange differences arising on such restatements are reflected in the Statement of Profit and Loss.

#### **G. Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### **H. Employee benefits**

(i) The contribution to provident fund is not applicable to company.

(ii) Gratuity is a post-employment benefit and is a defined benefit plan. Presently company do not have any employee who has completed five (5) years of service.

(iii) All short-term employee benefits are recorded as expenses. Short term employee benefits including salaries, non-monetary benefits (such as medical care).

#### **I. Tax expense**

Tax expense comprises current tax and deferred tax at the applicable enacted or substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting period. Tax liability has been computed as per section 115BAA of the Income Tax Act, 1961. Deferred tax represents the effect of timing difference between taxable income and accounting income for the reporting period that originates in one period and is capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.



#### **J. Cash and cash equivalents**

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturity of three months or less.

#### **K. Impairment**

At each Balance Sheet date, the Company reviews the carrying amounts of its assets to determine whether there is any indication of impairment based on internal or external factors. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognized immediately as income in the Statement of Profit and Loss.

#### **L. Leases**

Leases where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Lease rentals in respect of assets taken under operating leases are charged to statement of profit and loss on a straight line basis over the lease term unless other systematic basis is more representative of the time pattern of the benefit.

#### **M. Contingent liabilities**

The Company creates a provision where there is a present obligation as result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

### **3. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS.**

There is no change in significant accounting policies during the reporting period. Further Accounting Policies has been changed as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

### **4. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS**

The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently, the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.



**Related Party Disclosure (AS 18)**

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure -V of the enclosed financial statements.

**Earnings Per Share (AS 20):**

Earnings per Share have been calculated and is already reported in the enclosed financial statements.

**MATERIAL ADJUSTMENTS [AS PER SEBI (ICDR) REGULATIONS, 2018]**

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 Company Act 2013 and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (loss) and assets and liabilities of the Company is as under:

**Statement of adjustments in the Financial Statements**

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & loss of the company.

Financial Year ended	(Rs. in Lacs)			
	October, 31 <sup>st</sup>	March, 31 <sup>st</sup>	March, 31 <sup>st</sup>	March, 31 <sup>st</sup>
	2023	2023	2022	2021
Profit after tax as per Audited Statement of Account(A)	136.81	171.04	100.95	13.72
Adjustments:				
Interest on IT Refund		-	0.03	-
Prior Period Sales	-7.95	7.95	-	-
Expenses not charged in P/L Account	-	-	-0.52	-1.38
Provision for tax not charged in P/L Account	2.96	0.53	-2.67	-
Profit after tax as per Restated Profit & Loss(B)	131.82	179.52	97.79	12.34

**Other Notes:**

**1. Realizations:**

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

**2. Contractual liabilities**

All other contractual liabilities connected with the business operations of the Company have been appropriately provided for.

**3. Adjustment in profit & Loss**

In the Financial year 2020-21 & 2021-22, other expenses representing bank charges to the tune of Rs. 0.37 lacs & Rs. 0.06 lacs, which has been removed from other expenses and classified under Finance Cost.



**4. Other Adjustments in the Balance sheet**

In the Financial year 2020-21 & 2021-22, other current liabilities representing provision for Audit Fees to the tune of Rs. 1.80 lacs & Rs. 2.78 lacs, which has been reclassified under the head Short Term Provision. In the financial year 2021-22, other current assets represent RoDTEP License receivable to the tune of Rs. 3.77 lacs, which has been reclassified under the head Non-Current Investment. In the Financial year 2020-21, other current assets represent retention money to the tune of Rs. 5.13 lacs & Rs. 9.98 lacs as GST Credit, which has been reclassified under the head Sundry debtors with respect to retention money and short-term loans and advances with respect to GST Credit respectively.

**5. Amounts in the financial statements**

Amounts in the financial statements are rounded off to nearest rupees in lakhs. Figures in brackets indicate negative values. Any discrepancies in any table between the total and the sum of the amounts listed are due to rounding off.

*(This space has been left blank intentionally)*

Annexure A

Statement of Share Capital, Reserves & Surplus, as Restated

(Rs. in Lakhs)

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
<b>Share Capital</b>				
<b>Authorized Share Capital</b>				
74,00,000 Equity shares of Rs.10 each	740.00	-	-	-
1,00,000 Equity shares of Rs.10 each in previous year	-	10.00	10.00	10.00
<b><u>Issued, Subscribed &amp; Fully Paid up Share Capital</u></b>				
Equity Share Capital				
48,80,120 shares @ Rs 10 each fully paid up	488.01			
22,658 shares @ Rs 10 each fully paid up		2.27	-	-
14,070 shares @ Rs 10 each fully paid up		-	1.41	-
10,000 shares @ Rs 10 each fully paid up		-	-	1.00
<b>Share Capital (A)</b>	<b>488.01</b>	<b>2.27</b>	<b>1.41</b>	<b>1.00</b>
<b>General Reserves:</b>				
<b>Securities Premium</b>	26.73	8.59	-	-
Add: Addition during the year	170.80	18.14	8.59	-
Less: Utilised during the year	(197.53)	-	-	-
<b>Securities Premium Carried Forward (B)</b>	<b>0.00</b>	<b>26.73</b>	<b>8.59</b>	<b>-</b>
<b>Profit / (Loss):</b>				
Profit / (Loss) Brought Forward	298.53	119.02	21.23	8.89
Add: Profit / (Loss) for the year	131.82	179.52	97.79	12.34
Less : Utilised for Bonus issue	(286.99)			
<b>Profit / (Loss) Carried Forward (C)</b>	<b>143.37</b>	<b>298.53</b>	<b>119.02</b>	<b>21.23</b>
<b>Total (A+B+C)</b>	<b>631.39</b>	<b>327.53</b>	<b>129.02</b>	<b>22.23</b>

**Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Equity Shares of Rs 10/- Each, Fully paid up	31-Oct-23		31-Mar-23		31-Mar-22		31-Mar-21	
	Amount (Rs.)	No	Amount (Rs.)	No	Amount (Rs.)	No	Amount (Rs.)	No
At the Beginning of the year	2.27	22,658	1.41	14,070	1.00	10,000	1.00	10,000
Issued during the year	485.75	48,57,462	0.86	8,588	0.41	4070	0	0
At the end of the year	488.01	48,80,120	2.27	22,658	1.41	14,070	1.00	10,000

*The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Equity Shares carry one vote. Dividend if any will be declared in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.*

*The Company has made a Right Issue of 8,588 Equity Shares having a face value of Rs. 10/- each fully paid up for the cash at a price of Rs. 221.23/- per equity share (including a share premium of Rs. 211.23/- per equity shares) aggregating to Rs. 19 Lakhs held at Board Meeting 6th June, 2022.*

*The Company has increased its Authorised Share Capital from 1,00,000 equity shares to 74,00,000 equity shares having a face value of Rs. 10/- each in an Extra Ordinary General meeting dated 03rd May, 2023.*

*The Company has converted unsecured loan of Rs.1,37,15,070 taken from director into fully paid up equity shares & Issued of 9,727 Equity Shares having a face value of Rs. 10/- each fully paid up at price of 1,410- per equity share (including a share premium of Rs. 1,400/- per equity shares) at Extra Ordinary General Meeting dated 30th May, 2023.*

*The Company has converted unsecured loan of Rs.34,86,930 taken from director into fully paid up equity shares & Issued of 2,473 Equity Shares having a face value of Rs. 10/- each fully paid up at price of Rs.1,410- per equity share (including a share premium of Rs. 1,400/- per equity shares) at Extra Ordinary General Meeting dated 1st August, 2023.*

*The Company has made a Bonus Issue of 48,45,262 in the ratio of 139 shares for existing 1 Equity Shares having a face value of Rs. 10/- each fully paid up bonus share by capitalizing the Reserve & Surplus aggregating to Rs. 4,84,52,620 held at Extra Ordinary General Meeting held on 7th August 2023.*



**Annexure B**

## Statement of Long-Term Borrowings, as Restated

(Rs. in Lakhs)

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
a. From Bank				
Business Loan (Unsecured)	145.00	6.53	19.46	15.23
Vehicle Loan	31.97	40.32	-	-
b. Loans from related parties				
- Unsecured loans from Directors	0.05	10.50	5.50	-
- Unsecured loans from Director's Relative		-	6.11	33.07
c. Other Loans & Advances (Unsecured)			25.22	
<b>Total</b>	<b>177.02</b>	<b>57.35</b>	<b>56.29</b>	<b>48.30</b>

## STATEMENT OF DETAILS OF SECURED AND UNSECURED LOAN OF LONG-TERM BORROWINGS, AS RESTATED AS ON 31ST OCTOBER, 2023.

Name of Lender	Type of Loan	Date of Last Sanction / Agreement	Purpose	Sanction Amount (Rs. Lacs)	Rate of Interest	Securities Offered	Re-Payment	Outstanding as on 31.10.2023
								(Rs. Lacs)
HDFC Bank	Term Loan	14.01.2022	Business Purpose	20.00	15.75%	Unsecured	36 EMI of INR 70,067	2.05
IIFL Finance Limited	Term Loan	10.03.2023	Business Purpose	20.00	18.50%	Unsecured	36 EMI of INR 72,807	12.98
Clix Capital Services	Term Loan	30.09.2023	Business Purpose	35.13	16.25%	Unsecured	24 EMI of INR 1,72,459	18.98
Kisetsu Saison Finance (India) Private Limited	Term Loan	31.08.2023	Business Purpose	40.80	16.50%	Unsecured	36 EMI of INR 1,44,450	28.32
Bajaj Finance (India) Private Limited	Term Loan	20.07.2023	Business Purpose	30.68	15.75%	Unsecured	36 EMI of INR 1,07,511	20.43

HDFC Bank	Vehicle Loan	30.11.2022	Vehicle	35.85	11.25%	Vehicle	36 EMI of INR 1,17,793	15.39
Bank of India	Vehicle Loan	09.03.2023	Vehicle	20.00	9.10%	Vehicle	84 EMI of INR 32,280	16.58
Fedbank Financial Services Limited	Term Loan	24.09.2023	Business Purpose	30.10	16.50%	Unsecured	36 EMI of INR 1,06,567	21.66
Aditya Birla Finance Limited	Virtual Dropline Overdraft	27.09.2023	Business Purpose	35.00	16.75%	Unsecured	36 EMI of INR 1,25,350	26.09
Tata Capital Financial Services Limited	Virtual Dropline Overdraft	27.10.2023	Business Purpose	20.10	17.00%	Unsecured	36 EMI of INR 71,662	14.49
Ekta Seth	Term Loan	20.02.2023	Business Purpose (Working Capital)	101.44	Nil	Unsecured	10 Years	0.02
Tribhuvan Seth	Term Loan	09.03.2023	Business Purpose (Working Capital)	17.75	Nil	Unsecured	10 Years	0.01
Prithvi Seth	Term Loan	03.07.2023	Business Purpose (Working Capital)	18.00	Nil	Unsecured	10 Years	0.01
Ruchi Arora	Term Loan	01.08.2023	Business Purpose (Working Capital)	34.88	Nil	Unsecured	10 Years	0.01

**Annxure C**

Statement of Deffered Tax Liabilities / Deffered Tax Assets, as Restated

(Rs. in Lakhs)

<b>Particulars</b>	<b>31.10.23</b>	<b>31.03.23</b>	<b>31.03.22</b>	<b>31.03.21</b>
Deferred tax Liabilities	0.76	-	-	0.05
Deferred tax Assets	-	0.33	0.08	-
<b>Total</b>	<b>0.76</b>	<b>0.33</b>	<b>0.08</b>	<b>0.05</b>

## Annexure D

## Statement of Short Term Borrowings, as Restated

(Rs. in Lakhs)

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
a. Loan repayable on Demand				
From Bank				
Cash Credit	100.52	91.68	-	-
Bank Overdraft	1.21	15.49	-	-
Other loan repayable within year (Secured & Unsecured)	87.29	26.06	10.81	-
<b>Total</b>	<b>189.02</b>	<b>133.23</b>	<b>10.81</b>	<b>-</b>

## STATEMENT OF DETAILS OF SECURED AND UNSECURED LOAN OF SHORT-TERM BORROWINGS, AS RESTATED AS ON 31ST OCTOBER, 2023.

Name of Lender	Type of Loan	Date of Last Sanction / Agreement	Purpose	Sanction Amount (Rs. Lacs)	Rate of Interest	Securities Offered	Re-Payment	Outstanding as on
								31.10.2023 (Rs. Lacs)
HDFC Bank	Working Capital	18.07.2022	Medium Term Working Capital for Business Purpose	100	8.25%	Hypothecation of Stock & Book Debts	Not Defined	100.52
IDFC First Bank	Overdraft	25.09.2023	Business Purpose	35.7	16.60%	Unsecured	Not Defined	1.21
IIFL Finance Limited	Term Loan	10.03.2023	Business Purpose	20.00	18.50%	Unsecured	36 EMI of INR 72,807	5.74
Clix Capital Services	Term Loan	30.09.2023	Business Purpose	35.13	16.25%	Unsecured	24 EMI of INR 1,72,459	16.15
Kisetsu Saison Finance (India) Private Limited	Term Loan	31.08.2023	Business Purpose	40.80	16.50%	Unsecured	36 EMI of INR 1,44,450	11.60
HDFC Bank	Vehicle Loan	30.11.2022	Vehicle	35.85	11.25%	Vehicle	36 EMI of INR 1,17,793	11.68
Bank of India	Vehicle Loan	09.03.2023	Vehicle	20	9.10%	Vehicle	84 EMI of INR 32,280	2.26
HDFC Bank	Term Loan	14.01.2022	Business Purpose	20	15.75%	Unsecured	36 EMI of INR 70,067	7.44

Bajaj Finance (India) Private Limited	Term Loan	20.07.2023	Business Purpose	30.68	15.75%	Unsecured	36 EMI of INR 1,07,511	8.91
Fedbank Financial Services Limited	Term Loan	24.09.2023	Business Purpose	30.10	16.50%	Unsecured	36 EMI of INR 1,06,567	8.44
Aditiya Birla Finance Limited	Virtual Dropline Overdraft	27.09.2023	Business Purpose	35.00	16.75%	Unsecured	36 EMI of INR 1,25,350	9.46
Tata Capital Financial Services Limited	Virtual Dropline Overdraft	27.10.2023	Business Purpose	20.10	17.00%	Unsecured	36 EMI of INR 71,662	5.61

## Annexure E

## Statement of Trade Payable, Current Liabilities &amp; Provisions, as Restated

(Rs. in Lakhs)

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
<b>Current Liabilities</b>				
<b>Trade Payables</b>				
Due to Micro, small and medium enterprises		-	-	-
Others				
Less Than 1 Year	233.18	400.74	301.53	147.19
1 to 2 Years	1.19	11.23	-	-
2 to 3 Years		-	-	-
More than 3 Years		-	-	-
<b>Sub Total (A)</b>	<b>234.37</b>	<b>411.97</b>	<b>301.53</b>	<b>147.19</b>
<b>Note: Micro and Small Enterprises</b>				

1.The Company is in the process of obtaining necessary confirmation from suppliers regarding their status under Micro, small and Medium Enterprises(MSME) Development Act,2006 (the 'Act') and hence disclosures regarding the following have not been made

- i. Amount due and outstanding to MSME suppliers as at the end of accounting period/ year.
- ii. Interest paid during the period/year to MSME
- iii. Interest payable at the end of accounting period/year to MSME
- iv. Interest accrued and unpaid at the end of accounting period/year to MSME

**Management believes that the figures for disclosures, if any will not be significant.**

2. Trade Payable as on 31st October 2023 has been taken as certified by the management of the Company Faalcon Concepts Ltd

Other Current Liabilities	31.10.23	31.03.23	31.03.22	31.03.21
Advance from Customers	52.41	315.84	377.84	332.50
Employee Related Expenses				0.27
Duties & Taxes	46.86	1.20	2.95	0.54
Other Liabilities	2.61	0.06	0.86	-
<b>Sub Total (B)</b>	<b>101.88</b>	<b>317.10</b>	<b>381.65</b>	<b>333.31</b>
<b>Short Term Provisions</b>				
Provision for Expenses	3.16	2.00	1.80	2.78



Provision for Taxation	80.08	43.46	35.67	-
<b>Sub Total (C)</b>	<b>83.24</b>	<b>45.46</b>	<b>37.47</b>	<b>2.78</b>
<b>Total (A+B+C)</b>	<b>419.49</b>	<b>774.53</b>	<b>720.65</b>	<b>483.27</b>

**Notes:**

1. Advance from the customers have been taken as certified by the management of the company and no security has been offered by the company against the same.

