





**SUNREST LIFESCIENCE LIMITED**  
Corporate Identification Number: U74999GJ2017PLC099606

REGISTERED OFFICE		CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
FF-41, Ajay Tenament-6, Near Canal Near Ritanagar, Bus Stand Vastral Road, Ahmedabad-382415, Gujarat, India		Ms. Juhi Sawajani	+91-079 - 29918245 <a href="mailto:info@sunrestlifescience.com">info@sunrestlifescience.com</a>	<a href="http://www.sunrestlifescience.com/">http://www.sunrestlifescience.com/</a>
<b>PROMOTERS OF OUR COMPANY:</b> Mr. Nikhilkumar Y Thakkar, Mr. Amitbhai Shambhulal Thakkar, Mr. Bhagyesh Kiritbhai Parekh and Mr. Bharatkumar V Thakkar				
DETAILS OF THE ISSUE				
TYPE	FRESH ISSUE SIZE (IN LAKHS) ₹	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	Upto 12,91,200 Equity Shares aggregating to ₹ [●] Lakhs	Nil	₹ [●] Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.
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				
RISK IN RELATION TO THE FIRST ISSUE				
The face value of the Equity Shares is ₹ 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 chapter titled as “Basis for Issue Price” on page number 78 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing				
GENERAL RISKS				
Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page number 23 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 offered through this Draft Prospectus are proposed to be listed on the SME Platform of the National Stock Exchange of India Limited (“NSE EMERGE”). In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our Company has received in-principle approval letter dated [●] from NSE for using its name in this Draft Offer document for listing our shares on the NSE EMERGE. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited				
LEAD MANAGER TO THE ISSUE				
NAME AND LOGO	CONTACT PERSON		EMAIL & TELEPHONE	
Mark Corporate Advisors Private Limited 	Mr. Niraj Kothari		Telephone: +91 22 2612 3208 E-mail id: <a href="mailto:smeipo@markcorporateadvisors.com">smeipo@markcorporateadvisors.com</a>	
REGISTRAR TO THE ISSUE				
NAME AND LOGO	CONTACT PERSON		EMAIL & TELEPHONE	
	Mr. Anuj Rana		Telephone - +91 1126812682 Email id: <a href="mailto:VirenR@Skylinerta.Com">VirenR@Skylinerta.Com</a>	
ISSUE PROGRAMME				
ISSUE OPENS ON: [●]			ISSUE CLOSES ON: [●]	

**SUNREST LIFESCIENCE LIMITED****Corporate Identification Number: U74999GJ2017PLC099606**

Our Company was originally incorporated as “Sunrest Lifescience Private Limited” as a Private Limited Company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated October 30, 2017, issued by the Registrar of Companies, Ahmedabad, Gujarat. Subsequently, our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on March 09, 2023 and the name of our Company was changed to “Sunrest Lifescience Limited”. A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company dated March 21, 2023 was issued by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U74999GJ2017PLC099606. For details of change in registered office of our Company, please refer to chapter titled “Our History and Certain Other Corporate Matters” beginning on page number 111 of this Draft Prospectus.

**Registered Office:** FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad-382415, Gujarat, India**Website:** <http://www.sunrestlifescience.com/>; **Tel No:** +91-079 - 29918245; **Email Id:** [info@sunrestlifescience.com](mailto:info@sunrestlifescience.com);**Company Secretary and Compliance Officer:** Ms. Nishi Shah**PROMOTERS OF OUR COMPANY:** Mr. Nikhilkumar Y Thakkar, Mr. Amitbhai Shambhulal Thakkar, Mr. Bhagyesh Kiritbhai Parekh and Mr. Bharatkumar V Thakkar**THE ISSUE**

**INITIAL PUBLIC ISSUE OF UPTO 12,91,200 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF SUNREST LIFESCIENCE LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ [●] LAKHS (“THE ISSUE”), OF WHICH 65,600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 12,25,600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30.09 % AND 28.56% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

THIS ISSUE IS BEING IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIERMENTS) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME. For further details see “Terms of Issue” beginning on page number 207 of this Draft Prospectus.

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015 and the all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self-Certified Syndicate Banks (“SCSBs”) for the same. Further pursuant to SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, for implementation of Phased II for UPI facility, which is effective from July 01, 2019, all potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts or UPI ID (in case of RIIs), in which the corresponding Application Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. For details, see “Issue Procedure” on page number 218 of this Draft Prospectus.

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10/- AND THE ISSUE PRICE IS ₹ [●]/- THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE**

**RISK IN RELATION TO THE FIRST ISSUE**

The face value of the Equity Shares is ₹ 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 chapter titled as “Basis for Issue Price” on page number 78 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are

**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 number 23 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 of our Company offered through this Draft Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (NSE EMERGE). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from NSE EMERGE for using its name in the Prospectus for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited (NSE EMERGE). For the purpose of this Issue, National Stock Exchange Limited shall be the Designated Stock Exchange

**LEAD MANAGER TO THE ISSUE**

**Mark Corporate Advisors Private Limited**  
CIN - U67190MH2008PTC181996  
404/1, The Summit Business Bay, Sant Janabai Road (Service Lane),  
Off W. E. Highway, Vile Parle (East), Mumbai-400 057. Maharashtra, India  
Tel. No.: +91 22 2612 3208  
Email ID: [smeipo@markcorporateadvisors.com](mailto:smeipo@markcorporateadvisors.com)  
Investor Grievance Email ID: [investorgrievance@markcorporateadvisors.com](mailto:investorgrievance@markcorporateadvisors.com)  
Contact Person: Mr. Niraj Kothari  
Website: [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com); SEBI Regn. No.: INM000012128

**REGISTRAR TO THE ISSUE**

**Skyline Financial Services Private Limited**  
CIN - U74899DL1995PTC071324  
D-153/ A, First Floor, Okhla Industrial Area,  
Phase - I, New Delhi – 110020  
Telephone - +91 1126812682  
E-mail id: [Viren@Skylinerta.Com](mailto:Viren@Skylinerta.Com)  
Investor Grievance Email: [grievances@skylinerta.com](mailto:grievances@skylinerta.com)  
Contact person: Mr. Anuj Rana  
Website: <http://www.skylinerta.com/>; SEBI Regn. No.: INR000003241

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

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## SECTION I - DEFINITIONS AND ABBREVIATIONS

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

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

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

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

### GENERAL AND COMPANY RELATED TERMS

#### GENERAL TERMS

TERM	DESCRIPTION
“Sunrest Lifescience Limited”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Sunrest Lifescience Limited a public limited company, registered under the Companies Act, 2013 and having its registered office at FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad, Gujarat – 382415
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company together with our Group Companies
Our Promoters	The promoters of our company being Mr. Bharatkumar V Thakkar, Mr. Bhagyesh Kiritbhai Parekh, Mr. Amitbhai Shambhulal Thakkar, Mr. Nikhilkumar Y Thakkar
Promoters’ Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “Our Promoters and Promoter’s Group”.

#### COMPANY RELATED TERMS

TERM	DESCRIPTION
Articles/Articles of Association/AOA	Unless the context otherwise requires, refers to the Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013. For details refer section titled “Our Management” on page number 115 of this Draft Prospectus.
Auditor of our Company	The Statutory Auditors of our Company, being M/s Madhusudan C Mashruwala & Co. as mentioned in the section titled “General Information” beginning on page number 44 of this Draft Prospectus.
Banker to the Company	Axis Bank Limited
Bankers to the Issue	[•]
Board of Directors / Board/BOD / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof.
Companies Act	The Companies Act, 2013 as amended from time to time.

CIN	Corporate Identification Number of our Company i.e., U74999GJ2017PLC099606
Chairperson	Chairperson of the Company, being Ms. Juhi Sawajani.
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mrs. Meha Bhagyesh Parekh
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Ms. Nishi B Shah
Director/Director(s)	Director(s) on the Board of our Company, as appointed from time to time, unless otherwise specified.
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
Executive Director /ED	Whole – time directors/Executive Directors on our Board
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, “Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in “ <i>Our Group Companies/ Entities</i> ” on page number 192 of this Draft Prospectus.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Ind AS	Indian Accounting Standard
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number in this case being INE0PLZ01012
IT Act	The Income Tax Act, 1961 as amended till date
Key Managerial Personnel / Key Managerial Employees / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013. For details, please refer “ <i>Our Management</i> ” on page number 115 of this Draft Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on March 22nd 2023, in accordance with the requirements of the SEBI ICDR Regulations.
Managing Director / MD	Mr. Nikhilkumar Y Thakkar being the Managing Director of our Company
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA, 1999.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page number 115 of this draft prospectus.
Non-Executive Director	A Director not being an Executive Director
NRI / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.

Peer Reviewed Auditor	The Statutory Auditors of our Company, being M/s Madhusudan C Mashruwala & Co., holding a valid peer review certificate, as mentioned in the section titled “General Information” beginning on page number 44 of this Draft Prospectus.
Registered Office	Registered Office of our company situated FF-41 Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad, Gujarat-382415
Restated Financial Statements	Restated Financial Statements along with Report dated April 29, 2023 from the Peer Review Certified Auditor – M/s. Madhusudan C Mashruwala & Co Chartered Accountants, Ahmedabad for the nine period ended on December 31, 2022 and for the year ended March 31, 2022, 2021, 2020 included in the Draft Prospectus.
ROC / Registrar of Companies	Registrar of Companies, Ahmedabad.
Shareholders	The holders of the Equity Shares, from time to time
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “Our Management” on page number 115 of this draft prospectus.
WTD	Mr. Amitbhai Shambhulal Thakkar being the Whole-Time Director of our Company
Warehouse	Warehouse of our company situated at Milkat No – 4080,4081,4082, 4083, Block no. 269, G.F., Shri Ambica Estate, N.H. No. 8 Asalali, Tal – Daskrot (Ahmedabad), 382427

#### ISSUE RELATED TERMS

TERMS	DESCRIPTION
Applicant	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form.
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by an Applicant authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB and will include amounts blocked by SCSB upon acceptance of UPI Mandate Request by UPI Applicants using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Applicants for blocking the Bid Amount mentioned in the ASBA Form and will include amounts blocked by SCSB upon acceptance of UPI Mandate Request by UPI Applicants using the UPI Mechanism.

ASBA Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Draft Prospectus and the Application Form including through UPI mode (as applicable).
ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicant and which will be considered as an application for Allotment in terms of the Prospectus.
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue to the successful applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued
Banker to the Issue Agreement	Agreement dated [●], 2023 entered amongst the Company, LM, the Registrar, Sponsor Bank / the Banker to the Issue to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in paragraph titled 'Basis of allotment' under chapter titled " <i>Issue Procedure</i> " starting from page number 218 of this Draft Prospectus.
Bidding Centers / Collection Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e., Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Business Day	Monday to Friday (except public holidays).
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
CAN or Confirmation of Allocation Note / Allotment Advice	The Note or advice or intimation sent to each successful Applicant indicating the Equity 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)/ CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the website of NSE ( <a href="http://www.nseindia.com">www.nseindia.com</a> ).
Controlling Branch	Such branches of SCSBs which coordinate Applications under the Issue with the Lead Manager, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms and in case of RILs 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 amounts blocked by the SCSBs are transferred from the ASBA Accounts including the accounts linked with UPI ID, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries / Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to the Issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
DP ID	Depository Participant's Identity Number
Draft Prospectus	The Draft Prospectus dated June 29, 2023 issued in accordance with Section 26 of the Companies Act filed with the SME Platform of NSE (NSE Emerge) under SEBI(ICDR) Regulations
Designated Stock Exchange	National Stock Exchange of India Limited
Eligible NRI	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 Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Engagement Letter	The Engagement Letter dated November 21, 2022, between our Company and the LM.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Listing Agreement	The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations.
Fresh Issue	Fresh Issue of 12,91,200 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share (including premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs.
General Corporate Purpose(s)	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (s)/ 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 and the UPI Circulars. The General Information Document shall be available on the website of the Stock Exchange and the LM.
Issue Agreement / MoU	The Memorandum of Understanding dated June 13, 2023 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Opening Date	The date on which the Issue opens for subscription. In this case being [●], 2023
Issue Closing date	The date on which the Issue closes for subscription. In this case being [●], 2023



Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application
IPO	Initial Public Offering
Issue / Issue Size / Public Issue / Initial Public Issue / IPO	The Initial Public Issue of up to 12,91,200 Equity Shares of ₹ 10/- each at ₹[●]/- per Equity Share including Share Premium of ₹[●]/- per Equity Share aggregating to ₹[●] Lakhs by our Company.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Prospectus, being ₹[●]/- (including share premium of ₹[●]/- per Equity Share).
Issue Proceeds	The proceeds of the Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” on page number 72 of this Draft Prospectus.
LM / Lead Manager	Lead Manager to the Issue, in this case being Mark Corporate Advisors Private Limited
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited
Lot size	The Market lot and Trading lot for the Equity Share is 1,600 and in multiples of 1,600 thereafter; subject to a minimum allotment of 1,600 Equity Shares to the successful applicants.
Market Maker	The Market Maker to the Issue, in this case being [●]
Market Making Agreement	The Agreement entered into between the Market Maker, Lead Manager and our Company dated [●]
Market Maker Reservation Portion	The Reserved portion of 65,600 equity shares of ₹10.00 each at an Issue Price of ₹[●] aggregating to ₹[●] Lakhs for Designated Market Maker in the Public Issue of our Company.
NCLT	National Company Law Tribunal.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 12,25,600 Equity Shares of ₹10/- each at ₹[●]/- per Equity Share including share premium of ₹ [●]/- per Equity Share aggregating to ₹[●]/- Lakhs by Sunrest Lifescience Limited
Net Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the Issue expenses.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Non-Institutional Applicants/Investor / NIIs	All Applicants, including Eligible FPIs, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹2,00,000 (but not including NRIs other than Eligible NRIs, OFIs other than eligible QFIs).
Non-Retail Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Offer, after retail portion, being not more than 50% of the Net issue which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 opened with the Public Issue Account Bank pursuant to the Banker to the Issue Agreement and where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors

Public Issue Account Bank / Banker to the Issue	A bank which is a clearing member and registered with SEBI as a banker to an issue and with which the Public Issue Account for collection of Application Amounts from Escrow Account(s) and ASBA Accounts will be opened, in this case being [●].
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Qualified Foreign Investors/ QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registered Brokers	Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI.
Registrar / Registrar to the Issue	Registrar to the Issue being, Skyline Financial Services Private Limited.
Registrar / Registrar to the Issue	The Registrar Agreement dated June 13, 2023, between 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 or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Retail Individual Investors / (RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹. 2,00,000.
Retail Portion	The portion of the Net Offer being not less than 50% of the Net Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations.
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 Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date.
SCSB	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;intm Id=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intm Id=35</a>
Sponsor Bank	The Banker to the Issue which is registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Stock Exchange	National Stock Exchange of India Limited
SME Platform of NSE / SME Exchange / Stock Exchange / NSE Emerge/NSE	The SME platform of NSE i.e., NSE Emerge, approved by SEBI as an SME Exchange for listing of equity shares issued under Chapter IX of the SEBI ICDR Regulations.

SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
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	Underwriter to the issue is [●]
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●]
Unified Payment Interface or UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI Applicants	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, and Other than retail individual investors applying with an application size of more than ₹ 200,000 and up to ₹ 500,000 in the Other than Retail Investors category and applying under the UPI Mechanism. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (ii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iii) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.

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 transactions.
Willful Defaulter	Willful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	<ul style="list-style-type: none"> <li>i. Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday;</li> <li>ii. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. 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.</li> </ul>

## TECHNICAL AND INDUSTRY RELATED TERMS

TERM	DESCRIPTION
NSAID	Non-Steriodal Anti-Inflammatory Drug
WHO	World Health Organisation
FDA	Food and Drug Administration
GMP	Good Manufacturing Practice
WHO-GMP	World Health Organization Good Manufacturing Practice
NLEM	National List of Essential Medicines
HPMC	Hydroxypropyl Methylcellulose
HIV	Human immunodeficiency virus
DI	Drug Intermediates
MG	Milligram
IU	International Unit
ANDA	Abbreviated New Drug Application
API	Active Pharmaceutical Ingredient
ARVs	Antiretrovirals
CAGR	Compound Annual Growth Rate
DIPP	Department of Industrial Policy and Promotion
DMFs	Drug Master Files
FSSAI	Food Safety and Standards Authority of India
FPP	Finished Pharmaceutical Association
GDP	Gross Domestic Product
GST	Goods and Services Tax
IPA	Indian Pharmaceutical Association
MLHW	Ministry of Labor Health and Welfare
RM	Raw Material
PM	Packing Material
KSM	Key Starting materials
API - CF	Assistance to Pharmaceutical Industry for Common Facilities
PTUAS	Pharmaceutical Technology Upgradation Assistance Scheme
PPDS	Pharmaceutical Promotion and Development Scheme
NIPER	National Institute of Pharmaceutical Education & Research
PMBI	Pharmaceuticals and Medical Devices Bureau of India
NPPA	National Pharmaceutical Pricing Authority
USFDA	United States Food and Drug Administration

## CONVENTIONAL AND GENERAL TERMS/ABBREVIATION

TERM	DESCRIPTION
A/c	Account
Act or Companies Act	Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AIF	Alternate investment Fund as defined in and registered with SEBI under SEBI AIF Regulations
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India

AY	Assessment Year
B.Com	Bachelor of Commerce
BG	Bank Guarantee
CAN	Confirmation Allocation Note
CARO	Companies (Auditor's Report) Order, 2016 as amended
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a category II foreign portfolio investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CFSS	Companies Fresh Start Scheme under Companies Act, 2013
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications, and modifications thereunder
CAPPM	Consumer Awareness, Publicity and Price Monitoring
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director Identification Number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
DPIIT	Department for Promotion of Industry and Internal Trade
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
EPF Act	Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESI Act	Employees' State Insurance Act, 1948
Financial Year / Fiscal / Fiscal Year / FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt

FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there- under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GOI	Government of India
GST	Goods and Service Tax
GST Act	The Central Goods and Service Tax Act, 2017
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act / Income Tax Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs. / Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offering
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSMEs	Micro, Small & Medium Enterprises
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
OCB	Overseas Corporate Bodies
OCB/Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held

	by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
PMBJP	Pradhan Mantri Bhartiya Janaushadhi Pariyojana
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoC or Registrar of Companies	The Registrar of Companies, Ahmedabad
RoCE	Return on Capital Employed
RoNW	Return on Net Worth
RTA	Registrar and Transfer Agents
RTI	Right to Information, in terms of Right to Information Act, 2005
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI (Venture Capital) Regulations	Securities and Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time



Sec. / S.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the NSE Emerge
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TAN	Tax Deduction and Collection Account Number
TIN	Taxpayer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCF	Venture Capital Funds
VCFs	<p>Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.</p> <p>In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.</p>

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### FINANCIAL DATA

Unless stated otherwise, the financial data included in this Draft Prospectus are extracted from the Restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the Section titled “*Financial Information*” beginning on page number 135 of this Draft Prospectus.

Our fiscal year commences on 1<sup>st</sup> April of each year and ends on 31<sup>st</sup> March of the next year. All references to a particular fiscal year are to the 12 months period ending on 31<sup>st</sup> March of that year. 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 decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this 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.

Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the Section titled “*Financial Information*” Statements, as Restated’ beginning on page number 135 of this Draft Prospectus.

### CURRENCY AND UNITS OF PRESENTATION

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

### INDUSTRY AND MARKET DATA

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

Further, the extent to which the industry and market data presented in the Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

## FORWARD LOOKING STATEMENT

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

These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- a) General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- b) Competition from existing and new entities may adversely affect our revenues and profitability;
- c) Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- d) Our business and financial performance is particularly based on market demand and supply of our Products/services;
- e) The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- f) Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- g) Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- h) The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.
- i) Our ability to respond to technological changes;
- j) Our ability to attract and retain qualified personnel;
- k) Our ability to manage our growth effectively.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections/chapters “Risk Factors”, “Business Overview” And “Management’s Discussion and Analysis of Financial Position and Results of Operations” on page number 23, 92 and 169 respectively of this draft prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what occurs in the future. As a result, actual 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. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes 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. None of our Company, the Directors, the LM, or 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. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II - SUMMARY OF DRAFT PROSPECTUS

### PRIMARY BUSINESS OF THE COMPANY

Our Company was originally incorporated as “Sunrest Lifescience Private Limited” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated October 30, 2017, issued by the Registrar of Companies, Ahmedabad. Subsequently, our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting held on March 09, 2023 and the name of our Company was changed to “Sunrest Lifescience Limited”. A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company was issued by the Registrar of Companies, Ahmedabad on March 21, 2023. The Corporate Identification Number of our Company is U74999GJ2017PLC099606.

Promoters of our company are Mr. Bharatkumar V Thakkar, Mr. Bhagyesh Kiritbhai Parekh, Mr. Amitbhai Shambhulal Thakkar and Mr. Nikhilkumar Y Thakkar. Our promoters and directors have experience of more than two decades in the pharmaceutical business/products. With experience we aim to continue to grow in the pharmaceutical business. Our Company is engaged in the marketing of OTC generic pharmaceutical products in the domestic market. Our company offer range of pharmaceutical products manufactured by third party manufacturers. Our company operate in different States of India such as Maharashtra, Gujarat, Madhya Pradesh, Orissa and Rajasthan. Our company have presence in these States through Trade Mark registered products and/or products under registration.

We deal in Capsules, Tablets, Syrup, Ointment, Gel, Mouth Wash, Solution, Suspension, Dry Powders and Toothpaste. Our product portfolio comprises of wide range of drugs like Anti-Bacterial, Anti Diarrheal, Anti-Fungal, Anti Malarial, Anti Diabetic, Dental Cure, Anti Protozol, Anti Histamine, Anti-Hypertensive drugs, Cosmetic, Anti Parasitic, Multivitamin, Multimineral, Nutraceutical and Anti-inflammatory. Our company have 18 Registered Trademarks for 32 products.

Our business operations are supported by one of our Group Company and various third-party manufacturers. We typically work on third-party manufacturing basis or at times purchase order basis with manufacturer of pharma products, depending upon customer’s requirement.

### SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

The Indian pharmaceutical industry ranks third globally in pharmaceutical production by volume and is known for its generic medicines and low-cost vaccines. The sector contributed to around 1.32% of the Gross Value Added (at 2011-12 constant prices) of the Indian Economy in 2020-21. The total annual turnover of Pharmaceuticals in the fiscal year 2021-22 was Rs. 3,44,125 crore (USD 42.34 Bn). Major segments of Indian Pharmaceutical Industry include generic drugs, OTC medicines, bulk drugs, vaccines, contract research & manufacturing, biosimilars and biologics. India is a global leader in the supply of DPT, BCG, and Measles vaccines. India is one of the biggest suppliers of low-cost vaccines in the world. India accounts for 60 percent of global vaccine production, contributing 40 to 70 percent of the WHO demand for Diphtheria, Tetanus and Pertussis (DPT) and Bacillus Calmette–Guérin (BCG) vaccines, and 90 percent of the WHO demand for the measles vaccine. There are 500 API manufacturers contributing about 8% in the global API Industry. India is the largest supplier of generic medicines. It manufactures about 60,000 different generic brands across 60 therapeutic categories and accounts for 20% of the global supply of generics. Access to affordable HIV treatment from India is one of the greatest success stories in medicine. Because of the low price and high quality, Indian medicines are preferred worldwide, making it “pharmacy of the world”. The sector has been growing at a healthy rate.

#### Foreign Direct Investment

Pharmaceutical sector has emerged as a favourite destination for the foreign investors and is one of the top ten attractive sectors for foreign investment in India. The Government has put in place an investor-friendly Foreign Direct Investment (FDI) policy to promote investment in the Sector. 100% foreign investment is allowed under automatic route in Medical Devices. In pharmaceuticals, up to 100% FDI in greenfield projects and up to 74% FDI in brownfield projects is allowed under the automatic route. Foreign investment beyond 74% in brownfield projects requires Government approval. After the abolition of the Foreign Investment Promotion Board (FIPB) in May 2017, the Department of Pharmaceuticals has been assigned the role to consider the foreign investment proposals under the Government approval route. Apart from this, the Department considers all FDI proposals of

the pharmaceutical sector and medical devices sector arising out of Press Note 3 dated 17.04.2020 wherein investors/ultimate beneficiaries in the investment proposals are from the countries sharing land border with India.

The sector contributes about 3.71% of total FDI inflows in the country across various sectors. Total FDI inflows in Pharma and Medtech Sectors have been ₹ 1,32,568 crore from April 2000 to September 2022. During the financial year 2022-23 (till December 2022), Department of Pharmaceuticals approved 13 FDI proposals that would result in foreign investment inflow of ₹ 2,814 crore in the brownfield projects of pharmaceutical sector.

## Programmatic Interventions

### Central Sector Schemes

The Department has five Central Sector Schemes, namely (a) Pradhan Mantri Bhartiya Janaushadhi Pariyojana (PMBJP), (b) Consumer Awareness, Publicity and Price Monitoring (CAPP), (c) National Institute of Pharmaceutical Education & Research (NIPER), (d) Development of Pharmaceutical Industry, an Umbrella Scheme and (e) Production Linked Incentive (PLI) Schemes. The PMBJP scheme is being implemented through Pharmaceuticals and Medical Devices Bureau of India (PMDBI) which is an autonomous society registered under Societies Registration Act, 1860. CAPP is implemented through National Pharmaceutical Pricing Authority (NPPA) which is an attached office of the Department. The remaining schemes namely NIPER scheme, PLI schemes and Development of Pharmaceutical Industry are operated by the Department directly.

### NAME OF PROMOTERS

The Promoters of our Company are Mr. Bharatkumar V Thakkar, Mr. Bhagyesh Kiritbhai Parekh, Mr. Amitbhai Shambhulal Thakkar and Mr. Nikhilkumar Y Thakkar. For detailed information on our Promoters and Promoters' Group, please refer to Chapter titled "Our Promoters and Promoter Group" on page number 128 of this Draft Prospectus.

### SIZE OF ISSUE

<b>Issue</b>	12,91,200 Equity Shares for cash at a price of ₹ [●] (including a premium of ₹ [●] aggregating up-to ₹ [●] Lakhs
<b>Of which</b>	
<b>Market Maker Reservation Portion</b>	65,600 Equity shares of ₹10/- each for cash at a price of ₹ [●] /- per Equity share aggregating up to ₹[●] Lakhs
<b>Net Issue</b>	12,25,600 Equity shares of ₹10/- each for cash at a price of ₹ [●] /- per Equity share aggregating up to ₹[●] Lakhs

For further details, see "The Issue" on page number 39 of this Draft Prospectus.

### OBJECTS OF THE ISSUE

The Net Proceeds are proposed to be used in the manner set out in the following table:

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Meeting Working Capital Requirements	855.00
2	General Corporate Purpose <sup>(1)</sup>	[●]
	<b>Total</b>	[●]

(1) To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

For further details, please refer to chapter titled "Objects of the Issue" on page number 72 of this Draft Prospectus.

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

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

	Name of shareholders	Pre-Issue	
		No. of equity shares	As a % of Issued Capital*
<b>Promoter</b>			
1	Amitbhai Shambhulal Thakkar	7,49,000	24.97
2	Nikhilkumar Y Thakkar	7,50,000	25.00
3	Bhagyesh Kiritbhai Parekh	6,75,000	22.50
4	Bharatkumar V Thakkar	6,75,000	22.50
<b>Promoter Group</b>			
1	Sonalben Bharatbhai Thakkar	75,000	2.50
2	Meha Bhagyesh Parekh	75,000	2.50
3	Amita Amit Thakkar	1,000	0.03
<b>TOTAL</b>		<b>30,00,000</b>	<b>100.00</b>

For further details, see “Capital Structure” on page number 52 of this Draft Prospectus.