## Annexure F

## Statement of Property Plant &amp; Equipment, as Restated

(Rs. in Lakhs)

Particulars	PROPERTY, PLANT AND EQUIPMENTS						Total
	Computers	Motor Vehicle	Plant & Machinery	Electrical Installation & Equipment	Furniture	Office Equipment	
<i>COST OR VALUATION</i>							
At 31 March 2020	0.49	-	3.45	2.21	-	-	6.14
Additions	0.10	-	8.20	-	-	-	8.30
Disposals							
Other adjustments							
At 31 March 2021	0.59	-	11.65	2.21	-	-	14.45
Additions	-		9.28	0.89	-	-	10.17
Disposals							-
Other adjustments							-
At 31 March 2022	0.59	-	20.94	3.10	-	-	24.62
Additions	4.16	35.85	0.19	-	3.69	0.48	44.37
Disposals							-
Other adjustments							-
At 31 March 2023	4.75	35.85	21.13	3.10	3.69	0.48	68.99
Additions		22.19	67.03		4.02		93.24
Disposals							
Other adjustments			0.07				0.07
At 31st October 2023	4.75	58.04	88.09	3.10	7.71	0.48	162.16
<i>DEPRECIATION</i>							
At 31 March 2020	0.14	-	0.53	0.53	-	-	1.20
Additions	0.24	-	0.62	0.42	-	-	1.28
Disposals							
Other adjustments							
At 31 March 2021	0.37	-	1.15	0.95	-	-	2.48
Charge for the year	0.23	-	2.57	0.52	-	-	3.33
Disposals	-	-	-	-	-	-	-
Other adjustments	0.04		0.10	0.05	-	-	0.19
At 31 March 2022	0.56	-	3.83	1.42	-	-	5.81

Charge for the year	0.81	2.77	3.10	0.43	0.53	0.02	7.66
Disposals							-
Other adjustments	-	-	-				-
At 31 March 2023	1.37	2.77	6.93	1.85	0.53	0.02	13.47
Charge for the year	1.23	9.72	5.95	0.19	1.06	0.12	18.27
Disposals							
Other adjustments							
At 31st October 2023	2.61	12.49	12.87	2.04	1.59	0.14	31.74
<b>NET BLOCK - Property, Plant &amp; Equipments</b>							
At 31 March 2021	0.21	-	10.50	1.26	-	-	11.97
At 31 March 2022	0.03	-	17.11	1.67	-	-	18.81
At 31 March 2023	3.38	33.08	14.20	1.24	3.16	0.46	55.52
At 31 October 2023	2.14	45.55	75.21	1.05	6.12	0.34	130.41

Annexure G  
Statement of Other Non Current Assets, as Restated

Lakhs

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
Fixed Deposit	5.00	5.00	-	-
Security Deposit	0.32	-	-	-
Licence Receivable	3.77	3.77	3.77	
<b>Total</b>	<b>9.09</b>	<b>8.77</b>	<b>3.77</b>	-

Annexure H  
Statement of Inventories, as Restated

Lakhs

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
Materials	584.55	596.45	182.19	208.07
<b>Total</b>	<b>584.55</b>	<b>596.45</b>	<b>182.19</b>	<b>208.07</b>

Annexure I  
Statement of Trade Receivables, as Restated

Lakhs

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
<b>Trade Receivable (Exceeding Six Months)</b>				
Secured, Considered Good		-	-	-
Unsecured, Considered Good	73.86	66.60	259.35	-
Doubtful	-	-	-	-
Less: Provision of Doubtful Trade Receivables	-	-	-	-
	<b>73.86</b>	<b>66.60</b>	<b>259.35</b>	-
<b>Trade Receivable (Less than Six Months)</b>				
Secured, Considered Good	-	-	-	-
Unsecured, Considered Good	447.82	200.25	119.69	208.04
Doubtful	-	-	-	-
Less: Provision of Doubtful Trade Receivables	-	-	-	-
	<b>447.82</b>	<b>200.25</b>	<b>119.69</b>	<b>208.04</b>
<b>Total</b>	<b>521.68</b>	<b>266.85</b>	<b>379.04</b>	<b>208.04</b>

Annexure J  
Statement of Cash & Cash Equivalent, as Restated

Lakhs

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
Cash balances	26.07	36.24	15.36	14.86
Balances with banks				
-In the Current Account	11.37	77.74	2.02	29.21
-Fixed Deposit		-	-	
<b>Total</b>	<b>37.44</b>	<b>113.99</b>	<b>17.38</b>	<b>44.07</b>

## Annexure K

## Statement of Short Term Loans &amp; Advances and Other Current Assets, as Restated

Lakhs

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
<b>Short-Term Loans &amp; Advance</b>				
Advances paid to vendors	97.59	35.85	-	43.31
Loans & Advances	12.85	171.36	250.13	7.05
Prepaid Expenses	0.18	0.31	20.16	-
GST Credit	-	18.46	9.98	21.77
Advances to Employees & Labour	19.83	24.20	-	7.54
TDS		-	-	1.93
	<b>130.46</b>	<b>250.18</b>	<b>280.27</b>	<b>81.59</b>
<b>Other Current Assets</b>				
Accrued Interest on Bank Fixed Deposit	0.33	0.18	-	-
Unamortised expenses	2.93	-	-	-
Other Current Assets	0.80	0.37	35.23	0.10
	4.05	0.55	35.23	0.10
<b>Total</b>	<b>134.51</b>	<b>250.73</b>	<b>315.50</b>	<b>81.70</b>

## Annexure L

## Statement of Revenue from operation, as Restated

Lakhs

Particulars	31.10.23*	31.03.23**	31.03.22*	31.03.21*
a) Sale of Services	1,177.26	1,283.23	1,338.49	502.18
b) Sale of Goods				
i) Export	69.28	31.94	502.31	-
<b>Total</b>	<b>1,246.55</b>	<b>1,315.17</b>	<b>1,840.80</b>	<b>502.18</b>

\* Difference in revenue from operation is due to the branch transfer

\*\* Includes prior period sales

## Annexure M

## Statement of Other Income, as Restated

Lakhs

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
Interest Income	0.15	0.28	12.13	0.03
Discount received	2.41	7.65		
Foreign Exchange Difference Gain	-	1.67		
Other Income	-	0.04		
<b>Total</b>	<b>2.56</b>	<b>9.64</b>	<b>12.13</b>	<b>0.03</b>

## Annexure N

## Statement of Purchase of Goods, as Restated

Lakhs

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
Purchase	745.99	1,219.08	1,336.62	402.96
<b>Total</b>	<b>745.99</b>	<b>1,219.08</b>	<b>1,336.62</b>	<b>402.96</b>

Annexure O  
Statement of Changes in Inventories, as Restated

Particulars	Lakhs			
	31.10.23	31.03.23	31.03.22	31.03.21
<u>Inventories at end of year</u>				
Materials	584.55	596.46	182.19	208.07
	<b>584.55</b>	<b>596.46</b>	<b>182.19</b>	<b>208.07</b>
<u>Inventories at beginning of year</u>				
Materials	596.45	182.19	208.07	162.85
	<b>596.45</b>	<b>182.19</b>	<b>208.07</b>	<b>162.85</b>
<b>Decrease / (Increase) of Inventories</b>	<b>11.90</b>	<b>(414.27)</b>	<b>25.88</b>	<b>(45.22)</b>

Annexure P  
Statement of Employee Benefit Expenses, as Restated

Particulars	Lakhs			
	31.10.23	31.03.23	31.03.22	31.03.21
Salaries of wages	48.40	45.93	43.52	56.74
Contribution to provident and other fund	2.86	0.11	0.06	0.07
Staff Welfare Expenses	0.74	0.07	0.94	-
Directors Remuneration	14.69	20.98	11.71	12.00
<b>Total</b>	<b>66.68</b>	<b>67.09</b>	<b>56.23</b>	<b>68.81</b>

Annexure Q  
Statement of Finance Cost, as Restated

Particulars	Lakhs			
	31.10.23	31.03.23	31.03.22	31.03.21
Interest on borrowings	13.40	11.52	3.35	-
Bank Charges	0.19	0.51	0.37	0.06
Other Interest	-	0.66	0.13	-
Processing fees	5.23	3.61	-	0.68
<b>Total</b>	<b>18.82</b>	<b>16.30</b>	<b>3.84</b>	<b>0.74</b>

**Annexure R**  
Statement of Other Expenses, as Restated

Lakhs

<b>Particulars</b>	<b>31.10.23</b>	<b>31.03.23</b>	<b>31.03.22</b>	<b>31.03.21</b>
<b>Direct Expenses</b>				
Job Work Expenses	44.97	53.39	58.17	1.59
Packing and Forwarding	1.47	2.42	9.72	11.01
Freight & Cartage Charges	11.15	10.74	24.35	3.17
Insurance Charges	1.38	2.19	0.79	0.12
Fabrication Charges	42.61	23.78	36.17	-
Wastage Charges	4.67	9.86	9.07	0.99
Contractual labour charges	16.85	20.29	49.10	15.10
Site Expenses	31.85	31.06	43.43	13.32
Shipping Line Charges on Export	14.99	1.81	28.73	-
<b>Indirect Expenses</b>				
Audit Fees	1.00	2.00	2.00	3.00
Bad Debt	-	0.49	-	-
Business Promotion Expenses	0.78	1.22	-	0.74
Commission and Brokerage	-	0.37	0	-
Conveyance & Travelling Expenses	3.38	5.66	7.23	0.03
Depository Payment	0.43	-	-	-
Electricity Expenses	2.79	3.54	3.93	1.44
Insurance Expenses	1.05	0.46	-	-
Income Tax	-	0.90	1.25	
Late Fees	0.34	0.01	-	0.09
Office Exp	4.56	4.65	9.04	1.40
Preliminary Expenses w/off	0.33	0.05	0.05	0.05
Printing & Stationary	0.40	0.08	-	-
Professional Fees & Legal Expenses	7.34	3.76	5.20	2.54
Rent	3.00	5.25	3.50	-
Rates & taxes	-	-	-	1.15
ROC Expenses	6.66	-	-	-
Repair & Maintenance	1.14	1.97	1.35	0.36
Sitting Fees to Director	0.70	-	-	-
Telephone & Mobile Exp	0.92	0.69	0.42	0.50
Transport	2.93	2.55	-	-
Membership fees	0.15	-	0.19	-
<b>Total</b>	<b>207.84</b>	<b>189.17</b>	<b>293.70</b>	<b>56.61</b>



## Annexure S

## Statement of Accounting Ratios

(Rs. in Lakhs, except per share data)

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
Net Worth (A)	631.39	327.53	129.02	22.23
Net Profit after Tax (B)	131.82	179.52	97.79	12.34
No. of Shares outstanding at the end (C)	48,80,120	22,658	14,070	10,000
Face Value Per share	10	10	10	10
Adjusted Face Value Per share for ratio calculations	10	10	10	10
Weighted average number of shares post effect of bonus issue (D)	57,02,970	48,66,363	48,55,564	48,55,262
Earnings per Share (EPS) (B / D) (Rs.)	2.31	3.69	2.01	0.25
Return on Net Worth (B / A)	20.88%	54.81%	75.80%	55.51%
Net Assets Value per Share (A / D)	11.07	6.73	2.66	0.46

**Definitions of key ratios:**

**I. Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares- outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. In case of a bonus issue, the bonus shares has been added to corresponding year to the extent of reserves available in the corresponding year. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

**II. Return on Net Worth (%):** Net Profit after tax / Net worth as at the end of the year.

**III. Net Asset Value (Rs.):** Net Worth at the end of the year / Weighted Average Number of equity shares.

**IV. Net Profit,** as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

Annexure T  
Capitalization Statement

(Rs. in Lacs)

Particulars	Pre-issue	Post Issue *
<b>Borrowing</b>		
Short - Term Debt	189.02	
Long - Term Debt	177.02	
Total Debt	<b>366.04</b>	
<b>Shareholders' Funds</b>		
Share Capital		
- Equity	488.01	
- Preference	-	
Reserves & Surplus	143.37	
Share Application Money	-	
Less: Deferred Tax Assets	0.76	
Total Shareholder's Funds	<b>632.15</b>	
Short - Term Debt / Shareholders Fund	0.30	
Long - Term Debt / Shareholders Fund	0.28	

\* The Post Issue Capitalization will be determined only after the completion of the allotment of equity shares

Annexure U  
Statement of Details of Related Party Transaction

**List of Related Party, as disclosed by Management:-**

Key Managerial Persons and their Relatives

1. Ekta Seth - Managing Director
2. Prithvi Seth- Whole time Director
3. Tribhuvan Seth- Whole Time Director
4. Praveen Pathania - CFO
5. Vinod Kumar- Company Secretary
6. Renu Kaur- Non-Ex Independent Director
7. Ankur Sharma- Non-Ex Independent Director
8. Ruchi Arora- Non-Ex Non Independent Director
9. Mansi Kapil- Relative of Director
10. Puneet Seth- Relative of Director

Entities in which KMP and Relatives of KMP are Interested

1. Chome Coaters Private Limited
2. Faalcon (Proprietor)

Transaction with Key Managerial Persons and their Relatives

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
<b>Part A : Transaction during the year/period</b>				
<b><u>Borrowings Received:</u></b>				
Ekta Seth	96.44	5.00	-	-
Mansi Kapil Soni	-	-	-	18.00
Tribhuvan Seth	12.25	-	9.50	-
Prithvi Seth	18.00	-	-	-
Ruchi Arora	34.88	-	-	-
<b><u>Job Work</u></b>				
Chrome Coaters Private Limited	48.80	42.37	62.39	-
<b><u>Borrowings Repaid</u></b>				
Mansi Kapil Soni	-	6.11	1.75	10.15
Tribhuvan Seth	-	-	4.00	-
<b><u>Conversion from loan to equity</u></b>				
Tribhuvan Seth	17.74	-	-	-
Ekta Seth	101.42	-	-	-
Prithvi Seth	17.99	-	-	-
Ruchi Arora	34.87	-	-	-
<b><u>Managerial Remuneration</u></b>				
Ekta Seth	9.45	6.94	11.71	5.00
Prithvi Seth	2.47	8.00	0.35	3.50
Tribhuvan Seth	2.77	6.05	-	3.50

<b><u>Sitting Fees</u></b>				
Renu Kaur	0.30	-	-	-
Ankur Sharma	0.15	-	-	-
Ruchi Arora	0.15	-	-	-
Sanjib Singh	0.10	-	-	-
<b><u>Sales:</u></b>				
Faalcon (Proprietor)	-	-	14.00	113.75
<b>Particulars</b>				
	<b>31.10.23</b>	<b>31.03.23</b>	<b>31.03.22</b>	<b>31.03.21</b>
<b><u>Salary paid</u></b>				
Praveen Pathania	7.51	7.10	8.50	3.45
Vinod Kumar	2.70	-	-	-
<b>Closing balances at the end of year / period:</b>				
<b><u>Advances to supplier (Receivable)</u></b>				
Chrome Coaters Private Limited	10.27	10.17	4.83	7.05
<b><u>Long Term Borrowings (Payable)</u></b>				
Ekta Seth	0.02	5.00	-	-
Tribhuvan Seth	0.01	5.50	5.50	-
Mansi Kapil Soni	-	-	6.11	7.85
Ruchi Arora	0.01	-	-	-
Prithvi Seth	0.01	-	-	-
<b><u>Sundry Debtors</u></b>				
Faalcon (Proprietor)	1.47	1.64	132.08	102.37
<b><u>Sitting Fees payable</u></b>				
Renu Kaur	0.07	-	-	-
Ankur Sharma	0.14	-	-	-
Ruchi Arora	0.14	-	-	-
Sanjib Singh	0.09	-	-	-
<b><u>Salary payable</u></b>				
Vinod Kumar	0.50	-	-	-

Annexure V  
Statement of Tax Shelters

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
Profit before tax as per Restated P/L	179.60	239.78	133.33	17.05
Applicable Corporate Tax Rate	26.00%	26.00%	26.00%	26.00%
Minimum Alternative Tax Rate	15.60%	15.60%	15.60%	15.60%
Tax as per Applicable Corporate Tax Rate (A)	46.70	60.51	35.67	4.59
<b>Adjustments</b>				
<u>Permanent differences</u>				
Expenses Disallowed under Income Tax Act, 1961	-	0.76	1.38	0.09
Total Permanent Differences (B)	-	0.76	1.38	0.09
<u>Timing Differences</u>				
Add: Depreciation as per Companies Act, 2013	18.27	7.66	3.33	1.28
Less: Depreciation as per Income Tax Act, 1961	(13.65)	-6.71	-2.95	-1.49
Other Disallowances including U/s 43B	-	-	-	-
Total Timing Differences (C)	4.62	0.95	0.38	-0.21
Net Adjustment (D) = (B+C)	4.62	1.71	1.76	-0.12
Tax Expense/(saving) thereon (E)	1.20	0.45	0.45	-0.03
Tax Payable (F) = (A+E)	47.90	60.95	35.11	4.4
Tax Payable as per MAT rate (G)	28.02	36.3	20.8	2.66
Tax Payable (Higher of F & G)	47.90	60.95	35.11	4.4

			Oct-23	Mar-23		Oct-23	Mar-23				
Ratio Analysis	Numerator	Rs in lakhs	Rs in lakhs	Denominator	Rs in lakhs	Rs in lakhs	31-Oct-23	31-Mar-23	Change in ratio	Reasons	
1	<b>Current Ratio</b>	<b>Current Assets</b> Inventories Trade Receivables Cash and Bank balances Short-term loans and advances & other current Assets	584.55 521.68 37.44 134.51 1,278.17	596.45 266.85 113.99 250.73 1,228.02	<b>Current Liabilities</b> Short-term borrowings Trade payables Other current liabilities Short-term provisions Any other current liabilities	189.02 234.37 101.88 83.24 608.51	133.23 411.97 317.10 45.46 907.76	2.10	1.35	55.27	Due to significant increase in sales during the period, there is increase in trade receivables. Further, Company has reduced its payment cycle therefore there is significant reduction in trade payable.
2	<b>Debt Equity Ratio</b>	<b>Total Liabilities</b> Total Outside Liabilities	366.04	190.58	<b>Shareholder's Equity</b> Total Shareholders Equity	631.39	327.53	0.58	0.58	-0.37	
3	<b>Debt Service Coverage Ratio</b>	<b>Net Operating Income</b> Net Profit after tax + non-cash operating expenses like depreciation and other amortizations + Interest+other adjustments like	168.92	203.48	<b>Debt Service</b> Current Debt Obligation (Interest & Lease payment+ Principal Repayment.	10.20	3.21	16.6	63.3	-73.85	Company has utilised credit facilities such as OD, unsecured loans during the period resulting in higher interest obligations. Therefore, there is an decrease in debt service ratio.
4	<b>Return on Equity Ratio</b>	<b>Profit for the period</b> Net Profit after taxes - preference dividend (if any)	131.82	179.52	<b>Avg. Shareholders Equity</b> (Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	479.46	228.28	0.27	0.79	-65.04	Company has issued fresh shares and has converted the debt into equity during the period.
5	<b>Inventory Turnover Ratio</b>	<b>Cost of Goods sold</b> (Opening Stock + Purchases) - Closing Stock	757.89	804.82	<b>Average Inventory</b> (Opening Stock + Closing Stock)/2	590.50	389.32	1.3	2.1	-37.91	Due to increases in average inventory & decreases in cost of goods sold in the current period
6	<b>Trade Receivables Turnover Ratio</b>	<b>Net Credit Sales</b> Credit Sales	1,246.55	1,315.17	<b>Average Trade Receivables</b> (Beginning Trade Receivables + Ending Trade Receivables) / 2	394.26	322.95	3.2	4.1	-22.36	

<b>7</b>	<b>Trade Payables Turnover Ratio</b>	<b>Total Purchases</b> Annual Net Credit Purchases	745.99	1,219.08	<b>Average Trade Payables</b> (Beginning Trade Payables + Ending Trade Payables) / 2	323	357	2.31	3.42	-32.45	Company has made advance purchases during the period resulting in lower closing trade payables.
<b>8</b>	<b>Net Capital Turnover Ratio</b>	<b>Net Sales</b> Total Sales - Sales Return	1,246.55	1,315.17	<b>Average Working Capital</b> Current Assets - Current Liabilities	669.66	320.26	1.86	4.11	-54.67	Due to increase in capital employed resulting from increases long term borrowing
<b>9</b>	<b>Net Profit Ratio</b>	<b>Net Profit</b> Profit After Tax	131.82	179.52	<b>Net Sales</b> Sales	1,246.55	1,315.17	10.58%	13.65%	-22.52	
<b>10</b>	<b>Return on Capital employed</b>	<b>EBIT</b> Profit before Interest and Taxes	198.42	256.08	<b>Capital Employed *</b>  Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	809.16	384.88	0.25	0.67	-63.14	Due to increase in capital employed resulting from increases long term borrowing



OTHER FINANCIAL INFORMATION

(Rs. in Lakhs, except per share data and number of shares)

Particulars	31.10.23	31.03.23	31.03.22	31.03.21
Net Worth (A)	631.39	327.53	129.02	22.23
Net Profit after Tax (B)	131.82	179.52	97.79	12.34
No. of Shares outstanding at the end (C)	48,80,120	22,658	14,070	10,000
Face Value Per share	10	10	10	10
Adjusted Face Value Per share for ratio calculations	10	10	10	10
Weighted average number of shares post effect of bonus issue (D)	57,02,970	48,66,363	48,55,564	48,55,262
Earnings per Share (EPS) (B / D) (Rs.)	2.31	3.69	2.01	0.25
Return on Net Worth (B / A)	20.88%	54.81%	75.80%	55.51%
Net Assets Value per Share (A / D)	11.07	6.73	2.66	0.46

**Notes:**

*Earnings per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted average number of shares post effect of bonus issue.*

*Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.*

*Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)*

*The figures disclosed above are based on the Restated Financial Statements of the Company.*

## STATEMENT OF FINANCIAL INDEBTEDNESS

Our Company has availed certain loans in the ordinary course of business for the purposes including to meeting its working capital requirements.

Following is a summary of our Company's outstanding borrowings as on October 31, 2023:

### LONG TERM BORROWINGS:

#### STATEMENT OF DETAILS OF SECURED AND UNSECURED LOAN OF LONG-TERM BORROWINGS, AS RESTATED AS ON 31<sup>ST</sup> OCTOBER, 2023

Name of Lender	Type of Loan	Date of Last Sanction / Agreement	Purpose	Sanction Amount (Rs. Lakhs)	Rate of Interest	Securities Offered	Re-Payment	Outstanding as on 31.10.2023
								(Rs. Lakhs)
HDFC Bank	Term Loan	14.01.2022	Business Purpose	20.00	15.75%	Unsecured	36 EMI of INR 70,067	2.05
IIFL Finance Limited	Term Loan	10.03.2023	Business Purpose	20.00	18.50%	Unsecured	36 EMI of INR 72,807	12.98
Clix Capital Services	Term Loan	30.09.2023	Business Purpose	35.13	16.25%	Unsecured	24 EMI of INR 1,72,459	18.98
Kisetsu Saison Finance (India) Private Limited	Term Loan	31.08.2023	Business Purpose	40.80	16.50%	Unsecured	36 EMI of INR 1,44,450	28.32
Bajaj Finance (India) Private Limited	Term Loan	20.07.2023	Business Purpose	30.68	15.75%	Unsecured	36 EMI of INR 1,07,511	20.43
HDFC Bank	Vehicle Loan	30.11.2022	Vehicle	35.85	11.25%	Vehicle	36 EMI of INR 1,17,793	15.39
Bank of India	Vehicle Loan	09.03.2023	Vehicle	20.00	9.10%	Vehicle	84 EMI of INR 32,280	16.58
Fedbank Financial Services Limited	Term Loan	24.09.2023	Business Purpose	30.10	16.50%	Unsecured	36 EMI of INR 1,06,567	21.66
Aditya Birla Finance Limited	Virtual Dropline Overdraft	27.09.2023	Business Purpose	35.00	16.75%	Unsecured	36 EMI of INR 1,25,350	26.09



Name of Lender	Type of Loan	Date of Last Sanction / Agreement	Purpose	Sanction Amount (Rs. Lakhs)	Rate of Interest	Securities Offered	Re-Payment	Outstanding as on 31.10.2023
								(Rs. Lakhs)
Tata Capital Financial Services Limited	Virtual Dropline Overdraft	27.10.2023	Business Purpose	20.10	17.00%	Unsecured	36 EMI of INR 71,662	14.49
Ekta Seth	Term Loan	20.02.2023	Business Purpose (Working Capital)	101.44	Nil	Unsecured	10 Years	0.02
Tribhuvan Seth	Term Loan	09.03.2023	Business Purpose (Working Capital)	17.75	Nil	Unsecured	10 Years	0.01
Prithvi Seth	Term Loan	03.07.2023	Business Purpose (Working Capital)	18.00	Nil	Unsecured	10 Years	0.01
Ruchi Arora	Term Loan	01.08.2023	Business Purpose (Working Capital)	34.88	Nil	Unsecured	10 Years	0.01

**SHORT TERM BORROWINGS:**

**STATEMENT OF DETAILS OF SECURED AND UNSECURED LOAN OF SHORT-TERM BORROWINGS, AS RESTATED AS ON 31<sup>ST</sup> OCTOBER, 2023**

Name of Lender	Type of Loan	Date of Last Sanction / Agreement	Purpose	Sanction Amount (Rs. Lakhs)	Rate of Interest	Securities Offered	Re-Payment	Outstanding as on 31.10.2023
								(Rs. Lakhs)
HDFC Bank	Working Capital	18.07.2022	Medium Term Working Capital for Business Purpose	100	8.25%	Hypothecation of Stock & Book Debts	Not Defined	100.52
IDFC First Bank	Overdraft	25.09.2023	Business Purpose	35.7	16.60%	Unsecured	Not Defined	1.21
IIFL Finance Limited	Term Loan	10.03.2023	Business Purpose	20.00	18.50%	Unsecured	36 EMI of INR 72,807	5.74
Clix Capital Services	Term Loan	30.09.2023	Business Purpose	35.13	16.25%	Unsecured	24 EMI of INR 1,72,459	16.15



Name of Lender	Type of Loan	Date of Last Sanction / Agreement	Purpose	Sanction Amount (Rs. Lakhs)	Rate of Interest	Securities Offered	Re-Payment	Outstanding as on 31.10.2023
								(Rs. Lakhs)
Kisetsu Saison Finance (India) Private Limited	Term Loan	31.08.2023	Business Purpose	40.80	16.50%	Unsecured	36 EMI of INR 1,44,450	11.60
HDFC Bank	Vehicle Loan	30.11.2022	Vehicle	35.85	11.25%	Vehicle	36 EMI of INR 1,17,793	11.68
Bank of India	Vehicle Loan	09.03.2023	Vehicle	20	9.10%	Vehicle	84 EMI of INR 32,280	2.26
HDFC Bank	Term Loan	14.01.2022	Business Purpose	20	15.75%	Unsecured	36 EMI of INR 70,067	7.44
Bajaj Finance (India) Private Limited	Term Loan	20.07.2023	Business Purpose	30.68	15.75%	Unsecured	36 EMI of INR 1,07,511	8.91
Fedbank Financial Services Limited	Term Loan	24.09.2023	Business Purpose	30.10	16.50%	Unsecured	36 EMI of INR 1,06,567	8.44
Aditya Birla Finance Limited	Virtual Dropline Overdraft	27.09.2023	Business Purpose	35.00	16.75%	Unsecured	36 EMI of INR 1,25,350	9.46
Tata Capital Financial Services Limited	Virtual Dropline Overdraft	27.10.2023	Business Purpose	20.10	17.00%	Unsecured	36 EMI of INR 71,662	5.61

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Draft Prospectus. You should also read the section entitled "Risk Factors" beginning on page 27, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our consolidated restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.*

*The financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our peer review auditors report which is included in this Draft Prospectus under the section titled "Restated Financial Information" beginning on page 156 of this Draft Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 27 and 17 respectively, and elsewhere in this Draft Prospectus. Accordingly, the degree to which the financial statements in this Draft Prospectus will provide meaningful information depend entirely on such potential investor's level of familiarity with Indian accounting practices. Please also refer to section titled "Presentation of Financial, Industry and Market data" beginning on page 15 of this Draft Prospectus.*

### **Business Overview**

Incorporated in 2018, our Company, "Faalcon Concepts Limited" is engaged in designing, engineering, fabrication and installation of façade systems. We believe in offering solutions to our customers with respect to their requirement of façade installation in complex projects. We specialise in technically demanding facades. We offer various range of products to meet the demands of our customers. Over the years, we have developed a name for ourselves among our customers.

Our Company was originally incorporated at Haryana as "Faalcon Concepts Private Limited" on 24<sup>th</sup> May, 2018 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Faalcon Concepts Limited" vide fresh certificate of incorporation dated 25<sup>th</sup> May, 2023 issued by the Registrar of Companies, Delhi.

Our Company is promoted by Mrs. Ekta Seth, Mr. Tribhuvan Seth and Mr. Prithvi Seth. Our promoters are the guiding force behind the strategic decisions of our Company and under their guidance we have been able to successfully execute our business strategies over the years. It is the vision of our Promoters to be a globally recognised and respected innovative structure enveloping solution providers.

Our product basket ranges from glazing /curtain walls, high end aluminium doors & windows, skylights, canopies, frameless glazing, MS structures, stone cladding, metal cladding, roofing & others. We believe in offering facades which are resistant against UV rays, acidic rain, dust, noise and others. The registered office of our Company is situated at Gurugram, Haryana.

We have catered to our customers base in various states such as Haryana, Uttar Pradesh, Rajasthan, Madhya Pradesh, Karnataka, Gujrat, Punjab and Delhi.

Our Company is accredited with Federation of Indian Export Organisations (FIEO) as Merchant Exporter with IEC number, we export the façade related material such as Glass, Aluminium, Aluminium Composite Panel (ACP), High Pressure Laminate (HPL), Silicon and Fasteners to our foreign clients situated at TOGO West Africa, GHANA West Africa.

We have completed a varied variety of projects for Schools, financial institutions, hospitality installations, corporate buildings, and luxury houses with success. Our clients are spread across India and the world, in communities from various states. Our team is totally responsible to produce a comprehensive turnkey package with all project specifics from the original design phase to the final installation for any commercial or residential facade project. We have offered our services for varied type of facade projects including residential buildings, commercial complexes, schools, parks etc. Our recognised list of clients include ESpirt Techno Consultant Pvt. Ltd, Galaxy Magnum Infra Height Limited, Babbar Films, Maconn's Infra Pvt. Ltd, Silvers Stone Regency Pvt. Ltd., St Xavier School Gurgaon High School etc. among others. We have also developed relations with some of the recognised suppliers in our industry to fulfil our raw material supplies. Our Company has been ISO 9001: 2015 certified for developing Building façade. We believe in gaining customer satisfaction through process enhancements and constant innovation in our services.

For details about Business Overview, please refer chapter titled "Our Business" on page 106 of this Draft Prospectus.

**Key Performance Indicators of our Company:**  
**Financials KPIs of our Company**

(Amount in Lakhs, except for percentage)

Particulars	For the Period ended on			
	31.10.2023	31.03. 2023	31.03. 2022	31.03. 2021
Revenue from operations	1,246.55	1,315.17	1,840.80	502.18
Growth in Revenue from Operations (%)	-	-28.55%	266.56%	-
Total Income	1,249.11	1,324.81	1,852.93	502.21
EBITDA(1)	214.13	254.10	128.37	19.04
EBITDA margin (%)	17.18%	19.32%	6.97%	3.79%
PAT	131.82	179.52	97.79	12.34
PAT Margin (%)	10.57%	13.65%	5.31%	2.46%
ROE (%)	27.49%	78.64%	129.31%	-
ROCE (%)	26.18%	71.75%	102.90%	-
EPS (Basic & Diluted)	2.31	3.69	2.01	0.25

Source: The Figure has been certified by our Peer review auditors M/s. Sharma Sharma & Co.; Chartered Accountants vide their certificate dated 8<sup>st</sup> December, 2023.

**Notes:**

- ix. Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- x. 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.
- xi. EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses minus other Income.
- xii. EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- xiii. Profit After Tax Means Profit for the period/year as appearing in the Restated Financial Statements.
- xiv. PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.



- xv. *RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.*
- xvi. *RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes divided by average capital employed. Capital Employed includes Equity Shares, Reserves and surplus, deferred tax liability, Long-Term Borrowing, Short-Term Borrowing and Deferred Tax Liability/(Asset).*

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR**

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

### **FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factors" beginning on page 27 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Covid 19 Pandemic;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in consumer demand;
- Failure to successfully upgrade our product portfolio, from time to time;
- Any change in government policies resulting in increases in taxes payable by us; Our ability to retain our key managements persons and other employees;
- Our failure to keep pace with rapid changes in technology; Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Company's ability to successfully implement its growth strategy and expansion plans;
- Global distress due to pandemic, war or by any other reason;
- The occurrence of natural disasters or calamities;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;

### **DISCUSSION ON RESULT OF OPERATION**

The following discussion on result of operations should be read in conjunction with the restated financial statements of our Company for the seven months ended 31<sup>st</sup> October, 2023 and Financial Years ended March 31, 2023, 2022 and 2021.

### **SUMMARY OF MAJOR ITEMS OF INCOME AND EXPENDITURE**

#### **Revenues:**

#### **Income from operations:**

Our principal component of revenue from operations. Revenue from operations include income from façade business.

*Our revenue from operations as a percentage of total revenue is as follows:*

Particulars	(Rs. In Lakhs)			
	31.10.23	31.03.23	31.03.22	31.03.21
Revenue from Operations	1,246.55	1,315.17	1,840.80	502.18
<i>As a % of Total Revenue</i>	99.80%	99.27%	99.35%	99.99%



### Other Income:

Our other income mainly includes Interest income and discount received.

Particulars	(Rs. In Lakhs)			
	31.10.23	31.03.23	31.03.22	31.03.21
Other Income	2.56	9.64	12.13	0.03
<i>As a % of Total Revenue</i>	<i>0.20%</i>	<i>0.73%</i>	<i>0.65%</i>	<i>0.01%</i>

### Expenditure:

Our total expenditure primarily consists of Cost of Material, Employee benefit expenses, Operating and Other Expenses, finance cost, depreciation.

#### Employee benefits expense

Our employee benefits expense primarily comprise of salaries and wages expenses and staff welfare expenses.

#### Depreciation & Amortization

Depreciation includes depreciation on tangible assets like furniture & fixtures, computers and office equipment.

#### Other Expenses

Other expenses include the following:

- Operating expenses like job work expense, Fabrication expenses, Site expense, Shipping line expenses etc.
- General expenses like insurance, Audit and professional fees etc.
- Administrative and other expenses such as travelling, conveyance expenses, etc.

### Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Particulars	(Rs. In Lakhs)			
	31.10.23	31.03.23	31.03.22	31.03.21
Revenue from Operations	1,246.55	1,315.17	1,840.80	502.18
<i>As a % of Total Revenue</i>	<i>99.80%</i>	<i>99.27%</i>	<i>99.35%</i>	<i>99.99%</i>
Other Income	2.56	9.64	12.13	0.03
<i>As a % of Total Revenue</i>	<i>0.20%</i>	<i>0.73%</i>	<i>0.65%</i>	<i>0.01%</i>
<b>Total Income (A)</b>	<b>1,249.11</b>	<b>1,324.81</b>	<b>1,852.93</b>	<b>502.21</b>
<b>Expenditure</b>				
Purchase of materials	745.99	1,219.08	1,336.62	402.96
<i>As a % of Total Revenue</i>	<i>59.72%</i>	<i>92.02%</i>	<i>72.14%</i>	<i>80.24%</i>
Changes in Inventories of stock in trade	11.90	(414.27)	25.88	(45.22)
Employee Benefit Expenses	66.68	67.09	56.23	68.81
<i>As a % of Total Revenue</i>	<i>5.34%</i>	<i>5.06%</i>	<i>3.03%</i>	<i>13.70%</i>
Finance Cost	18.82	16.30	3.84	0.74
<i>As a % of Total Revenue</i>	<i>1.51%</i>	<i>1.23%</i>	<i>0.21%</i>	<i>0.15%</i>



Particulars	31.10.23	31.03.23	31.03.22	31.03.21
Operational and Other Expenses	207.84	189.17	293.70	56.61
<i>As a % of Total Revenue</i>	16.64%	14.28%	15.85%	11.27%
Depreciation and Amortization Charges	18.27	7.66	3.33	1.28
<i>As a % of Total Revenue</i>	1.46%	0.58%	0.18%	0.25%
<b>Total Expenditure (B)</b>	<b>1,069.51</b>	<b>1,085.03</b>	<b>1,719.60</b>	<b>485.16</b>
<i>As a % of Total Revenue</i>	85.62%	81.90%	92.80%	96.60%
Profit before exceptional and extraordinary items and tax (C=A-B)	<b>179.60</b>	<b>239.78</b>	<b>133.33</b>	<b>17.05</b>
<i>As a % of Total Revenue</i>	14.38%	18.10%	7.20%	3.40%
<b>Exceptional items (D)</b>	-	-	-	-
<b>Profit before extraordinary items and tax (E=C-D)</b>	<b>179.60</b>	<b>239.78</b>	<b>133.33</b>	<b>17.05</b>
<i>As a % of Total Revenue</i>	14.38%	18.10%	7.20%	3.40%
<b>Extraordinary items (F)</b>	-	-	-	-
<b>Net Profit before Tax (G=E-F)</b>	<b>179.60</b>	<b>239.78</b>	<b>133.33</b>	<b>17.05</b>
<i>As a % of Total Revenue</i>	14.38%	18.10%	7.20%	3.40%
Less: Provision for Taxes (H)				
Current Tax	46.70	60.51	35.67	4.59
Deferred Tax	(1.08)	0.25	(0.13)	0.13
Earlier Tax	0.00	0.00	0.00	0.00
<b>Profit (Loss) for the period (G-H)</b>	<b>131.82</b>	<b>179.52</b>	<b>97.79</b>	<b>12.34</b>
<i>As a % of Total Revenue</i>	10.55%	13.55%	5.28%	2.46%

#### PERIOD ENDED TILL OCTOBER 31, 2023

The total revenue was Rs. 1,249.11 lakhs for period ended October 31, 2023.