#### SUMMARY OF RESTATED FINANCIAL STATEMENT

The details of our Equity Share capital, Net Worth, Net Asset Value per Equity Share and total borrowings as at and for nine months period ended December 31, 2022, and for the year ended March 31, 2022, March 31, 2021, and March 31, 2020, derived from the Restated Financial Statements are as follows:

Particulars	For the period ended December 31, 2022	For year ended March 31,		
		2022	2021	2020
Equity Share capital	100.00	1.00	1.00	1.00
Net worth (1)	343.53	107.20	29.49	12.94
Total income	1779.78	2690.99	1694.91	1095.21
Profit After Tax	236.31	77.71	16.55	3.68
Basic earnings per share (Face Value of ₹10/- each) (in ₹) (2)	23.63	7.77	1.66	0.37
Diluted earnings per share (Face Value of ₹10/- each) (in ₹) (3)	23.63	7.77	1.66	0.37
Return on Net Worth for equity shareholders (%)	68.79%	72.49%	56.12%	28.44%
Net Asset Value per Equity Share (in ₹) (4)	34.35	10.72	2.95	1.29
Total borrowings (5)	367.15	323.83	231.55	226.98

\*Not Annualised

(1) Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet.

(2) Basic earnings per share (₹) = Profit/(loss) for the year/period divided by total weighted average number of equity shares outstanding during the year/period.

(3) Diluted earnings per share (₹) = Profit/(loss) for the year/period divided by total weighted average number of diluted equity shares outstanding during the year/period

(4) *Net Asset Value per Share = Restated Equity attributable to equity holders as at year/period end divided by total number of Equity Shares outstanding at the end of the year/period*

(5) *Total Borrowings = Non-current borrowings + current borrowings.*

For further details, see “*Restated Financial Information*” on page number 135 of this Draft Prospectus.

#### QUALIFICATION OF AUDITORS

There are no qualifications included by our Statutory Auditors in the financial statements which have not been given effect to in the Restated Financial Statements.

#### SUMMARY OF OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

A summary of outstanding litigation proceedings involving our Company, our Promoter, Directors, and Group Companies as on the date of this Draft Prospectus as disclosed in the section titled “*Outstanding Litigation and Material Developments*” on page number 181 of this Draft Prospectus in terms of the SEBI ICDR Regulations and the materiality policy is provided below:

Name of Entity	Criminal Proceedings	Actions by Regulatory Authority	Tax Proceedings	Other Material Proceedings	Aggregate amount involved
By the Company	Nil	Nil	1,78,670	Nil	1,78,670
Against the Company	Nil	Nil	Nil	Nil	Nil
By the Promoter	Nil	Nil	Nil	Nil	Nil
Against the Promoter	Nil	Nil	Nil	Nil	Nil
By the Directors other than Promoters	Nil	Nil	Nil	Nil	Nil
Against the Directors other than Promoters	Nil	Nil	Nil	Nil	Nil
By Group Company/entity	Nil	Nil	Nil	Nil	Nil
Against Group company/ entity	Nil	Nil	Nil	Nil	Nil

#### RISK FACTOR

For details relating to Risk Factors Please refer Section titled “*Risk Factors*” on page number 23 of this Draft Prospectus.

#### CONTINGENT LIABILITIES

Particulars	31-12-2022	31-03-2022	31-03-2021	31-03-2020
Corporate guarantee given for loan borrowed by Trilend Pharmaceuticals Private Limited from ICICI Bank Limited	(Refer Note below)	(Refer Note below)	(Refer Note below)	NA

#### Note for contingent liability

The Company has issued an unconditional & irrevocable corporate guarantee for working capital loan being Term Loan & Overdraft facility borrowed by Trilend Pharmaceuticals Private Limited for a sum of ₹37.00 lakhs. In the

event Trilend Pharmaceuticals Private Limited doesn't repay the loan, the Company would be liable to make the payments of loan along with applicable interest and outstanding amount.

### SUMMARY OF RELATED PARTY TRANSACTIONS

A summary of the related party transactions entered into by us– Related Party Disclosures, derived from our Restated Financial Statements, is detailed below:

(₹ in Lakhs)

Sr. No.	Description of transaction	Amount as at	Amount as at	Amount as at	Amount as at
		31-12-2022	31-03-2022	31-03-2021	31-03-2020
I	<b>Director remuneration</b>				
	Amit Thakkar	9.00	Nil	Nil	3.00
	Nikhil Thakkar	9.00	Nil	Nil	3.00
	Alpesh Thakkar	Nil	Nil	Nil	3.00
	Bharat Thakkar	2.25	Nil	Nil	Nil
	<b>Sales of goods</b>				
	Shiv Pharma	28.22	56.70	54.07	50.60
Jay Medicines	0.09	Nil	Nil	Nil	
II	<b>Sales of goods</b>				
	Shiv Pharma	28.22	56.70	54.07	50.60
	Jay Medicines	0.09	Nil	Nil	Nil
III	<b>Purchase of finished goods</b>				
	Trilend Pharmaceuticals Private Limited	62.64	Nil	Nil	Nil
IV	<b>Business promotion expenses</b>				
	Shiv Pharma	Nil	5.75	4.67	Nil
V	<b>Advance made for acquisition of equity shares</b>				
	Trilend Pharmaceuticals Private Limited	52.80	Nil	Nil	Nil
VI	<b>Unsecured Loan taken</b>				
	Meha Parekh	50.26	10.00	Nil	Nil
	Alpesh Thakkar	5.00	34.55	6.00	
	Amit Thakkar	5.00	3.86	10.00	
	Bhagyesh Parekh	15.00	10.00	Nil	Nil
	Bharat Thakkar	1.79	87.52	Nil	Nil
	Nikhil Thakkar	5.00	0.67		
VII	<b>Unsecured Loan repaid</b>				
	Meha Parekh	16.26	10.00	8.20	Nil
	Amit Thakkar	5.00	50.53	10.02	Nil
	Bharat Thakkar	1.84	32.52	Nil	Nil
	Nikhil Thakkar	Nil	3.00	Nil	Nil
VIII	<b>Rent paid</b>				
	Bharat Thakkar	Nil	Nil	1.20	Nil
IX	<b>Salary Paid</b>				
	Amitaben Thakkar	1.89	2.40	Nil	Nil
	Sonalben Thakkar	Nil	2.12	Nil	Nil
	Monilaben Thakkar	2.79	2.12	Nil	Nil
	Meha Parekh	2.25	Nil	Nil	Nil
	Palak Parekh	4.50	Nil	Nil	Nil

For further details, see “Restated Financial Statements–Annexure IX– Statement of Related Parties and details of Related Party Transaction” on page number 164 of this Draft Prospectus.

### FINANCING ARRANGEMENT

There have been no financing arrangements whereby our Promoter, 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 months immediately preceding the date of this Draft Prospectus.



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

The weighted average price of equity shares acquired by our Promoters in the last one year is set forth in the table below:

S.No.	Name of the Promoter	Weighted average Cost of acquisition (In ₹)
1.	Bharatkumar V Thakkar	0.00
2	Bhagyesh Kiritbhai Parekh	0.00
3	Amitbhai Shambhulal Thakkar	0.00
4	Nikhilkumar Y Thakkar	0.00

### AVERAGE COST OF ACQUISITION OF OUR PROMOTERS

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

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
1.	Bharatkumar V Thakkar	6,75,000	0.00
2	Bhagyesh Kiritbhai Parekh	6,75,000	0.00
3	Amitbhai Shambhulal Thakkar	7,49,000	0.044
4	Nikhilkumar Y Thakkar	7,50,000	0.044

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

### 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 follows, the Company has not issued any Equity Shares for consideration other than cash in the last one year preceding the date of this Draft Prospectus.

Sr. No.	Number of Equity Shares	Nature of Allotment
1	9,90,000	Bonus Issue
2	20,00,000	Bonus Issue

For more information in this regard, please refer to the chapter titled “*Capital Structure*” on page number 52 of this Draft Prospectus.

### SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE (1) YEAR

Our Company has not undertaken any split or consolidation of Equity Shares during the last one year from the date of this Draft Prospectus.

### SEBI EXEMPTION

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

### SECTION III - RISK FACTORS

Any investment in equity securities involves a high degree of risk. Investor 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. To obtain a more complete understanding, you should read this section together with Sections titled, “*Business Overview*”, “*The Issue*”, “*Industry Overview*”, “*Restated Financial Information*”, “*Outstanding Litigation and Material Developments*”, and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page numbers 92, 39, 84, 135, 181 and 169 respectively, as well as the other financial and statistical information contained in this Draft Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial conditions, and Prospects.

This Draft Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Draft Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Standalone Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

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

1. Some risks may not be material individually but may be material when considered collectively.
2. Some risks may have material impact qualitatively instead of quantitatively.
3. Some risks may not be material at present but may have a material impact in the future.

#### INTERNAL FACTORS

##### 1. Our registered office and warehouse from where we operate, are not owned by us.

Following are the details of our Registered Office and warehouse which are not owned by our company:

Sr. No.	Document / Agreement Date	Name of Lessor	Description of Property	Usage / Purpose	Rent (INR)	Tenure
1	August 01, 2019	Mahendrakumar Mohanraj Mehta, Pravinkumar Champalal Mehta, Harsh Champalal Mehta, and Hemant Champalal Mehta	Godown / Milkat Nos. 269/4080, 269/4083, 269/4081, & 269/4082 of Shri Ambica Estate, N.H. 8, Vill. Aslali, Ahmedabad	Warehouse	84,843	5 yrs.
2	May 05, 2023	Bharatkumar Vardhilal Thakkar	FF – 41, Ajay Tenament – 6, Nr. Canal Nr. Ritanagar	Registered Office	10,000	5 yrs.

			Bus Stand, Vastral Road, Ahmedabad			
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Our Promoter and Director, Mr. Bharatkumar Vardhihal Thakkar has lent the premise to us for using as Registered Office, for which, no Objection Certificate has been obtained from him. Further, such premise is also shared with our group companies/promoter group entities. 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.

## 2. There are outstanding legal proceedings involving the Company, our Directors and our Promoter

At present our Company is involved in tax proceedings. There are two pending matters with the Income tax department one pertains to the Assessment year 2020-21 and 2021-22:

Assessment Year	Order no.	Amount (INR)
2021-22	2022202137107557752C	28,990
2020-21	2021202037029512986C	1,49,680

Any adverse decision in such proceedings may render us / them liable to liabilities / penalties and may adversely affect our business, results of operations, cash flows and reputation.

## 3. We rely on third parties for manufacturing of products for our Company

Our Company is engaged in the pharmaceutical business and selling its products in the State of Gujarat, Maharashtra, Rajasthan, Orissa and Madhya Pradesh. We offer wide range of pharmaceutical products. Our company gets the products manufactured from one of our Group Company namely Trilend Pharmaceuticals Private Limited ("Trilend") and other third party manufacturers. We rely on third party for manufacturing of our products. We typically work on third-party manufacturing basis or at times purchase order basis with manufacturer of pharma products, depending upon customer's requirement, Any decline in the quality of medicines manufactured or delay in delivery of products by such parties or rise in job work charges may adversely affect our operations. Further there can be no assurance that such parties shall continuously provide their services or would not cater to demand of competitors. Any withdrawal of services from such manufacturers or supply of services to competitors at better rates may adversely affect our result of operations and future prospects. Further we are also exposed indirectly to the risks these manufacturers faces.

## 4. Our Company requires significant amount 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 working capital, part of which would be met through additional borrowings in the future. In many cases, significant amount of working capital are required to finance the procurement of products before payments are received from customers. Our working capital requirements may increase, under certain conditions, where payment terms do not include advance payments or include delayed payments from customers. Additionally, our working capital requirements have increased in recent years due to the general growth of our business and competition from other players. All these factors may result, or have resulted, in increases in our working capital needs. The details of working capital requirements are as follows:

(₹ In Lakhs-Rounded Off)

Particulars	Fiscal 2022 (Actual)	Nine Months Period Ended December 31, 2022 (Actual)	Fiscal 2023 (Provisional)	Fiscal 2024 (Projected)
<b>Current Assets</b>				
Inventories	229.00	281.00	280.00	402.00
Trade Receivables	935.00	999.00	1,284.00	1,612.00
Cash and Cash Equivalent	48.00	58.00	58.00	52.00

Particulars	Fiscal 2022 (Actual)	Nine Months Period Ended December 31, 2022 (Actual)	Fiscal 2023 (Provisional)	Fiscal 2024 (Projected)
Loans & Advances	42.00	51.00	51.00	50.00
Other Current Assets	01.00	21.00	22.00	55.00
<b>Total Current Assets (A)</b>	<b>1,255.00</b>	<b>1,410.00</b>	<b>1,698.00</b>	<b>2,172.00</b>
<b>Current Liabilities</b>				
Trade Payables	793.00	621.00	824.00	112.00
Current Instalment of Car Loan	15.00	15.00	15.00	14.00
Advance payment to Customer	10.00	0.00	0.00	0.00
Other Statutory Liabilities	02.00	01.00	01.00	01.00
Provisions for Taxation	0.00	73.00	117.00	135.00
Other Current Liabilities	65.00	43.00	43.00	45.00
<b>Total Current Liabilities (B)</b>	<b>885.00</b>	<b>752.00</b>	<b>1,000.00</b>	<b>307.00</b>
<b>Net Working capital Requirement (A-B)</b>	<b>370.00</b>	<b>658.00</b>	<b>698.00</b>	<b>1,865.00</b>
<b>Incremental Working Capital</b>		<b>288.00</b>	<b>40.00</b>	<b>1,167</b>
<b>Funding Pattern</b>				
Internal Accruals	-	236.00	40.00	312.00
Unsecured Borrowings	-	52.00	-	-
IPO Proceeds	-	-	-	855.00
<b>TOTAL</b>		<b>288.00</b>	<b>40.00</b>	<b>1,167.00</b>

**5. We require a number of approvals, licences, registrations and permits in the ordinary course of our business and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.**

We need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course of our business. Any failure to renew the approvals that may expire, or to apply for the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects.

Our Company has misplaced the Professional Tax Enrolment certificate and Professional Tax Registration Certificate and has requested the department to issue duplicate certificates. However, we have not received the same as on the date of filing of this Draft Prospectus. Our Company also requires obtaining registration under the Shop and Establishment Act and the same shall be done only after receiving the duplicate certificates of Professional Tax Enrolment Certificate and Professional Tax Registration Certificate.

We may be required to receive or renew certain approvals or licenses required in the ordinary course of business or to commence new businesses. Failure to obtain or maintain or renew licenses, registrations, permits and approvals may adversely affect our business, cash flows and results of operations.

We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action.

Even though the responsibility of fulfilling the respective government requirements for import of the drugs and / or pharmaceuticals in the respective countries of export lie with the importing customer and not our Company, in the event our counterparts are unable to obtain the required approvals in the concerned countries, delays may arise in our operations, or we may not be able to continue exporting to the respective countries. If any changes in health policy or regulations of the countries of export, it will adversely affect our business with our counterparts in the respective countries which may ultimately affect our financial results.

Many of the Licenses and approvals are in the name of “Sunrest Lifescience Private Limited”, the same are required to be updated/ changed with various government/semi government authorities and various organizations. Furthermore, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations whether in India or in the countries of export, could adversely affect our business, financial condition, results of operations and prospects. Kindly see “*Government Approvals*” on page number 185 of this Draft Prospectus for further details on the required material approvals for the operation of our business.

**6. Our business activities are exposed to fluctuations in the prices of raw materials.**

Our Company is dependent on third party suppliers for procuring the raw materials required for manufacturing of our products. We are exposed to fluctuations in the prices of these raw materials as well as its unavailability, particularly as we typically do not enter into any long-term supply agreements with our suppliers for raw materials.

Our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the raw materials for products we get manufactured. We also face the risks associated with compensating for or passing on such increase in our cost of trades on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of traded goods may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition, and results of operations. 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 production/trade cycles and delivery schedules, which may result in the loss of our customers and revenues.

**7. If we cannot respond adequately to the increased competition we expect to face, we will lose market share and our profits will decline, which will adversely affect our business, results of operations and financial condition.**

Our products face competition from products commercialized or under development in all our product portfolios. We compete with local companies, multi-national corporations. If our competitors gain significant market share at our expense, our business, results of operations and financial condition could be adversely affected.

Many of our competitors may have greater financial, manufacturing, research and development, marketing and other resources, more experience in obtaining regulatory approvals, greater geographic reach, broader product ranges and stronger sales forces. Our competitors may succeed in developing products that are more effective, more popular or cheaper than any we may develop, which may render our products obsolete or uncompetitive and adversely affect our business and financial results. Also, we face pressure on our margins due to pricing competition from several small and unorganized local players. Presence of more players in the unorganized sector compared to organized ones has resulted in increasingly competitive environment characterized by stiff price competition. We also operate in a rapidly consolidating industry. The strength of combined companies could affect our competitive position in all our business areas. Furthermore, if one of our competitors or their customers acquires any of our customers or suppliers, we may lose business from the customer or lose a supplier, which may adversely affect our business, results of operations and financial condition.

**8. There have been instances of delays or non-filing of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 2013 to the Registrar of Companies**

In the past, there have been certain instances of delays in filing statutory forms as per the reporting requirements under the Companies Act, 2013 with the RoC, which have been subsequently filed by payment of an additional fee as specified by RoC. There have also been instances wherein the disclosures made in the statutory filings done under Companies Act, 2013 are incomplete or erroneous in nature, and revised filing for the same has not been done by our Company. Additionally, there have been instances where e-forms were required to be filed with the RoC but were not filed by the Company.

No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future, or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. Also, the Company may be required to file the e-forms not filed with late fees and penalty. The happening of such event may cause a material effect on our results of operations and financial position.

**9. Non generation of separate Unique Document Identification Number (UDIN) for the Tax Audit Report and the Statutory audit Report for the financial year 2019-2020**

As per the guidelines issued by the Institute of Chartered Accountants of India (ICAI), it is mandatory to obtain UDIN for all audit and assurance services rendered by Chartered Accountants. Separate UDIN's were not generated for the Tax Audit Report and the Statutory Audit Report of the Company for the financial year 2019-2020. No show cause notice in respect to the same has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or the Company will not be required to pay any late fees or penalty towards the same.

**10. Non-compliance of Section 203(3) of the Companies Act, 2013**

Pursuant to Section 203(3) of the Companies Act, 2013, whole-time key managerial personnel cannot hold office in more than one company. Mr. Amitbhai Shambhulal Thakkar was appointed as the Whole Time Director of the Company w.e.f. March 03, 2023. During this time, he was also appointed as the Whole Time Director of Trilend Pharmaceuticals Private Limited, one of the group companies. His designation changed from being a Whole Time Director to that of director a of Trilend Pharmaceuticals Private Limited w.e.f. May 01, 2023. No show cause notice in respect to the same has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future, or the Company will not be required to pay any late fees or penalty towards the same.

**11. We have in the last 12 months issued Equity Shares at a price that may be at lower than the Issue Price.**

In the last 12 months we may have issued fresh Equity Shares to the promoters and other shareholders of our Company which are as follows:

Date of Allotment	Number of Equity Shares allotted	Nature of allotment	Benefit accrued to Our Company	Source out of Which Bonus Shares Issued
December 19, 2022	9,90,000	Bonus issue in the ratio of 99 Equity Shares issued for every 01 Equity Share held by the existing Equity Shareholders authorised by our Board, pursuant to a resolution passed at its meeting held on November 21, 2022, and by our Shareholders pursuant to a resolution passed at the EGM held on December 16, 2022.	-	Bonus Issued out of Reserves and Surplus
March 06, 2023	20,00,000	Bonus issue in the ratio of 2 Equity Shares issued for every 01 Equity Shares held by the existing Equity Shareholders authorised by our Board, pursuant to a resolution passed at its meeting held on February 03, 2023, and by our Shareholders pursuant to a resolution passed at the EGM held on March 03, 2023.	-	Bonus Issued out of Reserves and Surplus

The Equity Shares allotted to investors pursuant to this Issue may be priced significantly higher due to various reasons including better performance by the Company, better economic conditions, and passage of time. For Further details of equity shares issued, please refer to the chapter titled “*Capital Structure*” beginning on page number 52 of the Draft Prospectus.

**12. Our Company has availed ₹3.37 Crore as an unsecured loan as on 31<sup>st</sup> December 2022 which is repayable on demand. Any demand from the lenders for repayment of such an unsecured loan may affect our cash flow and financial condition.**

Our Company has, as per the Restated Financial Statements, as on December 31, 2022, availed a total sum of ₹ 3.37 Crore as an unsecured loan from the Directors/Promoters of our company, which may be recalled at any time. Sudden recall may impact our operations and may force us to opt for funding at unviable terms resulting in a higher financial burden. Further, we will not be able to raise funds at short notice and thus result in a shortage of working capital funds. For details of transactions, please refer to “Annexure – IX - Statement of Related Parties & Details of Related Party Transactions” under the Section titled “*Financial Information*” beginning from page number 135 of this Draft Prospectus.

**13. Certain agreements may be inadequately stamped or may not have been registered as a result of which our operations may be adversely affected.**

Our Company had entered into 2 different lease agreements viz. one for the Registered office of the Company, situated at FF-41, Ajay Tenament-6, Nr. Canal Nr. Ratnagar Bus Stand, Vastal Road, Ahmedabad, for a period of 5 years and the other to use as Godown of the Premises, situated at 269/4080, 269/4083, 269/4081, and 269/4082 of Shri Ambica Estate, N.H. 8, Village. Aslali, Ahmedabad, for a period of 5 years. However, both agreements were under-stamped and not registered with the concerned authorities and accordingly may have serious legal and practical consequences, including the lack of legal validity, loss of rights and benefits, imposition of penalty, difficulty in obtaining loans, uncertainty and dispute and may affect the business operations of the Company.

**14. We have not executed any agreement with any of our Super Stockists and Stockists**

We are getting majority of our orders through Super Stockists and Stockists. We have neither any written agreement nor any commitment with any of them. In absence of any type of the commitment with them, we are not sure that they will continue to work with us as Super Stockists and Stockists at commercially acceptable rates. If, any of the Super Stockists or Stockists refuse to work for us, our supply will be temporarily affected which will adversely affect our cost, profitability, and liquidity.

**15. Our inability to identify, obtain and retain intellectual property rights, or to protect or use them, could harm our business. Further, we may infringe upon the intellectual property rights of others, any misappropriation of which could adversely affect our business and reputation.**

Our name and trademarks are significant to our business and operations. Accordingly, it is important that we identify, obtain, and retain intellectual property rights. We believe that several of our trade names have significant brand recognition in their respective sectors and are important to identifying and differentiating our business from those of our competitors and creating and sustaining demand for our services. Therefore, we take measures to protect our intellectual property by relying on Indian laws and initiating legal proceedings.

Some of our trademarks are applied for registration including our company logo and the same is yet to receive registration. Also, some of the applications made by the Company have been opposed by third parties. For further details, see “*Business Overview*” and “*Government Approvals*” on page numbers 92 and 185, respectively. We may not be able to register our trademarks or copyrights or otherwise secure our intellectual property. Our inability to obtain registration for our trademarks could have an adverse effect on our business, results of operations, financial condition, and cash flows.

Further, our efforts to protect, maintain, or enforce our proprietary rights may be ineffective and could result in substantial costs and diversion of resources, which could adversely affect our business, financial condition, cash flows and results of operations. The use of our brand name or logo by third parties could adversely affect our reputation, which could in turn adversely affect our financial performance and the market price of Equity Shares. We cannot assure you that we will be able to successfully take steps to protect our intellectual property rights that will be adequate to prevent the infringement of such rights by others. Third parties may provide services under ours or a similar brand name or mark which may result in confusion among customers and loss of business for us. Any adverse experience of customers of such third parties or any negative publicity generated in respect of such third parties could negatively affect our business and reputation. Although we attempt to avoid infringing upon known proprietary rights of third parties, we are subject to the risk of claims alleging infringement of third-party proprietary rights. If in response to a third-party infringement allegation, we were to determine that we require a license to such third party’s proprietary rights, then we may be unable to obtain such license on commercially reasonable terms. In addition, any claim of infringement could cause us to incur substantial costs defending such a claim, even if the claim is baseless, and could distract our management from our business. A party asserting such an infringement claim could secure a judgment against us that requires us to pay substantial damages, grants

such party injunctive relief, or grants other court ordered remedies that could prevent us from conducting our business. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. Any of the foregoing could have an adverse effect on our business, cash flows, results of operations and financial condition.

**16. Delay in Deposits of Tax Deducted at Source (TDS) with the Income Tax Authority.**

We are deducting income Tax from Salary and other payments as per the provisions of the Income Tax Act, 1961. The same is required to be deposited with the Income Tax Authority within prescribed time limit. After deducting TDS, our company has not deposited the amount of TDS with the authority within time limit in few instances. Under the circumstances, we deposited the same with interest. If we do not deposit the TDS amount in time, in future, we may be liable to pay TDS amount with interest and penalty and prosecutions against the directors & the Company, if any.

**17. Our customers may delay or default in making payments for services rendered by us. If we are unable to collect our receivables from our customers, our profits, cash flows and liquidity could be adversely affected.**

Cash collection trends and trade receivables have an impact on our cash receipts and, consequently, on our cash flows. Trade receivables constitute a significant portion of our total assets and were INR 998.61 Lakhs as on December 31, 2022. We typically have credit terms of up to 90 days with our customers, and we cannot guarantee that our customers will not default on their payments, which might adversely affect our profits margins and cash flows. Our business depends on our ability to successfully obtain payment from our customers for services provided in a timely manner. Consequently, we face the risk of uncertainty regarding the receipt of these outstanding amounts.

Macroeconomic conditions could result in financial difficulties, including insolvency or bankruptcy, for our customers, and as a result could cause customers to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance or working capital requirements, or default on their payment obligations to us. An increase in bad debts or defaulting customers may lead to greater usage of our operating working capital and increased interest costs. If we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected. Successful control of the trade receivables process requires the development of appropriate contracting, invoicing, credit, collection, and financing policies. Our failure to maintain such policies could have an adverse effect on our business, financial condition, and cash flows.

**18. Availment of Car Loan on behalf of the Directors**

The Company has availed one car loan from the Indian Overseas Bank. The loan from Indian Overseas Bank Limited is for the motor vehicle in the name of one of the Director and carries rate of interest of 7.30% pa. The loan is repayable in 36 monthly instalments of INR 1,21,577 each month starting from March 10, 2022. However, the Company has not entered into any agreement with any of the Directors in this regard. Same may have legal and practical consequences and could also have an adverse effect on our business, financial condition of the Company.

**19. Shares transferred as gift not being shown/ reflected in the ITR and related gift deeds are not registered**

During the FY 20-21, 21-22 and 22-23, few equity shares of our Company were transferred as Gift from one person to another. For further details of shares transferred as gift, please refer to the chapter titled “*Capital Structure*” on page number 52 of this Draft Prospectus. Gift deeds towards shares transferred are not adequately stamped. Transfer of shares were not reported in the Income Tax Return filed by the respective Transferors and Transferees and accordingly the tax arisen thereof has remained unpaid.

**20. Being a pharmaceutical company, we operate in a highly regulated and controlled industry environment. Our business is dependent on approvals from relevant regulatory and health authorities. Any delay or failure to obtain or renew such required regulatory approvals, registrations, or any change in the regulatory environment in relation to marketing our products in regulated markets may significantly impact our business and strategy affecting our overall profitability.**



Being a pharmaceutical company, we operate in an industry which is highly regulated and controlled. There are stringent and restrictive norms in relation to quality standards. Further, entry barriers in regulated markets in which we currently operate and seek to expand are very high and have extensive regulations pertaining to research, testing and manufacturing, selling and marketing of pharmaceutical products. In most regulated markets, pharmaceutical products must be registered after being tested for safety, efficacy and environmental impact and the regulations differ from country to country. Our Company has 18 registered trademarks for 32 products. Some of our existing registered products need to be renewed after their expiry. There is no assurance that we will be able to obtain the necessary approvals / renewals for all our products, which could adversely impact our ability to sell some of our products in certain markets. Failure of our Company to adapt itself to such regulatory changes, obtain the necessary approvals / renewals for our products, the business of the Company may be adversely affected.

Further, due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent laws and regulations. Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings being initiated against us, third party claims or the levy of regulatory fines, which may adversely affect our business, results of operations and financial condition. Further amendments to such statutes may impose additional provisions to be followed by our Company and accordingly our Company may need to discontinue any range of product, incur damages, payment of fines or other penalties, other liabilities, and related litigation, which could adversely affect our business, prospects, financial condition and results of operations.