#### Revenue from Operations

Our revenue from operations was Rs. 1,246.55 lakhs which was about 99.80% of the total revenue for the period of seven months ended October 31, 2023. The revenue from operations consisted of revenue from installation of façade systems at our various ongoing project sites at Haryana, Noida and other states etc. We have executed commercial projects and projects for school industry during this period.

#### Other Income

Our other income was Rs. 2.56 lakhs which is 0.20% of our total revenue. Our other income comprised of income from interest on deposits; discounts, foreign exchange fluctuation gain and others miscellaneous income.

#### Total Expenses

Our total expenditure primarily consists of cost of purchase of material, changes in inventories of work in progress, finance cost, employee benefit expenses, depreciation and operational & other expenses.

#### Purchases of Material

Our costs of purchase of material amounted to Rs. 745.99 lakhs which was 59.72% of our total revenue for the seven months ended October 31, 2023. It consisted of costs of raw materials. Our raw material expenditure mainly consists of cost of consumption of glass, ACP, aluminum profiles, sealant, GI sheet, mild steel, gasket & hardwares, etc. required in our façade process.

#### **Changes in inventories:**

Our changes in inventories amounted to Rs. 11.90 lakhs which was 0.95% of our total revenue for the seven months ended October 31, 2023. This was due to lower level of work in progress inventory maintained at our end.

#### **Employee benefits expense**

Our employee benefits expense was Rs. 66.68 lakhs which is 5.34% of our total revenue for the period ended October 31, 2023 and primarily comprise of director's remuneration, salaries and wages, staff welfare expense.

#### **Finance Costs**

Our finance costs were Rs. 18.82 lakhs which is 1.51% of our total revenue for the period ended October 31, 2023 and mainly includes interest on bank borrowings, other interest charges and other charges.

#### **Depreciation**

Depreciation expenses was Rs. 18.27 lakhs which is 1.46% of our total revenue for the period ended October 31, 2023 and mainly includes depreciation on tangible assets like plant and machinery, vehicles, etc.

#### **Operational and Other Expenses**

Other expenses were Rs. 207.84 lakhs which is 16.64% of our total revenue for the period ended October 31, 2023 which mainly includes administrative and selling expenses such as conveyance and travelling expenses, rent & maintenance expenses, miscellaneous expenses, legal & professional fees and other expenses.

#### **Profit before tax**

Our Profit before tax was Rs. 179.60 lakhs which is 14.38% of our total revenue for the period of seven months ended October 31, 2023. The increase in our profit was attributed to increase in revenue from existing business operations.

#### **Taxation expense**

Our taxation expense for the period ended October 31, 2023 was Rs. 47.78 lakhs which is 3.82% of our total revenue for the seven months ended October 31, 2023. It comprised of current taxation of Rs. 46.70 lakhs and deferred tax of Rs. 1.08 lakhs.

Net profit after tax was Rs. 131.82 lakhs which is 10.55% of our total revenue for the period of seven months ended October 31, 2023 which is in line with increase in revenue from business operations.

#### **COMPARISON OF FY 2022-23 WITH FY 2021-22:**

##### **Total Revenue**

Our total revenue decreased by 28.50% to Rs. 1,324.81 lakhs for the financial year 2022-23 from Rs. 1,852.93 lakhs for the financial year 2021-22 due to the factors described below:

##### **Revenue from operations**

Our revenue from operations decreased by 28.55% to Rs. 1,315.17 lakhs for the financial year 2022-23 from Rs. 1,840.80 lakhs for the financial year 2021-22. The decrease was mainly due to decrease in our business operations due to delay in execution in our existing works contracts including exports of façade material.

Exports of our company decreased from Rs. 502.31 Lakhs during the financial year 2021-22 to Rs. 31.94 Lakhs during the financial year 2022-23.

#### **Other Income**

Our other income decreased by 20.50% to Rs. 9.64 lakhs for the financial year 2022-23 from Rs. 12.13 lakhs for the financial year 2021-22. This was mainly due to decrease in interest income, Discount and foreign exchange fluctuation gain.

#### **Total Expenses**

Our total expenses decreased by 36.90% to Rs. 1,085.03 lakhs for the financial year 2022-23 from Rs. 1,719.60 lakhs for the financial year 2021-22, due to the factors described below:

#### **Purchases of material:**

Our costs of purchase of material decreased by 8.79% to Rs. 1,219.08 lakhs in FY 2022-23 from Rs. 1,336.62 lakhs in FY 2021-22. The decrease in material consumption was due to decrease in our business operations.

#### **Changes in inventories:**

Our changes in inventories were decreased by (1700.73)% to Rs. (414.27) lakhs for the financial year 2022-23 from Rs. 25.88 lakhs for the financial year 2021-22. This was due to higher level of work in progress inventory maintained at our end.

#### **Employee benefits expenses:**

Our employee benefit expenses increased by 19.31% to Rs. 67.09 lakhs for the financial year 2022-23 from Rs. 56.23 lakhs for the financial year 2021-22. The increase was mainly due to increase in salaries & incentives, directors remuneration, staff welfare expenses. Increase in our salary & wages was mainly due to increase in number of employees as well as increase in salaries and wages of employees.

#### **Finance costs:**

Our finance costs increased by 324.05% to Rs. 16.30 lakhs for the financial year 2022-23 from Rs. 3.84 lakhs for the financial year 2021-22. The increase was mainly on account of increase in borrowings. Increase in interest expense was primarily due to higher utilization of our borrowings.

#### **Depreciation and amortisation expense:**

Our depreciation and amortization expense increased by 130.38% to Rs. 7.66 lakhs for the financial year 2022-23 from Rs. 3.33 lakhs for the financial year 2021-22. This is due to increase in Fixed assets.

#### **Operational and Other expenses:**

Our Operational and other expenses decreased by 35.59% to Rs. 189.17 lakhs for the financial year 2022-23 from Rs. 293.70 lakhs for the financial year 2021-22. The decrease is in line with decrease in business operations during the financial year 2022-23. The decrease was mainly due to decrease in Freight & Cartage charges, shipping charges and other operational & Other expenses.

#### **Profit before tax:**

Our profit before tax increased by 79.84% to Rs. 239.78 lakhs for the financial year 2022-23 from Rs. 133.33 lakhs for the financial year 2021-22. The increase was mainly attributed to execution of certain premium contracts with better margins, optimum utilization of resources. Our other expenses also decreased due to

decrease in Freight & Cartage charges, shipping charges and other operational & Other expenses which resulted in increase in profits.

**Tax expenses:**

Our tax expenses increased by 69.57% to Rs. 60.26 lakhs for the financial year 2022-23 from Rs. 35.54 lakhs for the financial year 2021-22 which was due to increase in current tax expense by Rs. 24.72 lakhs. This is in line with increase in profits.

**Net profit after tax:**

Our profit after tax increased by 83.57% to Rs. 179.52 lakhs for the financial year 2022-23 from Rs. 97.79 lakhs for the financial year 2021- 22 due to reasons mentioned above.

**COMPARISON OF FY 2021-22 WITH FY 2020-21:**

**Total Revenue**

Our total revenue increased by 268.95% to Rs. 1,852.93 lakhs for the financial year 2021-22 from Rs. 502.21 lakhs for the financial year 2020-21 due to the factors described below:

**Revenue from operations**

Our revenue from operations increased by 266.56% to Rs. 1,840.80 lakhs for the financial year 2021-22 from Rs. 502.18 lakhs for the financial year 2020-21. The increase was mainly due to increase in our business operations due to advancement in execution in our existing works contracts and obtaining of new contracts.

**Other Income**

Our other income increased by 38,273.10% to Rs. 12.13 lakhs for the financial year 2021-22 from Rs. 0.03 lakhs for the financial year 2020-21. This was mainly due to receipt of interest on income on deposits, foreign exchange fluctuation gain, Discount received.

**Total Expenses**

Our total expenses increased by 254.44% to Rs. 1,719.60 lakhs for the financial year 2021-22 from Rs. 485.16 lakhs for the financial year 2020-21, due to the factors described below:

**Purchases of Material:**

Our costs of purchase of material increased by 231.70% from Rs. 402.96 lakhs in FY 2020-21 to Rs. 1,336.62 lakhs in FY 2021-22. The increase in raw material consumption was due to increase in our business operations.

**Changes in inventories:**

Our changes in inventories was decreased by (157.23)% to Rs. 25.88 lakhs for the financial year 2021-22 from Rs. (45.22) lakhs for the financial year 2020-21. This was due to lower level of work in progress inventory maintained at our end.

**Employee benefits expenses:**

Our employee benefit expenses decreased by 18.28% to Rs. 56.23 lakhs for the financial year 2021-22 from Rs. 68.81 lakhs for the financial year 2020-21. The decrease was mainly due to decrease in salaries, staff welfare expenses. Decrease in our salary & wages was mainly due to decrease in salaries and wages of employees.

**Finance costs:**

Our finance costs increased by 420.99% to Rs. 3.84 lakhs for the financial year 2021-22 from Rs. 0.74 lakhs for the financial year 2020-21. The increase was mainly on account of increase in interest expense. Increase in interest expense was primarily due to higher utilization of our borrowings.

**Depreciation and amortisation expense:**

Our depreciation and amortization expense increased by 160.56% to Rs. 3.33 lakhs for the financial year 2021-22 from Rs. 1.28 lakhs for the financial year 2020-21. The increase is due to increase in fixed assets.

**Operational and Other expenses:**

Our Operational and other expenses increased by 418.83% to Rs. 293.70 lakhs for the financial year 2021-22 from Rs. 56.61 lakhs for the financial year 2020-21. The increase was mainly due to increase in Job work expenses, Freight & Cartage expenses, Fabrication charges, Site expenses and shipping charges which are in line with increase in business operations.

**Profit before tax:**

Our profit before tax increased by 681.95% to Rs. 133.33 lakhs for the financial year 2021-22 from Rs. 17.05 lakhs for the financial year 2020-21. The increase was mainly due to increase in our business operations.

**Tax expenses:**

Our tax expenses increased by 653.91% to Rs. 35.54 lakhs for the financial year 2021-22 from Rs. 4.71 lakhs for the financial year 2020-21 which was due to increase in current tax expense by Rs. 30.82 lakhs. This is in line with increase in profits.

**Net profit after tax:**

Our profit after tax increased by 692.67% to Rs. 97.79 lakhs for the financial year 2021-22 from Rs. 12.34 lakhs for the financial year 2020-21 due to reasons mentioned above.

**CASH FLOWS**

**As per Restated Financial Statements**

The table below is our cash flows for the period ended October 31, 2023 and for the financial years March 31, 2023, 2022 and 2021:

Particulars	(Amount in Rs. Lakhs)			
	31.10.2023	31.03.2023	31.03.2022	31.03.2021
Net Cash Flow from Operating Activities (A)	(317.61)	15.40	(52.96)	32.42
Net Cash Flow from Investing Activities (B)	(93.02)	(49.09)	1.95	(8.27)
Net Cash Flow from Financing Activities (C)	334.08	130.30	24.32	19.12
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>(76.55)</b>	<b>96.61</b>	<b>(26.69)</b>	<b>43.27</b>
<b>Cash and cash equivalents at the beginning of the year / Period</b>	<b>113.99</b>	<b>17.38</b>	<b>44.07</b>	<b>0.81</b>
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>37.44</b>	<b>113.99</b>	<b>17.38</b>	<b>44.07</b>

**Cash Flows from Operating Activities**

*For the period ended October 31, 2023*

Net cash inflow from operating activities for the period ended October 31, 2023 was Rs. (317.61) lakhs. Our operating profit before working capital changes was Rs. 211.12 Lakhs, which was primarily adjusted by

increase in debtors, decrease in inventory & short-term loans and advances, and decrease in current liabilities and trade payables.

*For the year ended March 31, 2023*

Net cash inflow from operating activities for the year ended March 31, 2023 was Rs. 15.40 lakhs. Our operating profit before working capital changes was Rs. 259.34 Lakhs, which was primarily adjusted by decrease in debtors, increase in inventory & decrease short-term loans and advances, and decrease in current liabilities and increase in trade payables.

*For the year ended March 31, 2022*

Net cash inflow from operating activities for the year ended March 31, 2022 was Rs. (52.96) lakhs. Our operating profit before working capital changes was Rs. 128.01 Lakhs, which was primarily adjusted by increase in debtors, decrease in inventory & increase short-term & long terms loans and advances, and increase in current liabilities and increase in trade payables.

*For the year ended March 31, 2021*

Net cash inflow from operating activities for the year ended March 31, 2021 was Rs. 32.42 lakhs. Our operating profit before working capital changes was Rs. 18.30 Lakhs, which was primarily adjusted by increase in debtors, increase in inventory & decrease short-term loans and advances, and increase in current liabilities and increase in trade payables.

#### **Cash Flows from Investment Activities**

*for the period ended October 31, 2023*

Net cash flow used in investing activities for the period ended October 31, 2023, was Rs. (93.02) lakhs. This was primarily on account of purchase of fixed assets.

*for the year ended March 31, 2023*

Net cash flow used in investing activities for the year ended March 31, 2023, was Rs. (49.09) lakhs. This was primarily on account of purchase of fixed assets and increase in fixed deposit.

*for the year ended March 31, 2022*

Net cash flow used in investing activities for the year ended March 31, 2022, was Rs. 1.95 lakhs. This was primarily on account of increase in Interest which is also offset by purchase of fixed assets.

*for the year ended March 31, 2021*

Net cash flow used in investing activities for the year ended March 31, 2021, was Rs. (8.27) lakhs. This was primarily on account of purchase of fixed assets.

#### **Cash Flows from Financing Activities**

*for the period ended October 31, 2023*

Net cash inflow from financing activities for the period ended October 31, 2023, was Rs. 334.08 lakhs which is majorly due to inflow of funds in the Company by way of issue of fresh shares and increase in borrowings.



*for the year ended March 31, 2023*

Net cash inflow from financing activities for the year ended March 31, 2023, was Rs. 130.30 lakhs which is majorly due to inflow of funds in the Company by way of issue of fresh shares and increase in borrowings.

*for the year ended March 31, 2022*

Net cash inflow from financing activities for the year ended March 31, 2022, was Rs. 24.32 lakhs which is majorly due to inflow of funds in the Company by way of issue of fresh shares and increase in borrowings.

*for the year ended March 31, 2021*

Net cash inflow from financing activities for the year ended March 31, 2021, was Rs. 19.12 lakhs which is majorly due to inflow of funds in the Company by way of issue increase in borrowings.

**Related Party Transactions**

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relate to remuneration & loan. For further details of related parties kindly refer chapter titled "Financial Statements" beginning on page 156 of this Draft Prospectus.

**Off-Balance Sheet Items**

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

**OTHER MATTERS**

**Unusual or infrequent events or transactions**

There are no transactions or events, which in our best judgement, would be considered unusual or infrequent that have significantly affected operations of the Company.

**Significant economic changes that materially affected or are likely to affect income from continuing operations**

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

**Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as disclosed in the section titled "Risk Factors" beginning on page 27 of this Draft Prospectus to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**Future changes in relationship between costs and revenues in case of events such as future increase in labour or material cost or prices that will cause material change.**

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the goods in which the Company deals, will affect the profitability of the Company. Further, the Company may not be

able to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

**The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices**

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

**Total turnover of each major industry segment in which the issuer company operates.**

The Company is operating one business vertical i.e. facade. Relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page 89 of this Draft Prospectus.

**Status of any publicly announced new products/projects or business segments**

Our Company has not announced any new projects or business segments, other than disclosed in the Draft Prospectus.

**The extent to which the business is seasonal**

Our business and operations may be affected by seasonal factors. In particular, the monsoon season in the second quarter of each Fiscal may restrict our ability to carry on activities related to our projects and fully utilize our resources. For further details please refer to the chapter titled "Risk Factors" beginning on page 27 of the Draft Prospectus.