**21. The products that we commercialize may not perform as expected which could adversely affect our business, financial condition, and results of operations.**

Our success depends significantly on our ability to commercialize new pharmaceutical products in India and across various markets around the world. Commercialization requires us to successfully develop, test and obtain the required regulatory approvals for our products, while complying with applicable regulatory and safety standards. In order to develop a commercially viable product, we must demonstrate, through extensive clinical trials that the products are safe and effective for use in humans. Our products currently under development, if and when, fully developed and tested, may not perform as we expect, necessary regulatory approvals may not be obtained in a timely manner, if at all, and we may not be able to successfully and profitably produce and market such products. Furthermore, even if we are successful in developing a new product, that product may become subject to litigation by third parties claiming our products infringe on their patents or may be seized in-transit by regulatory authorities for alleged infringement of intellectual property or may be otherwise unsuccessful in the marketplace due to the introduction of superior products by competitors. Moreover, it may take an extended period for our new products to gain market acceptance, if at all.

**22. The availability of counterfeit drugs, such as drugs passed off by others as our products, could adversely affect our goodwill and results of operations.**

Entities in India and abroad could pass off their own products as ours, including counterfeit or pirated products. For example, certain entities could imitate our brand name, packaging materials or attempt to create look-alike products. As a result, our market share could be reduced due to replacement of demand for our products and adversely affect our goodwill. The proliferation of counterfeit and pirated products, and the time and attention lost to defending claims and complaints about counterfeit products could have an adverse effect on our goodwill and our business, prospects, results of operations and financial condition could suffer.

**23. Our Company had negative cash flow from operating activity in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition, and results of operations.**

(₹In Lakhs)

Particulars	December 31, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Net Cash Flow from operating Activities	(30.02)	(44.87)	15.35	(89.52)

**24. If we inadvertently infringe on the patents of others, our business may be adversely affected.**

We operate in an industry characterized by extensive patent litigation, including frivolous litigation by competitors to delay grant of patent. Patent litigation can result in significant damages being awarded and injunctions that could prevent the sale of certain products or require us to pay significant royalties in order to continue to sell such products. While it is not possible to predict the outcome of patent litigation, we believe any adverse result of such litigation could include an injunction preventing us from selling our products or payment of significant damages or royalty, which would affect our ability to sell current or future products or prohibit us from enforcing our rights against others. The occurrence of any of these risks could adversely affect our business, financial condition, and results of operations.

**25. We generally do business with our customers on purchase order basis and do not enter into long term contracts with most of them.**

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long-term contract with any of customers. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or several significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

**26. Our Company's failure to maintain the quality standards of the products or keep pace with the technological developments could adversely impact our business, results of operations and financial condition.**

Our products depend on recent inventions and developments as we market the products as per the market trends. Any failure to maintain the quality standards may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customer's quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation, our operations, and our results from operations. Also, rapid change in our customer's expectation on account of changes in technology or introduction of new products or for any other reason and failure on our part to meet their expectation could adversely affect our business, result of operations and financial condition. While we believe that we have always introduced new products based on consumers need to cater to the growing demand of our customers and endeavour regularly update our existing technology, our failure to anticipate or to respond adequately to changing technical, market demands and/or client requirements could adversely affect our business and financial results.

**27. We are subject to risks associated with expansion into New Markets**

Expansion into new markets, including in India, subjects us to various challenges, including those relating to our lack of familiarity with the culture, legal regulations and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions. The risks involved in entering new geographic markets and expanding operations, may Be higher than expected, and we may face significant competition in such markets.

By expanding into new markets, we could be subject to additional risks associated with establishing and conducting operations, including compliance with a wide range of laws, regulations, and practices, including uncertainties associated with changes in:

- a. laws, regulations and practices and their interpretation; local preferences and service requirements;
- b. fluctuations in foreign currency exchange rates;
- c. inability to effectively enforce contractual or legal rights and adverse tax consequences;
- d. differing accounting standards and interpretations;
- e. stringent as well as differing labour and other regulations;
- f. differing domestic and foreign customs, tariffs and taxes;
- g. exposure to expropriation or other government actions; and
- h. political, economic, and social instability

**28. Our Company is dependent on third party transportation for the delivery of 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 for delivery of our 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. These transportation facilities may not be adequate to support our existing and future operations. Further, such 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 raw materials may have an adverse effect on our business and results of operations. Further, disruptions of transportation services due to weather-related problems, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair ability to deliver goods on time. Any such disruptions could materially and adversely affect our business, financial condition, and results of operations.

**29. In addition to normal remuneration, other benefits, and reimbursement of expenses to our Promoters and Directors; they are interested to the extent of their shareholding and dividend entitlement thereon in our Company and for the transactions entered into between our Company and themselves as well as between our Company and our Group Companies/Entities.**

Our Promoters/Directors are interested in our Company to the extent of their shareholding and dividend entitlement thereon in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. Our Promoters and Directors are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Company/Entity which may be or may not be at Arms' Length Price and in Ordinary Course of Business. If the transactions are not executed on Arms' Length Price and in Ordinary Course of Business, our financial position may get affected to that extent. For details of transactions already executed by our Company with our Promoters, Directors and Group Companies/Entities during last three years, please refer to the "Annexure – IX– Statement of Related Parties and Details of Related Party" on page number 164 of this Draft Prospectus.

**30. The average cost of acquisition of Equity shares by our Promoters is lower than the Issue price.**

Our Promoter's average cost of acquisition of Equity shares in our Company is lower than the Issue Price of Equity shares as given below:

S. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Mr. Bharatkumar V Thakkar	6,75,000	0.00
2	Mr. Bhagyesh Kiritbhai Parekh	6,75,000	0.00
3	Mr. Amitbhai Shambhulal Thakkar	7,49,000	0.044
4	Mr. Nikhilkumar Y Thakkar	7,50,000	0.044

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

**31. Our success depends heavily upon our Promoters, Directors and Key Managerial Personnel for their continuing services, strategic guidance and financial support.**

Our Promoters and Directors have a vast experience in the business undertaken by our company. They have established cordial relations with various customers and suppliers over the past several years, which have immensely benefitted our Company's current customer and supplier relations. We believe, our Promoters and Directors, who have rich experience in this industry, managing customers and handling overall businesses, has enabled us to experience growth and profitability. We benefit from our relationship with our Promoters, Director and Key Managerial Personnel and our success depends upon their continuing services. We also depend significantly on our Directors and Key Managerial Persons for executing our day-to-day activities. The loss of any of our Promoters, Directors and Key Management Personnel, or failure to retain, recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other

senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and Key Managerial Personnel, please refer to the chapter titled “Our Management” on page number 115 of this Draft Prospectus.

**32. Any conflict of interest which may occur between our business and any other similar business activities pursued by our Promoters and Promoter Group entity could have a material adverse effect on our business and the results of operations.**

As of the date of this Draft Prospectus, our promoter group entities in which our Promoters are promoters and directors are engaged in business activities which, at present, are not carrying similar business activity, thereby at present not causing a conflict of interest between our Company, our Promoters, and such Promoter Group entities.

We have not entered into a non-compete arrangement with them to address such conflicts. We cannot assure you that a conflict will not arise, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations. For further details of conflict of interest please refer chapter titled “Information with respect to “*Our Group Companies/Entities*” on page number 192 of this Draft Prospectus.

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

Our Company has entered into few related party transactions with our Promoters, Directors, Promoter Group, Group companies/entities during the last three Financial Years. While our Company believes that all such transactions have been conducted on arm’s length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. Kindly refer “*Annexure – IX– Statement of Related Parties and Details of Related Party*” on page number 164 of this Draft Prospectus.

**34. Our Promoters and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.**

Post this Issue, our Promoter and Promoter Group will collectively majority of our post-issue equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over the Company 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, 2013 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 Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all our creditors or other 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.

**35. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject to, and this may have a material adverse effect on our business.**

While we believe that we maintain insurance coverage in amounts consistent with industry norms. If any or all our facilities are damaged in whole or in part and our operations are interrupted for a sustained period, there can be no assurance that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption or the cost of repairing or replacing the damaged facilities. If we suffer a large uninsured loss or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition, and result of operations may be materially and adversely affected.

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

As per SEBI (ICDR) Regulations, 2018, as amended, the appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the

utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**37. Industry information included in this draft prospectus has been derived from industry reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.**

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this draft prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed, and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Prospectus

**38. We have not identified any alternate source of raising the funds required for the object of the Issue and the deployment of funds is entirely at our discretion and as per the details mentioned in the section titled “Objects of the Issue”.**

Our Company has not identified any alternate source of funding for our object of the Issue and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds or may result in borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the company. Further the deployment of the funds raised in the issue will be entirely at the discretion of the management and any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings. For further details of Please refer chapter titled “*Objects of the Issue*” beginning on page number 72 of this Draft Prospectus.

**39. Within the parameters as mentioned in the chapter titled “Objects of this Issue” of this draft prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.**

We intend to use substantial portion of the Net Issue Proceeds towards meeting the Working Capital Requirement. We intend to deploy the Net Issue Proceeds in financial year 2023-24 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled “*Objects of the Issue*” on page number 72 of this Draft Prospectus. The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in chapter titled “*Objects of the Issue*” on page number 72 of this draft prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue, subject to approval from Shareholders of the Company. Our Board of Directors will monitor the proceeds of this Issue.

**40. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the NSE Emerge in a timely manner, or at all.**

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There

could be a failure or delay in listing the Equity Shares on the NSE Emerge. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**41. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.**

In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that requires us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to modify the objects of the Issue as prescribed in the SEBI (ICDR) Regulations. If our shareholders exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition and may adversely affect our business and results of operations. For further details of the proposed objects of the Issue, refer chapter titled "*Objects of the Issue*" on Page number 72 of this Draft Prospectus.

**42. Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.**

Any future equity issuances by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares, and could significantly impair our future ability to raise capital through offerings of the Equity Shares.

We cannot predict what effect if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

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

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

Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value.

**44. Our inability to effectively implement our business and growth strategy may have an adverse effect on our operation and growth.**

The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse effect on our business, financial condition, and results of operations.

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

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct.

Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees 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.

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

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

**47. We have relied on the affidavits provided by our promoter for their experience**

Our Promoters have not been able to provide any certificates or related documents regarding their educational qualification and experience. We have relied on affidavits provided by them for the disclosure regarding his education qualification and experience in this Draft Prospectus.

**48. Our contingent liabilities could adversely affect our financial condition**

As on December 31, 2022, we have non-funded contingent liabilities of Rs. 37 Lakhs comprised of claims against us and equity commitments with respect to an existing investment. If these contingent liabilities were to fully materialize or materialize at a level higher than we expect, our financial condition could be adversely affected. For further details on our contingent liabilities, refer "*Annexure-XII-Note for contingent liability*" beginning on page number 166 of this Draft Prospectus.

## EXTERNAL FACTORS

An outbreak of other infectious or virulent diseases, if uncontrolled, may have an adverse effect on our operations. An outbreak of other infectious or virulent diseases, such as severe acute respiratory syndrome, the COVID-19 virus and its variants, the H1N1 virus, avian influenza (bird flu), the Zika virus or the Ebola virus, if uncontrolled, may have a material adverse effect on the economies of certain countries and our operations. If any of our employees or the employees of our suppliers and/or customers are infected with such diseases or if a significant portion of our workforce refuses to work for fear of contracting an infectious disease, our Company, our suppliers and/or our customers may be required to shut down operations for a period of time, and this could adversely affect our business, results of operations and financial condition.

**49. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.**

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Lead Manager has appointed [●] as Designated Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations

and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

**50. You will not be able to sell immediately on Indian Stock Exchanges any of the Equity Shares you subscribe in the Issue until the Issue receives appropriate trading permissions.**

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading on stock exchange. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this Draft Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with Section 40 of the Companies Act, 2013 if the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

**51. We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.**

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

**52. Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business.**

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact 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 business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.

**53. Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on our business, financial condition and results of operations.**

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Further, with the Introduction of the Goods and Services Act, tax rates and its implication may have material impact on our products. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

**54. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.**

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



**55. 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.

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

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

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

The current Covid-19 pandemic had brought the world to a standstill affecting all sectors and the livelihood of many are at stake including the Indian economy. However, our Country is achieving normalcy by various measures taken by the Government. The pandemic is still to be controlled and any major outbreak will seriously impact our business. Further, our Country in the past has experienced natural calamities such as earthquakes, tsunami, floods etc. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

**58. Terrorist attacks, civil unrest, and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition, and the price of our Equity Shares.**

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks in India, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events.

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

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended / changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

## SECTION IV - INTRODUCTION

### THE ISSUE

The following table summarizes the details of the Issue:

PARTICULARS	DETAILS OF NUMBER OF SHARES
Issue of Equity Shares by our Company <sup>(1)</sup>	12,91,200 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] per Equity Share (including share premium of ₹ [●] per Equity Share) aggregating to ₹[●] lakhs.
<b>The Issue Consists of:</b>	
Reserved for Market Makers	65,600 Equity Shares of face value of ₹ 10/- each fully paid-up for cash at price of ₹ [●] per Equity Share (including share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs
Net Issue to the Public	12,25,600 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] per Equity Share aggregating to ₹[●] Lakhs.
	<b>Out of which:</b> <sup>(3)</sup>
	6,12,800 Equity Shares having face value of ₹10/- each at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity share) aggregating ₹[●] lakhs will be available for allocation to Retail Individual Investors.
	6,12,800 Equity Shares having face value of ₹10/- each at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity share) aggregating ₹[●] lakhs will be available for allocation to other than Retail Individual Investors.
<b>Pre - and Post- Issue Equity Shares:</b>	
Equity Shares outstanding prior to the Issue	30,00,000 Equity Shares of ₹10/- per Equity Share.
Equity Shares outstanding after the Issue	42,91,200 Equity Shares of ₹10/- per Equity Share.
Use of Net Proceeds	Please refer to the chapter titled “ <b>Objects of the Issue</b> ” beginning on page number 72 of this Draft Prospectus.

- (1) Public issue of 12,91,200 Equity Shares face value of ₹10/- each for cash at a price of ₹[●] per Equity Share (including share premium of ₹[●] per Equity Share) of our Company aggregating to ₹[●] lakhs. This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to section “Issue Structure” beginning on page number 215 of this Draft Prospectus.
- (2) The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on, April 03, 2023 and by our Equity Shareholders pursuant to a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on April 25, 2023.
- (3) 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:
- 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.

**Notes:** This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section titled ‘Issue Structure’ beginning on page number 215 of this Draft Prospectus.

## **SUMMARY OF RESTATED FINANCIAL INFORMATION**

*The following tables set forth the summary financial information of our Company derived from our Restated Financial Information. The summary financial information presented below has been prepared in accordance with Ind GAAP for the nine months period ended December 31, 2022 and for the Fiscals 2022, 2021 and 2020 and restated in accordance with the SEBI ICDR Regulations. The summary financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the Sections “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page numbers 135 and 169 respectively of this Draft Prospectus.*

*[The remainder of this page has intentionally been left blank]*

**ANNEXURE 1 - RESTATED STATEMENT OF ASSETS AND LIABILITIES**

Restated Balance Sheet

in ₹ lakhs

Particulars	As at 31-12-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
<b>EQUITY AND LIABILITIES</b>				
<b>Shareholders' funds</b>				
Share capital	100.00	1.00	1.00	1.00
Reserves and surplus	243.53	106.20	28.49	11.94
	<b>343.53</b>	<b>107.20</b>	<b>29.49</b>	<b>12.94</b>
<b>Non-current liabilities</b>				
Long-term borrowings	352.56	309.24	227.64	226.98
	<b>352.56</b>	<b>309.24</b>	<b>227.64</b>	<b>226.98</b>
<b>Current liabilities</b>				
Short-term borrowings	14.59	14.59	3.90	-
Trade payables				
Total outstanding dues of creditors other than micro enterprises and small enterprises	620.90	793.25	641.07	354.15
Other current liabilities	6.98	12.70	13.96	11.53
Short-term provisions	109.52	65.00	32.10	19.32
	<b>751.99</b>	<b>885.53</b>	<b>691.02</b>	<b>385.00</b>
<b>TOTAL</b>	<b>1448.09</b>	<b>1301.97</b>	<b>948.15</b>	<b>624.92</b>
<b>ASSETS</b>				
<b>Non-current assets</b>				
<b>Property, Plant and Equipment and Intangible Assets</b>				
Property, Plant and Equipment	37.92	46.65	14.85	2.95
Intangible assets	0.17	-	-	-
	<b>38.08</b>	<b>46.65</b>	<b>14.85</b>	<b>2.95</b>
Deferred tax assets (net)	0.01	0.50	0.82	0.16
Other non-current assets	-	-	-	-
	<b>38.09</b>	<b>47.15</b>	<b>15.67</b>	<b>3.11</b>
<b>Current assets</b>				
Inventories	280.57	229.51	152.16	47.52
Trade receivables	998.61	934.65	740.18	537.39
Cash and cash equivalents	58.24	48.00	37.31	34.35
Short-term loans and advances	72.57	42.12	2.55	2.55
Other current assets	0.01	0.55	0.29	0.00
	<b>1410.00</b>	<b>1254.83</b>	<b>932.48</b>	<b>621.80</b>
<b>TOTAL</b>	<b>1448.09</b>	<b>1301.97</b>	<b>948.15</b>	<b>624.92</b>

<b>ANNEXURE 2 - RESTATED STATEMENT OF PROFIT AND LOSS</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>As at 31-12-2022</b>	<b>As at 31-03-2022</b>	<b>As at 31-03-2021</b>	<b>As at 31-03-2020</b>
Revenue from operations	1779.78	2688.75	1694.91	1095.21
Other income	-	2.24	-	-
<b>Total Revenue</b>	<b>1779.78</b>	<b>2690.99</b>	<b>1694.91</b>	<b>1095.21</b>
<b>Expenses</b>				
Purchases of Stock-in-Trade	1045.96	1823.57	1239.96	736.65
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	-51.06	-77.35	-104.64	1.85
Employee benefits expense	231.54	254.23	236.99	214.83
Finance costs	2.11	1.08	0.76	-
Depreciation and amortization expense	9.52	5.99	4.30	1.57
Other expenses	231.59	578.44	295.16	126.62
<b>Total expenses</b>	<b>1469.66</b>	<b>2585.96</b>	<b>1672.55</b>	<b>1081.52</b>
Profit before exceptional, extraordinary and prior period items and tax	310.12	105.04	22.36	13.69
Exceptional items	-	-	-	-
Profit before extraordinary and prior period items and tax	310.12	105.04	22.36	13.69
Extraordinary Items	-	-	-	-
Profit before prior period items and tax	310.12	105.04	22.36	13.69
Prior Period Items	-	-	-	-
Profit before tax	310.12	105.04	22.36	13.69
Tax expense:				
Current tax	73.32	27.00	6.48	10.13
Deferred tax	0.49	0.32	-0.66	-0.11
Profit/(loss) for the period from continuing operations	236.31	77.71	16.55	3.68
Profit/(loss) from discontinuing operations	-	-	-	-
Tax expense of discontinuing operations	-	-	-	-
Profit/(loss) from Discontinuing operations (after tax)	-	-	-	-
Profit/(loss) for the period	236.31	77.71	16.55	3.68
Earnings per equity share:				
Basic	23.63	7.77	1.65	0.37
Diluted	23.63	7.77	1.65	0.37

<b>ANNEXURE 3 - RESTATED CASH FLOW STATEMENT</b>				
<b>Details</b>	<b>As at 31-12-2022</b>	<b>As at 31-03-2022</b>	<b>As at 31-03-2021</b>	<b>As at 31-03-2020</b>
	<b>Amt. Rs in Lakhs</b>			
<b>(A) Cash flow from operating activities</b>				
Net Profit before tax and extra ordinary items	310.15	105.04	22.36	13.69
Adjustment:				
Depreciation	9.52	5.99	4.30	1.57
Interest paid	2.11	1.08	0.76	-
Profit on sale of fixed assets	-	(2.24)	-	-
Asset written Off	-	-	-	1.40
<b>Operating Profit before working capital changes</b>	<b>321.77</b>	<b>109.87</b>	<b>27.42</b>	<b>16.67</b>
(Increase)/Decrease in inventories	(51.06)	(77.35)	(104.64)	1.85
(Increase)/Decrease in trade receivables	(63.95)	(194.47)	(202.79)	(145.52)
(Increase)/Decrease in Loans and Advances	(29.91)	(25.83)	(0.29)	(2.55)
Increase/(Decrease) in Trade payables	(172.35)	152.18	286.92	34.83
Increase/(Decrease) in current liabilities	(5.71)	(1.26)	15.60	1.77
Increase/(Decrease) in Provisions	-	-		9.78
<b>Cash generated from operations</b>	<b>(1.22)</b>	<b>(36.87)</b>	<b>22.22</b>	<b>(83.17)</b>
Taxes paid	(28.80)	(8.00)	(6.87)	(6.35)
<b>Net cash flow from operating activities</b>	<b>(30.02)</b>	<b>(44.87)</b>	<b>15.35</b>	<b>(89.52)</b>
<b>(B) Cash flow from investing activities</b>				
Purchase of fixed assets	(0.95)	(46.65)	(16.20)	(0.82)
Sale of fixed assets	-	11.01		
<b>Net cash flow from investing activities</b>	<b>(0.95)</b>	<b>(35.64)</b>	<b>(16.20)</b>	<b>(0.82)</b>
<b>(C) Cash flow from financing activities</b>				
Borrowings received	43.32	92.28	4.56	110.56
Interest paid	(2.11)	(1.08)	(0.76)	-
<b>Net cash flow from financing activities</b>	<b>41.21</b>	<b>91.20</b>	<b>3.81</b>	<b>110.56</b>
<b>Net increase/(decrease) in cash &amp; cash equivalents</b>	<b>10.40</b>	<b>10.69</b>	<b>2.96</b>	<b>20.22</b>
Cash and cash equivalents at the beginning of the year	48.00	37.31	34.35	14.12
Cash and cash equivalents at the end of the year	58.24	48.00	37.31	34.35

## SECTION V - GENERAL INFORMATION

Our Company was originally incorporated as “Sunrest Lifescience Private Limited” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated October 30, 2017, issued by the Registrar of Companies, Ahmedabad, Gujarat. Subsequently, our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting held on March 09, 2023 and the name of our Company was changed to “Sunrest Lifescience Limited”. A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company was issued by the Registrar of Companies, Ahmedabad on March 21, 2023.

For details of change in registered office of our Company, please refer to chapter titled “Our *History and Certain Other Corporate Matters*” beginning on page number 111 of this Draft Prospectus.

<b>Registered Office</b>	FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad-382415, Gujarat, India Telephone: +91-079 – 2991 8245 E-mail: <a href="mailto:info@sunrestlifescience.com">info@sunrestlifescience.com</a> Investor Grievance Id: <a href="mailto:investor@sunrestlifescience.com">investor@sunrestlifescience.com</a> Website: <a href="http://www.sunrestlifescience.com/">http://www.sunrestlifescience.com/</a>		
<b>Date of Incorporation</b>	October 30, 2017		
<b>Company Registration No.</b>	099606		
<b>CIN</b>	U74999GJ2017PLC099606		
<b>Company Category</b>	Company limited by Shares		
<b>Registrar of Companies / Address of the RoC</b>	ROC-Ahmedabad, ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India		
<b>Company Secretary and Compliance Officer</b>	Ms. Nishi B Shah Address: C/o Sunrest Lifesciences Limited, FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad-382415, Gujarat, India Telephone: +91-079 – 29918245, E-mail: <a href="mailto:cs@sunrestlifescience.com/">cs@sunrestlifescience.com/</a>		
<b>Chief Financial Officer</b>	Ms. Meha Bhagyesh Parekh Address: C/o Sunrest Lifesciences Limited, FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad-382415, Gujarat, India Telephone: +91-079 – 29918245, E-mail: <a href="mailto:cfo@sunrestlifescience.com">cfo@sunrestlifescience.com</a>		
<b>Designated Stock Exchange</b>	National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051; Email: <a href="mailto:emerge@nse.co.in">emerge@nse.co.in</a> ; Website : <a href="http://www.nseindia.com">www.nseindia.com</a>		
<b>Issue Programme</b>	Issue Opens On:	[●]	Issue Closes On: [●]

### BOARD OF DIRECTORS OF OUR COMPANY

Set forth below are the details of our Board of Directors as on the date of this Draft Prospectus:

S. No.	Name	Age	Designation	DIN	Address
1	Ms. Juhi Sawajani	26	Chairperson and Non-Executive Independent Director	09811893	ASB Square, 402, Opposite Madhusudan House, CG Road, Navrangpura,

					Ahmedabad- 380009, Gujarat
2.	Mr. Nikhilkumar Y Thakkar	38	Managing Director	07962800	E-15, Satyanarayan Hill, Near Utsav Heights, Vastral, Ahmedabad- 382418, Gujarat
3.	Mr. Amitbhai Shambhulal Thakkar	40	Whole Time Director	07962794	35, Yogeshwar Park, Ring Road, Vastral, Opposite Panjara Pole, Near ONGC Well, Odhav Industrial Estate, Ahmedabad-382415, Gujarat
4.	Mr. Bharatkumar V Thakkar	46	Executive Director	08346004	A-102, Nilkanth Amrut, Near Chitrakut Bunglow, Opposite BAPS Temple, Vastral, Ahmedabad-382418, Gujarat
5	Mr. Bhagyesh Kiritbhai Parekh	47	Non-executive Director	07613171	6 Darshan Avenue, 27-B Shanti Sadan Society, Ellisbridge, Ahmedabad-380006, Gujarat
6	Ms. Avani A Shah	29	Non-Executive Independent Director	09608898	5, Sambhavnath Apartments, Above Dena Bank, Jawaharchowk, Sabarmati, Ahmedabad-380005, Gujarat

For detailed profile of our Board of Directors, please see the chapter titled “Our Management” on page number 115 of the Draft Prospectus.

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

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b>  <b>CIN:</b> U67190MH2008PTC181996            404/1, The Summit Business Bay            Sant Janabai Road (Service Lane)            Off W. E. Highway, Vile Parle (East)            Mumbai - 400 057  <b>Telephone:</b> +91 22 2612 3208  <b>E-mail id:</b> <a href="mailto:smeipo@markcorporateadvisors.com">smeipo@markcorporateadvisors.com</a>  <b>Investor grievance e-mail id:</b> <a href="mailto:investorgrievance@markcorporateadvisors.com">investorgrievance@markcorporateadvisors.com</a>  <b>Website:</b> <a href="http://www.markcorporateadvisors.com">www.markcorporateadvisors.com</a>  <b>Contact person:</b> Niraj Kothari  <b>SEBI registration number:</b> INM000012128</p>	<p><b>Skyline Financial Services Private Limited</b>  <b>CIN:</b> U74899DL1995PTC071324            D-153/ A, First Floor, Okhla Industrial Area,            Phase - I, New Delhi – 110020            Telephone - +91 011 2681 2682  <b>Email id:</b> <a href="mailto:Viren@Skylinerta.Com">Viren@Skylinerta.Com</a>  <b>Investor Grievance Email:</b>            grievances@skylinerta.com  <b>Website:</b> <a href="http://www.skylinerta.com/">http://www.skylinerta.com/</a>  <b>Contact person:</b> Mr. Anuj Rana  <b>SEBI Regn. No.:</b> INR000003241</p>
BANKERS TO THE COMPANY	LEGAL ADVISOR TO THE ISSUE
<p><b>Axis Bank Limited</b>  <b>Address:</b> Block No. 269,            GF Shri Ambika Estate, NH NO. 8,            Asalali, Ahmedabad-382427, Gujarat, India  <b>Telephone:</b> 9727116581  <b>E-mail:</b> <a href="mailto:vastral.branchhead@axisbank.com">vastral.branchhead@axisbank.com</a>  <b>Contact Person:</b> Mr. Sachin Agrawal  <b>Website:</b> <a href="https://www.axisbank.com/">https://www.axisbank.com/</a></p>	<p><b>Whitespan Law Offices LLP</b>  <b>Principal Office Address:</b> 416, 4th Floor, Tower -            A, Spazedge Commercial Complex,            Sohna Rd, Sector 47, Gurugram, Haryana 122018  <b>Telephone:</b> +91-0124 - 2204262/63  <b>E-mail:</b> <a href="mailto:vinayshukla@whitespan.in">vinayshukla@whitespan.in</a>  <b>Contact Person:</b> Vinay Shukla  <b>Website:</b> <a href="http://www.whitespanadvisory.com/">http://www.whitespanadvisory.com/</a></p>



STATUTORY AUDITORS TO OUR COMPANY	BANKERS TO THE ISSUE/ / PUBLIC ISSUE ACCOUNT/ REFUND BANK/ SPONSOR BANK
<b>M/s Madhusudan C Mashruwala &amp; Co.</b> <b>Address:</b> 301, Akik, Opp. Lions Hall, Mithakhali, Ahmedabad– 380006, Gujarat, India. <b>Telephone:</b> +91-079-26462430 <b>Email:</b> ushir@mashruwalaca.com <b>Contact Person:</b> Soham Mashruwala <b>Firm Registration No.:</b> 105717W <b>Peer Review Certificate No.:</b> 013867	[•]*

*\*Details will be updated prior to submission of Prospectus with the Registrar of Companies.*

### CHANGES IN AUDITORS DURING THE LAST THREE YEARS

Except as stated below, there has been no change in the Auditors of our Company during the last three years:

Name of Auditor	Appointment/ Resignation	Date of Appointment/ Resignation	Reason
M/s Madhusudan C Mashruwala & Co. Address: 301, Akik, Opp. Lions Hall, Mithakhali, Ahmedabad-380006, Gujarat, India Peer Review no.: 013867	Appointment	December 15, 2022	Appointment as the Statutory Auditor for the Financial Year 2022-2023 to fill up Casual Vacancy
Siroiya & Co. B-93, Gaganvihar Flats, Near Sabar Hotel, Khanpur, Ahemdabad-380001, Gujarat. India	Resignation	December 15, 2022	Resignation as Statutory Auditor

### INVESTOR GRIEVANCES

Investors can contact the Compliance Officer or the Lead Manager or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account and refund orders, etc. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

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

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. 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 are 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.

## DESIGNATED INTERMEDIARIES

### **Self-Certified Syndicate Banks**

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

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

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

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

### **Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI**

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

### **Syndicate SCSB Branches**

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 Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended

### **Registered Brokers**

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

## BROKERS TO THE ISSUE

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

## REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>, as updated from time to time.

## COLLECTING DEPOSITORY PARTICIPANTS

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

## STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Mark Corporate Advisors Private Limited (“Mark”) is the sole Lead Manager to the Issue, all the responsibility of the issue will be managed by them.

## CREDIT RATING

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

## IPO GRADING

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

## FILING OF DRAFT PROSPECTUS/ PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Offer Document will not be filed with SEBI, nor will SEBI issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in soft form.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. A copy of the Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the RoC Office situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013.

## TRUSTEES

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

## APPRAISAL AND MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds. The object of the issue and deployment of funds are not appraised by any independent agency/bank/financial institution.

## 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 namely, M/s Madhusudan C Mashruwala & Co., Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated April 29, 2023 and the Statement of Special Tax Benefits dated April 29, 2023 issued by them and from the Legal Advisor namely Whitespan Law Offices LLP dated April 25, 2023 to include their names 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.

## GREEN SHOE OPTION

The option of allotting equity shares in excess of the equity shares offered in the public issue is not exercised by the company.

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement has been entered on [●]. 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 shares underwritten	Amount Underwritten (₹ in Lakh)	% Of the total Issue Size Underwritten
[●]	[●]	[●]	[●]

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the abovementioned Underwriter are sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager have entered into a tripartite agreement dated [●] with [●], the Market Maker for this Issue, duly registered with NSE EMERGE to fulfill the obligations of Market Making for the issue:

Name	[●]
Correspondence Address	[●]
Telephone No.	[●]
Fax No.	[●]
E-Mail	[●]
Website	[●]
Contact Person	[●]
SEBI Registration No.	[●]

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

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

1. The Market Maker(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 offered by the Market Maker(s).
2. The prices quoted by Market Maker shall follow the Market Maker Spread Requirements and other particulars as specified or as per the requirements of Emerge Platform of NSE and SEBI from time to time.
3. The minimum depth of the quote shall be ₹ 1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (in this case currently the minimum trading lot size is 1,600 equity shares; however, the same may be changed by the Emerge Platform of NSE from time to time).
5. 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% of Issue Size (Including the 65,600 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.

6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
8. Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to Promoter group of the Company or any person who has acquired shares from such promoter or person belonging to Promoter Group, during the Compulsorily Market Making Period.
9. The Promoter's holding Equity Shares in the Company shall not be eligible for offering to the Market Maker during the Compulsorily Market Making Period.
10. The Lead Manager, if required, has the right to appoint a Nominee Director on the Board of the Issuer Company any time during the Compulsorily market making period provided it meets the requirement as per the SEBI (ICDR) Regulations, 2018.
11. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of the Company via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.
12. 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.
13. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on issue price.
14. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
15. 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.
16. The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker 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.
17. **Risk containment measures and monitoring for Market Makers:** NSE Emerge will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
18. **Punitive Action in case of default by Market Makers:** Emerge of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Makers from time to time.
19. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - a. 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.
  - b. 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.

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

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

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

All the above-mentioned conditions and systems regarding the Market Making Arrangement, trading and other related aspects are subject to the applicable provisions of law, changes or additional regulations and guidelines from SEBI / Stock Exchange from time to time.

## SECTION VI - CAPITAL STRUCTURE

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

(₹ In Lakh except per share amount)

S.No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A.	<b>AUTHORISED SHARE CAPITAL</b>		
	1,40,00,000 Equity Shares having face value of ₹ 10/- each	1,400.00	--
B.	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>		
	30,00,000 Equity Shares having face value of ₹ 10/- each	300.00	--
C.	<b>PRESENT ISSUE IN TERMS OF THE DRAFT PROSPECTUS <sup>(1)</sup></b>		
	Issue of up to 12,91,200 Equity Shares of ₹ 10/- each at a Price of ₹ [●] per Equity Share	129.12	[●]
	<i>Which comprises</i>		
	Net Issue to Public of 12,25,600 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share to the Public	122.56	[●]
	65,600 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share reserved as Market Maker Portion	6.56	[●]
	<b>Net Issue* to Public consists of <sup>(2)</sup></b>	--	--
	6,12,800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation for Investors investing amount up to ₹ 2.00 Lakh	61.28	[●]
	6,12,800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation for Investors investing amount above ₹ 2.00 Lakh (Non-Retail Portion)	61.28	[●]
D.	<b>ISSUED, SUBSCRIBED AND PAID UP EQUITY CAPITAL AFTER THE ISSUE</b> 42,91,200 Equity Shares having face value of ₹ 10/- each	429.12	
E.	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue		NIL
	After the Issue		[●]

\* For detailed information on the Net Issue and its allocation various categories, please refer chapter titled “The Issue” on Page number 39 of this Draft Prospectus.

(1) The present Issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on dated April 03, 2023 and by our shareholders vide a Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM held on April 25, 2023.

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

### Class of Shares

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

Company does not have any partly paid-up equity shares as on the date of this Draft Prospectus. Our Company does not have any outstanding convertible instruments as on the date of the Draft Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. Details of changes in Authorized Share Capital of our Company

Since Incorporation of our Company, the authorized equity share capital of our Company has been changed in the manner set forth below:

S.No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
1	On incorporation	10,000	1.00	Not Applicable	NA
2	The Authorized Share Capital was increased from ₹ 1,00,000 to ₹14,00,00,000	1,40,00,000	1,400.00	November 22, 2022	EGM

### 2. History of Paid-up Share Capital:

Our existing Paid-up Equity Share Capital has been subscribed and allotted in the manner set forth below:

Date of Allotment	Nature of Allotment	No. of Equity Shares Allotted	Face value (In ₹)	Issue Price (In ₹)	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
October 20, 2017	Subscription to Memorandum of Association <sup>(1)</sup>	10,000	10.00	10.00	Cash	10,000	1.00	0.00
December 19, 2022	Bonus Issue <sup>(2)</sup>	9,90,000	10.00	0.00	Consideration other than Cash	10,00,000	100.00	0.00
March 06, 2023	Bonus Issue <sup>(3)</sup>	20,00,000	10.00	0.00	Consideration other than Cash	30,00,000	300.00	0.00

i) Details of allotment of 10,000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Associations are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Amitbhai Shambhulal Thakkar	3,333	10.00	10.00
2	Alpesh Thakkar	3,334	10.00	10.00
3	Nikhilkumar Y Thakkar	3,333	10.00	10.00
	<b>Total</b>	<b>10,000</b>	<b>-</b>	<b>-</b>



(ii) Details of allotment of 9,90,000 Equity Shares made on December 19, 2022 under Bonus Issue in the ratio of 99:1 are as follows:

Sr. No.	Name of Allotees	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)*
1	Amitbhai Shambhulal Thakkar	2,47,500	10.00	0.00
2	Alpesh Thakkar	1,23,750	10.00	0.00
3	Nikhilkumar Y Thakkar	2,47,500	10.00	0.00
4	Bhagyesh Kiritbhai Parekh	2,47,500	10.00	0.00
5	Bharatkumar V Thakkar	1,23,750	10.00	0.00
	<b>Total</b>	<b>9,90,000</b>	-	-

\*Issued as Bonus Shares by capitalizing the reserves and surplus account.

(iii) Details of allotment of 20,00,000 Equity Shares made on March 06, 2023 under Bonus Issue in the ratio of 2:1 are as follows:

Sr. No.	Name of Allotees	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)*
1	Amitbhai Shambhulal Thakkar	5,00,000	10.00	0.00
2	Alpesh Thakkar	2,50,000	10.00	0.00
3	Nikhilkumar Y Thakkar	5,00,000	10.00	0.00
4	Bhagyesh Kiritbhai Parekh	5,00,000	10.00	0.00
5	Bharatkumar V Thakkar	2,50,000	10.00	0.00
	<b>Total</b>	<b>20,00,000</b>	-	-

\*Issued as Bonus Shares by capitalizing the reserves and surplus account.

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

4. Issue of equity shares for consideration other than cash or out of revaluation reserves and through Bonus Issue:

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which Bonus Shares Issued
December 19, 2022	9,90,000	10.00	0.00	Bonus issue in the ratio of 99 Equity Shares issued for every 01 Equity Shares held by the existing Equity Shareholders authorised by our Board, pursuant to a resolution passed at its meeting held on November 21, 2022 and by our Shareholders pursuant to a resolution passed at the EGM held on December 16, 2022 <sup>(1)</sup>	-	Bonus Issued out of Reserves and Surplus (I)
March 06, 2023	20,00,000	10.00	0.00	Bonus issue in the ratio of 2 Equity Shares issued for	-	Bonus

				every 01 Equity Shares held by the existing Equity Shareholders authorised by our Board, pursuant to a resolution passed at its meeting held on February 03, 2023, and by our Shareholders pursuant to a resolution passed at the EGM held on March 03, 2023 <sup>(1)</sup>		Issued out of Reserves and Surplus (2)
--	--	--	--	---	--	--

(1) For list of allottees see page number 53 of paragraph titled “History of Paid Up Share capital” mentioned above.

5. Our Company has not issued any Equity Shares during a period of one year preceding the date of the Draft Prospectus at a price lower than the Issue price. However, our company has issued Bonus Shares during a period of one year preceding the date of the Draft Prospectus:

Date of allotment	Number of Equity Shares Allotted	Face value (₹)	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which Bonus Shares Issued
December 19, 2022	9,90,000	10.00	0.00	Bonus issue in the ratio of 99 Equity Shares issued for every 01 Equity Shares held by the existing Equity Shareholders. <sup>(1)</sup>	-	Bonus Issued out of Reserves and Surplus (1)
March 06, 2023	20,00,000	10.00	0.00	Bonus issue in the ratio of 2 Equity Shares issued for every 01 Equity Shares held by the existing Equity Shareholders. <sup>(2)</sup>	-	Bonus Issued out of Reserves and Surplus (2)

(1) For list of allottees see note 2(ii) of paragraph titled “History of Share capital of our Company” mentioned above.

(2) For list of allottees see note 2(iii) of paragraph titled “History of Share capital of our Company” mentioned above.

6. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

7. Our Shareholding Pattern:

The Shareholding Pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

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

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

### 8. Our Shareholding Pattern:

The Shareholding Pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

**(A). Table-I - Summary Statement holding of Equity Shares**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository receipts (VI)	Total No. of shares held . VII = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total								
(A)	Promoter & Promoter Group	7	30,00,000	-	-	30,00,000	100.00	30,00,000	0	30,00,000	100.00	0	100.00	0	0	0	0	[•]
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non-Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	Trusts																		
	Total	7	30,00,000	-	-	30,00,000	100.00	30,00,000	0	30,00,000	100.00	0	100.00	0	0	0	0	0	[•]
<b>Note</b>																			
1	C=C1+C2																		
2	Grand Total=A+B+C																		

**(B) Table –I - Statement showing shareholding pattern of the Promoters and Promoters’ Group**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository receipts (VI)	Total No. of shares held . VII = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Sharehold in g , as a % assuming full conversion of 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		
								No of Voting Rights (XIV)					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total									
(1)	<b>Indian</b>																		
A	Individuals/Hindu undivided Family	7	30,00,000	-	-	30,00,000	100.00	30,00,000	0	30,00,000	100.00	0	100.00	0	0	0	0	0	[•]
1	Bharatkumar V	-	6,75,00	0	0	6,75,00	22.50	6,75,00		6,75,00	22.50	0	22.50	0	0	0	0	0	0

	Thakkar		0			0		0		0								
2	Sonalben Bharatbhai Thakkar	-	75,000	0	0	75,000	2.50	75,000		75,000	2.50	0	2.50	0	0	0	0	0
3	Bhagyesh Kiritbhai Parekh	-	6,75,000	0	0	6,75,000	22.50	6,75,000		6,75,000	22.50	0	22.50	0	0	0	0	0
4	Meha Bhagyesh Parekh	-	75,000	0	0	75,000	2.50	75,000		75,000	2.50	0	2.50	0	0	0	0	0
5	Amit Thakkar	-	7,49,000	0	0	7,49,000	24.97	7,49,000		7,49,000	24.97	0	24.97	0	0	0	0	0
6	Amita Amit Thakkar	-	1,000	0	0	1,000	0.03	1,000		1,000	0.03	0	0.03	0	0	0	0	0
7	Nikhil Thakkar	-	7,50,000	0	0	7,50,000	25.00	7,50,000		7,50,000	25.00	0	25.00	0	0	0	0	0
<b>B</b>	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>C</b>	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>D</b>	Any Other (Body Corporate)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (A)(1)</b>	<b>7</b>	<b>30,00,000</b>	<b>-</b>	<b>-</b>	<b>30,00,000</b>	<b>100.00</b>	<b>30,00,000</b>	<b>0</b>	<b>30,00,000</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>[•]</b>
<b>2</b>	<b>Foreign</b>																	
<b>A</b>	Individuals (Non- Resident Individuals/ Foreign Individuals)	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B</b>	Government	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>C</b>	Institutions	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

<b>D</b>	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>E</b>	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoters and Promoters' Group (A)=(A)(1)+(A)(2)</b>	<b>7</b>	<b>30,00,000</b>	<b>-</b>	<b>-</b>	<b>30,00,000</b>	<b>100.00</b>	<b>30,00,000</b>	<b>0</b>	<b>30,00,000</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>[•]</b>
<b>Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen et-. - N.A.</b>																		
<b>Note:</b>																		
PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s)																		
. The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.																		
P= Promoter																		
PG= Promoter Group																		

(C) Table I-I - Statement showing shareholding pattern of the public shareholder

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository receipts (VI)	Total No. of shares held . VII = (IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights						No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total	Total as a % of (A+B+C)							
<b>B 1</b>	<b>Institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Foreign Portfolio Investors</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Sub Total B1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B 2</b>	<b>Central Government/ State Government(s) / President of India</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



<b>B3</b>	<b>Non-Institutions</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Individual share capital upto ₹ 2 Lacs</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Individual share capital in excess of ₹ 2 Lacs</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Any Other (specify)</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>HUF</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Non-Resident Indian (NRI)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>LLP</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Bodies Corporate	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Clearing Members	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Sub Total B3</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>B=B1+B2+B3</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):																		
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.																		
<b>Note</b>																		
<b>1</b>	PAN would not be displayed on website of Stock Exchange(s).																	
<b>2</b>	The above format needs to disclose name of all holders holding more than 1% of total number of shares																	
<b>3</b>	W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available																	

**(D) Table –V - Statement showing shareholding pattern of the Non-Promoter- Non Public shareholder**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository receipts (VI)	Total No. of shares held . VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								Class (eg: X)	Class (eg: Y)	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
<b>A</b>	Custodian/DR Hold-r - Name of DR Holders (If Available)	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B</b>	Employee Benefit	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

	Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)																	
<b>C</b>	<b>Total Non-Promoter-Non Public Shareholdings = (C)(1)+(C)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

*Note:*

- In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized. Accordingly, our Company have all the shares in dematerialized form.*
- PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.*
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.*

## 9. Total shareholding of the promoters in the Company

As on the date of this draft Prospectus, our Promoters hold, in aggregate 28,49,000 Equity Shares constituting 94.97% of issued and paid up share capital of our company. The details regarding our Promoters' shareholding is set forth below:-

### (a) Build-up of Promoters' shareholding in our Company

Date of Allotment / Transfer	Nature of Issue/ Transaction	Number of Equity Shares	Cumulative No. of Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration	% of pre issue capital of Cumulative Shares	% of post issue capital of Cumulative Shares
<b>Bharatkumar V Thakkar</b>								
March 15, 2021	Gift-Transferred from Nikhilkumar Y Thakkar	1,667	1,667	10.00	0.00	NA	0.06	0.04
January 31, 2022	Gift-Transferred to Bhagyesh Parekh	(417)	1,250	10.00	0.00	NA	0.04	0.03
December 19, 2022	Bonus Issue	1,23,750	1,25,000	10.00	0.00	NA	4.16	2.91
March 06, 2023	Bonus Issue	2,50,000	3,75,000	10.00	0.00	NA	12.50	8.74
March 07, 2023	Gift-Transferred from Alpesh Thakkar	3,75,000	7,50,000	10.00	0.00	NA	25.00	17.48
March 07, 2023	Gift-Transferred to Sonalben Bharatbhai Thakkar	(75,000)	6,75,000	10.00	0.00	NA	22.50	15.73
<b>Bhagyesh Kiritbhai Parekh</b>								
January 31, 2022	Gift-Transferred from Alpesh Thakkar	2,083	2,500	10.00	0.00	NA	0.08	0.06
	Gift-Transferred from. Bharatkumar V Thakkar	417		10.00	0.00	NA		
December 19, 2022	Bonus Issues	2,47,500	2,50,000	10.00	0.00	NA	8.33	5.83
March 06, 2023	Bonus Issues	5,00,000	7,50,000	10.00	0.00	NA	25.00	17.48
March 07, 2023	Gift-Transferred to Ms. Meha Bhagyesh Parekh	(75,000)	6,75,000	10.00	0.00	NA	22.50	15.73

<b>Amitbhai Shambhulal Thakkar</b>								
October 20, 2017	Subscriber to MOA	3,333	3,333	10.00	10.00	33,330	0.11	0.08
January 31, 2022	Gift-Transferred to Nikhilkumar Y Thakkar	(833)	2,500	10.00	0.00	NA	0.08	0.06
December 19, 2022	Bonus Issues	2,47,500	2,50,000	10.00	0.00	NA	8.33	5.83
March 06, 2023	Bonus Issues	5,00,000	7,50,000	10.00	0.00	NA	25.00	17.48
March 07, 2023	Gift-Transferred to. Amita Amit Thakkar	(1,000)	7,49,000	10.00	0.00	NA	24.97	17.45
<b>Nikhilkumar Y Thakkar</b>								
October 20, 2017	Subscriber to MOA	3,333	3,333	10.00	10.00	33,330	0.11	0.08
March 15, 2021	Gift-Transferred to Bharatkumar V Thakkar	(1,667)	1,666	10.00	0.00	NA	0.06	0.06
January 31, 2022	Gift-Transferred from Alpesh Thakkar	1	1,667	10.00	0.00	NA	0.06	0.06
January 31, 2022	Gift-Transferred from Amitbhai Shambhulal Thakkar	833	2,500	10.00	0.00	NA	0.08	0.08
December 19, 2022	Bonus Issues	2,47,500	2,50,000	10.00	0.00	NA	8.33	5.83
March 06, 2023	Bonus Issues	5,00,000	7,50,000	10.00	0.00	NA	25.00	17.48

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

11. As on the date of the Draft Prospectus, our Promoter and Promoter Group hold a total of 30,00,000 Equity Shares representing 100.00% of the pre-issue paid up share capital of our Company. The details are as under:

S.No.	Name of shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
<b>I</b>	<b>PROMOTER</b>				
1	Amitbhai Shambhulal Thakkar	7,49,000	24.97	7,49,000	17.45
2	Nikhilkumar Y Thakkar	7,50,000	25.00	7,50,000	17.48
3	Bhagyesh Kiritbhai Parekh	6,75,000	22.50	6,75,000	15.73
4	Bharatkumar V Thakkar	6,75,000	22.50	6,75,000	15.73
<b>II</b>	<b>PRMOTER GROUP</b>				
1	Sonalben Bharatbhai Thakkar	75,000	2.50	75,000	1.75
2	Meha Bhagyesh Parekh	75,000	2.50	75,000	1.75
3	Amita Amit Thakkar	1,000	0.03	1,000	0.02
<b>III</b>	<b>TOTAL</b>	<b>30,00,000</b>	<b>100.00</b>	<b>30,00,000</b>	<b>69.91</b>

- A. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company and the number of Equity Shares held by them as on date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid up Capital*
1	Bharatkumar V Thakkar	6,75,000	22.50
2	Sonalben Bharatbhai Thakkar	75,000	2.50
3	Bhagyesh Kiritbhai Parekh	6,75,000	22.50
4	Meha Bhagyesh Parekh	75,000	2.50
5	Amitbhai Shambhulal Thakkar	7,49,000	24.97
6	Nikhilkumar Y Thakkar	7,50,000	25.00
	<b>Total</b>	<b>29,99,000</b>	<b>99.97</b>

- B. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company and the number of Equity Shares held by them two years prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	*% of Paid up Capital
1.	Amitbhai Shambhulal Thakkar	3,333	33.33
2	Alpesh Thakkar	3,334	33.33
3.	Nikhilkumar Y Thakkar	1,666	16.66
4.	Bharatkumar V Thakkar	1,667	16.67
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>

- C. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company and the number of Equity Shares held by them one year prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	*% of Paid up Capital
1.	Amitbhai Shambhulal Thakkar	2,500	25.00
2	Alpesh Thakkar	1,250	12.50
3	Nikhilkumar Y Thakkar	2,500	25.00
4	Bharatkumar V Thakkar	1,250	12.50
5	Bhagyesh Kiritbhai Parekh	2,500	25.00
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>

- D. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company and the number of Equity Shares held by them ten days prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	*% of Paid up Capital
1.	Bharatkumar V Thakkar	6,75,000	22.50
2	Sonalben Bharatbhai Thakkar	75,000	2.50
3	Bhagyesh Kiritbhai Parekh	6,75,000	22.50
4	Meha Bhagyesh Parekh	75,000	2.50
5	Amitbhai Shambhulal Thakkar	7,49,000	24.97
6	Nikhilkumar Y Thakkar	7,50,000	25.00
	<b>Total</b>	<b>29,99,000</b>	<b>99.97</b>

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

12. Except for allotment of Equity Shares pursuant to the Issue, our Company does not intend to alter its capital structure for a period of six months from the date of opening of issue by way of split of shares or consolidation of denomination of shares, or issue of shares on preferential basis or issue of bonus or rights shares or further public offer of specified securities until the equity shares have been listed on Stock Exchanges or the

application moneys are unblocked in ASBA Accounts on account of non-listing, under-subscription etc. as the case may be.

13. We have 7 (Seven) shareholders as on the date of filing of this Draft Prospectus.
14. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
1.	Bharatkumar V Thakkar	6,75,000	0.00
2	Bhagyesh Kiritbhai Parekh	6,75,000	0.00
3	Amitbhai Shambhulal Thakkar	7,49,000	0.044
4	Nikhilkumar Y Thakkar	7,50,000	0.044

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

15. Except as mentioned below, there were no shares purchased/sold by the Promoter(s) and Promoter Group, directors of our Company and their relatives during last six months.

Sr. No.	Date of Allotment / Transfer	Name of allottee / transferee	Party category	No. of Equity Shares Purchased/ Sold	Face Value (₹)	Issue Price (₹)	Nature of Transaction
1	March 07, 2023	Bharatkumar V Thakkar	Promoter	3,75,000	10	0.00	Transfer-Gift
2	March 07, 2023	Amitbhai Shambhulal Thakkar	Promoter	(1000)	10	0.00	Transfer-Gift
3	March 07, 2023	Amita Amit Thakkar	Promoter	1,000	10	0.00	Transfer-Gift
4	March 07, 2023	Bhagyesh Kiritbhai Parekh	Promoter	(75,000)	10	0.00	Transfer-Gift
5	March 07, 2023	Maha Bhagyesh Parekh	Promoter Group	75,000	10	0.00	Transfer-Gift
6	March 07, 2023	Bharatkumar V Thakkar	Promoter	(75,000)	10	0.00	Transfer-Gift
7	March 07, 2023	Sonalben Bharatbhai Thakkar	Promoter Group	75,000	10	0.00	Transfer-Gift

16. The members of the Promoters' Group, our Directors and the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing the Draft Prospectus.

**17. Details of lock-in of Equity Shares:**

As per Sub-Regulation (1) of Regulation 236 and Regulation 238 of the SEBI (ICDR) Regulations, 2018 and in terms of the aforesaid table, an aggregate of 20.04 % of the post-Issue Capital shall be considered as Promoter's Contribution. As on date of this Draft Prospectus, our Promoters and Promoters Group holds 30,00,000 Equity

Shares constituting 100.00 % of the Pre-Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter's Contribution.

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

The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of three years from the date of allotment, are set out in the following table:

Name of Promoter	No. of Equity Shares Locked-in	Post- Issue equity share capital %
Bharatkumar V Thakkar	2,15,000	5.01
Amitbhai Shambhulal Thakkar	2,15,000	5.01
Nikhilkumar Y Thakkar	2,15,000	5.01
Bhagyesh Kiritbhai Parekh	2,15,000	5.01
<b>Total</b>	<b>8,60,000</b>	<b>20.04</b>

*Note: All the above shares were allotted to the respective Promoters as Bonus Shares on March 06, 2023*

*All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares, as the case may be. For details regarding allotment of the above Equity Shares, please refer section "History of Paid-up Share Capital of our Company"*

The lock-in of the Minimum Promoters' Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

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

We confirm that the minimum Promoters' contribution of 20.00 % which is subject to lock-in for three years shall not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;
- Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.
- The Equity Shares in Promoter's Contribution does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.

Specific written consent shall be obtained from the Promoters for inclusion of 8,60,000 Equity Shares for ensuring lock-in of three years to the extent of minimum 20.00 % of post issue Paid-up Equity Share Capital from the date of allotment in the public Issue.

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

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify



the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

**19. Equity Shares locked-in for one year**

In addition to above Equity Shares that are locked-in for three years as the minimum Promoters' contribution, the balance pre-Issue Equity Share capital of our Company, i.e. 21,40,000 Equity Shares shall be locked in for a period of one year from the date of Allotment in the Public Issue. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

**20. Pledge of Locked in Equity Shares:**

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

- a. In case of Minimum Promoters' Contribution under the clause (a) of Regulation 238, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- b. In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution under the clause (b) of Regulation 238, the pledge of equity shares is one of the terms of sanction of the loan.