**Any significant dependence on a single or few suppliers or customers**

The % of Contribution of our Company's customer and supplier vis a vis the total revenue from operations and raw materials/ finished goods cost respectively for the period ended on October 31, 2023 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	65.29%	59.64%
Top 10 (%)	85.29%	72.26%

**Competitive Conditions**

We have competition with Indian and international competitors and our results of operations could be affected by competition in the facade industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "Risk Factors" beginning on page 27 of this Draft Prospectus.

**CAPITALIZATION STATEMENT**  
**BASED ON RESTATED FINANCIAL STATEMENTS**

Capitalisation Statement as at October 31, 2023

(Amount in Rs. Lakhs)

Particulars	Pre-issue	Post Issue *
<b>Borrowing</b>		
Short - Term Debt	189.02	
Long - Term Debt	177.02	
Total Debt	<b>366.04</b>	
<b>Shareholders' Funds</b>		
Share Capital		
- Equity	488.01	
- Preference	-	
Reserves & Surplus	143.37	
Share Application Money	-	
Less: Deferred Tax Assets	0.76	
Total Shareholder's Funds	<b>632.15</b>	
Short - Term Debt / Shareholders Fund	0.30	
Long - Term Debt / Shareholders Fund	0.28	

\* The Post Issue Capitalization will be determined only after the completion of the allotment of equity shares.

*Note: The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at October 31, 2023.*

## SECTION VIII - 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 Promoters in the last five financial years, including any outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors, Promoters and Group Company.

Our Board, in its meeting held on October 5, 2023, determined that outstanding material litigation. Involving the Company if: (a) the aggregate amount involved, in such individual litigation exceeds 5% of the revenue of our Company as per the audited financial statements, or (b) litigations whose outcome could have a material impact on the business, operations, prospects or reputations of the Company and the Board or any of its committees shall have the power and authority to determine the suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committee will be considered as material litigation ("Material Litigation").

Our Board of Directors considers dues owed by our Company to a single creditor/trade payable exceeding 5% of the Company's revenue from operations for the last audited financial statements shall be considered as material dues for the Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on October 5, 2023. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("MSME"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.

Our Company, Directors, Promoters are not Wilful Defaulters or Fraudulent Borrowers and there have been no violations of securities laws in the past or pending against them.

#### I. CONTINGENT LIABILITIES OF OUR COMPANY

Except the following our Company has no Contingent Liability as on October 31, 2023:

		Amount (in Lakhs)
SI No.	Particulars	Amount
1.	Income Tax Demand/Notices before CIT Appeals/TDS	Nil
2.	Bank Guarantee/Corporate Guarantee	Nil
<b>Total</b>		<b>Nil</b>

#### II. LITIGATION INVOLVING OUR COMPANY

##### A. CASES FILED AGAINST THE COMPANY

###### 1. Litigation Involving Criminal Law

Nil

###### 2. Litigation Involving Tax Liabilities

Nil

###### 3. Litigation Involving Actions by Statutory/Regulatory Authorities

Nil

###### 4. Disciplinary action taken including penalty imposed by SEBI or stock exchanges in the last five financial years including any outstanding action.

Nil

5. Other Pending Litigations (as per policy of materiality approved by the Board of Directors of the company)

*Case filed under CPC (Civil)*

A case no Civil Suit (COMM) 442/2021 has been filed against our Company by M/s. Punjab Plywood Industries (hereinafter referred as the "PPI") on 09.10.2021 before District Court of Delhi for recovery of amount against the purchase via invoices No. PPI/19-20/703 dated 18.01.2020 for Rs. 8,84,980 (Rupees Eight Lakhs Eighty Four Thousand Nine Hundred and Eighty only) and invoice No. PPI/19-20/720 dated 18.02.2020 for Rs. 91,448 (Rupees Ninety One Thousand Four Hundred Forty Eight only) making total worth of Rs. 9,76,428 (Rupees Nine Lakhs Seventy Six thousand Four Hundred Twenty Eight only). The PPI has allegedly accusing our Company for non- payment of Rs. 12,41,314 (Rupees Twelve Lakhs Forty-One Thousand Three Hundred Fourteen Only) including interest @ 36%.

In November 2019, M/s. Alexia Panel (hereinafter referred as the „Alexia“) a sister concern of the PPI which manufactures Aluminum Composite Panels (hereinafter referred as the „ACP“) has supplied ACP to our company through the purchase order dated 15.11.2019 of Rs. 17,45,879 (Rupees Seventeen Lakhs Forty Five Thousand Eight Hundred Seventy-Nine Only) which was later on dated 26.02.2020 returned to the Alexia due to substandard material quality.

Later, Alexia due to non-availability of funds towards salary payment to its employees in the grab of Covid-19 pandemic, requested our Company to transfer an advance amount with an assurance by Mr. Sumit Bansal (the Sole Proprietor of "PPI" and "Alexia") to Alexia"s Account stating that both Alexia and PPI accounts were handled by Mr. Bansal and the said advance amount will be adjusted in future purchase order. As requested, advance amount was transferred into Alexia of Rs. 6,30,158 (Rupees Six Lakhs Thirty Thousand One Hundred Fifty Eight only) on 23.01.2020 and 20.02.2020 and later to PPI of Rs. 1,00,000 (Rupees One Lakh Only) on 30.09.2020 respectively. Our Company without knowing the malafide intension transferred the advance amount, however Alexia neither adjusted the advance amount paid to Alexia with the purchase order with PPI as assured by it nor mentioned the same in the recovery suit. The Alexia allegedly delivered substandard material after showing quality material in sample, also due to the substandard material quality provided by the Alexia our Company had a huge loss in the business. Our Company has also filed a written statement against the recovery suit. The next date of hearing is on 20.01.2024.

The matter is currently pending before the Hon'ble Court.

**B. CASES FILED BY THE COMPANY**

1. Litigation Involving Criminal Laws

Nil

2. Litigation Involving Tax Liabilities

Nil

3. Other Pending Litigations (as per policy of materiality approved by the Board of Directors of the company)

Nil

### III. OUTSTANDING LITIGATION RELATING TO OUR PROMOTER

#### A. CASES FILED AGAINST OUR PROMOTER

1. Litigation Involving Criminal Laws

Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities

Nil

3. Litigation involving Tax Liabilities

- a. Except the following, our Promoter has not received any demand notices from the Income Tax Authority:

Amount (in Rupees)							
Sl No.	Name of the Director	Section Code	Date of demand Raised	Demand Reference No.	Assessment Year	Accrued Interest	Outstanding Demand Amount
1.	Ekta Seth	U/s 143(1)(a)	02.06.2023	2023202237155963104T	2022	18	-
<b>Total</b>						<b>18</b>	

*Please Note: The above-mentioned interest amount has been paid by the promoter as on 02.12.2023, however the amount still showing on the Income Tax website also Ms. Ekta Seth, Promoter & Director of our Company has not filled ITR for FY 2022-2023 as on filing this Draft Prospectus.*

Amount (in Rupees)							
Sl No.	Section Code	Date of demand Raised	Demand Reference No.	Assessment Year	Accrued Interest	Outstanding Demand Amount	
<b>Prithvi Seth</b>							
1.	U/s 143(1)(a)	16.04.2019	201920183701878299 0T	2018	-	1,000	
<b>Tribhuvan Seth</b>							
14.	U/s 143(1)(a)	16.04.2019	201920183701915656 3T	2018	-	1,000	
<b>Total</b>						<b>2,000</b>	

*Please Note: The above-mentioned outstanding demand has been paid by our directors as on 02.12.2023; however, the demand still showing on the Income tax website.*

4. Disciplinary action taken including penalty imposed by SEBI or stock exchanges in the last five financial years including any outstanding action.

Nil

5. Other Pending Litigation (as per policy of materiality approved by the Board of Directors of the company)

- 1) Case filed under CPC (Civil)

An Appeal No. RFA 20/2020 has been filed before Delhi High Court by Alupan Composite Panel Private Limited (hereinafter referred as the „ACPPL“) against the judgment passed by Ld. District Court on 03.09.2019 in CS No. 626/2017 titled as „Alupan Composite Panel Private

Limited Vs. Ekta Seth“ in favour of our Promoter Ms. Ekta Seth in the matter of recovery of Rs. 50,15,082 (Rupees Fifty Lakhs Fifteen Thousand Eighty Two only). The ACPPL has filed the said recovery suit on the basis of false and fabricated bills prepared intentionally. However, the said suit has been rejected already on the ground of limitation. The next date of hearing is on 19.03.2024.

The matter is currently pending before the Hon’ble Court.

**B. CASES FLED BY OUR PROMOTER**

1. Litigation Involving Criminal Laws

Nil

2. Litigation involving Tax Liabilities

Nil

3. Other Pending Litigations (as per policy of materiality approved by the Board of Directors of the company)

Nil

**IV. LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS OF OUR COMPANY)**

**A. Litigation filed against our Directors**

1. Litigation Involving Criminal Laws

Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities

Nil

3. Litigation involving Tax Liabilities

Nil

4. Disciplinary action taken including penalty imposed by SEBI or stock exchanges in the last five financial years including any outstanding action

Nil

5. Other Pending Litigations(as per policy of materiality approved by the Board of Directors of the company)

Nil

**B. Litigation filed by our Directors**

1. Litigation involving Criminal Law

Nil



2. Litigation involving Tax Liabilities

Nil

3. Other Pending Litigations (as per policy of materiality approved by the Board of Directors of the company)

Nil

The matter is currently pending before the Hon'ble Court.

**V. LITIGATION INVOLVING OUR GROUP COMPANIES**

As on filing this Draft Prospectus, our Company has no Group Companies.

**VI. LITIGATION INVOLVING OUR SUBSIDIARY COMPANIES**

As on filing this Draft Prospectus, our Company has no Subsidiary Companies.

**VII. OUTSTANDING DUES TO CREDITORS**

Our Board has, pursuant to its resolution dated October 5, 2023, approved that 8 creditors of our Company to whom the amount due by our Company exceeds 5 % of Company's revenue for the period ended October 31, 2023 as per the Restated Financial Information of our Company shall be considered "Material" creditors of our Company.

There are no outstanding dues owed to small scale undertakings. However, for all other dues to other creditors as on October 31, 2023, is set out below:

Material Creditors	Number of cases	Amount involved (Rs. in lakh) (Approx)
Small scale undertakings	Nil	Nil
Other creditors	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

The details pertaining to outstanding dues towards our creditors are available on the website of our Company at [www.faalcon.in](http://www.faalcon.in). It is clarified that such details available on our website do not form a part of this Draft Prospectus. Anyone placing reliance on any other source of information, including our Company's website, [www.faalcon.in](http://www.faalcon.in), would be doing so at their own risk.

**VIII. MATERIAL DEVELOPMENTS SINCE OCTOBER 31, 2023**

Except as stated below and other than as disclosed under section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 161 of this Draft Prospectus, in the opinion of the Board, there has not arisen, since the date of the last balance sheet included in this Draft Prospectus, any circumstance that materially and adversely affects or is likely to affect the trading or profitability of our Company taken as a whole or the value of our consolidated assets or our ability to pay our liabilities over the next twelve (12) months.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.*

### APPROVALS IN RELATION TO OUR COMPANY'S INCORPORATION

Currently, our Company has following functional offices at:

- a) Registered and Head Office: N-75 Ground Floor Mayfield Garden, Sector-51 Gurgaon-122018, Haryana; and
- b) Branch Office: Shop No. 02, Ground Floor, Aakar Homz, Block A, Near A-24, Sector-68, G B Nagar, Noida, Uttar Pradesh- 201301.

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

##### A. Corporate Approvals

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on 05<sup>th</sup> October 2023, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Section 62(1) (c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held 11<sup>th</sup> October 2023, authorized the Issue.

##### B. Approval from the Stock Exchange

In-principle approval dated [•] from stock exchange for using the name of the Exchange in its offer documents for listing of the Equity Shares issued by our Company pursuant to the Issue.

##### C. Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated June 19, 2023 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Beetal Financial and Computer Services (P) Limited for the dematerialization of its Equity Shares.
2. Similarly, the Company has also entered into an agreement dated June 22, 2023 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Beetal Financial and Computer Services (P) Limited for the dematerialization of its Equity Shares.

3. The International Securities Identification Number (ISIN) of our Company is INE0Q9W01015.

## II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

- A. Certificate of Incorporation dated May 24, 2018 issued by the Registrar of Companies, Delhi in the name of "Faalcon Concepts Private Limited" with registration number U74999HR2018PTC074247.
- B. Certificate of Incorporation dated May 25, 2023 issued by the Registrar of Companies, Delhi in pursuant to conversion from "Faalcon Concepts Private Limited" to "Faalcon Concepts Limited"
- C. The Corporate Identification Number (CIN) of our Company is U74999HR2018PLC074247.

## III. GENERAL 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. BUSINESS AND INDUSTRY SPECIFIC APPROVALS

Sr. No.	Description	Applicable laws	Issued By	Registration/A pplication Number	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation of the Company in the name of "Faalcon Concepts Limited"	The Companies Act, 2013	Deputy Registrar of Companies	U74999HR2018 PLC074247	May 25, 2023	Valid till Cancel
2.	Udyog Aadhaar Certificate	Ministry of Micro, Small and Medium Enterprises	Government of India	UDYAM-HR-05-0043295	June 10, 2022	Valid until cancellation
3.	Shops and Establishment Certificate	The Shops and Establishment Act, 1948	Labor Department Haryana	PSA/REG/GG N/LI-GGN-10/0290996	August 21, 2023	-
4.	Import Export Code (IEC)	The Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade	AADCF4107F	February 04, 2019	Valid until cancellation
5.	FIEO Registration Certificate	Foreign Trade Policy	Federation of Indian Export Organisations	RCMC No.: NR/1292/2019 -2020	October 21, 2023	March 31, 2025

### B. TAXATION LAWS RELATED APPROVALS

Sr. No.	Description	Applicable laws	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Permanent Account Number	Income Tax Act,	Income Tax Department,	AADCF4107F	May 24, 2018	Valid until cancellation



Sr. No.	Description	Applicable laws	Authority	Registration Number	Date of Certificate	Date of Expiry
	(PAN)	1961	Government of India			
2.	Tax Deduction Account Number (TAN)	Income Tax Act, 1961	Income Tax Department	RTKF01438D	May 25, 2018	Valid until cancellation
3.	Goods & Service Tax Registration Certificate for N-75, Ground Floor, Mayfield Garden, Sector-51, Gurugram, Haryana-122018	Central Goods and Service Tax Act 2017	Government of India	06AADCF4107F1Z4	August 09, 2023	Valid until cancellation
4.	Goods & Service Tax Registration Certificate for C-50, Sector 02, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301*	Central Goods and Service Tax Act 2017	Government of India	09AADCF4107F1ZY	August 18, 2023	Valid until cancellation

\*Our Company is in process of changing the address on GST certificate to our new branch office i.e., Shop No. 02, Ground Floor, Aakar Homz, Block A, Near A-24, Sector-68, G B Nagar, Noida, Uttar Pradesh- 201301, however the same has been pending from the authority's end.

#### C. LABOUR RELATED APPROVALS/REGISTRATIONS

Sr. No.	Description	Applicable laws	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Employees Provident Fund Registration	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employees Provident Fund Organisation, Ministry of Labour, Government of India	GNGGN3117206000	24.10.2023	Valid until cancellation
2.	Registration For Employees State Insurance	The Employees State Insurance Act, 1948	Employees State Insurance Corporation	69000674840001099	04.08.2020	Valid until cancellation


#### D. OTHER CERTIFICATES/REGISTRATION

As on date of the Draft Prospectus, the Company has the following Trademark pending application:

Sr No.	Particular	Scope of Certificate	Issuing Authority	Date of Registration	Date of Expiry
1.	ISO Registration Certificate For Address: N-75, Ground Floor, Mayfield Garden, Sector-51, Gurugram, Haryana-122018	ISO 9001:2015(Quality Management System)  Developing Building Façade and Rendering Decoration Services Both Interior and Exterior	INDSC	Initial Date of Registration: September 26, 2023	September 25, 2026

**E. INTELLECTUAL PROPERTY**

As on date of the Draft Prospectus, the Company has the following Trademark pending application:

Sr No.	Brand Name/Logo Trademark	Class	Application No.	Nature of the Trademark	Application Date	Status
1.	 Falcon Concepts Limited	06	6057378	Device	August 08, 2023	Accepted

**F. THE DETAILS OF THE DOMAIN NAME IN THE NAME OF OUR COMPANY:**

Domain name	Sponsoring Registrar and IANA ID	Creation Date	Expiry Date
<a href="http://www.falcon.in">www.falcon.in</a>	Sponsoring Registrar: GoDaddy.com, LLC IANA ID: 146	May 08, 2023	May 08, 2028

**G. KEY APPROVALS APPLIED BY OUR COMPANY BUT NOT RECEIVED YET**

Nil

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated 5<sup>th</sup> October, 2023 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra-Ordinary General Meeting held on 11<sup>th</sup> October, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Company has obtained approval from BSE vide letter dated [●] to use the name of BSE in this Prospectus for listing of equity shares on the SME Platform of BSE. BSE is the designated stock exchange.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Further, our company, promoters, members of the promoter group, directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### PROHIBITION BY RBI

Neither our Company nor any of our Promoters or Directors has been declared as wilful defaulter(s) or fraudulent borrower by the RBI or any other governmental authority.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Prospectus.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoters and member of our Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Draft Prospectus.

### ELIGIBILITY FOR THE ISSUE

Our Company is eligible in terms of Regulations 230 of SEBI (ICDR) Regulations for this issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an issuer whose post Issue face value capital does not exceed ten crores’ rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the SME Platform of BSE).



Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares. The point wise Criteria for SME Platform of BSE Limited and compliance thereof are given hereunder:

1. **The Issuer should be a company incorporated under the Companies Act, 1956 / 2013 in India and having a track record of 3 years.**

Our Company was incorporated as 'Falcon Concepts Private Limited' under the Companies Act, 2013, pursuant to a Certificate of Incorporation dated 24<sup>th</sup> May, 2018, issued by the ROC, Central Registration Centre, Ministry of Corporate Affairs. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Falcon Concepts Limited" vide fresh certificate of incorporation dated 25<sup>th</sup> May, 2023 issued by the Registrar of Companies, Delhi.

2. The Post-Issue Paid-Up Capital of the Company shall not be more than rupees twenty-five crores. The Post-Issue Capital of our Company is Rs. 683.01 Lakhs.
3. As per the Restated Financial Statements disclosed in this Draft Prospectus, the Net worth of our company (excluding revaluation reserves) of the Company is Rs. 631.39 Lakhs as at October 31, 2023 and hence is positive.  
(Net worth was calculated as the sum of share capital and reserves & surplus).
4. As on October 31, 2023, the Company has net tangible assets of Rs. 809.16 Lakhs.
5. Our Company has positive operating profits (Earnings before Interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement

(Amount in Rs. Lakhs)

Particulars	For the year ended as on March 31 <sup>st</sup> , 2023	For the year ended as on March 31 <sup>st</sup> , 2022	For the year ended as on March 31 <sup>st</sup> , 2021
PBT	239.78	133.33	17.05
Add: Depreciation	7.66	3.33	1.28
Add: Finance Cost	16.30	3.84	0.74
Less: Other Income	9.64	12.13	0.03
<b>Operating profit as per Restated Financial Statement</b>	<b>254.10</b>	<b>128.37</b>	<b>19.04</b>
<b>Net Worth</b>	<b>327.53</b>	<b>129.02</b>	<b>22.23</b>

6. Our company has website: [www.falcon.in](http://www.falcon.in).

#### Other Disclosures:

1. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
2. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
3. There is no winding up petition against the company, which has been accepted by the National Company Law Tribunal (NCLT).
4. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.



5. There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to BSE for listing on BSE SME.
6. Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.
7. In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board;
8. In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board;

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

1. The Draft Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the BSE SME. BSE is the Designated Stock Exchange.
2. Our Company has entered into an agreement dated 19<sup>th</sup> June, 2023 with NSDL and agreement dated 22<sup>nd</sup> June, 2023 (e-signing date) with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
3. The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
4. The entire Equity Shares held by the Promoters are in demat form.
5. Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

1. Neither our Company nor our Promoters, members of our Promoter Group or our Directors is debarred from accessing the capital markets by the SEBI.
2. None of our Promoters or Directors is Promoter or director of any other companies which are debarred from accessing the capital markets by the SEBI.
3. Neither our Company nor our Promoters or Directors is a wilful defaulter or a fraudulent borrower.
4. None of our Promoters or Directors is a fugitive economic offender.

**We further confirm that:**

1. In accordance with Regulation 246 the SEBI ICDR Regulations, the Lead Manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.

2. In accordance with Regulation 260 of the SEBI ICDR Regulations, this issue has been one hundred percent (100%) underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details, pertaining to said underwriting please see "General Information" beginning on page 50 of this Draft Prospectus.
3. In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within four (4) days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of fourth day, be liable to unblock such application money with interest as prescribed under the SEBI ICDR Regulations, the Companies Act 2013 and applicable laws.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE (BSE SME). For further details of the arrangement of market making please refer to section titled "General Information - Details of the Market Making Arrangements for this Issue" beginning on page 56 of this Draft Prospectus.

#### COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Issue.

#### DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER NAVIGANT CORPORATE ADVISORS LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE LEAD MERCHANT BANKER NAVIGANT CORPORATE ADVISORS LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, NAVIGANT CORPORATE ADVISORS LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY**

**POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT.**

**Note:** All legal requirements pertaining to the Issue will be complied with at the time of registration of this Prospectus with the RoC in terms of section 26 of the Companies Act, 2013.

**DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, [www.falcon.in](http://www.falcon.in), or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Lead Manager are not an associate of the Company and is eligible to be appointed as the Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Draft Prospectus

does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this issue will be subject to the jurisdiction of appropriate court(s) in Haryana only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE BSE**

The copy of this Draft Prospectus is submitted to BSE. Post scrutiny of this Draft Prospectus, the Disclaimer Clause as intimated by BSE to us is read as under:

**“As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has given vide its letter Ref.: [●] dated [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.**

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange 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 any other reason whatsoever.”

#### **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.

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

## 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 the offer document 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 Six Working Days from the Offer Closing Date.

## CONSENTS

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditors; and (b) the Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Bankers to the Issue<sup>(1)</sup>, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013.

*<sup>(1)</sup> 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 Prospectus with RoC.*

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, M/s. Sharma Sharma & Co., Chartered Accountants, have provided their written consent to the inclusion of their reports dated 1<sup>st</sup> December, 2023 on Restated Financial Statements and to the inclusion of their reports dated 1<sup>st</sup> December, 2023 on Statement of Possible Tax Benefits, which may be available to the Company and its shareholders, included

in this Draft Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Prospectus.

#### **EXPERT OPINION**

Except the report of the Peer Reviewed Auditor on statement of possible tax benefits and report on Restated Financial Statements as included in this Draft Prospectus, our Company has not obtained any expert opinion.

Here, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act

#### **PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS**

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

#### **COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

#### **CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY**

Except as disclosed in Chapter titled “*Capital Structure*” on page 59 of Draft Prospectus, our Company has not made any capital issue during the previous three years. We do not have any Group Company or Subsidiary or Associate as on date of this Draft Prospectus.

#### **PERFORMANCE VIS-À-VIS OBJECTS**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 59 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

We do not have any Group Company or Subsidiary or Associate as on date of this Draft Prospectus.

#### **PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

For details regarding the price information and track record of the past issues handled by Navigant Corporate Capital Limited, please refer “Annexure -A” to this Draft Prospectus and the website of Lead Manager at [www.navigantcorp.com](http://www.navigantcorp.com).

#### **TRACK RECORD OF PAST ISSUES HANDLED BY NAVIGANT CORPORATE ADVISORS LIMITED**

For details regarding track record of the Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: [www.navigantcorp.com](http://www.navigantcorp.com).

#### **STOCK MARKET DATA OF EQUITY SHARES**

This being an initial public issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.



## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed Beetal Financial & Computer Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the 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 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 co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven 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 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.

Our Board by a resolution on 1<sup>st</sup> August, 2023 has also constituted a Stakeholders' Relationship Committee. The composition of the Stakeholders' Relationship Committee is as follows:

Name of the Directors	Nature of Directorship	Designation in Committee
Ms. Renu Kaur	Non-Executive Independent Director	Chairperson
Mr. Ankur Sharma	Non-Executive Independent Director	Member
Mrs. Ruchi Arora	Non Executive Director	Member

For further details, please see the chapter titled "Our Management" beginning on page 133 of this Draft Prospectus.

Our Company has also appointed Mr. Vinod Kumar, as the Compliance Officer for the Issue and he may be contacted at the Registered Office of our Company.

### Mr. Vinod Kumar

N-75, Ground Floor Mayfield Garden,  
Sector-51 NA, Gurgaon,  
Haryana - 122018, India  
Tel No: + 91-124-4383074  
Email: [info@faalcon.in](mailto:info@faalcon.in)  
Website: [www.faalcon.in](http://www.faalcon.in)

## STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.



## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

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

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

## SECTION IX – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 including amendments thereof, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application*

*Further vide the said circular, Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investor may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

### RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “Main Provisions of the Articles of Association” beginning on page 228 of this Draft Prospectus.

### MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “Dividend Policy” and “Main Provisions of the Articles of Association” beginning on page 155 and 228, respectively of this Draft Prospectus.

### FACE VALUE AND ISSUE PRICE

The Equity Shares having a face value of Rs.10/- each are being issued in terms of this Draft Prospectus at the price of Rs. [●] per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “Basis for Issue Price” beginning on page 80 of this Draft Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

## COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 228 of this Draft Prospectus.

## MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI (ICDR) Regulations, 2018, the trading of the Equity Shares shall only be in dematerialized form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## ALLOTMENT ONLY IN DEMATERIALISED FORM

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form.

In this context, two agreements have been signed amongst our Company, the respective Depositories, and the Registrar to the Offer:

- a) Agreement dated June 19, 2023 amongst NSDL, our Company and the Registrar to the Offer; and
- b) Agreement dated June 22, 2023 amongst CDSL, our Company and the Registrar to the Offer.

## MINIMUM NUMBER OF ALLOTTEES

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked within 6 Working days of closure of issue.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Haryana.

**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 under 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 outside the United States in compliance with Regulation S of the 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.**

## JOINT HOLDERS

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

## NOMINATION FACILITY TO INVESTORS

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

## ISSUE PROGRAM

Issue Opens on	[●]
Issue Closes on	[●]

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

<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before [●]
<b>Initiation of Refunds / unblocking of funds from ASBA Account*</b>	On or before [●]
<b>Credit of Equity Shares to demat account of the Allottees</b>	On or before [●]
<b>Commencement of trading of the Equity Shares on the Stock Exchanges</b>	On or before [●]

In terms of Regulation 265 of SEBI ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.

In terms of Regulation 266 (3) of SEBI ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of Regulation 266(1).

**The above time table is indicative and does not constitute any obligation on our Company. 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 BSE is taken within three Working Days from 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. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants 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 Exchange. 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, not later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public issue, some Applications may not get uploaded due to lack of sufficient time. Such Applications that are not uploaded will not be considered for allocation under the Issue. 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 case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data.

## MINIMUM SUBSCRIPTION AND UNDERWRITING

This Issue is not restricted to any minimum subscription level. This Issue 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 the issuer does not receive the subscription of hundred per cent (100%) of the Issue through Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so Issued under the Prospectus, the issuer shall forthwith refund the entire subscription amount received failing to which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws. If there is a delay beyond four days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at the rate of fifteen per cent per annum.

Further in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lakh) per application.

**The equity shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.**

## NO RESERVATION FOR ELIGIBLE NRIS, FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or 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.

## AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs 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.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*



## **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

## **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

**Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchange.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

## **MIGRATION TO MAIN BOARD**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **MARKET MAKING**

The shares offered through this issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE for a minimum period of three years from the date of listing of shares offered through this Draft Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker; please see "General Information - Details of The Market Making Arrangement for This Issue" on page no. 56 of this Draft Prospectus.

## **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

The lock-in of the pre- issue capital of our Company as provided in "Capital Structure" beginning on page 59 of this Draft Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their





consolidation/splitting, except as provided in the Articles of Association. For details, see “Main Provisions of the Articles of Association” beginning on page 228 of this Draft Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

## **NEW FINANCIAL INSTRUMENTS**

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Issue face value capital does not exceed ten crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE SME). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on page 193 and 203 respectively, of this Draft Prospectus.

### ISSUE STRUCTURE

Initial Public Issue of upto 19,50,000 Equity Shares for cash at a price of Rs. [●] per Equity Share (including a Share Premium of Rs. [●] per Equity Share), aggregating up to Rs. [●] Lakhs by our Company.

The Issue comprises a reservation of upto [●] Equity Shares of face value of Rs.10/- each for subscription by the designated Market Maker (“the Market Maker Reservation Portion”) and Net Issue to Public of upto [●] Equity Shares of face value of Rs.10/- each (“the Net Issue”). The Issue and the Net Issue will constitute [●] and [●], respectively of the post issue paid-up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation <sup>(1)</sup>	[●] Equity Shares	[●] Equity Shares
Percentage of Issue Size available for Allocation	[●] of the Issue Size	[●] of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each <sup>(1)</sup>  For further details please refer section explaining the Basis of Allotment in the GID.	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Individual Investors using Syndicate ASBA)	
Mode of Allotment	Compulsorily in dematerialised form	
Minimum Application Size	<b>For Other than Retail Individual Investors:</b>  Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds Rs. 2,00,000.  <b>For Retail Individuals Investors:</b>  Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed Rs. 2,00,000.	[●] Equity Shares
Maximum Application Size	<b>For Other than Retail Individual Investors:</b>	[●] Equity Shares



Particulars	Net Issue to Public	Market Maker Reservation Portion
	<p>The maximum application size is the Net issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.</p> <p><b>For Retail Individuals Investors:</b></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the application value does not exceed Rs.2,00,000.</p>	
Trading Lot	[●] Equity Shares	[●] Equity Shares. However, the Market Maker may buy odd lots if any in the market as required under the SEBI ICDR Regulations.
Terms of Payment <sup>(3)</sup>	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

<sup>(1)</sup> Since present Issue is a fixed price issue, the allocation in the net issue to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations, shall be made as follows:

- (a) Minimum fifty per cent to retail individual investors; and
- (b) Remaining to:
  - i) individual applicants other than retail individual investors; and
  - ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

*Explanation - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage."*

<sup>(2)</sup> In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

<sup>(3)</sup> In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including Retail Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled "Issue Procedure" beginning on page 203 of this Draft Prospectus.

## **WITHDRAWAL OF THE ISSUE**

The Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Offer Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

The final listing and trading approvals of BSE for listing of Equity Shares offered through this Offer on its SME Platform, which the Company shall apply for after Allotment and,

The final ROC approval of the Prospectus after it is filed with the ROC.

In case, the Company wishes to withdraw the Issue after Offer 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 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 Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

## **ISSUE PROGRAMME**

<b>ISSUE OPENS ON</b>	[•]
<b>ISSUE CLOSES ON</b>	[•]

## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues 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 as amended. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft 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 the Equity Shares that can be held by them under applicable law or as specified in the Draft Prospectus.

Further, our Company and the Lead Manager do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI mechanism for application in this Offer.

The lists 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 Stockbroker, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that has been notified by BSE Limited to act as intermediaries for submitting Application Forms are provided on <https://www.bseindia.com>.

SEBI through its circular no. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (—UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (—UPI Phase II). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), issued by SEBI, the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). The applicability of UPI Phase II was extended from time to time. Thereafter, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) was implemented by SEBI, voluntarily for all public issues opening on or after September 1, 2023 and has been made mandatory



for all public issues opening on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Draft Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to Rs. 5.00 lakhs shall use the UPI Mechanism.

Our Company and the 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 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 the Equity Shares that can be held by them under applicable law or as specified in the Draft Prospectus.

Further, our Company and the Lead Manager are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

#### **Phased implementation of Unified Payments Interface**

SEBI has issued a UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant 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 SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant 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:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

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 Rs. 500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than Rs. 200,000 and up to Rs. 500,000, 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.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

#### **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process. As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue the allocation in the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to:
  - i. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

Subject to the valid Applications 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 the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN, UPI ID (in case of RIBs using the UPI mechanism) and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the**





stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange.

#### APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Offer Opening Date.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Retail Individual Investors using UPI mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

Category	Colour(1)
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FII's, FVCI's, etc. applying on a repatriation basis (ASBA)	Blue

(1) Excluding electronic Application Form.

RIIs and other Individual investors using UPI mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. An Investor, intending to subscribe to this Offer, shall submit a completed application form to any of the following Intermediaries (Collectively called "Designated Intermediaries")

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained.
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)('broker')
4.	A depository participant ("DP")(whose name is mentioned on the website of the Stock Exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ("RTA")(whose name is mentioned on the website of the stock exchange as eligible for this activity)



Retails investors and other Individual Inventors 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 application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as proof of having accepted the application form, in physical form or electronic mode respectively.

The upload of the details in the electronic bidding system of the stock exchange will be done by:

<b>For the applications submitted by the investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the Bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of the Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).</p> <p>Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>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.</p>

Stock exchange(s) shall validate the electronic 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(s) shall allow modification of selected fields viz. DP ID/Client ID, Bank code and Location code, in the application details already uploaded.

For ASBA Applicants using UPI mechanism, the Stock Exchange shall share the application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to ASBA applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate ASBA applicants (using the

UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16 ,2021.

### Who Can Apply?

1. Indian nationals' resident in India, who are not minors (except through their Legal Guardians), in single or joint names (not more than three);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in equity shares;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
6. Indian financial institutions, scheduled commercial banks (excluding foreign banks), regional rural banks, cooperative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable)
7. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual under the QIB portion;
8. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Applications portion;
9. Venture Capital Funds registered with SEBI;
10. Foreign Venture Capital Investors registered with SEBI;
11. Eligible Qualified Foreign Investors;
12. Foreign Nationals and other non-residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions);
13. Multilateral and bilateral development financial institutions;
14. State Industrial Development Corporations;
15. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorized under their respective constitutions to hold and invest in equity shares;
16. Scientific and/or industrial research organizations authorized in India to invest in equity shares;
17. Insurance companies registered with Insurance Regulatory and Development Authority;
18. Provident Funds with a minimum corpus of Rs. 250 million and who are authorised under their constitution to hold and invest in equity shares;
19. Pension Funds with a minimum corpus of Rs. 250 million and who are authorised under their constitution to hold and invest in equity shares;
20. Limited liability partnerships;
21. National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the Government of India, published in the Gazette of India;
22. Nominated Investor and Market Maker;
23. Insurance funds set up and managed by the army, navy, or air force of the Union of India and by the Department of Posts, India;



24. Any other person eligible to Apply in this Offer, under the laws, rules, regulations, guidelines, and policies applicable to them and under Indian laws.
25. As per the existing policy of the Government of India, OCBs cannot participate in this Offer. 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.
26. Applications not to be made by:
  - a) Minors (except through their Guardians)
  - b) Partnership firms or their nominations
  - c) Overseas Corporate Bodies

**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.**

#### **Maximum and Minimum Application Size**

**a) For Retail Individual Applicants:**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed Rs. 2,00,000.

**b) For Other Applicants [Non-Institutional Applicants and Qualified Institutional Buyer(s) (QIB)]:**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application. Under the existing SEBI regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

The above Information is given for the benefits of the Applicants. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus.

#### **Participation by associates and affiliates of the Lead Manager and the Syndicate Members**

The Lead Manager shall not be allowed to subscribe to this Offer in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue in non Retail Portion, where the allocation is on a proportionate basis and such subscription may be on their own account or on the behalf of their clients.