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

**21. Transferability of Locked in Equity Shares:**

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

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

**22.** Our Company, our Promoters, our Directors and the Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.

**23.** There are no safety net arrangements for this public Offer.

**24.** As on the date of filing of the Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

**25.** As per Regulation 268(2) of SEBI (ICDR) Regulations, 2018, an over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.

26. All the Equity Shares of our Company are fully paid up as on the date of the Draft Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
27. As per RBI regulations, OCBs are not allowed to participate in this Issue.
28. There is no “Buyback”, “Standby”, or similar arrangement by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares issued / offered through this Draft Prospectus.
29. As on the date of this Draft Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
30. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and NSE.
31. The Issue is being made through Fixed Price Method.
32. Lead Manager to the Issue and their associates do not hold any Equity Shares of our Company.
33. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
35. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
36. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this Draft Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
37. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
38. Our Promoters and the members of our Promoter Group will not participate in this Issue.
39. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
40. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
41. For the details of transactions by our Company with our Promoter Group, Group Companies/ Entities during the period ended on December 31, 2022 and for last three Fiscals i.e. 2022, 2021 and 2020, please refer to Annexure IX “Statement of Related Parties and details of *Related Party Transaction*” in the chapter titled ‘*Financial Information*’ beginning on page number 164 of the Draft Prospectus.
42. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “*Our Management*” beginning on page number 115 of the Draft Prospectus.

## SECTION VII-PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue constitutes a public Issue of up to 12,91,200 Equity Shares of our Company at an Issue Price of ₹ [•] per Equity Share.

#### FRESH ISSUE

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

1. Meeting Working Capital Requirements
2. General Corporate Purpose
3. Meeting Public Issue Expenses

(Collectively referred as the “objects”)

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

#### NET ISSUE PROCEEDS

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

The following table summarizes the requirement of funds:

Particulars	Amount (₹ in Lakhs)
Gross Issue Proceeds	[•]
Less: Public Issue Related Expenses*	[•]
<b>Net Issue Proceeds**</b>	[•]

\* See “-Issue Related Expenses” see below

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

#### REQUIREMENT OF FUNDS AND UTILISATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Meeting Working Capital Requirements	855.00
2	General Corporate Purpose <sup>(1)</sup>	[•]
	<b>Total</b>	[•]

(1) To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

#### PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF NET ISSUE PROCEEDS

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

(₹ In Lakhs)

Sr. No.	Particulars	Amount to be deployed from the Net Issue Proceeds in Fiscal 2024	Amount to be deployed from the Net Issue Proceeds in Fiscal 2025	Amount to be funded from the Net Proceeds
1	Meeting Working Capital Requirements	855.00	-	<b>855.00</b>
2	General corporate	[•]	[•]	[•]

	purposes *			
	<b>Total</b>		[•]	[•]

\* To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Fresh Issue.

The requirement and deployment of funds as indicated above are based on our current business plan, internal management estimates, prevailing market conditions and other commercial and technical factors, including interest rates and other charges, and the financing and other agreements entered into by our Company, and have not been appraised by any bank or financial institution. Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations and configuration of the project, increase in input costs of construction materials and labour costs, logistics and transport costs incremental preoperative expenses, taxes and duties, interest and finance charges, engineering procurement and construction costs, working capital margin, regulatory costs, environmental factors and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law.

Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for General Corporate Purposes to the extent that the total amount to be utilized towards General Corporate Purposes will not exceed 25% of the gross proceeds from the Fresh Issue in accordance with Regulation 230 (2) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals, general corporate purposes and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Fresh Issue. To the extent our Company is unable to utilise any portion of the Net Issue Proceeds towards the aforementioned objects, as per the estimated scheduled of deployment specified above, our Company shall deploy the Net Issue Proceeds in subsequent Fiscals towards the aforementioned Objects.

## MEANS OF FINANCE

The fund requirements for all the Objects of the Issue are proposed to be entirely funded from the Net Issue Proceeds. Accordingly, we confirm that we are in compliance with the requirement to make the firm arrangement of finance under Regulation 230(1) (e) of the SEBI ICDR Regulation 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).

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 number 23 of this Draft Prospectus.

## DETAILS OF USE OF ISSUE PROCEEDS

### 1. WORKING CAPITAL REQUIREMENTS:

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth and unsecured loans. For further details, please refer to the chapter titled “Financial Indebtedness” on page number 180.

The details of Company’s working capital as at March 31, 2022 and for the period ended December 31, 2022 and the source of funding, on the basis of Restated Financial Statements, as certified by our Statutory and Peer Review Auditor, Madhusudan C. Mashruwala & Co., Chartered Accountants, vide their report dated April 29, 2023 are provided in the table below. Further, in light of the incremental business requirements, our Company requires additional working capital for funding its working capital requirements in the Fiscal 2024. On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its

resolution dated June 24, 2023 has approved the business plan for the Fiscal 2024 and the proposed funding of such working capital requirements.

The breakup of the working capital requirements year wise is given in the table below:

(₹ In Lakhs-Rounded Off)

Particulars	Fiscal 2022 (Actual)	Nine Months Period Ended December 31, 2022 (Actual)	Fiscal 2023 (Provisional)	Fiscal 2024 (Projected)
<b>Current Assets</b>				
Inventories	229.00	281.00	280.00	402.00
Trade Receivables	935.00	999.00	1,284.00	1,612.00
Cash and Cash Equivalents	48.00	58.00	58.00	52.00
Loans & Advances	42.00	51.00	51.00	50.00
Other Current Assets	01.00	21.00	25.00	55.00
<b>Total Current Assets (A)</b>	<b>1,255.00</b>	<b>1,410.00</b>	<b>1,698.00</b>	<b>2,172.00</b>
<b>Current Liabilities</b>				
Trade Payables	793.00	620.00	824.00	112.00
Current Instalment of Car Loan	15.00	15.00	15.00	14.00
Advance payment to Customer	10.00	0.00	0.00	0.00
Other Statutory Liabilities	2.00	1.00	1.00	1.00
Provisions for Taxation	0.00	73.00	117.00	135.00
Other Current Liabilities	65.00	43.00	43.00	45.00
<b>Total Current Liabilities (B)</b>	<b>885.00</b>	<b>752.00</b>	<b>1,000.00</b>	<b>307.00</b>
<b>Net Working capital Requirement (A-B)</b>	<b>370.00</b>	<b>658.00</b>	<b>698.00</b>	<b>1,865.00</b>
<b>Incremental Working Capital</b>		<b>288.00</b>	<b>40.00</b>	<b>1,167</b>
<b>Funding Pattern</b>				
Internal Accruals	-	236.00	40.00	312.00
Unsecured Borrowings from Promoters	-	52.00	-	-
IPO Proceeds	-	-	-	855.00
<b>TOTAL</b>		<b>288.00</b>	<b>40.00</b>	<b>1,167.00</b>

Note: Pursuant to the certificate dated June 24, 2023 issued by the Statutory Auditor.

#### Assumptions for Holding Levels

Particulars	Holding Level for Fiscal 2022 (Actual)	Holding Level for the period ended December 31, 2022 (Actual)	Holding Level for Fiscal 2023 (Provisional)	Holding Level for Fiscal 2024 (Projected)
<b>Current Assets</b>				
Trade Receivables	127	151	176	193
Inventories	31	42	38	48
<b>Current Liabilities</b>				
Trade Payables	158	160	182	20

#### Justification for “Holding Period” levels

The justifications for the holding levels mentioned in the table above are provided below:

Trade receivables	Our Company had maintained trade receivable days of 127 days in the Fiscal 2022, 151 days for the nine-month period ended December 31, 2022. The Company anticipates its trade receivables of 176 days for fiscal 2023. The Company anticipates increase in projected trade receivables days to be 193 days for the Fiscal 2024
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Inventories	The Company had maintained inventory days of 31 days in Fiscal 2022, 42 days for the nine-month period ended December 31, 2022. The Company anticipates inventory days of 38 days for the Fiscal 2023. It is assumed to increase inventory days to 48 days for Fiscal 2024.
Trade Payables	The Company had maintained trade payable days of 158 days in Fiscal 2022, 160 days for the nine-month period ended December 31, 2022. The Company anticipates Trade Payable of 182 days for Fiscal 2023. It is projected to reduce due to improvement in purchase efficiency and projected to be 20 days for the Fiscal 2024.

## 2. GENERAL CORPORATE PURPOSE:

Our Company proposes to deploy the Net Issue Proceeds aggregating to ₹[●] Lakhs towards general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds of the Issue, in compliance with SEBI ICDR Regulations. Our Company intends to deploy the balance Net Issue Proceeds for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following Strategic initiatives;

- a) Strategic initiatives
- b) Brand Building and strengthening of marketing activities; and
- c) Ongoing General Corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Issue Proceeds for General Corporate Purposes, as mentioned above. Further, we confirm that the amount for general corporate purposes, as mentioned in this Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

## DEPLOYMENT OF FUNDS

Our Company has deployed a sum of ₹24.48 Lakhs towards the Objects of the Issue mentioned above (certified by Madhusudan C. Mashruwala & Co., Chartered Accountants vide their Certificate dated June 20, 2023). The details of the deployment are as under:

Particulars	₹ in Lakhs
<b>Deployment of Funds</b>	
Issue Expenses	7.70
Increase in Authorised Capital	16.78
<b>Sources of Funds</b>	
Internal Accruals*	24.48

\* The said amount has been met by the Company from its own resources and we have been informed that the same will be adjusted against Gross Issue Proceeds.

## 3. ISSUE RELATED EXPENSES

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

Expenses*	Estimated expenses# (₹ in Lakhs)	As a % of the total estimated Issue expenses	As a % of the total Gross Issue Proceeds
Fees payable to the Lead Manager (including underwriting commission)	[●]	[●]	[●]
Brokerage, selling commission and upload fees	[●]	[●]	[●]

Expenses*	Estimated expenses# (₹ in Lakhs)	As a % of the total estimated Issue expenses	As a % of the total Gross Issue Proceeds
Fees payable to the Legal Advisors to the Issue	[●]	[●]	[●]
Fees to the Registrar to the Issue	[●]	[●]	[●]
Fees payable to the Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of Issue stationary	[●]	[●]	[●]
Advertising and Marketing Expenses	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs <sup>4</sup>	[●]	[●]	[●]
Processing fees to Issuer banks for UPI Mechanism w.r.t application Forms procured by the members of the Syndicate, Registered Brokers, RTAs or the CDPs and submitted to them <sup>5</sup>	[●]	[●]	[●]
Others (bankers to the Issue, auditor's fees etc.)	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	[●]	[●]	[●]

\* Subject to finalisation of Basis of Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards General Corporate Purposes.

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

1. SCSBs will be entitled to a processing fee of ₹10/- per Application Form for processing of the Application Forms only for the Successful Allotments procured by other Application Collecting Intermediary and submitted to them.
2. Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment Amount.
3. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
4. The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Offer in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.
5. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

## APPRAISAL REPORT

None of the objects for which the Issue Proceeds will be utilised have been financially appraised by any financial institutions / banks.

## BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

## 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 utilization 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**

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 Lakhs. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

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

#### **OTHER CONFIRMATIONS**

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



## BASIS FOR ISSUE PRICE

The issue price has been determined by the issuer in consultation with the lead manager. The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections/chapters titled "Risk Factors" and "Financial Information" on page number 23 and 135, respectively of this Draft Prospectus to get a more informed view before making the investment decision

### QUALITATIVE FACTORS

1. Experienced Promoters and Management Team
2. Wide range of Products
3. Efficient marketing team

For further details, refer to heading "Our Competitive Strengths" under the chapter titled "Business Overview" on page number 92.

### QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the Restated Financial Information of the Company for the period December 31, 2022 and for the Financial Years 2022, 2021 and 2020 prepared in accordance with Ind GAAP, the Companies Act, 2013 and restated in accordance with SEBI ICDR Regulations. For details, refer section titled "Financial Information" on page number 135.

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

- (a) **Basic and Diluted Earnings per Share ("EPS") at face value of ₹10 each, as adjusted for changes in capital:**

**As per Restated Financial Information:**

For the Year/Period ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2022	7.77	7.77	3
March 31, 2021	1.66	1.66	2
March 31, 2020	0.37	0.37	1
Weighted Average	4.50	4.50	-
For the Nine Months Period ended on December 31, 2022*	23.63	23.63	-

*\*Not Annualised*

*Note: EPS of March 31, 2022, March 31, 2021, March 31, 2020 has been calculated after giving effect to Bonus Issue made on December 19, 2022*

**Note: -**

- (A) *Basic Earnings per share = Net profit / (loss) after tax for the year/period, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year/period.*
- (B) *Diluted Earnings per share = Net profit after tax for the year/period, as restated attributable to equity shareholders / Weighted average number of potential equity shares outstanding during the year/period.*
- (C) *Weighted average EPS = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each fiscal] / [Total of weights].*
- (D) *Weighted average number of Equity Shares are the number of Equity Shares outstanding at the beginning of the period/ year adjusted by the number of Equity Shares issued during the period/ year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/ year.*
- (E) *Earnings per share calculations are in accordance with the notified Indian Accounting Standard 33 "Earnings per share".*

- (b) **Price to Earnings (P/E) ratio in relation to Issue Price of ₹[●] per Equity Share of face value of ₹10 each fully paid up**

Particulars	EPS (in ₹)	P/E at the Issue Price
P/E ratio based on Basic EPS for the financial year 2021-2022	[●]	[●]
P/E ratio based on Diluted EPS for the financial year 2021-2022	[●]	[●]
Based on Weighted Average EPS	[●]	[●]
<b>Industry Peer Group P/E ratio</b>		
Highest		[●]
Lowest		[●]
Average		[●]

Note-The highest and lowest industry P/E has been considered from the industry peer set provided later in this chapter. The industry average has been calculated as the arithmetic average P/E of the industry peer set disclosed in this chapter. For further details, see "Comparison of Accounting Ratios with Listed Industry Companies"- Note (e) of this chapter.

(c) **Return on Net worth (RoNW)**

**As per Restated Financial Information:**

Year/Period ended	RoNW (%)	Weight
March 31, 2022	72.49	3
March 31, 2021	56.12	2
March 31, 2020	28.44	1
Weighted average	59.69%	
For the Nine Months Period ended on December 31, 2022*	68.79%	

\*Not Annualized

**Notes:**

- (A) Return on Net Worth (%) = Net Profit after tax attributable to equity shareholders, as restated / Net worth as restated as at year end.
- (B) Weighted average RoNW = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.
- (C) Net worth is aggregate value of the paid-up share capital of the Company and other equity, excluding revaluation reserves if any, as per Restated Standalone and Consolidated Financial Information

(d) **Net Asset Value (NAV) per Equity Share of Face Value of ₹10 each as per Restated Financial Information:**

Particulars	₹ per Equity Share
Net Asset Value per Equity Share as on March 31, 2022	10.72
Net Asset Value per Equity Share as on December 31, 2022*	34.35
Net Asset Value per Equity Share after the Issue	[●]
Issue Price per equity share	[●]

\*Not Annualized

Note: NAV for March 31, 2022 has been calculated after considering the Issue of Bonus shares made on December 19, 2022

(e) **Comparison of Accounting Ratios with Listed Industry Companies:**

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates and whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

**Following is the comparison with our peer companies listed in India:**

Name of the Company	Standalone / Consolidated	CMP*	Basic EPS	Diluted EPS	P/E Ratio	RoNW (%)	NAV (₹)	Face Value (₹)	Total Income (₹ in Lakhs)
Sunrest Lifescience Limited	Standalone	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Peer-Group**</b>									
Trident Lifeline Limited	Consolidated	142.00	5.23	5.23	27.15	13.18	39.69	10.00	3,169.22
Vaishali Pharma Limited	Standalone	128.20	3.82	3.82	33.60	15.27	24.99	10.00	7,582.08
Chandra Bhagat Pharma Limited	Standalone	148.00	1.06	1.06	140.16	2.99	35.35	10	9,407.56

\* Issue Price of our Company is considered as CMP.

\*\*Source: [www.bseindia.com](http://www.bseindia.com) / [www.nseindia.com](http://www.nseindia.com)

Notes:

- (i) Considering the nature, range of products/services, turnover and size of business of the Company, the peers are not strictly comparable. However, above Companies have been included for broad comparison.
- (ii) The figures for Sunrest Lifescience Limited are based on the Restated Financial Information for the year ended [●].
- (iii) Financial information for listed peers mentioned above is sourced from the annual reports as available of the respective peers for the year ended March 31, 2022 & March 31, 2022 submitted to Stock Exchanges.
- (iv) Current Market Price (CMP) is the closing price of the peer group scrip as on June 13, 2023 & June 14, 2023 on BSE SME & NSE EMERGE.
- (v) NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and other equity (excluding Revaluation Reserves, if any) and as attributable to the owners of the Company.
- (vi) P/E Ratio has been computed based on the closing market price of equity shares on stock exchange on June 13, 2023 & June 14, 2023 divided by the Basic EPS as at March 31, 2022 & March 31, 2023.
- (vii) RoNW is computed as net profit after tax, as attributable to the owners of the Company divided by closing net worth. Net worth has been computed as the aggregate of share capital and other equity (excluding Revaluation Reserves, if any) and as attributable to the owners of the Company.
- (viii) Sunrest Lifescience Limited is a Fixed Price Issue.
- (ix) The Issue Price has been determined by the company in consultation with the LM on the basis of assessment of market demand from investors for the equity shares and is justified based on the above qualitative and quantitative parameters.

For further details, see section titled “Risk Factors” on page number 23 of this Draft Prospectus and the financials of the Company including profitability and return ratios, as set out in the section titled “Financial Information” on page number 135 and the “Management Analysis of Financial Conditions and Results of Operations” on Page number 169 for a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” on page number 23 and you may lose all or part of your investments.

## STATEMENT OF SPECIAL TAX BENEFITS

To  
**The Board of Directors,  
Sunrest Lifescience Limited**  
FF-41, Ajay Tenament-6,  
Near Canal Near Ritanagar  
Bus Stand, Vastral Road,  
Ahmedabad-382415,  
Gujrat, India

Dear Sir,

**Sub: Statement of Special Tax Benefits (“the Statement”) available to Sunrest Lifescience Limited (“the Company”) and its shareholders prepared in accordance with the requirements in Point No. 9 (L) of Part A of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended (“the Regulations”)**

We hereby report that this certificate along with the annexure (hereinafter referred to as “The Statement”) states the special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (‘IT Act’) (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2023 (i.e. applicable to F.Y. 2023-24 relevant to A.Y. 2024-25) (hereinafter referred to as the “IT Regulations”) and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax[GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initialed for identification purposes only.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the said relevant provisions of the tax laws and regulations applicable to the Company. Hence, the ability of the Company or its shareholders to derive the special tax benefits, if any, is dependent upon fulfilling such conditions, which based on business imperatives, which the Company may or may not choose to fulfill or face in the future.

This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (‘SEBI ICDR Regulations’). While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and the same would include those benefits as enumerated in the statement.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. Further, the Preparation of enclosed statement and the contents stated therein is not exhaustive and is the responsibility of the Company’s management. 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. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India. Further, we give no assurance that the income tax authorities/ other indirect tax authorities/courts will concur with our views expressed herein.

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

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

The contents of this annexure 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 and the provisions of the tax laws.

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

Our views are based on facts indicated to us, the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time. 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 such events subsequent, which may have a material effect on the discussions herein. Our views are exclusively for the limited use of the captioned Company in connection with its proposed public issue referred to herein above and shall not, without our prior written consent, be disclosed to any other person.

We shall not be liable to Company for 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 are not liable to any other person in respect of this statement.

This certificate along with the annexure is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Prospectus Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

**For Madhusudan C. Mashruwala & Co.**

**Chartered Accountants**

**Firm Registration No.: 105717W**

**Sd/-**

**Soham U. Mashruwala**

**Partner**

**Membership No. 137995**

**UDIN: 23137 995BGPSAS3360**

**Place: Ahmedabad**

**Date: April 29, 2023**

**ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SUNREST LIFESCIENCE LIMITED (“THE COMPANY”) AND IT’S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

Outlined below are the special tax benefits available to the Company and its shareholders under the current direct tax laws in India for the financial year 2023-24. 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.

**1. Special Tax Benefits to the Company**

There are no Special tax benefits available to the Company.

**2. Special Tax Benefits available to the shareholders of the Company**

There are no Special tax benefits available to the shareholders of the Company.

**Notes:**

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.
3. The above statement of special tax benefits are as per the current direct tax laws relevant for the F.Y.2023-24 relevant to A.Y. 2024-25.
4. 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.

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

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

## SECTION VIII – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

#### 1. Pharmaceutical Industry

The Indian pharmaceutical industry ranks third globally in pharmaceutical production by volume and is known for its generic medicines and low-cost vaccines. The sector contributed to around 1.32% of the Gross Value Added (at 2011-12 constant prices) of the Indian Economy in 2020-21. The total annual turnover of Pharmaceuticals in the fiscal year 2021-22 was Rs. 3,44,125 crore (USD 42.34 Bn). Major segments of Indian Pharmaceutical Industry include generic drugs, OTC medicines, bulk drugs, vaccines, contract research & manufacturing, biosimilars and biologics. India is a global leader in the supply of DPT, BCG, and Measles vaccines. India is one of the biggest suppliers of low-cost vaccines in the world. India accounts for 60 percent of global vaccine production, contributing 40 to 70 percent of the WHO demand for Diphtheria, Tetanus and Pertussis (DPT) and Bacillus Calmette–Guérin (BCG) vaccines, and 90 percent of the WHO demand for the measles vaccine. There are 500 API manufacturers contributing about 8% in the global API Industry. India is the largest supplier of generic medicines. It manufactures about 60,000 different generic brands across 60 therapeutic categories and accounts for 20% of the global supply of generics. Access to affordable HIV treatment from India is one of the greatest success stories in medicine. Because of the low price and high quality, Indian medicines are preferred worldwide, making it “pharmacy of the world”. The sector has been growing at a healthy rate. The trend in annual turnover in the sector over the last five years may be seen in the Table- 1A

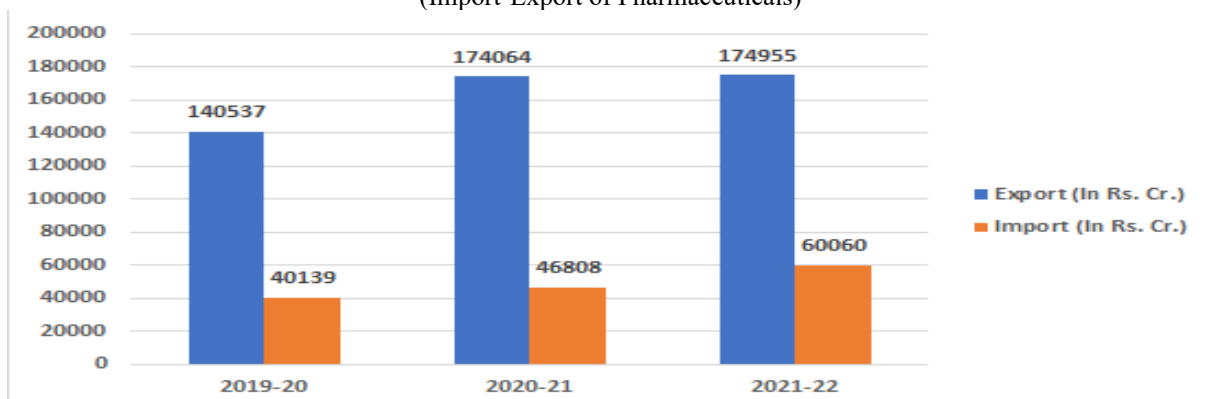
**Table -1A**  
**(Pharma Sector’s Growth at Current Price)**

Item/Year	Output (₹ in Cr.)	Growth Rate
2017-18	2,26,423	3.03
2018-19	2,58,534	14.18
2019-20	2,89,998	12.17
2020-21	3,28,054	13.12
2021-2022	3,44,125	4.89

Source: Pharmatrac/NPPA/DGCIS, Kolkata

Indian pharmaceutical industry plays significant role globally, supplying affordable and low cost generic drugs to millions of people across the globe. The sector offers lower cost without compromising on quality as is reflected by the fact India has the highest number of United States Food and Drug Administration (USFDA) approved pharmaceutical plants outside the US and also a significant number of World Health Organization (WHO) Good Manufacturing Practices (GMP)-compliant plants as well as plants approved by regulatory authority of other countries. India’s pharmaceutical sector forms a major component of the country’s foreign trade and has been consistently making trade surplus as may be seen from the Graph 1A. During 2021-22, total exports of pharmaceuticals stood at Rs. 1,74,955 crore (USD 23.5 Bn) while total imports were to the tune of Rs. 60,060 crore (USD 8.06 Bn) resulting in a trade surplus of Rs. 1,14,895 crore (USD 15.44 Bn).

**Graph 1A**  
**(Import-Export of Pharmaceuticals)**



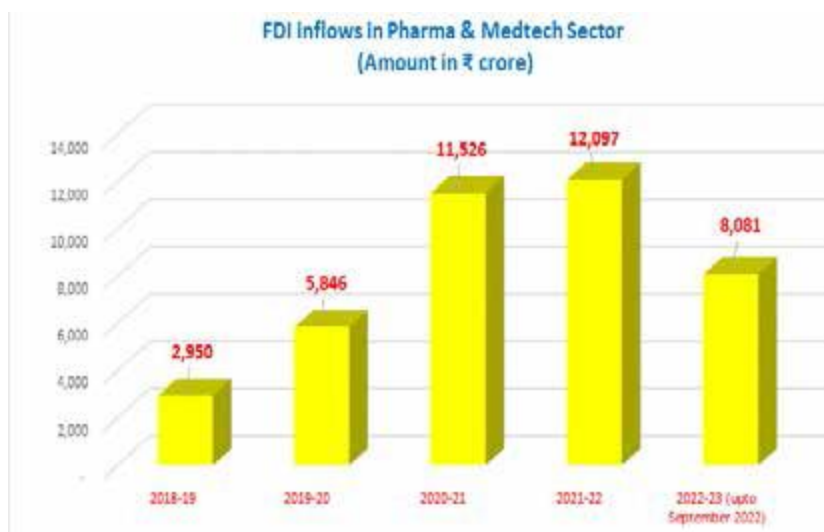
Source: DGCI&S, Ministry of Commerce and Industry  
Data includes Bulk Drugs, Drug Intermediates, Drug Formulations, Biologicals

## 2. Foreign Direct Investment

Pharmaceutical sector has emerged as a favourite destination for the foreign investors and is one of the top ten attractive sectors for foreign investment in India. The Government has put in place an investor-friendly Foreign Direct Investment (FDI) policy to promote investment in the Sector. 100% foreign investment is allowed under automatic route in Medical Devices. In pharmaceuticals, up to 100% FDI in greenfield projects and up to 74% FDI in brownfield projects is allowed under the automatic route. Foreign investment beyond 74% in brownfield projects requires Government approval. After the abolition of the Foreign Investment Promotion Board (FIPB) in May 2017, the Department of Pharmaceuticals has been assigned the role to consider the foreign investment proposals under the Government approval route. Apart from this, the Department considers all FDI proposals of the pharmaceutical sector and medical devices sector arising out of Press Note 3 dated 17.04.2020 wherein investors/ultimate beneficiaries in the investment proposals are from the countries sharing land border with India.

The sector contributes about 3.71% of total FDI inflows in the country across various sectors. Total FDI inflows in Pharma and Medtech Sectors have been ₹ 1,32,568 crore from April 2000 to September 2022. During the financial year 2022-23 (till December 2022), Department of Pharmaceuticals approved 13 FDI proposals that would result in foreign investment inflow of ₹ 2,814 crore in the brownfield projects of pharmaceutical sector. The FDI inflows in the pharmaceutical sector (pharmaceuticals and medtech activities) in the last four years under both the routes, government and automatic, is depicted in Graph 1B below:

Graph 1B  
(FDI inflows in Pharmaceutical Sector)



Source: Compiled from data provided by DPIIT.