### **Option to subscribe in the Issue**

- a) As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares shall be dematerialized form only. Investors will not have the option of getting of specified securities in physical form. However, they may get the specified securities re-materialized subsequent to allotment.
- b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c) A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable laws.

### **Applications by Mutual Funds**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid up share capital carrying voting rights.

### **Applications by Eligible NRIs**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (NRE) accounts, or Foreign Currency Non-Resident (FCNR) Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (NRO) accounts for the full application amount, at the time of the submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

### **Application by FPIs (including FIIs)**

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 Issue 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 purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings 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.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an 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 that are listed or proposed to be listed on any recognised stock exchange 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.

#### **Applications by SEBI registered Venture Capital Funds, Alternative Investment Fund (AIF) and Foreign Venture Capital Investors**

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 registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.



**Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

**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 Partnership**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited Liability Partnerships can participate in the Issue only through the ASBA Process.

### **Applications by Insurance Companies**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 ("IRDA Investment Regulations"), as amended, as amended, are broadly set forth below:

1. Equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
2. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. The industry sector in which the investee company belongs to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 25 Crores 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 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 reason, therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b) 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.

- c) With respect to applications made by provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 25 Crores, 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.

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 lead manager 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 printing particulars and 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. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations**

#### **Applications by Provident Funds / Pension Funds**

In case of Applications made by provident funds with minimum corpus of Rs. 25 crores (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crores, a certified copy of 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 any Application in whole or in part, in either case, without assigning any reason thereof.

#### **Applications by Banking companies**

In case of Applications made by banking companies registered with RBI, certified copies of:

- (i) The certificate of registration issued by RBI, and
- (ii) The approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason, therefore.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "Banking Regulation Act"), and Master Circular – Para-banking Activities dated July 1, 2015 is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

### **Applications by Self Certified Syndicate Banks (SCSBs)**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars 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 ASBA applications.

### **Information for the Applicants**

1. Our Company and the Lead Manager shall declare the Offer Opening Date and Issue Closing Date in the Draft 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 prescribed format.
2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Application Form along with Abridged Prospectus and copies of the Prospectus will be available with the Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.
4. Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected. The 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 or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected
7. Applicants applying directly through the SCSBs should ensure that the 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 Application Form, before entering the ASBA application into the electronic system.
8. 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 Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons 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 Applicants.
9. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the 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 Application Form is liable to be rejected.

## ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) APPLICANTS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

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. Applicants are required to submit their applications during the Issue Period only through the Designated Intermediaries.
2. The Issue Period shall be for a minimum of three (3) Working Days and shall not exceed ten (10) Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding ten (10) 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 Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Offer.
5. The Designated Intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

<b>For the applications submitted by the investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the Bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of the Issue.

6. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
7. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

8. 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.
9. 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.

### **Terms of payment**

The entire Issue price of [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs or Sponsor Bank 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 Banker to the Issue or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

### **Payment mechanism for Applicants**

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-Retail Applicants 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer 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. 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 Rs. 500,000, may use UPI.

### **Electronic Registration of Applications**

The Designated Intermediary may register the Applications 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 on a regular basis before the closure of the issue.

On the Issue Closing Date, the Designated Intermediaries may upload the applications till such time as may be permitted by the Stock Exchange.

Only Applications that are uploaded on the Stock Exchange Platform are considered for allocation/ Allotment. In the Phase 1, the Designated Intermediaries are given till 1:00 pm on the day following the Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange send the application information to the Registrar to the Issue for further processing.

### **Other Instructions**

#### **Joint Applications in the case of Individuals**

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:

- i. 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.
- ii. 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.
- iii. 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.

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.

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" 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.

#### **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 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications 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.

### **Allocation of Equity shares**

- 1) The Offer is being made through the Fixed Price Process wherein [●] Equity Shares shall be reserved for Market Maker. [●] Equity Shares having face value of Rs. 10.00 each at a price of [●] per Equity Share aggregating [●] lakhs will be available for allocation to Retail Individual Investors. [●] Equity Shares having face value of Rs.10.00 each at a price of [●] per Equity Share aggregating [●] lakhs will be available for allocation to other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.
- 2) Under-subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines, and approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue

### **Signing of Underwriting Agreement**

Underwriting Agreement dated [●] has been entered with underwriter(s). This Offer is 100% Underwritten.

### **Filing of the Prospectus with the ROC**

The Company will file a copy of the Prospectus with the ROC in terms of 26 of the Companies Act, 2013.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI 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.

### **Issuance of Allotment Advice**

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding, and irrevocable contract for the Allotment to such Applicant.
3. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within two 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 Registrar to the Offer shall instruct the SCSBs or Sponsor Bank to unblock funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

### GENERAL INSTRUCTIONS

#### Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application.
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process the SCSBs where the Applicant has a bank account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;



- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an application to the Designated Intermediary;
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs.2,00,000 (for applications by Retail Individual Applicants);
- 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 Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Further, helpline details of the Lead Manager pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 are set forth in the table below:

Name of the Lead Manager	Helpline (email)	Telephone
NAVIGANT CORPORATE ADVISORS LIMITED	<a href="mailto:navigant@navigantcorp.com">navigant@navigantcorp.com</a>	+91-22-41204837

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchange, along with the Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. The allotment of Equity Shares to applicants other than to the Retail 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.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

### **Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock 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. [www.bseindia.com](http://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 Application forms in Public Issue with effect front January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com)

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID.

### **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN Nos, UPI ID (if applicable), Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

## Communications

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

## Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 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 shall be made within One working day of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than two working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

## Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447 of Companies Act, 2013 and shall be treated as Fraud."

## Mode of Refunds

- a) In case of ASBA Applicants: Within three Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful

Application, for any excess amount blocked on Application, for any ASBA application withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer

- b) In the case of Applications from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.
- c) In case of Other Investors: Within three Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

#### **Mode of making refunds for Applicants other than ASBA Applicants**

The payment of refund, if any, may be done through various modes as mentioned below:

- (i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;
- (ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Bidders' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (iii) Direct Credit - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (iv) RTGS - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the Lead Manager or the

Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any liability for the same;

- (v) Please note that refunds, on account of our Company not receiving the minimum subscription, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank. For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders may refer to Prospectus.

#### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

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/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and subsequent amendments to that in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

#### **Undertakings by our Company**

We undertake as follows:

- i. That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- ii. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within the period prescribed by the Board;
- iii. 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;
- iv. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- v. That no further Issue of Equity Shares shall be made till the Equity Shares issued through the Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.;
- vi. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- vii. That if our Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- viii. If our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;

## UTILIZATION OF THE FRESH ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

- i. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
- ii. 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 Offer Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- iii. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- iv. Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;
- v. Our Company shall not have recourse to utilize 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.



## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued, issued the Consolidated FDI Policy Circular of 2020 (“**FDI Policy**”), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI SAST Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Nondebt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

As per the FDI policy, FDI in companies engaged in the retail trading sector, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see “*Issue Procedure*” on page 203 of this Draft Prospectus. Each Applicant should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue Period.

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be 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 of the United States. Accordingly, the Equity Shares are only being offered and sold only outside the United States in offshore transactions in**





**compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those 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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Issue and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## SECTION X - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The Companies Act, 2013  
Articles of Association  
of  
**FAALCON CONCEPTS LIMITED**  
(Company Limited by Shares)

### 1. Table F Applicable

No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.

### INTERPRETATION CLAUSE

### 2. In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:

#### Act

- (a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.

#### Articles

- (b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.

#### Auditors

- (c) "Auditors" means and includes those persons appointed as such for the time being of the Company.

#### Capital

- (d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.

- (e) \*"The Company" shall mean **FAALCON CONCEPTS LIMITED**

#### Executor or Administrator

- (f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.

**Legal Representative**

(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.

**Gender**

(h) Words importing the masculine gender also include the feminine gender.

**In Writing and Written**

(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.

**Marginal notes**

(j) The marginal notes hereto shall not affect the construction thereof.

**Meeting or General Meeting**

(k) "Meeting" or "General Meeting" means a meeting of members.

**Month**

(l) "Month" means a calendar month.

**Annual General Meeting**

(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.

**Extra-Ordinary General Meeting**

(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.

**National Holiday**

(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.

**Non-retiring Directors**

(p) "Non-retiring Directors" means a director not subject to retirement by rotation.

**Office**

(q) "Office" means the registered Office for the time being of the Company.

**Ordinary and Special Resolution**

(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.

**Person**

- (s) "Person" shall be deemed to include corporations and firms as well as individuals.

**Proxy**

- (t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.

**Register of Members**

- (u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.

**Seal**

- (v) "Seal" means the common seal for the time being of the Company.

**Singular number**

- (w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.

**Statutes**

- (x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.

**These presents**

- (y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.

**Variation**

- (z) "Variation" shall include abrogation; and "vary" shall include abrogate.

**Year and Financial Year**

- (aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

**Expressions in the Act to bear the same meaning in Articles**

Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.

## CAPITAL

### 3. Authorized Capital

The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.

### 4. Increase of capital by the Company how carried into effect

The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.

### 5. Further Issue of Share Capital

(a) Where, at any time, it is proposed to increase the subscribed capital of the company by allotment of further shares then:

- (i) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares at that date;
- (ii) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
- (iii) The offer aforesaid 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 and the notice referred to in sub-clause (ii) shall contain a statement of this right;
- (iv) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the company.

(b) Notwithstanding anything contained in subclause (a), the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (i) of sub-clause (a) hereof) in any manner whatsoever.

- (i) If a special resolution to that effect is passed by the company in general meeting, or
- (ii) Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central

Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the company.

- (c) Nothing in sub-clause (iii) of (a) hereof shall be deemed:
  - (i) To extend the time within which the offer should be accepted; or
  - (ii) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.
- (d) Nothing in this Article shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures issued by the company:
  - (i) To convert such debentures or loans into shares in the company; or
  - (ii) To subscribe for shares in the company

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

- (a) Either has been approved by the central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and
- (b) In the case of debentures or loans or other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the company in General Meeting before the issue of the loans.

#### **6. New Capital same as existing capital**

Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

#### **7. Non-Voting Shares**

The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.

#### **8. Redeemable Preference Shares**

Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.

**9. Voting rights of preference shares**

The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.

**10. Provisions to apply on issue of Redeemable Preference Shares**

On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect:

- (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;
- (b) No such Shares shall be redeemed unless they are fully paid;
- (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;
- (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and
  - (a) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital.

**11. Reduction of capital**

The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce:

- (a) the share capital;
- (b) any capital redemption reserve account; or
- (c) any security premium account

In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.

**12. Debentures**

Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.



**13. Issue of Sweat Equity Shares**

The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.

**14. ESOP**

The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.

**15. Buy Back of shares**

Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

**16. Consolidation, Sub-Division and Cancellation**

Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

**17. Issue of Depository Receipts**

Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.

**18. Issue of Securities**

Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.

**19. Register of Members**

The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any State or Country outside India a branch Register of Members Resident in that State or Country.

## MODIFICATION OF CLASS RIGHTS

### 20. Modification of rights.

(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.

Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.

#### **New Issue of Shares not to affect rights attached to existing shares of that class.**

(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.

### 21. Shares at the disposal of the Directors.

Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.

PROVIDED THAT option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.

### 22. Power to issue shares on preferential basis.

The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.

### 23. Shares should be Numbered progressively and no share to be subdivided.

The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.

**24. Acceptance of Shares.**

An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.

**25. Directors may allot shares as full paid-up**

Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.

**26. Deposit and call etc. to be a debt payable immediately.**

The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.

**27. Liability of Members.**

Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.

**28. Registration of Shares.**

Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.

**RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT**

29. The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Section 39 of the Act

**CERTIFICATES**

**30. Share Certificates.**

- (a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and

distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve.

PROVIDED THAT in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holder.

- (b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.

**31. Issue of new certificates in place of those defaced, lost or destroyed.**

- (a) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate.
- (b) Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs. 2 for each certificate) as the Directors shall prescribe.

PROVIDED THAT no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

PROVIDED THAT notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Companies Act, 2013 or rules made under Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable thereof in this behalf.

- (c) The provision of this Article shall mutatis mutandis apply to debentures of the company.

**32. The first named joint holder deemed Sole holder.**

- (a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.

**Maximum number of joint holders.**

- (b) The Company shall not be bound to register more than three persons as the joint holders of any share.

**33. Company not bound to recognise any interest in share other than that of registered holders.**

Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

**34. Instalment on shares to be duly paid.**

If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalment, every such instalment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.

**UNDERWRITING AND BROKERAGE**

**35. Commission**

Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

**36. Brokerage**

The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.

**CALLS**

**37. Directors may make calls**

(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.

(2) A call may be revoked or postponed at the discretion of the Board.

(3) A call may be made payable by instalments.

**38. Notice of Calls**

Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.

**39. Calls to date from resolution.**

A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.

**40. Calls on uniform basis.**

Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.

**41. Directors may extend time.**

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.

**42. Calls to carry interest.**

If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

**43. Sums deemed to be calls.**

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or instalment accordingly.

**44. Proof on trial of suit for money due on shares.**

On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.



**45. Judgment, decree, partial payment motto proceed for forfeiture.**

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.

**46. Payments in Anticipation of calls may carry interest**

- (a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.
- (b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.
- (c) The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.

**LIEN**

**47. Company to have Lien on shares.**

The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

**48. Fully paid shares to be free from all lien**

Fully paid shares of the Company shall be free from all lien. In the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

**49. As to enforcing lien by sale.**

For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the





purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.

**50. Application of proceeds of sale.**

The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

**FORFEITURE AND SURRENDER OF SHARES**

**51. If call or instalment not paid, notice may be given.**

If any Member fails to pay the whole or any part of any call or instalment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or instalment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or instalment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or instalment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.

**52. Terms of notice.**

The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or instalment and such interest thereon as the Directors shall determine from the day on which such call or instalment ought to have been paid and expenses as aforesaid are to be paid.

The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.

**53. On default of payment, shares to be forfeited.**

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or instalments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.

**54. Notice of forfeiture to a Member**

When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.

**55. Forfeited shares to be property of the Company and may be sold etc.**

Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.

**56. Members still liable to pay money owing at time of forfeiture and interest.**

Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.

**57. Effect of forfeiture.**

The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

**58. Evidence of Forfeiture.**

A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.

**59. Title of purchaser and allottee of Forfeited shares.**

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.

**60. Cancellation of share certificate in respect of forfeited shares.**

Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.

**61. Forfeiture may be remitted.**

In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.

**62. Validity of sale**

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

**63. Surrender of shares.**

The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.

**TRANSFER AND TRANSMISSION OF SHARES**

**64. Execution of the instrument of shares.**

- (a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.
- (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.

**65. Transfer Form.**

The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.

The instrument of transfer shall be in a common form approved by the Exchange.

**66. Transfer not to be registered except on production of instrument of transfer.**

The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.

**67. Directors may refuse to register transfer.**

Subject to the provisions of Section 58 and 59 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, these Articles and other applicable provisions of the Act, the Directors may,

whether in pursuance of any power of the company under these Articles or otherwise, decline to register the transfer of, or the transmission by operation of law of the right to, any shares, or interest of a Member therein, or debentures of the Company. The Company shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

PROVIDED THAT registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

**68. Notice of refusal to be given to transferor and transferee.**

If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.

**69. No fee on transfer.**

No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.

**70. Closure of Register of Members or debenture holder or other security holders**

The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.

**71. Custody of transfer Deeds.**

The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.

**72. Application for transfer of partly paid shares.**

Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

**73. Notice to transferee.**

For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

**74. Recognition of legal representative.**

- (a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.
- (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.

Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate

- (c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

**75. Titles of Shares of deceased Member**

The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.

**76. Notice of application when to be given**

Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

**77. Registration of persons entitled to share otherwise than by transfer. (Transmission clause).**

Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.

**78. Refusal to register nominee.**

Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

**79. Board may require evidence of transmission.**

Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.

**80. Company not liable for disregard of a notice prohibiting registration of transfer**

The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.

**81. Form of transfer Outside India.**

In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.

**82. No transfer to insolvent etc.**

No transfer shall be made to any minor, insolvent or person of unsound mind.

**NOMINATION**

**83. Nomination**

- i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.
- ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014



- iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.
- iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.

**84. Transmission of Securities by nominee**

A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-

- (i) to be registered himself as holder of the security, as the case may be; or
- (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;
- (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;
- (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

PROVIDED FURTHER THAT the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.

**DEMATERIALISATION OF SHARES**

**85. Dematerialisation of Securities**

Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.

**JOINT HOLDER**

**86. Joint Holders**

Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.

**87. Joint and several liabilities for all payments in respect of shares.**

- (a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.



**Title of survivors.**

- (b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;

**Receipts of one sufficient.**

- (c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and

**Delivery of certificate and giving of notices to first named holders.**

- (d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.

**SHARE WARRANTS**

**88. Power to issue share warrants**

The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.

**89. Deposit of share warrants**

- (a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.
- (b) Not more than one person shall be recognized as depositor of the Share warrant.
- (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.

**90. Privileges and disabilities of the holders of share warrant**

- (a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.

- (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.

**91. Issue of new share warrant coupons**

The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

**CONVERSION OF SHARES INTO STOCK**

**92. Conversion of shares into stock or reconversion.**

The Company may, by ordinary resolution in General Meeting.

- a) convert any fully paid-up shares into stock; and
- b) re-convert any stock into fully paid-up shares of any denomination.

**93. Transfer of stock.**

The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

**94. Rights of stock holders.**

The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

**95. Regulations.**

Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.

**BORROWING POWERS**

**96. Power to borrow.**

Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not



without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.

**97. Issue of discount etc. or with special privileges.**

Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

**98. Securing payment or repayment of Moneys borrowed.**

The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.