The Department monitors the progress of FDI inflows received by the Indian Companies in the sector as well as compliances of FDI linked performance conditions as required under the extant FDI Policy through an online Portal, namely, “FDI linked Compliance Monitoring Portal”. Activity-wise break-up of the FDI inflows i.e. in pharmaceutical and medtech activities, separately may be seen in the table 1B below:

Table 1B  
(FDI inflows in Drugs & Pharmaceuticals Activities)

Financial Year	FDI Inflows Drugs & Pharmaceuticals	FDI Inflows Medtech Activities
2018-19	1,842	1,108
2019-20	3,650	2,196
2020-21	11,015	511



2021-22	10,552	1,545
2022-23 (upto September 2022)	5,453	2,628

### 3. Programmatic Interventions

#### 3.1. Central Sector Schemes

The Department has five Central Sector Schemes, namely (a) Pradhan Mantri Bhartiya Janaushadhi Pariyojana (PMBJP), (b) Consumer Awareness, Publicity and Price Monitoring (CAPP), (c) National Institute of Pharmaceutical Education & Research (NIPER), (d) Development of Pharmaceutical Industry, an Umbrella Scheme and (e) Production Linked Incentive (PLI) Schemes. The PMBJP scheme is being implemented through Pharmaceuticals and Medical Devices Bureau of India (PMBI) which is an autonomous society registered under Societies Registration Act, 1860. CAPP is implemented through National Pharmaceutical Pricing Authority (NPPA) which is an attached office of the Department. The remaining schemes namely NIPER scheme, PLI schemes and Development of Pharmaceutical Industry are operated by the Department directly. The details of each of the schemes are given as follows:

#### A. Production Linked Incentive (PLI) Schemes

The Department implements three PLI schemes as Central Sector Schemes, out of a total 14 PLI schemes, being implemented by the Government of India and they are as below:

- PLI Scheme for promotion of domestic manufacturing of critical key Starting materials (KSMs)/ Drug Intermediates (Dis)/ Active Pharmaceutical Ingredients (APIs) in India
- PLI Scheme for Promoting Domestic Manufacturing of Medical Devices
- PLI Scheme for Pharmaceuticals

All the above three PLI schemes are being implemented, to achieve the intended objectives as per the timeline and to increase the domestic manufacturing of Bulk Drugs, Pharmaceuticals and Medical Devices.

#### • PLI Scheme for promotion of domestic manufacturing of critical KSMs /DIs / APIs in India

The “Production Linked Incentive (PLI) Scheme for promotion of domestic manufacturing of critical Key Starting Materials (KSMs)/ Drug Intermediates (DIs) and Active Pharmaceutical Ingredients (APIs) In India” was approved by the Government of India on 20th March, 2020 to promote self-reliance and reduce import dependence in critical APIs. The scheme intends to boost domestic manufacturing of identified KSMs, Drug Intermediates and APIs by attracting large investments in the sector and thereby reduce India’s import dependence in critical APIs. The guidelines for the implementation of the scheme were initially issued on 27.07.2020. However, based on the feedback received from the investors, the guidelines were revised on 29.10.2020.

The scheme covers 41 products under following four categories-

- Target Segment I – Key Fermentation Based KSMs/Drug Intermediates
- Target Segment II - Key Fermentation Based Niche KSMs/Drug Intermediates
- Target Segment III – Chemical Synthesis Based KSMs/Drug Intermediates
- Target Segment IV – Other Chemical Synthesis Based KSMs/Drug Intermediates/APIs

The tenure of the scheme is from FY 2020-2021 to 2029-30 with a total financial outlay of ₹6,940 crores. The financial incentive under the scheme will be provided on sales of 41 identified products for six (06) years at the rates given below:

- For fermentation based products, incentive for FY 2023-24 to FY 2026-27 would be 20%, incentive for 2027-28 would be 15% and incentive for 2028-29 would be 5%.
- For chemical synthesis based products, incentive for FY 2022-23 to FY 2027-28 would be 10%.

The Government has received a good response to the scheme. A total number of 249 applications were received under the scheme for the 41 products spread across the four Target Segments for the scheme from all over the country. Out of 249, 51 applications have been approved with a total committed investment of Rs. 4,138.41 crore and expected employment generation of around 10,598 persons. The status of Projects / Plants with respect to the investment as per the Quarterly Review Report (QRR) of September 2022 may be seen from Table-3A.

Table 3A  
(Status of Projects / Plants: Investment as per QRR of September 2022)

Sr. No	Target Segment	Total Applicants approved	Total Committed Investment (₹ in crore)	Actual Investment Up to September, 2022# (₹ in crore)	Actual Employment up to Sep 2022# (No. of persons)
1.	Key Fermentation based KSMs/ Drug Intermediates	4	2,299.17	502.29	420
2.	Fermentation based niche KSMs/ Drug Intermediates / APIs	6	500.27	50.45	113
3.	Key Chemical Synthesis based KSMs/ Drug Intermediates	6	459.37	218.37	192
4.	Other Chemical Synthesis based KSMs/ Drug Intermediates	35	879.60	936.26	1,182
	<b>TOTAL</b>	<b>51</b>	<b>4,138.41</b>	<b>1,707.37</b>	<b>1,907</b>

# Actual Investment is not updated for 2 projects as applicants are in process of submitting Bank Guarantee and 1 applicant has withdrawn from the scheme.

#### PLI Scheme for Pharmaceuticals

The Union Cabinet on 24.02.2021 approved this scheme with the objective to enhance India's manufacturing capabilities by increasing investment and production in the sector and contributing to product diversification to high-value goods in the pharmaceutical sector. The Operational Guidelines have been issued on 01.06.2021.

The scheme covers pharmaceutical goods under the following three categories-

- **Category 1:** Biopharmaceuticals; Complex generic drugs; Patented drugs or drugs nearing patent expiry; Cell-based or gene therapy drugs; Orphan drugs; Special empty capsules like HPMC, Pullulan, enteric etc.; Complex excipients; Phyto-pharmaceuticals; Other drugs as approved.
- **Category 2:** Active Pharmaceutical Ingredients / Key Starting Materials / Drug Intermediates (except for the 41 eligible products already covered under the "PLI Scheme for promotion of domestic manufacturing of critical KSMs / DIs / APIs").
- **Category 3:** (Drugs not covered under Category 1 and Category 2): Repurposed drugs; Auto immune drugs, anti-cancer drugs, anti-diabetic drugs, anti-infective drugs, cardiovascular drugs, psychotropic drugs and anti-retroviral drugs; In vitro diagnostic devices; Other drugs as approved; Other drugs not manufactured in India.

The tenure of the Scheme is from Financial Year 2020-21 to Financial Year 2028-29. The scheme provides for incentives on incremental sales to selected participants for a period of 6 years at the rate of 10% for FY 2022-23 to FY 2025-26, 8% for FY 2026-27 and 6% for FY 2027-28. The incentives for the three groups i.e., Group A (with global manufacturing revenue of Rs. 5000 crore or more), Group B (with global manufacturing revenue of Rs. 500 crore or more) and Group C (with global manufacturing revenue of less than Rs. 500 crore) may be seen from the following table:

Table 3D  
(Ceiling of Incentive)

Group	Incentive ceiling per applicant	Ceiling of additional incentive per applicant, if any	Total Incentive Ceiling for the group
A	₹1000 Crores	₹200 Crores	₹11,000 Crores
B	₹250 Crores	₹50 Crores	₹2,250 Crores
C	₹50 Crores	₹10 Crores	₹1,750 Crores

Table 3E  
(Category-wise incentive rate and period)

Product category	Incentive rate	Incentive period
1&2: Biopharma, Phyto-pharmaceuticals, Complex Generic Drugs, Patented drugs, Cell-based or Gene therapy drugs, complex excipients, Orphan drugs, APIs/KSMs/DIs, Spl Capsules like HPMC, etc.	10% (first 4 years), 8% (5th year) & 6% (6th year)	2022-23 to 2027-28
3: Repurposed drugs, Auto-immune drugs, anti-cancer drugs, anti-diabetic drugs, anti-infective drugs, cardiovascular drugs, psychotropic drugs and anti-retroviral drugs, IVD Devices, etc.	5% (first 4 years), 4% (5th year) & 3% (6th year)	2022-23 to 2027-28

The total financial outlay of the scheme is Rs. 15,000 crore and the tenure of the scheme is from FY 2020-21 to 2028-29. Applications were called from the industry under the scheme till 31.08.2021. In total 271 applications have been received and Fifty-five (55) applicants have been selected under the scheme including 20 MSMEs. The scheme is also expected to bring in investment of more than 17,000 crore in the pharmaceutical sector.

The support to pharma industry, spans a breadth of product categories from cell and gene therapy to phyto-pharmaceuticals. The support under PLI schemes is expected to promote the production of high-value products in the country and increase the value addition in exports as well as generate employment for both skilled and unskilled personnel, estimated at 20,000 direct and 80,000 indirect jobs as a result of growth in the sector. Total incremental sales of Rs.2,94,000 crore are estimated during six years from FY 2022-23 to 2027-28. The status of investment in Projects/ Plants as per the Quarterly Review Report (QRR) of September 2022 may be seen from the following table:

Table 3F  
(Investment as per QRR of September 2022)

Sr. No.	Category of Applicants	Total Applicants approved	Total Committed Investment (₹ in crore)	Actual Investment up to Sept 2022 (₹ in crore)*	No. of mfg. locations proposed	No. of mfg. locations commissioned	No. of R&D locations
1.	Group A (Pharmaceuticals)	11	11,000	9,014	152	126	14
2.	Group B (Pharmaceuticals)	9	2,250	3,450	63	58	9
3.	Group C (Non-MSME)	14	700	1,215	37	31	5
4.	Group C (MSME)	16	3,311	1,385	44	36	1
5.	Group C - IVD	5	164	100	13	10	2
	<b>TOTAL</b>	<b>55</b>	<b>17,425</b>	<b>15,164</b>	<b>309</b>	<b>261</b>	<b>31</b>

\* Investments are based on the figures provided by the applicants. Out of 55 applicants 45 applicants have submitted the QRR report.

## B. Umbrella Scheme for Development of Pharmaceutical Industry

Under the umbrella scheme for Development of Pharmaceutical Industry (DPI), the Department implements a Central Sector Scheme namely ‘Strengthening of Pharmaceuticals Industry’ with three sub schemes (Rs.500 Cr) and Two Park Schemes {one for Bulk Drugs (Rs.3000 Cr) and another for Medical Devices (Rs.400 Cr)}. Its objective is to increase efficiency and competitiveness of domestic pharmaceutical and MedTech industry so as to enable them to play a lead role in the global market and to ensure accessibility, availability and affordability of quality pharmaceuticals and medical devices for mass consumption.

➤ **Scheme for Promotion of Bulk Drug Parks**

The scheme to promote setting up of bulk drug parks in the country was approved by the Government on 20th March, 2020. The Scheme envisages creation of world class common infrastructure facilities to bulk drug units located in the parks. The easy access to such facilities to bulk drug units located in the parks would bring down their manufacturing cost and increase competitiveness of the domestic bulk drug industry. The scheme would help minimize country’s dependence on imports by providing fillip to indigenous manufacturing and facilitate Indian bulk drug industry becoming global leaders.

- Under the scheme, financial assistance would be provided for the creation of Common Infrastructure Facilities (CIF) like (i) Central Effluent Treatment Plant(s) (CETP) (ii) Solid waste management (iii) Storm water drains network (iv) Common Solvent Storage System, Solvent recovery and distillation plant (v) Common Warehouse (vi) Dedicated power sub-station and distribution system with the necessary transformers at factory gate (vii) Raw, Potable and Demineralized Water (viii) Steam generation and distribution system (ix) Common cooling system and distribution network (x) Common logistics (xi) Advanced laboratory testing Centre, suitable for even complex testing/ research needs of APIs, including microbiology laboratory and stability chambers (xii) Emergency Response Centre (xiii) Safety/ Hazardous operations audits centre and (xiv) Centre of Excellence etc. in any upcoming Bulk Drug Park promoted by State Government/State Corporation.
- The total financial outlay of the scheme is Rs. 3000 crore. The tenure of the scheme is from FY 2020-2021 to FY 2024-2025. Financial assistance to a selected Bulk Drug Park would be 70% of the project cost of common infrastructure facilities. In case of North Eastern States and Hilly States (Himachal Pradesh, Uttarakhand, Union Territory of Jammu & Kashmir and Union Territory of Ladakh) financial assistance would be 90% of the project cost. Maximum assistance under the scheme for one Bulk Drug Park would be limited to Rs. 1000 crore.
- Gujarat, Himachal Pradesh and Andhra Pradesh were selected under the scheme for providing grant-in-aid for creation of common infrastructure facilities in their proposed Bulk Drug Parks.

**C. Strengthening of Pharmaceutical Industry (SPI)**

Department of Pharmaceuticals, Ministry of Chemicals and Fertilizers has released the guidelines for the scheme “Strengthening of Pharmaceutical Industry” (SPI), with a total financial outlay of Rs. 500 Cr for the period from FY 2021-22 to FY 2025-26 on 11.3.2022. The scheme will address the rising demand for support to the existing Pharma clusters and MSMEs across the country to improve their productivity, quality and sustainability. The objectives of the scheme “Strengthening of Pharmaceutical Industry” (SPI) are to strengthen the existing infrastructure facilities in order to make India a global leader in the Pharma Sector.

This Scheme is a Central Sector Scheme and comprises the following sub-schemes:

- Assistance to Pharmaceutical Industry for Common Facilities (API-CF)
  - Pharmaceutical Technology Upgradation Assistance Scheme (PTUAS)
  - Pharmaceutical & Medical Devices Promotion and Development Scheme (PMPDS)
- i. **Assistance to Pharmaceutical Industry for Common Facilities (API-CF)** is provided to strengthen the existing pharmaceutical clusters’ capacity for creating common facilities. This will not only improve the quality but also promote competitiveness and sustainable growth of the units in the clusters.
  - ii. **Pharmaceutical Technology Upgradation Assistance Scheme (PTUAS)** aims to facilitate Micro, Small and Medium Pharma Enterprises (MSMEs) of proven track record to meet national and international regulatory standards (WHO-GMP or Schedule-M). Under the scheme, interest subvention or capital

subsidy on loans of such enterprises are provided, which further facilitates the growth in volumes as well as in quality of these units; and

- iii. **Pharmaceutical & Medical Devices Promotion and Development Scheme (PMPDS)** to facilitate growth and development of Pharmaceutical and Medical Devices Sectors through study/survey reports, awareness programs, creation of database, and promotion of industry.

The above three sub-schemes are already approved in the Department of Pharmaceuticals as part of scheme for 'Development of Pharmaceutical Industries' (DPI). Now, the DoP has combined the above schemes into a single scheme namely 'Strengthening of Pharmaceutical Industry (SPI)' with modification in the scheme guidelines, after stakeholder consultations for effective intervention. SIDBI has been appointed as the Project Management Consultant (PMC) for the SPI scheme.

It is expected that the units supported under this scheme will act as Demonstration Firms for the pharma clusters and MSMEs Pharma Industries, encouraging them to improve quality and undertake technological upgradation of the units.

In the earlier scheme known as Cluster Development Programme for Pharma Sector (CDP-PS) which is now renamed as Assistance to Pharmaceutical Industry for Common Facilities (API-CF), one project of Chennai Pharma Industrial Infrastructure Upgradation Company (CPIIUC) viz., setting up Common Effluent Treatment Plant (CETP) at Alathur, Tamil Nadu has been completed. The total cost of the project was Rs. 11.02 crore (revised from Rs.10.59 crore due to GST implementation). Further, two more project proposals were given final approval on 31.3.2021 viz.:

- i. Proposal of Inducare Pharmaceuticals and Research Foundation (IPRF) for creation of Common Facility Centre at Pune, Maharashtra at approved project cost of Rs. 31.44 crore. Three instalments have been released to the SPV of project (IPRF).
- ii. Proposal of Kala Amb Infrastructure Development Company (KIDC) to set up a Common Effluent Treatment Plant (CETP) at Industrial area Kala Amb Tehsil Nahan, District Sirmaur, Himachal Pradesh with project cost of Rs. 7.20 crore. Three instalments has been released to the SPV of project (IPRF).

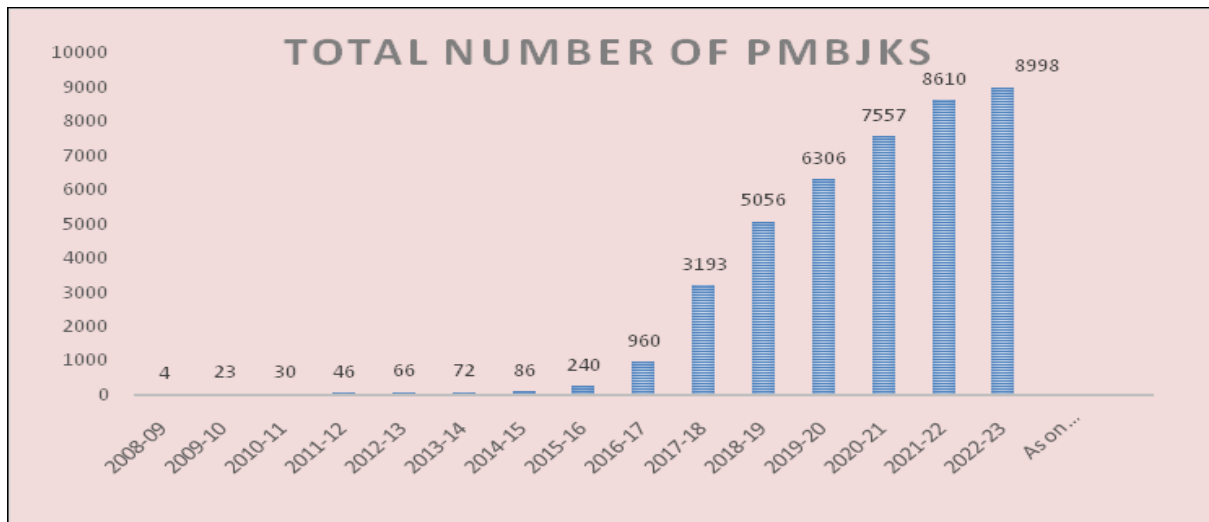
#### **D. Pradhan Mantri Bhartiya Janaushadhi Pariyojana (PMBJP)**

Despite the country being one of the leading exporters of generic medicines to the world, the majority of Indians lack sufficient access to affordable medicines. The branded (Generic) medicines are sold at significantly higher prices than their un-branded generic equivalents, though they are identical in their therapeutic value.

With an objective of making quality generic medicines available at affordable prices to all especially for the poor and the deprived ones, Pradhan Mantri Bhartiya Janaushadhi Pariyojana (PMBJP) was launched by the Department in the year 2008. Under this scheme, dedicated outlets known as Pradhan Mantri Bhartiya Janaushadhi Kendras (PMBJK) are opened all over the country to provide generic medicines to the masses.

As on 31.12.2022, 8,998 Janaushadhi Kendras are functional across the country. Product basket of PMBJP comprises 1759 drugs and 280 surgical equipment.

Graph-4A  
(Year-wise progress in the total number of PMBJP Kendras)



### Objectives

- To make available quality medicines, consumables and surgical items at affordable prices for all and reduce out-of-pocket expenditure of consumers/patients.
- To popularize generic medicines among the masses and dispel the prevalent notion that low priced generic medicines are of inferior quality or are less effective.
- To ensure easy availability of the menstrual health services to all women across India.
- Generate employment by engaging individual entrepreneurs in the opening of PMBJP Kendras.

(Source: Annual Report 2022-23-Department of Pharmaceuticals (Ministry of Chemicals & Fertilizers-Government of India)

### E. National pharmaceuticals policy

In 2017, the Department of Pharmaceuticals released a draft National Pharmaceutical Policy with the following objectives:

- Make all essential drugs accessible to masses through affordable prices.
- Provide the Indian pharmaceutical sector with a long-term stable policy environment.
- Make India self-sufficient in end-to-end domestic drug manufacturing.
- Maintain world class quality for domestic consumption and exports.
- Create a positive environment for research and development in the pharma sector.

As per the new policy, the Department of Pharmaceuticals will have control over the National List of Essential Medicines (NLEM), which decides the drugs for which the Government of India can control the prices. In April 2021, National Pharmaceutical Pricing Authority (NPPA) fixed the price of 81 medicines, including off-patent anti-diabetic drugs, allowing due benefits of patent expiry to patients.

### F. Growth Drivers

#### a) Government Support

Government incentives including an outlay of INR 21940 for PLI 1.0 and PLI 2.0

#### b) Medical tourism

Quality services at marginal costs compared to US, Europe, and South Asia

#### c) Infrastructure development

India has the highest number of US-FDA compliant plants outside the US

#### d) Strong drug manufacturing

Expertise in low cost generic patented drugs as well as end-to-end manufacturing

#### e) Strong domestic demand

Launch of the largest National Health Protection Scheme globally

## BUSINESS OVERVIEW

Our Company was originally incorporated as “Sunrest Lifescience Private Limited” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated October 30, 2017, issued by the Registrar of Companies, Ahmedabad. Subsequently, our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting held on March 09, 2023 and the name of our Company was changed to “Sunrest Lifescience Limited”. A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company was issued by the Registrar of Companies, Ahmedabad on March 21, 2023. The Corporate Identification Number of our Company is U74999GJ2017PLC099606.

Promoters of our company are Mr. Bharatkumar V Thakkar, Mr. Bhagyesh Kiritbhai Parekh, Mr. Amitbhai Shambhulal Thakkar and Mr. Nikhilkumar Y Thakkar. Our promoters and directors have experience of more than two decades in the pharmaceutical business/products. With experience we aim to continue to grow in the pharmaceutical business. Our Company is engaged in the marketing of OTC generic pharmaceutical products in the domestic market. Our company offer range of pharmaceutical products manufactured by third party manufacturers. Our company operate in different States of India such as Maharashtra, Gujarat, Madhya Pradesh, Orissa and Rajasthan. Our company have presence in these States through Trade Mark registered products and/or products under registration.

We deal in Capsules, Tablets, Syrup, Ointment, Gel, Mouth Wash, Solution, Suspension, Dry Powders and Toothpaste. Our product portfolio comprises of wide range of drugs like Anti-Bacterial, Anti Diarrheal, Anti-Fungal, Anti Malarial, Anti Diabetic, Dental Cure, Anti Protozol, Anti Histamine, Anti-Hypertensive drugs, Cosmetic, Anti Parasitic, Multivitamin, Multimineral, Nutraceutical and Anti-inflammatory. Our company have 18 Registered Trademarks for 32 products.

Our business operations are supported by one of our Group Company and various third-party manufacturers. We typically work on third-party manufacturing basis or at times purchase order basis with manufacturer of pharma products, depending upon customer’s requirement,

### Location Presence

Our company’s registered office is situated at FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad-382415, Gujarat. Our company’s Godown is situated at 269/4080, 4081, 4082, 4083, Shri Ambica Estate, National Highway No. 8, Village Aslali, Ahmedabad-382427, Gujarat.

### Third Party Manufacturing Facilities

Our company gets the products manufactured from one of our Group Company namely Trilend Pharmaceuticals Private Limited (“Trilend”) and third-party manufacturers. Mr. Bharatkumar V Thakkar and Mr. Amitbhai Shambhulal Thakkar are one of the Promoters and Directors of Trilend. Our company has also acquired 11,000 equity shares of Trilend, constituting 9.90% of its paid-up share capital. Our third-party manufacturers are based in Gujarat, Punjab, Maharashtra, Haryana, Himachal Pradesh, Uttarakhand and Madhya Pradesh. Our company has 32 third-party manufacturers across these states.

Following is the summary of our Registered Trademarks against our product portfolio, bifurcated dosage forms wise:

Trade Mark Name	Capsules	Cream & Ointment	Syrup / Suspension	Tablet	Powder	Drops	Total
NEEMUREST	-	-	-	1	-	-	1
CYCLOSON	-	-	-	1	-	1	2
TURBIREST	-	1	-	1	-	-	2
ULCIREST	-	1	-	2	-	-	3
VIGOREST-100	-	-	-	1	-	-	1
ALPIREST	-	-	-	1	-	-	1
L-REST	-	-	2	6	-	-	8
OMEFRESH	2	-	-	-	-	-	2
RB REST LSR	1	-	-	-	-	-	1
PREGUT	-	-	-	-	1	-	1

CLINDAREST GEL	-	1	-	-	-	-	1
CREEMAREST PLUS	-	-	2	-	-	-	2
MIFUREST +	-	-	1	-	-	-	1
CIPREST-D	-	-	-	-	-	1	1
OFLOREST-D	-	-	-	-	-	1	1
CYP-REST	-	-	2	-	-	1	3
LADYCARE	-	-	1	-	-	-	1
CEPHOREST*	-	-	-	-	-	-	-
<b>Total</b>	<b>3</b>	<b>3</b>	<b>8</b>	<b>13</b>	<b>1</b>	<b>4</b>	<b>32</b>

\*No pharmaceutical product has been launched under the Trademark Name

### Financial Snapshot

The financial performance of the company for last three years as per standalone restated financial Statement are as follows:

(₹ in lakhs)

Key Performance Indicators	31-12-2022	31-03-2022	31-03-2021	31.03.2020
Revenue from Operations	1779.78	2688.75	1694.91	1095.21
EBITDA <sup>(1)</sup>	321.94	112.11	27.42	15.26
Profit After Tax for the Year / Period	236.49	77.71	16.55	3.68

#### Notes:

(1) EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortisation and impairment expense and reducing other income.

### Sate wise Revenue Bifurcation

The revenue bifurcation of the company for last three years as per restated standalone financial Statement are as follows:

Particulars	31.12.2022		31.03.2022		31.03.2021		31.03.2020	
	Sales	%	Sales	%	Sales	%	Sales	%
Maharashtra	808.29	45.42	1,049.85	39.05	627.73	37.04	378.40	34.55
Gujarat	662.71	37.24	1,189.78	44.25	746.27	44.03	583.87	53.31
Madhya Pradesh	50.63	2.84	24.07	0.90	-	-	-	-
Rajasthan	258.15	14.50	425.02	15.80	320.91	18.93	132.94	12.14
<b>Total</b>	<b>1,779.78</b>	<b>100.00</b>	<b>2,688.72</b>	<b>100.00</b>	<b>1,694.91</b>	<b>100.00</b>	<b>1,095.21</b>	<b>100.00</b>



Below are graphical representations for few of our products:

		
<p><b>Capsule</b></p>	<p><b>Drop</b></p>	<p><b>Facewash</b></p>
		
<p><b>Gel</b></p>	<p><b>Mouth Wash</b></p>	<p><b>Ointment</b></p>
		
<p><b>Gel</b></p>	<p><b>Syrup</b></p>	<p><b>Tablet</b></p>

### OUR COMPETITIVE STRENGTHS

#### 1. Experienced Promoters and Management Team:

We are led by a group of individuals, having a strong background and extensive experience in the excipient and pharmaceutical industry. Our promoters and directors are the founding members and are actively involved in the strategic decision making of our Company, pertaining to corporate and administrative affairs, financial operations, expansion activities, business development and management of overall business. We have an experienced and professional management team with good management and execution capabilities and considerable experience in the pharmaceutical industry. We believe that the stability of our management team and the industry experience will enable us to continue to take advantage of future market opportunities and expand into new markets.

#### 2. Wide range of Products:

We deal in Capsules, Tablets, Liquid Ointment, Gel, Ice Gel, Mouthwash, Paste, Solution, Suspension, Dry powders and Tooth-Paste. Our product portfolio comprises of wide range of drugs like Anti Bacterial, Anti Diarrheal, Anti-Fungal, Anti Malarial, Anti Diabetic, Dental Cure, Proton Pump Inhibitor, Anti Protozoal, Anti Histamine, Anti-Hypertensive drugs, Anti Lipidemic Drug, Anti Parasitic, Multivitamin, Multimineral Nutraceutical and Non-steroidal anti-inflammatory (NSAIDS). We have 18 Registered Trademarks for 32 products.

#### 3. Efficient marketing team:

Marketing team works on a commission basis which means it bring orders and once the orders get executed the commission is paid to the team. Requirements are shared and when enquiries are received it is expected to be supplied within 30 days.

## OUR BUSINESS STRATEGIES

Our strategic objective is to improve and consolidate our position as one of the Pharmaceutical marketeers in India with a continuous growth.

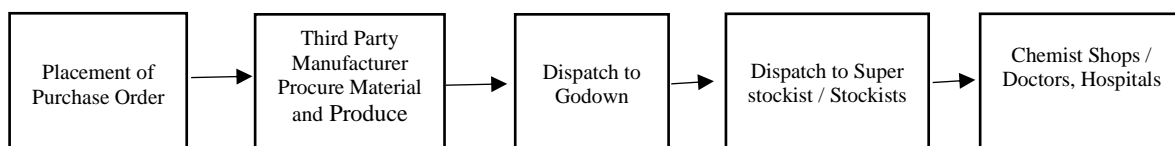
### 1. Increasing our local presence:

We currently sale our products in Five States namely Maharashtra, Gujarat, Madhya Pradesh, Orissa and Rajasthan and plan to expand our operations geographically. Our primary focus is offering diversified and customized products based on our customer 's specifications and requirements. Through a combination of increased capacities, reduced costs, wider range of product specifications and services adhering to global standards, marketing initiatives, competitive pricing and more efficient use of our resources, we intend to expand our footprint. Our growth strategy will vary from State to State depending on their specific regulatory requirements. We may alternatively appoint local distributors through which we can undertake our own sales and marketing.

### 2. Strengthen our marketing network:

The business of our Company is customer oriented and always strives to maintain good relationship with the distributors. Leveraging our market skills and relationships is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. Our Company provides effective follow-ups with customers which ensure that the customers are satisfied with the products and do not have any complaints. Our core competency lies in the thorough understanding of our customers' needs and preferences, our vision to engage in sustainable practices and providing unparalleled quality of our products thereby achieving customer loyalty. We intend to strengthen our existing marketing team by inducting qualified and experienced personnel, who will supplement our existing marketing strategies in the domestic markets.

#### Business Process



- **Purchase Order**

We generate purchase orders for our products for the demand generated through sales and marketing team who travel across the States.

- **Manufactured by Third Party**

Based on our purchase order, the third party manufacturers procure raw material and produce our products. Our third-party manufacturers are based at Gujarat, Punjab, Maharashtra, Haryana, Himachal Pradesh, Uttarakhand and Madhya Pradesh. Our company has 32 third-party manufacturers.

- **Godown**

Thereafter, the products manufactured by third party manufacturers are dispatched to the Godown.

- **Dispatch to Super Stockist and Stockists**

Our company sales the product manufactured by the third-party manufacturers through Super Stockist and stockiest located in Maharashtra, Gujarat, Madhya Pradesh, Orissa and Rajasthan.

- **Sale of products to Customers**

We do not directly sale to the individual customers but it is made available to them through Chemist Shops / Hospitals / Clinics Etc.

## COLLABORATIONS

As on date of this Prospectus, we have not entered into any technical or financial collaborations or agreements.

## PLANT AND MACHINERIES

Our products are manufactured through various third-party manufacturing facilities. Our company does not own any specific plant and machinery for manufacturing of any of the products.

## TECHNOLOGY

As our products are manufactured through various third-party manufacturing facilities, details with regards to the technology is not applicable.

## CAPACITY AND CAPACITY UTILIZATION

As our company manufacture through various third-party manufacturing facilities and subsequently market our product (finished pharmaceutical formulation) under our own brand name, capacity and capacity utilisation is not applicable in our case.

## COMPETITION

We compete with organized and as well as unorganized players in the industry with better financial position, market share, product ranges, human and other resources. We have a number of competitors who manufacture and trade products, which are similar to us. Even with a diversified product portfolio, quality approach we may have to face competitive pressures. We believe the principal elements of competition in our industry are price, quality, timely delivery and reliability.

## UTILITIES AND WATER

### POWER

Our business does not have heavy electricity consumption, except to cater to normal requirements of the offices / Godown. We have sufficient sanctioned consumption limits from State Electricity Boards to operate our registered office and storage facility.

### WATER

Water is required only for drinking and sanitary purpose and adequate water resources are available at the existing premises.

### HUMAN RESOURCES

As on date, we have the total 161 Employees. Department wise bifurcation is provided below:

Sr. No	Category of Employee	Number of Employees
1.	Top Management	5
2.	Accounts, Finance & Administration	12
3.	Sales and Marketing	136
4.	Others	8

## DETAILS OF INTELLECTUAL PROPERTY

### TRADEMARKS

We have 18 Registered Trademarks with the Trademark Registry, Government of India for 32 products. The details are as follows:

Sr. No.	Trademark	Class	Application Number	Date of Application	Validity /Renewal	Status
1	Creemarest Plus	5	3896632	24/07/2018	24/07/2028	Registered
2	Mifurest+	5	3896636	24/07/2018	24/07/2028	Registered
3	Ulcirest	5	3896629	24/07/2018	24/07/2028	Registered
4	Clindarest Gel	5	3957752	27/09/2018	27/09/2028	Registered
5		5	3966397	06/10/2018	06/10/2028	Registered
6		5	3966398	06/10/2018	06/10/2028	Registered
7	CYP-REST	5	3982102	24/10/2018	24/10/2028	Registered
8		5	3993004	05/11/2018	05/11/2018	Registered
9		5	3993005	05/11/2018	05/11/2028	Registered
10	Turbirest	5	4689147	06/10/2020	06/10/2030	Registered
11		5	4725836	30/10/2020	30/10/2030	Registered
12		5	4725867	30/10/2020	30/10/2030	Registered
13	Alpirest	5	4735559	06/11/2020	06/11/2030	Registered
14		5	4852070	06/02/2021	06/02/2031	Registered

15		<b>PREGUT</b>	35	5048592	17/07/2021	17/07/2031	Registered
16		CYCLOSON	5	5118233	04/09/2021	04/09/2031	Registered
17		NEEMUREST	5	5287657	17/01/2022	17/01/2032	Registered
18		<b>Cephorest</b>	5	5314264	04/02/2022	04/02/2032	Registered

In addition to the above eighteen (18) registered trademarks, we have twenty -three (23) trademark applications which are pending for registration with the Trademark Registry. Also, six (6) of our trademark applications have been refused registration and two (2) applications have been abandoned by us. However, we have been using said marks, and will continue to use them for our products. For details refer chapter “Government Approvals” beginning at page number 185 of this Draft Prospectus. Besides, we are using some unregistered names, logos and marks, and are yet to file our Trademark applications, for some of them, as on date of this Draft Prospectus.

Company has confirmed that no other applications have been made by the Company nor has it registered any other intellectual property including trademarks/copyrights and patents etc.

#### DOMAIN NAME

Sr. No.	Domain name and ID	Supporting Registrar and ID	Registrant Name, ID and Address	Creation date	Registry Expiry Date
1	www.sunrestlifescience.com	GoDaddy.com, LLC 2185080586_DOMAIN_COM-VRSN	Whois.goddady.com	09/11/2017	09/11/2027

#### INSURANCE

Presently, our Company has the following Insurance Policies:

Serial no.	Insurance Company	Policy Number	Period of insurance	Details	Sum assured (₹ in lakhs)	Premium Paid (₹)
1	Bajaj Allianz General Insurance Company Limited	OG-23-2202-4056-00004210	From July 08, 2022 to July 07, 2023	Fire & Terrorism Insurance Policy	400.00	56,371.00

#### DETAILS OF IMMOVABLE PROPERTY

##### 1. Properties Owned by our Company:

As on date of this Draft Prospectus, our Company does not own any immovable property.

##### 2. Properties taken on lease by our Company:

The details of the immovable properties taken on lease basis is given here below:

Sr. No	Document/ Agreement Date	Name of Lessor	Name of Lessee	Description of Property	Usage purpose	Rent (in ₹)	Tenure
1	August 01, 2019	1. Mr. Mahendrakumar Mohanraj Mehta 2. Mr. Pravinkumar Champalal Mehta 3. Mr. Harsh Champalal Mehta 4. Mr. Hemant Champalal Mehta	Sunrest Lifescience Private Limited	Godown / Milkat nos. 269/4080, 269/4083, 269/4081 & 269/4082 of Shri Ambica Estate, N.H. 8, Vill: Aslali, Ahmedabad	Godown	84,843.00	5 Years
2	May 05, 2023	Mr. Bhartkumar Vardhilal Thakkar	Sunrest Lifescience Private Limited  Mr. AlpeshKumar Vardhilal Thakkar  Mr. Amitbhai Shambhulal Thakkar Nikhilkumar Yashvanthlal Thakkar  Mr. Bhagyesh Kiritbhai Parekh	FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad-382415	Registered Office	10,000.00	5 Years

## KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Prospectus and the Companies Act, 2013, we are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business.

Taxation statutes such as the I.T. Act, and applicable Labour laws, environmental laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

### APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals are more particularly been described for your reference in the chapter titled “*Government Approvals*” beginning on page number 185 of this Draft Prospectus.

### APPLICABLE LAWS AND REGULATIONS:

#### BUSINESS / TRADE RELATED LITAGATIONS / REGULATIONS

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

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“MSME”) the 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. As per the revised classification via Notification no. CG-DL-E-01062020-219680 applicable w.e.f. from July 1, 2020, an enterprise would be classified as : “**micro enterprise**”, where the investment in plant and machinery or equipment does not exceed one Crore rupees and Turnover does not exceed five Crore rupees; “**Small enterprise**”, where the investment in plant and machinery or equipment does not exceed ten Crore rupees and Annual Turnover does not exceed fifty Crore rupees; or a medium enterprise , where the investment in plant and machinery or equipment does not exceed fifty Crore rupees and the Annual Turnover does not exceed Two hundred and Fifty Crore rupees.

#### INDUSTRY SPECIFIC LAWS / REGULATIONS

##### **The Drugs and Cosmetics Act, 1940 (“DCA”)**

The DCA regulates the import, manufacture, distribution and sale of drugs and cosmetics in India as well as aspects relating to labelling, packing and testing. The DCA also provides the procedure for testing and licensing of new drugs. The DCA also prohibits the import of certain categories of drugs and cosmetics. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities. Under the DCA, the Government may, by notification in the official gazette, regulate or prohibit the manufacture, sale or distribution of a drug, if it is satisfied that in the public interest, it is necessary or expedient to do so or that the use of such drug is likely to involve any risk to human beings or animals or that it does not have the therapeutic value claimed or purported to be claimed for it or contains ingredients and in such quantity for which there is no therapeutic justification. Penalties in terms of fine and imprisonment are prescribed under the DCA for contravention of its provisions.

##### **Good Manufacturing Practice Guidelines (GMP)**

These guidelines are provided under Schedule T of Drug and Cosmetic Act, 1940. Good manufacturing practices (GMP) are the practices required in order to confirm the guidelines recommended by agencies that control

authorization and licensing for manufacture and sale of food, drug products, and active pharmaceutical products. These guidelines provide minimum requirements that a pharmaceutical or a food product manufacturer must meet to assure that the products are of high quality and do not pose any risk to the consumer or public. Good manufacturing practices, along with good laboratory practices and good clinical practices, are overseen by regulatory agencies in various sectors in India.

### **The Drugs and Cosmetics Rules, 1945**

The Drugs and Cosmetics Rules, 1945 (the DCA Rules) have been enacted to give effect to the provisions of the DCA Act to regulate the, manufacture, distribution and sale of drugs and cosmetics in India. The DCA Rules prescribe the procedure for submission of report to the Central Drugs Laboratory, of samples of drugs for analysis or test, the forms of Central Drugs Laboratory's reports thereon and the fees payable in respect of such reports. The DCA Rules also prescribe the drugs or classes of drugs or cosmetics or classes of cosmetics for the import of which a licence is required, and prescribe the form and conditions of such licence. Further, the DCA Rules provide for the cancellation or suspension of such licence in any case where any provisions or rule applicable to the import of drugs and cosmetic is contravened or any of the conditions subject to which the licence is issued is not complied with. The DCA Rules further prescribe the manner of labelling and packaging of drugs.

### **The Drugs (Control) Act, 1950 ("DC Act")**

The DC Act was enacted to provide for the control of sale, supply and distribution of drugs. The DC Act empowers the Central Government to inter alia declare any drug to be a drug to which this act shall apply and to fix maximum prices and maximum quantities thereof, which may be held or sold, by a dealer or producer. The DC Act also provides for penalties arising due to contraventions of any of the provisions of this Act or of any direction made under authority conferred by this Act, which shall be punishable with imprisonment for a term which may extend to three years, or with fine, or with both.

### **National Pharmaceutical Pricing Policy 2012**

In December 2012, the Government issued the National Pharmaceutical Pricing Policy, 2012 (—NPPP 2012) has replaced the Drug Policy of 1994. The objective of the NPPP 2012 is to put in place a regulatory framework for pricing of drugs so as to ensure availability of essential medicines at reasonable prices while providing sufficient opportunity for innovation and competition to support the growth of industry. The regulation of prices of drugs under the NPPP 2012 is on the basis of regulating the prices of formulations and is different from the earlier principle of regulating the prices of specified bulk drugs and their formulations under the Drug Policy 1994. The National Pharmaceuticals Pricing Authority (—NPPA) will be the implementation authority for the NPPP 2012. The NPPP 2012 provides for certain principles for drug price control and determination, which, inter-alia, include the following:

- a. Price regulation is on the basis of essentiality of the drug as laid down in the National List of Essential
- b. Medicines – 2015 (—NLEM 2015), declared by the Ministry of Health and Family Welfare, in public interest;
- c. Price regulation is applied only to formulations;
- d. The Span of Price Control is as per the dosages and strengths as listed in NLEM 2011;
- e. The methodology of fixing a ceiling price of essential medicines, is done by adopting the simple average price of all the brands having market share (on the basis of moving annual turnover) more than and equal to one percent of the total market turnover of that medicine.
- f. The formulations are to be priced only by fixing a ceiling price. Manufacturers would be free to fix any price for their products equal to or below the ceiling price. The ceiling price would be fixed on the dosage basis, such as per tablet, capsule, standard injection volume, as listed in NLEM 2011;
- g. The ceiling price will be fixed on the basis of readily monitorable market based data which would be available with IMS Health (IMS). Since the IMS data gives price figures for stockist level prices, in order to arrive at ceiling price (being the maximum retail price), the price derived from IMS data would be further increased by 16% as margin to the retailer so as to arrive at a reasonable ceiling price chargeable from the consumers. For drugs not in the IMS data, NPPA would collect data by commissioning the same.
- h. The prices of such essential medicines will be allowed an annual increase as per the 'Wholesale Price Index' as notified by the Department of Industrial Policy & Promotion;
- i. The prices of non-essential drugs are to be monitored by the Government on a regular basis and where the price of such drugs increases at a rate of above 10% per annum, the Government is empowered to have the price of these drugs reduced below the limit, for the next 12 months;
- j. The ceiling prices determined for drugs under the NPPP 2012 are also be applicable to imported drugs.



- k. The NPPP 2012 further, in order to promote innovation and R&D, provides for certain exemptions, to which price control does not apply, such as:
  - a. A product or process patented under the Indian Patent Act, 1970, if developed through indigenous R&D, is eligible for exemption from price control for a period of five years from the date of commencement of its commercial production; and
  - b. A formulation involving a new delivery system developed through indigenous R&D is also eligible for
  - c. exemption from price control for a period of 5 (five) years from the date of its market approval in India. The certification of innovation and R&D may be provided by the office of DCGI.

#### **The National List of Essential Medicines, 2015 (“NLEM”)**

The National List of Essential Medicines, 2015 has been introduced to replace the National List of Essential Medicines, 2011. Essential medicines are those that satisfy the priority healthcare needs of majority of the population. The medicines mentioned under the list should be available at affordable cost and with assured quality. The Government of India, Ministry of Health & Family Welfare (MOHFW) is mandated to ensure the quality healthcare system by assuring availability of safe and efficacious medicines for its population. The primary purpose of NLEM is to promote rational use of medicines considering the three important aspects i.e. cost, safety and efficacy. Furthermore, it promotes prescription by generic names. Healthcare delivery institutions, health insurance bodies, standards setting institutions for medicines, medicine price control bodies, health economists and other healthcare stakeholders will be immensely benefitted in framing their policies. The first NLEM was prepared in the year 1996 and was subsequently revised in 2003. The lists of medicines are divided into 29 sections therapeutic area wise. This new list has added a total number of 160 medicines and has deleted 70 medicines, which now contains a total of 376 medicines. The essentiality of a medicine has been considered in terms of its dosage form and strength.

#### **The Food Safety and Standards Act, 2006 (“FSSA” or the “Act”)**

The FSSA is a comprehensive legislation that has empowered the Central Government to establish a body known as the Food Safety and Standards Authority of India to exercise the powers conferred on and perform the functions assigned to it, under the Act. Its duty involves, the regulation and monitoring of the manufacturing, processing, distribution, sale and import of food so as to ensure its safety. Such authority may by regulations specify the standards and guidelines in relation to articles of food and the limits of use of food additives, processing aids, antibiotics and pharmacological active substances, etc. The Act prohibits addition of food additives or processing aids to the food articles, which are not in accordance with the regulations made thereunder. As per the Act, the substances and materials that are not consumed as a food ingredient by themselves but are used in the processing of raw materials, food and its ingredients must also conform to the standards laid down under this Act.

#### **The Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011 (the “Regulation”)**

These Regulation lists various additives, which are recognised as suitable to be added in foods and have been assigned the label of ‘Acceptable Daily Intake’ or on the basis of other criteria mentioned in the Regulation, have been considered as safe for intake. The use of additives is required to be made in accordance with the principles of Good Manufacturing Practice (“GMP”) which includes limiting the quantity of the food additive to a level which is necessary to accomplish the desired effect whilst ensuring that the additive is of appropriate food grade quality and handled in the same way as the food ingredient. The Regulations provides for specifications regarding the use of various anti-caking agents, bulking agents, emulsifying agents and stabilizing agents, among other substances.

#### **The Sales Promotion Employees (Conditions of Service) Act, 1976 (“Sales Promotion Act”)**

The Sales Promotion Act regulates the conditions of service of sales promotion employees and applies to the pharmaceutical industry. It provides the conditions of appointment, leave and maintenance of registers and other documents of such employees. It provides enabling provision for application of the provisions of labour laws including The Workmen’s Compensation Act, 1923, The Industrial Disputes Act, 1947, The Minimum Wages Act, 1948, The Maternity Benefit Act, 1961, The Payment of Bonus Act 1965 and The Payment of Gratuity Act, 1972 to sales promotion employees. The Sales Promotion Act provides monetary penalties for breach of its provisions.

### **The Drugs (Prices Control) Order, 2013 (“DPCO, 2013”)**

In May 2013, the Central Government in exercise of its powers under the Essential Commodities Act, 1955 issued the Drugs Prices (Control) Order, 2013 which will replace the Drugs Prices (Control) Order, 1995. The NPPA will be the implementation authority for the new Drug Prices (Control) Order, 2013. The DPCO is passed under section 3 of the ECA and is to be read with the DCA. The DPCO, inter alia, provides the list of price controlled drugs, procedures for fixing the prices of drugs, method of implementation of prices fixed by Government and penalties for contravention of provisions and formulations which fall within the purview of the legislation. The DPCO provides for the formulae for calculation of ceiling prices and retail prices of drug formulation and there are penal provisions for violation of any rules and regulations under the ECA. As per section 7 of the ECA, the penalty for contravention of the DPCO is minimum imprisonment of 3 (three) months, which may extend to seven years and the violator is also liable to pay a fine. The DPCO provides that the Government may, in extraordinary circumstances, if it considers necessary to do so in the light of public interest, fix the ceiling price or retail price of any drug for such period as it may consider fit, and where the ceiling price or retail price is already fixed and notified, it may allow an increase or decrease in the ceiling price or the retail price as the case may be, irrespective of the annual wholesale price index for that year. Under the provisions of the DPCO, every manufacturer of a schedule formulation intended for sale shall display in indelible print mark, on the label of container of the formulation and the minimum pack thereof offered for retail sale, the maximum retail price of that formulation based on the ceiling price notified in the Official Gazette or ordered by the Government in this behalf with the words "Maximum Retail Price" preceding it and the words 'inclusive of all taxes' succeeding it. The provisions of this order do not apply to a manufacturer producing a new drug patented under the Indian Patent Act, 1970 (product patent) and not produced elsewhere, if developed through indigenous Research and Development, for a period of five years from the date of commencement of its commercial production in the country or a manufacturer producing a new drug in the country by a new process developed through indigenous Research and Development and patented under the Indian Patent Act, 1970 for a period of five years from the date of the commencement of its commercial production in the country or a manufacturer producing a new drug involving a new delivery system developed through indigenous Research and Development for a period of five years from the date of its market approval in India.

### **The Narcotic Drugs and Psychotropic Substances Act, 1985**

The Narcotic Drugs and Psychotropic Substances Act, 1985 makes stringent provisions for the control and regulation of operations relating to narcotic drugs and psychotropic substances, to provide for the forfeiture of property derived from, or used in, illicit traffic in narcotic drugs and psychotropic substances, to implement the provisions of the International Convention on Narcotic Drugs and Psychotropic Substances and for matters connected therewith. The Act authorizes the Central Government to take all such measures as it deems necessary or expedient for the purpose of preventing and combating abuse of narcotic drugs and psychotropic substances. The Narcotic Drugs and Psychotropic Substances Act, 1985 prohibits the production, manufacture, possess, sell, purchase, transport, warehouse, use, consume, import inter- State, export inter-State, import into India, export from India or transport any narcotic drug or psychotropic substance, except for medical or scientific purposes as provided. Narcotic Drugs and Psychotropic Substances (Amendment) Bill, 2011 was introduced before the Parliament and referred to the Standing Committee in September, 2011. The Bill lays down that whoever consumes any narcotic drug or psychotropic substance in contravention of any provision of the Act or any rule or order made thereunder shall be punishable with imprisonment for a term which may extend to six months or with fine which may extend to ten thousand rupees or with both. The Bill also enhances the penalty for offences committed after previous convictions.

### **The Pharmacy Act, 1948**

The Pharmacy Act, 1948 was enacted to regulate the profession of pharmacy. The Pharmacy Act, 1948 provides for the Constitution and Composition of Central Pharmacy Council and State Pharmacy Council as well as the Registration of Pharmacists. The Central Council is empowered to make education regulations prescribing the minimum standard of education required for qualification as a pharmacist. The Pharmacy Act, 1948 also provides for the registration of pharmacists with the State Government.

### **The Poisons Act, 1919**

The Poisons Act, 1919 restricts the use of poisons and these include aconite, arsenic, morphine, heroin, essential oils of almonds, oxalic acid, poppies, chloroform, zinc chloride etc. The Poisons Act, 1919 empowers the Central

Government to prohibit the importation into India across any customs frontier defined by the Central Government of any specified poison and regulate the grant of licenses.

### **Standards of Weights and Measures Act, 1976 and Standards of Weights and Measures (Packaged Commodities) Rules, 1977**

The Standards of Weights and Measures Act, 1976 aims at introducing standards in relation to weights and measures used in trade and commerce. The rules made thereunder, particularly the Standards of Weights and Measures (Packaged Commodities) Rules, 1977 lay down the norms to be followed, in the interests of consumer safety, when commodities are sold or distributed in packaged form in the course of inter-state trade or commerce. This Act and rules formulated thereunder regulate inter alia inter-state trade and commerce in weights and measures and commodities sold, distributed or supplied by weights or measures.

### **Legal Metrology Act, 2009**

The Legal Metrology Act, 2009 (“Act”), received the assent of the President of India on January 13, 2010. The Act governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weights, measures or numbers. It also states that any transaction/contract relating to goods/class of goods shall be as per the weights/measurements/numbers prescribed under the Act. Every unit of weight or measure shall be in accordance with the metric system based on the international system of units. Using or keeping any weight or measure otherwise than in accordance with the provisions of the said Act is an offence, as is considered as tampering or altering any reference standard, secondary standard or working standard. Moreover, the Act prohibits any person from quoting any price, issuing any price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of this Act. The administration of the Act and regulation of pre-packaging of commodities is done with the help of Legal Metrology (Packaged Commodities) Rules, 2011, (the “Rules”) which require every manufacturer, packer and importer who pre-packs or imports any commodity for sale, distribution or delivery to get himself registered under these Rules. Additionally, the Rules also bar anyone from pre-packing or causing or permitting pre-packaging any commodity for sale, distribution or delivery unless a declaration in respect to such pre-packaging has been made on the package in accordance with these Rules.

### **Legal Metrology (Packaged Commodities) Rules, 2011**

The Central Government in accordance with the powers conferred upon it under the Legal Metrology Act, 2009, has promulgated the Legal Metrology (Packaged Commodities) Rules, 2011 to prescribe the declaration and disclosure of standard quantities or number and the manner of making declarations on pre-packaged goods. Chapter II of the Rules prescribes the packaging and labelling standards for packages intended for retail sale, Chapter III deals with packaging of wholesale products and Chapter IV provides exemption from strict compliance of the rules. Retail sale has been specifically defined under the Rules and given a very wide ambit whereby it has been held to mean sale distribution or delivery through retail sale shops, agencies or any other mode of business to any individual or a group of individuals. Rule 4 of the said Rules mandates the manufacturer to affix a label or print a disclosure confirming that the declarations required under these Rules have been made on the package. Without the said disclosure, the Rules prohibit packing of a product which falls under the ambit of the Rules. The Rules provide the declarations which have to be given by the manufacturer on a product along with the manner and style of making such declarations. Rule 6 of the Rules, lists out the declarations which are to be made by a manufacturer which are inter alia, name of the manufacturer, country of origin, generic name of the product, net quantity, in terms of the standard unit of weight or measure of the commodity contained in the package or where the commodity is packed or sold by number, the number of the commodity contained in the package; month or year of manufacture or import, date of expiry along with a disclaimer that the commodity shall be unfit for human consumption post such date of expiry, etc. The other rules prescribed under Chapter II detail the manner and style of making the above declarations with respect to manufacturer, quantity, weight, dimensions, etc. In accordance with Section 15 of the Legal Metrology Act, 2009, the Director, Controller or any Legal Metrology Officer has been empowered to inspect the packages at the premises of the manufacturer or at the premises of the packer to ensure compliance with the requirements of the Rules. The Rules also empower such officer to seize the packages drawn by him as samples and take adequate steps for the safe custody of the seized packages until they are produced in the appropriate court as evidence and based on the evidence initiate action for violations as per the provisions of the Act and these Rules.

### **The Medicinal and Toilet Preparations (Excise Duties) Act, 1955 (“MTP Act”)**

MTP Act came into force on 27th April, 1955. MTP Act is applicable to the whole of India. The objective of MTP Act is to levy and collect excise duties on medicinal and toilet preparations consisting of alcohol, opium, Indian hemp and narcotic substances. The seventh schedule also lists the same. Entry 84 of the Union List, which falls under seventh schedule of the Constitution of India, provides that the Union government would be the regulating authority for the imposition of excise duty on medicinal and toilet preparations consisting of alcohol, opium, Indian hemp and narcotic substances. Excise duty is a source of revenue for Government and is a form of indirect tax. It is charged on excisable goods produced and manufactured in India. The duty is not upon sale of goods. Therefore, MTP Act came into existence to manage and curb the alcohol and related goods consumption and to use it in an effective way.

### **Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019**

This Act regulates the conditions of employment and other conditions of service of workers employed in shops and other establishments and for matters connected therewith or incidental thereto and provides 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. Every shop or commercial establishment that carries on any business, trade or manufacture is required to register itself under the relevant state's shop and establishment act, as per the procedure laid down therein.

### **Consumer Protection Act, 1986**

This act seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers. To provide steady and simple redressal to consumer disputes, a quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justices and have been empowered to give relieves of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

## **ANTI-TRUST LEGISLATION**

### **Competition Act, 2002**

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act. The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

## **GENERAL CORPORATE COMPLIANCE**

### **The Companies Act, 2013**

The Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. 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. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole time director or manager. It provides the list of acts under which if a person is prosecuted, he cannot be appointed

as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

## **EMPLOYMENT AND LABOUR LAWS**

### **Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 (“**CLRA**”) has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA vests the responsibility on the principal employer of an establishment to which the CLRA applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

### **Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees Provident Fund Scheme, 1952**

The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“**the EPF Act**”) is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

### **The Employees Compensation Act, 1923**

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

### **Employees Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer’s contribution and also Central Government’s contribution to the insurance fund shall be credited to an account called as “Deposit-Linked Insurance Fund Account.”