**99. Bonds, Debentures etc. to be under the control of the Directors.**

Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

**100. Mortgage of uncalled Capital.**

If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

**101. Indemnity may be given.**

Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

**MEETINGS OF MEMBERS**

**102. Distinction between AGM & EGM.**

All the General Meetings of the Company other than Annual General Meetings shall be called Extraordinary General Meetings.

**103. Extra-Ordinary General Meeting by Board and by requisition**

- (a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members

**Proceedings at General Meeting**

- (b) No business shall be transacted at any general meeting unless quorum of members, as stipulated under the provisions of the Act, is present at the time when the meeting proceeds to business.
- (c) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.

**When a Director or any two Members may call an Extra Ordinary General Meeting**

- (d) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.

**104. Meeting not to transact business not mentioned in notice.**

No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.

**105. Chairman of General Meeting**

The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Vice Chairman of the Company so shall take the chair and preside the meeting. In the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.

**106. Business confined to election of Chairman or Vice Chairman whilst chair is vacant.**

No business, except the election of a Chairman or Vice Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.

**107. Chairman with consent may adjourn meeting.**

- a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**108. Chairman's casting vote.**

In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.

**109. In what case poll taken without adjournment.**

Any poll duly demanded on the election of Chairman or Vice Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.

**110. Demand for poll not to prevent transaction of other business.**

The demand for a poll except on the question of the election of the Chairman or Vice Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

**VOTES OF MEMBERS**

**111. Members in arrears not to vote.**

No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.

**112. Number of votes each member entitled.**

Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.

**113. Casting of votes by a member entitled to more than one vote.**

On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

**114. Vote of member of unsound mind and of minor**

A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

**115. Postal Ballot**

Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.

**116. E-Voting**

A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

**117. Votes of joint members.**

- a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joint holders thereof.
- b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

**118. Votes may be given by proxy or by representative**

Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles

**119. Representation of a body corporate.**

A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.

**120. Members paying money in advance.**

- (a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.

**Members not prohibited if share not held for any specified period.**

- (b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.

**121. Votes in respect of shares of deceased or insolvent members.**

Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.

**122. No votes by proxy on show of hands.**

No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.

**123. Appointment of a Proxy.**

The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 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.

**124. Form of proxy.**

An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

**125. Validity of votes given by proxy notwithstanding death of a member.**

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.

**126. Time for objections to votes.**

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.

**127. Chairperson of the Meeting to be the judge of validity of any vote.**

Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.



## DIRECTORS

### 128. Number of Directors

Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution

#### The First Directors of the Company shall be:

1. Mrs. Ekta Seth
2. Mr. Prithvi Seth

### 129. Qualification shares.

A Director of the Company shall not be bound to hold any Qualification Shares in the Company.

### 130. Nominee Directors.

- (a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to the financing company or body or financing corporation or credit corporation or bank or any insurance corporation (each such financing company or body or financing corporation or credit corporation or bank or any insurance corporation is hereinafter referred to as financial institution) out of any loans granted by the financial institution to the Company or so long as the financial institution hold Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the financial institution on behalf of the Company remains outstanding, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.
- (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.
- (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.

### 131. Appointment of alternate Director.

The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

**132. Additional Director**

Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.

**133. Directors power to fill casual vacancies.**

Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.

**134. Sitting Fees.**

Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.

**135. Travelling expenses Incurred by Director on Company's business.**

The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.

**PROCEEDINGS` OF THE BOARD OF DIRECTORS**

**136. Meetings of Directors.**

- (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

**Quorum**

No business shall be transacted at any Board meeting unless quorum of Directors, as stipulated under the provisions of the Act, is present at the time when the meeting proceeds to business

**137. Chairman and Vice Chairman**

- a) The Directors may from time to time elect from among their members a Chairperson of the Board as well as a Vice Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, to the Vice Chairman shall preside at the meeting and in the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.

- b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.

**138. Questions at Board meeting how decided.**

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman or the Vice Chairman, as the case may be will have a second or casting vote.

**139. Continuing directors may act notwithstanding any vacancy in the Board**

The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

**140. Directors may appoint committee.**

Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

**141. Committee Meetings how to be governed.**

The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

**142. Chairperson of Committee Meetings**

- a) A committee may elect a Chairperson of its meetings.
- b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

**143. Meetings of the Committee**

- a) A committee may meet and adjourn as it thinks fit.
- b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

**144. Acts of Board or Committee shall be valid notwithstanding defect in appointment.**

Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.

**145. Power to fill casual vacancy**

Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and 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 had not been vacated as aforesaid.

**POWERS OF THE BOARD**

**146. Powers of the Board**

The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However, no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

**147. Certain powers of the Board**

Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say

**To acquire any property, rights etc.**

- (1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.

**To take on Lease.**

- (2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.

**To erect & construct.**

- (3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole



for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.

**To pay for property.**

- (4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

**To insure properties of the Company.**

- (5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

**To open Bank accounts.**

- (6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.

**To secure contracts by way of mortgage.**

- (7) To secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.

**To accept surrender of shares.**

- (8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.

**To appoint trustees for the Company.**

- (9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.

**To conduct legal proceedings.**

- (10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the



Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.

**Bankruptcy & Insolvency**

- (11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.

**To issue receipts & give discharge.**

- (12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.

**To invest and deal with money of the Company.**

- (13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.

**To give Security by way of indemnity.**

- (14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;

**To determine signing powers.**

- (15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.

**Commission or share in profits.**

- (16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.

**Bonus etc. to employees.**

- (17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.

**Transfer to Reserve Funds.**

- (18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or





debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.

**To appoint and remove officers and other employees.**

- (19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.

**To appoint Attorneys.**

- (20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

**To enter into contracts.**

- (21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.



**To make rules.**

- (22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.

**To effect contracts etc.**

- (23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.

**To apply & obtain concessions licenses etc.**

- (24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.

**To pay commissions or interest.**

- (25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.

**To redeem preference shares.**

- (26) To redeem preference shares.

**To assist charitable or benevolent institutions.**

- (27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.
- (28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.
- (30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.

- (31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.
- (32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.
- (33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.
- (34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.
- (35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.
- (36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.
- (37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.
- (38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

#### **MANAGING AND WHOLE-TIME DIRECTORS**

##### **148. Powers to appoint Managing/ Wholetime Directors.**

- a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.
- b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.

**149. Remuneration of Managing or Wholetime Director.**

The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.

**150. Powers and duties of Managing Director or Whole-time Director.**

- (1) Subject to control, direction and supervision of the Board of Directors, the day-today management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.
- (2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.
- (3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.
- (4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.
- (5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.

**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

**151. Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer**

- a) Subject to the provisions of the Act, –
  - i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

- ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### THE SEAL

#### 152. The seal, its custody and use.

- (a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.
- (b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.

#### 153. Deeds how executed.

The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### Dividend and Reserves

#### 154. Division of profits.

- (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

#### 155. The company in General Meeting may declare Dividends.

The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.

**156. Transfer to reserves**

- a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

**157. Interim Dividend.**

Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

**158. Debts may be deducted.**

The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

**159. Capital paid up in advance not to earn dividend.**

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.

**160. Dividends in proportion to amount paid-up.**

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 dividends as from a particular date such share shall rank for dividend accordingly.

**161. Retention of dividends until completion of transfer under Articles.**

The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.

**162. No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.**

No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.

**163. Effect of transfer of shares.**

A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.

**164. Dividend to joint holders.**

Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.

**165. Dividends how remitted.**

- a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

**166. Notice of dividend.**

Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

**167. No interest on Dividends.**

No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.

**168. Unpaid or unclaimed dividend**

- a) If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, transfer the total amount of dividend, which remained so unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account".
- b) Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investor Education and Protection Fund".

**CAPITALIZATION**

**169. Capitalization.**

- (1) The Company in General Meeting may, upon the recommendation of the Board, resolve:



- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:
- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
  - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
- (3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

**170. Fractional Certificates.**

- (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall –
- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and
  - (b) Generally to do all acts and things required to give effect thereto.
- (2) The Board shall have full power -
- (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.
- (4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.



**171. Inspection of Minutes Books of General Meetings.**

- (1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.
- (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.

**172. Inspection of Accounts**

- a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

**FOREIGN REGISTER**

**173. Foreign Register.**

The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.

**DOCUMENTS AND SERVICE OF NOTICES**

**174. Signing of documents & notices to be served or given.**

Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.

**175. Authentication of documents and proceedings.**

Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.

**WINDING UP**

**176. Subject to the provisions of Chapter XX of the Act and rules made thereunder –**

- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## INDEMNITY

### 177. Directors' and others right to indemnity.

Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.

### 178. Not responsible for acts of others

Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

## SECRECY

### 179. Secrecy

(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

**Access to property information etc.**

- (b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.

## SECTION 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 Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days (Monday to Friday) from the date of the Draft Prospectus until the Issue Closing Date.

#### MATERIAL CONTRACTS

1. Issue Agreement dated 22<sup>nd</sup> December, 2023 between our Company and the Lead Manager.
2. Registrar Agreement dated 5<sup>th</sup> December, 2023 between our Company and the Registrar to the Issue.
3. Banker(s) to the Issue Agreement dated [●] between our Company, the Lead Manager, Banker(s) to the Issue 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 Underwriter.
6. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated 22<sup>nd</sup> June, 2023.
7. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated 19<sup>th</sup> June, 2023.

#### MATERIAL DOCUMENTS

8. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
9. Copy of Certificate of Incorporation dated 24<sup>th</sup> May, 2018 issued under the name Faalcon Concepts Private Limited.
10. Copy of Fresh Certificate of Incorporation dated 25<sup>th</sup> May, 2023 issued under the name Faalcon Concepts Limited.
11. Resolution of the Board of Directors dated 5<sup>th</sup> October, 2023 authorizing the Issue and other related matters.
12. Resolution of the Shareholders of our Company, passed at the Extra-Ordinary General Meeting held on 11<sup>th</sup> October, 2023 authorizing the Issue and other related matters.
13. Copy of the resolution dated 25<sup>th</sup> April, 2023 for appointment of Mrs. Ekta Seth as Managing Director.
14. Certified true copy of the resolution dated 10<sup>th</sup> November, 2023 passed at the Shareholders Meeting, appointing Mr. Prithvi Seth and Mr. Tribhuvan Seth as the Whole Time Directors of our Company.
15. Board Resolution dated 23<sup>rd</sup> December, 2023 for approval of Draft Prospectus and dated [●] for approval of Prospectus.

16. Auditor's report for Restated Financial Statements dated 1<sup>st</sup> December, 2023 on the Restated Financial Statements for the financial years ended March 31, 2023, 2022 and 2021 and for the seven months ended 31<sup>st</sup> October, 2023 included in this Draft Prospectus.
17. The Statement of Possible Tax Benefits dated 1<sup>st</sup> December, 2023 from our Peer Review Auditors included in this Draft Prospectus.
18. Copies of Audited Financial Statements of the Company for the financial year ended March 31, 2023, 2022 and 2021 and for the seven months ended 31<sup>st</sup> October, 2023.
19. Copy of certificate from the statutory Auditors of our Company dated 1<sup>st</sup> December, 2023 regarding the sources and deployment of funds as on 30<sup>th</sup> November, 2023.
20. Certificate on KPI's issued by the Peer Review Auditors, namely M/s Sharma Sharma & Co., Chartered Accountants dated 8<sup>th</sup> December, 2023.
21. Consents of our Directors, Promoters, 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, Underwriter and Market Maker to act in their respective capacities.
22. Due Diligence Certificate dated 23<sup>rd</sup> December, 2023 from the Lead Manager to BSE.
23. Due Diligence Certificate dated [●] to SEBI by the Lead Manager.
24. In-Approval from BSE vide letter dated [●] to use the name of BSE in this Offer Document for listing of Equity Shares on SME Platform of BSE.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

<p>Sd/- <b>Mrs. Ekta Seth</b> Chairperson &amp; Managing Director DIN: 08141902</p>	<p>Sd/- <b>Mr. Prithvi Seth</b> Whole Time Director DIN: 06646812</p>
<p>Sd/- <b>Mr. Tribhuvan Seth</b> Whole Time Director DIN: 08221138</p>	<p>Sd/- <b>Mrs. Ruchi Arora</b> Non-Executive Director DIN: 10262416</p>
<p>Sd/- <b>Ms. Renu Kaur</b> Non-Executive Independent Director DIN: 10080402</p>	<p>Sd/- <b>Mr. Ankur Sharma</b> Non-Executive Independent Director DIN: 10260305</p>

### SIGNED BY THE CFO AND CS OF OUR COMPANY

<p>Sd/- <b>Mr. Praveen Pathania</b> Chief Financial Officer</p>	<p>Sd/- <b>Mr. Vinod Kumar</b> Company Secretary and Compliance Officer</p>
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**Date:** 23<sup>rd</sup> December, 2023  
**Place:** Gurugram, Haryana

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY NAVIGANT CORPORATE ADVISORS LIMITED**

**TABLE:1**

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	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	Prabhat Telecoms (India) Limited	11.22	51.00	03-08-2016	61.20	+43.14% (+3.01%)	+47.06% (+0.65%)	+54.90% (+0.55%)
2	KMS Medisurgi Limited	2.70	30.00	24-04-2017	30.00	+0% (+2.18%)	+2.17% (+8.00%)	+0.33% (+9.22%)
3	Pure Giftcarat Limited	7.45	13.00	08-05-2017	10.80	+0.77% (+4.49%)	+0% (+8.02%)	+8.85% (+12.56%)
4	Jalan Transolutions (India) Limited	17.71	46.00	31-05-2017	41.50	-21.74% (-0.72%)	-27.07% (+0.78%)	-12.28% (+8.28%)
5	G G Engineering Limited	2.23	20.00	17-07-2017	21.00	+9.50% (-0.87%)	+119.75% (+1.12%)	+155.00% (+7.85%)
6	Keerti Knowledge & Skills Limited	4.05	52.00	07-08-2017	51.05	-9.02% (-1.90%)	-27.12% (+4.37%)	+1.92% (+8.65%)
7	Ashok Masala Mart Limited	2.01	10.00	22-08-2017	12.00	-19.40% (+3.45%)	-6.50% (+7.65%)	-7.50% (+8.69%)
8	Manav Infra Projects Limited	5.51	30.00	18-09-2017	32.00	-32.50% (+0.50%)	-40.83% (+3.21%)	-48.33% (+3.89%)
9	Ajooi Biotech Limited	6.59	30.00	02-01-2018	36.00	+51.33% (+6.19%)	+3.33% (-1.65%)	-20.00% (+4.77%)
10	Continental Seeds and Chemicals Limited	4.21	26.00	04-04-2018	27.30	-16.19% (+5.74%)	-26.92% (+7.15%)	-47.50% (+9.72%)
11	Power and Instrumentation (Gujarat) Limited	6.15	33.00	23-04-2018	35.00	-6.36% (+0.58%)	-48.48% (+5.94%)	-63.64% (-0.39%)
12	Dr Lalchandani Labs Limited	4.20	30.00	09-05-2018	29.95	-2.50% (+0.35%)	+3.17% (+6.64%)	-20% (-2.84%)
13	Sirca Paints India Limited	77.91	160.00	30-05-2018	162.00	-5.25% (+1.48%)	+49.78% (+10.85%)	+36.50% (+0.21%)





14	Rajnish Wellness Limited	11.98	95.00	09-07-2018	100.00	+18.05% (+5.43%)	+20.84% (-4.33%)	+37.00% (+0.67%)
15	Akg Exim Limited	5.52	31.00	25-09-2018	32.25	+5.16% (-7.14%)	+3.23% (-2.48%)	+15.81% (+4.13%)
16	SBC Exports Limited	6.56	22.00	04-07-2019	22.00	+10.23% (+7.23%)	+9.77% (-4.02%)	+42.50% (+3.37%)
17	Wonder Fibromats Limited	19.79	89.00	06-08-2019	93.00	-0.28% (-0.90%)	+2.25% (+8.99%)	+0.00% (+7.46%)
18	Salasar Exteriors & Contour Limited	8.50	36.00	12-09-2019	36.00	+12.50% (+2.76%)	+61.11% (+8.92%)	+2.78% (-3.96%)
19	Focus Business Solution Limited	1.22	19.00	13-07-2021	29.35	+19.21% (+3.93%)	-12.89% (+13.96%)	-36.74% (+13.22%)
20	Rex Pipes & Cable Industries Limited	6.24	26.00	10-08-2021	26.80	+76.92% (+6.87%)	+96.15% (+10.98%)	+67.88% (+10.98%)
21	KCK Industries Limited	4.50	30.00	08-07-2022	26.80	-18.83% (+7.17%)	-32.33% (+6.87%)	-40.83% (+12.50%)

Note: The 30<sup>th</sup>, 90<sup>th</sup>, and 180<sup>th</sup> calendar days has been taken as listing date plus 29, 89, 179 calendar days respectively. Where the 30<sup>th</sup> day / 90<sup>th</sup> day / 180<sup>th</sup> day falls on BSE / NSE Trading holiday or falls on day when there is no trade in equity share of the respective company, preceding trading day has been considered. BSE SENSEX has been considered as the benchmark index. We have taken the Issue Price to calculate the % of change in closing price as on 30<sup>th</sup>, 90<sup>th</sup>, and 180<sup>th</sup> calendar day.

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE OF PAST ISSUED HANDELED BY NAVIGANT CORPORATE ADVISORS LIMITED

Financial Year	Total No. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-2023	1	4.50	0	0	1	0	0	0	0	1	0	0	0	0
2021-2022	2	7.46	0	0	0	1	0	1	0	1	0	1	0	0
2019-2020	3	34.85	0	0	1	0	0	0	0	0	0	0	1	2
2018-2019	6	109.97	0	0	4	0	0	2	1	1	1	0	2	1
2017-2018	8	48.25	0	1	3	1	0	3	0	1	3	1	0	3
2016-2017	1	11.22	0	0	0	0	1	0	0	0	0	1	0	0