### **The Employees’ Pension Scheme, 1995**

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service.

The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

#### **Payment of Bonus Act, 1965**

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

#### **Payment of Gratuity Act, 1972**

The Payment of Gratuity Act, 1972 shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf.. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

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

The Minimum Wages Act, 1948 (“MWA”) came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

#### **Maternity Benefit Act, 1961**

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

#### **Equal Remuneration Act, 1979**

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

#### **Child Labour Prohibition and Regulation Act, 1986**

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

### **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, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

### **The Code on Wages, 2022**

The Code on Wages, 2022 (The “Code”) seeks to amend, consolidate and regulate the laws relating to wage and bonus payments in all employments and matters connected therewith or incidental thereto and aims at providing equal remuneration to employees performing work of a similar nature in every industry, trade, business or manufacture. The Code subsumes and repeals the provisions of four statutes -- the Payment of Wages Act, 1936 which ensures that payment of wages to employees are disbursed on time and no undue deductions are made, the Minimum Wages Act, 1948 which enables fixing of minimum rates of wages in certain employments, the Payment of Bonus Act, 1965 which provides for payment of bonus to persons employed in certain establishments on the basis of profit or productivity, and the Equal Remuneration Act, 1976 which aims to mandate equal remuneration to prevent gender discrimination in employment matters. Further, the Ministry of Labour and Employment has also notified the Draft Code on Wages (Central) Rules, 2020 under the Code. 29 Labour Laws have been codified into 4 Labour Codes. The Wage Code in which the Central Government has amalgamated 4 laws for ensuring workers’ right to minimum wages, the Social Security Code comprising of 9 laws, the Occupational Safety, Health and Working Conditions Code, 2020 comprising of 13 laws and the Industrial Relations Code with 3 laws. These labour reforms will enhance ease of doing business in the country. The Code on Wages shall come into force on such date as may be prescribed by the Central Government by way of a notification of the Official Gazette.

### **Employees State Insurance Act, 1948, as amended (the “ESIC Act”)**

The ESI Act provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESIC Act and maintain prescribed records and registers.

## **TAX RELATED LEGISLATIONS**

### **Income Tax Act, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

### **Goods and Service Tax (GST)**

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act,

2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

It is applicable on all goods except for alcohol for human consumption and five petroleum products. Taxpayers with an aggregate turnover of Rs. 20 lakhs would be exempt from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year upto Rs. 75 lakhs (50 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products.

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. 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 number known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple location in a state, a separate application will be made for registration of each and every location. The registered assessee are then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

## **ENVIRONMENTAL LEGISLATIONS**

### **The Environment Protection Act, 1986**

The purpose of the Environment Protection Act (“Environment Protection Act”) is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to (a) prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

### **The Public Liability Insurance Act, 1991**

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

### **National Environmental Policy, 2006**

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of



India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of the National Environmental Policy:

- a. Conservation of Critical Environmental Resources
- b. Intra-generational Equity: Livelihood Security for the Poor
- c. Inter-generational Equity
- d. Integration of Environmental Concerns in Economic and Social Development
- e. Efficiency in Environmental Resource Use
- f. Environmental Governance
- g. Enhancement of resources for Environmental Conservation

## **INTELLECTUAL PROPERTY LEGISLATIONS**

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- a. Indian Copyright Act, 1957
- b. Trademarks Act, 1999
- c. Design Act, 2000

### **Indian 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.

### **Trademarks Act, 1999**

The Trademarks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

### **Designs Act, 2000**

The Design Act, 2000 came into force in May 2001 to consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms. In order to register a design, it must be new and original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registerable. A registered design is valid for a period of 10 years after which can be renewed for a second period of 5 years, before the expiration of the original period of 10 years. After such period the design is made available to the public by placing it in the public domain.

## **GENERAL LAWS**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as “Sunrest Lifescience Private Limited” as a Private Limited Company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated October 30, 2017, issued by the Registrar of Companies, Ahmedabad, Gujarat. Subsequently, our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on March 09, 2023 and the name of our Company was changed to “Sunrest Lifescience Limited”. A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company was issued by the Registrar of Companies, Ahmedabad on March 21, 2023. The Corporate Identification Number of our Company is U74999GJ2017PLC099606.

The Company is engaged in the business of marketing and distribution of pharmaceutical products in the domestic market. The Company offers wide range of pharmaceutical formulations and products manufactured by third party manufacturers.

Our Company is engaged in the marketing of OTC generic pharmaceutical products in the domestic market through Super Stockist or Stockist. Our company offer range of pharmaceutical products manufactured by third party manufacturers. Our company operate in different States of India such as Maharashtra, Gujarat, Madhya Pradesh, Orissa and Rajasthan. Our company have presence in these States through Trade Mark registered products and/or products under registration. We deal in Capsules, Tablets, Syrup, Ointment, Gel, Mouth wash, Solution, Suspension, Dry powders and Toothpaste. Our product portfolio comprises of wide range of drugs like Anti-Bacterial, Anti Diarrheal, Anti-Fungal, Anti Malarial, Anti Diabetic, Dental Cure, Anti Protozol, Anti Histamine, Anti-Hypertensive drugs, Cosmetic, Anti Parasitic, Multivitamin, Multimineral, Nutraceutical and Anti-inflammatory drug. Our company have 18 Registered Trademarks for 32 products.

#### **Location Presence**

Our company’s registered office is situated at FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad-382415, Gujarat. Our company’s Godown is situated at 269/4080, 4081, 4082, 4083, Shri Ambica Estate, National Highway No. 8, Village Aslali, Ahmedabad-382427, Gujarat.

#### **Third Party Manufacturing Facilities**

Our company gets the products manufactured from one of our Group Company and third party manufacturers. Our Group Company, Trilend Pharmaceuticals Private Limited (“Trilend”) is into manufacturing of Pharmaceuticals Products. Mr. Bharatkumar V Thakkar and Mr. Amitbhai Shambhulal Thakkar are one of the Promoters and Directors of Trilend. Our company has also acquired 11,000 equity shares of Trilend, constituting 9.90% of its equity share capital. Our third-party manufacturers are based in Gujarat, Punjab, Maharashtra, Haryana, Himachal Pradesh, Uttarakhand and Madhya Pradesh. Our company has 32 manufacturers operating as third-party manufacturers.

Our Company is consistent in supplying of quality products round the year. Our products comply with requisite safety standards. We are a quality conscious company. We are constantly striving to expand line of products and we are always looking for complementary products that will add to our range of products.

### REGISTERED OFFICE

Registered Office of the Company is presently situated at FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad-382415, Gujarat, India.

Following are the details of changes in the address of the registered office of our Company since incorporation:

Date of change of Registered Office	Registered Office	Reason for Change
On Incorporation	Godown No. 35, Shrinath Estate, Aslali, TA. Daskroi, Ahmedabad- 382427, Gujarat, India	NA
	<b>Changed from</b>	<b>Changed to</b>

June 01, 2019	Godown No. 35, Shrinath Estate, Aslali, TA. Daskroi Ahmedabad- 382427, Gujarat, India	FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad-382415, Gujarat, India	Administrative purposes
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#### MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company are:

To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products.

#### AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION

Since incorporation, following amendment have been made to the MoA of our Company:

Date of Amendment	Particulars
November 22, 2022	<b>Alteration in Capital Clause:</b> The authorized share capital of our Company has been increased from ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each to ₹ 14,00,00,000/- divided into 1,40,00,000 Equity Shares of ₹ 10/- each.
March 21, 2023	<b>Alteration of Name Clause</b> The name of our company changed from “Sunrest Lifescience Private Limited” to “Sunrest Lifescience Limited.”

#### KEY EVENTS AND MILESTONES

There are no major events and milestones in the company since its incorporation.

#### DETAILS OF BUSINESS OF OUR COMPANY

For details on the description of Our Company’s activity, business model, marketing strategy, strength, completion of business, please see “*Business Overview*”, “*Management Analysis of Financial Conditions and Results of Operations*” and “*Basis for Issue Price*” on page number 92, 169 and 78 respectively.

#### HOLDING COMPANY OF OUR COMPANY

Our Company does not have any Holding Companies as on the date of filing of this Draft Prospectus.

#### SUBSIDIARY COMPANY OF OUR COMPANY

Our Company has no Subsidiary Company as on the date of filing of this Draft Prospectus.

#### OTHER DECLARATIONS AND DISCLOSURES

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

#### **FUND RAISING THROUGH EQUITY OR DEBT**

For details in relation to our fund-raising activities through equity and debt, please refer to the chapter/ Section titled ‘*Capital Structure*’ and “Financial Information” of the Company beginning on page numbers 52 and 135, respectively, of this Draft Prospectus

#### **REVALUATION OF ASSETS**

Our Company has not re-valued its assets since its incorporation.

#### **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT**

Other than as stated in this Draft Prospectus, there has been no change in the activities being carried out by our Company during the preceding five years from the date of this Draft Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

#### **CHANGES IN THE MANAGEMENT**

There has been no change in Management except for Bharatkumar V. Thakkar and Bhagyesh Kiritbhai Parekh have been added to the Promoter Category. For details of change in Management, please see chapter titled “*Our Management*” on page number 115 of this Draft Prospectus.

#### **INJUNCTIONS OR RESTRAINING ORDERS**

Our Company is not operating under any injunction or restraining order.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS**

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

#### **STRIKES AND LOCK-OUTS**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Draft Prospectus, our employees are not unionized.

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

As on the date of this Draft Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

#### **SHAREHOLDERS’ AGREEMENT**

Our Company does not have any subsisting shareholders’ agreement as on the date of this Draft Prospectus.

#### **OTHER AGREEMENTS**

As on the date of this Draft Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Draft Prospectus.

#### **STRATEGIC PARTNERS**

Our Company does not have any strategic partner(s) as on the date of this Draft Prospectus.

#### **FINANCIAL PARTNERS**

As on the date of this Draft Prospectus, our Company does not have any financial partners.

#### **ACQUISITION OF BUSINESSES/ UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS**

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 five years.

#### **DIVESTMENT OF BUSINESS / UNDERTAKING BY COMPANY IN THE LAST TEN YEARS**

There has been no divestment by the Company of any business or undertaking since inception.

#### **NUMBER OF SHAREHOLDER OF OUR COMPANY**

Our Company has 7 (seven) shareholders as on date of the Draft Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled “*Capital Structure*” beginning on page number 52 of this Draft Prospectus.

#### **DETAILS OF PAST PERFORMANCE**

For details of Change of management, please see chapter titled “*Business Overview*” and “*Our History and certain other corporate matters*” on page numbers 92 and 111 respectively of this Draft Prospectus.

#### **DETAILS OF FINANCIAL PERFORMANCE**

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled “*Financial Statements*” beginning on page number 135 of this Draft Prospectus.

#### **COLLABORATION AGREEMENT**

As on the date of this Draft Prospectus, Our Company is not party to any collaboration agreement.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Draft Prospectus, our Board consist of 6 (six) Directors out of which 3 (Three) are Executive Directors, 1 (One) Non-Executive Director and 2 (Two) are Non-Executive Independent Directors as per the details below:

S.No.	Name	DIN	Category	Designation
1	Ms. Juhi Sawajani	09811893	Non-Executive	Chairperson and Independent Director
2	Mr. Nikhilkumar Y Thakkar	07962800	Executive	Managing Director
3	Mr. Amitbhai Shambhulal Thakkar	07962794	Executive	Whole Time Director
4	Mr. Bharatkumar V Thakkar	08346004	Executive	Director
5	Mr. Bhagyesh Kiritbhai Parekh	07613171	Non-Executive	Director
6	Ms. Avani A Shah	09608898	Non-Executive	Independent Director

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Prospectus:

<b>1</b>	<b>Name</b>	<b>Ms. Juhi Sawajani</b>
	Father's Name	Mr. Nilesh Kumar Sawajani
	Address	ASB Square, 402, Opposite Madhusudan House, CG Road, Navrangpura, Ahmedabad- 380009 Gujarat
	Date of Birth	August 26, 1996
	Age	27 years
	Designation	Chairperson and Independent Director
	Status	Non-Executive
	DIN	09811893
	Occupation	Professional
	Nationality	Indian
	Qualification	She is an Associate Member of Institute of Company Secretaries of India and holds a degree in Master of Commerce from Gujarat University
	No. of Years of Experience	4 years
	Date of Appointment (DOA) & Term	She was appointed as an Additional Non-Executive Independent Director of the Company on March 01, 2023 for a period of 5 years i.e. till February 29, 2028. Her appointment was regularised on March 03, 2023. Subsequently, she was appointed as the Chairperson of the Company w.e.f. March 6, 2023.
Directorship in other Companies	Bizotic Commercial Limited Nootjob Limited	
<b>2</b>	<b>Name</b>	<b>Mr. Nikhilkumar Y Thakkar</b>
	Father's Name	Mr. Yashvantlal Jayantibhai Thakkar
	Address	E-105, Satyanarayan Hill, Near Utsav Heights, Vastral, Ahmedabad-382418, Gujarat
	Date of Birth	September 29, 1984

	Age	39 years
	Designation	Managing Director
	Status	Executive
	DIN	07962800
	Occupation	Business
	Nationality	Indian
	Qualification	Holds a degree in Bachelor of Pharmacy from Rajiv Gandhi University of Health Sciences, Karnataka
	No. of Years of Experience	15 years
	Date of Appointment (DOA) & Term	He was appointed as the first director of the Company on October 30, 2017. Subsequently he was appointed as the Managing Director of the Company on March 03, 2023 for a period of 5 years i.e. till March 02, 2028.
	Directorship in other Companies	None
3	<b>Name</b>	<b>Mr. Amitbhai Shambhulal Thakkar</b>
	Father's Name	Mr. Shambhulal Karmshibhai Thakkar
	Address	35, Yogeshwar Park, Ring Road, Vastral, Opposite Panjara Pole, Near ONGC Well, Odhav Industrial Estate, Ahmedabad-382415, Gujarat
	Date of Birth	June 01, 1982
	Age	41 years
	Designation	Whole-Time Director
	Status	Executive
	DIN	07962794
	Occupation	Business
	Nationality	Indian
	Qualification	SSC from Gujarat Secondary Education Board, Gandhinagar
	No. of Years of Experience	20 years
	Date of Appointment (DOA) & Term	He was appointed as the first director of the Company on October 30, 2017. He was subsequently appointed as the Whole Time Director of the Company on March 03, 2023 for a term of 5 Years i.e. till March 02, 2028
Directorship in other Companies	Trilend Pharmaceuticals Private Limited	
4	<b>Name</b>	<b>Mr. Bharatkumar V Thakkar</b>
	Father's Name	Mr. Vardhilal Kesavram Thakkar
	Address	A-102, Nilkanth Amrut, Near Chitrakut Bunglow, Opposite BAPS Temple, Vastral, Ahmedabad-382418, Gujarat
	Date of Birth	June 01, 1976
	Age	47 years
	Designation	Executive Director
	Status	Executive
	DIN	08346004
	Occupation	Business
	Nationality	Indian
	Qualification	High School from Gujarat Secondary Education Board
	No. of Years of Experience	25 years
	Date of Appointment (DOA) & Term	He was appointed as additional director of the Company on March 15, 2021 and was regularized on November 29, 2021. He was subsequently appointed as an executive director of the company on March 01, 2023.
Directorship in other Companies	Trilend Pharmaceuticals Private Limited	
5	<b>Name</b>	<b>Mr. Bhagyesh Kiritbhai Parekh</b>
	Father's Name	Mr. Kiritbhai Parekh
	Address	6 Darshan Avenue, 27-B Shanti Sadan Society, Ellisbridge, Ahmedabad-380006, Gujarat

	Date of Birth	December 31, 1975
	Age	47 years
	Designation	Director
	Status	Non-Executive
	DIN	07613171
	Occupation	Business
	Nationality	Indian
	Qualification	Holds the Degree of Bachelor of Commerce from Gujarat University
	No. of Years of Experience	25
	Date of Appointment (DOA) & Term	He was appointed as an additional director of the Company on January 31, 2022 and was regularized on September 30, 2022. He was subsequently appointed as a non-executive director of the company on March 01, 2023.
	Directorship in other Companies-Any Foreign Company to be mentioned	None
6	<b>Name</b>	<b>Ms. Avani A Shah</b>
	Father's Name	Mr. Ashwin Kumar Shah
	Address	5, Sambhavnath Apartments, Above Dena Bank, Jawaharchowk, Sabarmati, Ahmedabad-380005, Gujarat
	Date of Birth	July 13, 1993
	Age	30 years
	Designation	Independent Director
	Status	Non-Executive
	DIN	09608898
	Occupation	Service
	Nationality	Indian
	Qualification	Holds Degree in Master of Commerce from Gujarat University
	No. of Years of Experience	9 years
	Date of Appointment (DOA) & Term	She was appointed as an additional Non-Executive Independent Director of the Company on March 01, 2023 for a period of 5 years i.e. till February 29, 2028. Her appointment was regularised on March 03, 2023.
	Directorship in other Companies	Bizotic Commercial Limited Nnutjob Limited

#### BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

**Ms. Juhi Sawajani**, aged 27 years, is an Independent Director of the Company since March 01, 2023. She is an Associate member of Institute of Company Secretaries of India and also holds a Master's degree in Commerce from Gujarat University. Presently, she is working as a Company Secretary of Sky Textiles India Private Limited. Ms. Sawajani is well experienced in the field of secretarial compliances, GST, Finance and Trademark Registration.

**Mr. Nikhilkumar Y Thakkar**, aged 39 years is the Managing Director of the company. He is one of the first director and promoter of the Company. He holds degree in Bachelor of Pharmacy from Bapuji Pharmacy College, Rajiv Gandhi University, Karnataka and is having more than 15 years of experience in the Pharma Industry. He has been instrumental in taking major decision of the Company. He is playing vital role in business operations, business development and strategic decisions of the Company.

**Mr. Amitbhai Shambhual Thakkar**, aged 41 years is a Whole-Time Director of the Company. He is one of the first director and promoter of the Company and was appointed as the Whole-Time Director of the Company with effect from March 03, 2023. He has completed his school from Shree V K Vaghela High School, Diyodar, Banaskantha, Gujarat and possess more than 20 years of experience in the pharmaceutical industry. He has been instrumental in taking major decision of the Company. He is playing vital role in business operations, business



development, financial matters and strategic decisions of the Company. He was a director in Wellogen Pharma Private Limited and possess a vast knowledge in of the pharmaceutical industry.

**Mr. Bharatkumar V Thakkar**, aged 47 years, is an Executive Director and promoter of the Company . He was appointed as additional director of the Company on March 15, 2021 and was regularized on November 29, 2021. He was subsequently appointed as an executive director of the company on March 01, 2023. He completed his high school from Shree V.P. Mehta Jay Hind School, Maninagar, Ahmedabad. He has more than 25 years of experience in the field of Pharmaceuticals and was also associated with Wellogen Pharma Private Limited as a Director.

**Mr. Bhagyesh Kiritbhai Parekh**, aged 47 years, is the promoter and non-executive director of the Company. He was appointed as an additional director of the Company on January 31, 2022 and was regularized on September 30, 2022. He holds the Degree of Bachelor of Commerce from the Gujarat University and brings with him a experience of more than 25 years in the field of Pharmaceutical Industries. He possess vast knowledge of the pharma industry and was associated with Apricus Lifecare Private Limited (Erstwhile known as DBS Formulations Private Limited) and Wellogen Pharma Private Limited as Director and was also Partner of M/s Palak Distributors.

**Ms. Avani A Shah**, aged 30 years, is an Independent Director of the Company since March 01, 2023. She has completed Masters degree in Commerce from Gujarat University. She has more than 9 years of experience in the field of administration. Presently, she is working with Freight Corridor Corporation of India Limited, a Government of India Enterprise (undertaken by Ministry of Railway) in Ahmedabad on a contractual basis.

**Note:**

1. None of the above-mentioned Directors are on the RBI List of wilful defaulters as on the date of this Draft Prospectus.
2. None of our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.
3. None of Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
4. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filling of this Draft Prospectus.
5. None of the Directors of our Company are a fugitive economic offender.
6. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
7. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

#### **FAMILY RELATIONSHIP BETWEEN DIRECTORS**

None of the Directors of the Company are related to each other as per Section 2(77) of the Companies Act, 2013.

#### **DETAILS OF ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS, PURSUANT TO WHICH OF THE DIRECTORS WERE SELECTED AS A DIRECTOR OR MEMBER OF SENIOR MANAGEMENT**

There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.

#### **DETAILS OF SERVICE CONTRACTS**

None of our directors, except the Managing Director have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. Whole Time Director and the Executive Director 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.

#### **BORROWING POWER OF THE BOARD**

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on December 26, 2022 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 50 Crores.

#### **TERMS AND CONDITIONS OF EMPLOYMENT OF DIRECTORS**

##### **Executive Directors**

<b>Name</b>	<b>Mr. Nikhilkumar Y Thakkar</b>	<b>Mr. Amitbhai Shambhulal Thakkar</b>	<b>Mr. Bharatkumar V Thakkar</b>
Designation	Managing Director	Whole-Time Director	Executive Director
Date of Appointment on Board	October 30, 2017	October 30, 2017	March 15, 2021
Date Change in Designation	March 03, 2023	March 03, 2023	March 01, 2023
Period	5 years w.e.f March 03, 2023	5 years w.e.f March 03, 2023	-
Salary	1,00,000 per month	1,00,000 per month	75,000 per month
Bonus	At the discretion of the Board	-	-
Perquisites/ Benefits	Rent free accommodation along with Company car Annual leave travel allowance Re-imbursment of entertainment, travelling, medical expenses and all other expenses incurred by him in the discharge and execution of his duties as Managing Director	-	-
Commission	-	-	-
Compensation/ remuneration paid during the F.Y. 2022-23	12,00,000	12,00,000	4,50,000

##### **Non-Executive Directors**

The sitting fees payable to the Independent Directors of our Company Ms. Juhi Sawajani and Ms. Avani A Shah is ₹ 4,000 per meeting respectively.

#### **BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS**

There is no bonus or profit-sharing plan for the Directors of our Company.

#### CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

No Director has received or is entitled to any contingent or deferred compensation.

**Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.**

#### SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Draft Prospectus:

S.No.	Name of the Director	No. of Equity Shares Held	% of pre-issue paid-up Equity Share capital in our Company
1	Mr. Nikhilkumar Y Thakkar	7,50,000	25.00
2	Mr. Amitbhai Shambhulal Thakkar	7,49,000	24.97
3	Mr. Bhagyesh Kiritbhai Parekh	6,75,000	22.50
4	Mr. Bharatkumar V Thakkar	6,75,000	22.50

#### INTEREST OF DIRECTORS

Our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them as per the applicable laws.

Our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares. We have entered into a rent agreement with our Promoter and Executive Director, Mr. Bharat V Thakkar for our registered office premises. For further details, please refer to the chapter titled “Business Overview” at page number 92 of the Draft Prospectus.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees. Except as disclosed in “*Financial Information*” and “*Our Promoters and Promoter Group*” on page numbers 135 and 128, respectively of this Draft Prospectus, our Directors are not interested in any other company, entity or firm. Save and except as stated otherwise in “*Related Party Transaction*” in the chapter titled “*Financial Information*” beginning on page number 135 of this Draft Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

#### Interest in the property of Our Company

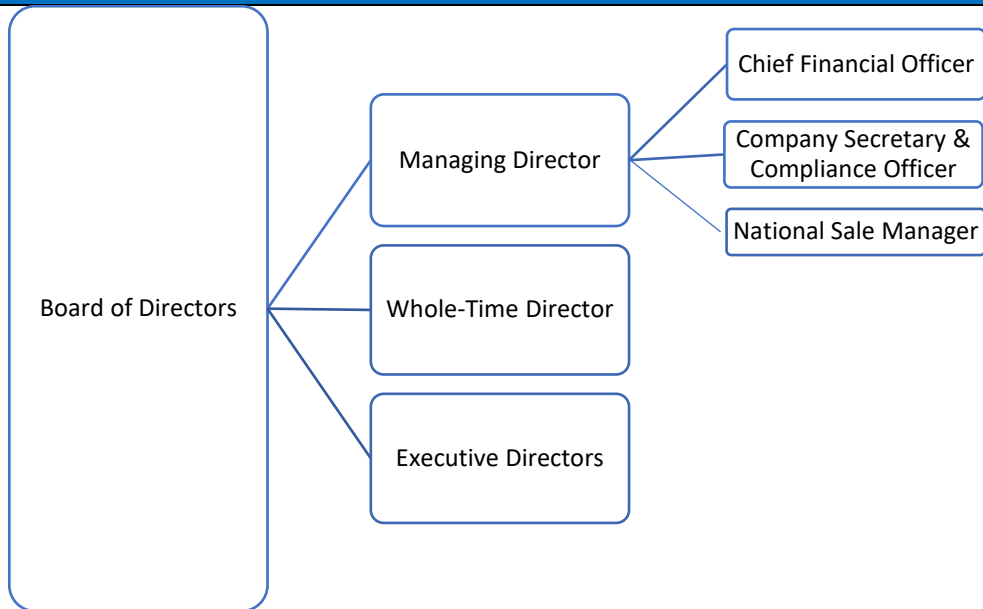
Except as disclosed in this Draft Prospectus, our Directors do not have any interest in any property acquired or proposed to be acquired by our Company or of our Company.

### CHANGES IN THE BOARD FOR THE LAST THREE YEARS

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

<b>Name of the Director</b>	<b>Date of Event</b>	<b>Nature of event</b>	<b>Reason for Change</b>
Mr. Bharatkumar V Thakkar	March 15, 2021	Appointment	Appointed as Director
Mr. Bharatkumar V Thakkar	November 29, 2021	Change of Designation	Regularized as Director
Mr. Bhagyesh Kiritbhai Parekh	January 31, 2022	Appointment	Appointed as an Additional Director
Mr. Bhagyesh Kiritbhai Parekh	September 30, 2022	Change of Designation	Regularized as Director
Mr. Alpeshkumar Vardhilal Thakkar	February 01, 2023	Cessation	Resigned as Director
Mr. Amitbhai Shambhulal Thakkar	March 01, 2023	Change of Designation	Appointed as Whole Time Director by the Board of Directors w.e.f. March 03, 2023
Mr. Nikhilkumar Y Thakkar	March 01, 2023	Change of Designation	Appointed as Managing Director by the Board of Directors w.e.f. March 03, 2023
Ms. Avani A Shah	March 01, 2023	Appointment	Appointed as an additional Non-Executive Independent Director
Ms. Juhi Sawajani	March 01, 2023	Appointment	Appointed as an additional Non-Executive Independent Director
Mr. Bharatkumar V Thakkar	March 01, 2023	Change of Designation	Appointed as an Executive Director
Mr. Bhagyesh Kiritbhai Parekh	March 01, 2023	Change of Designation	Appointed as Non-Executive Director
Mr. Amitbhai Shambhulal Thakkar	March 03, 2023	Change of Designation	Appointed as Whole Time Director by the members of the Company
Mr. Nikhilkumar Y Thakkar	March 03, 2023	Change of Designation	Appointed as Managing Director by the members of the Company
Ms. Avani A Shah	March 03, 2023	Change of Designation	Regularised and designated as a Non-Executive Independent Director
Ms. Juhi Sawajani	March 03, 2023	Change of Designation	Regularised and designated as a Non-Executive Independent Director
Ms. Juhi Sawajani	March 06, 2023	Change of Designation	Appointed as the Chairperson of the Company

## MANAGEMENT ORGANIZATION STRUCTURE



## CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, the requirements specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we are required to comply with requirement of the Companies Act, 2013 wherever applicable.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

## AUDIT COMMITTEE

The Audit Committee was constituted vide Board resolution dated March 06, 2023 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Draft Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
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Ms. Juhi Sawajani	Chairperson	Non-Executive Independent Director
Ms. Avani A Shah	Member	Non-Executive Independent Director
Mr. Bharatkumar V Thakkar	Member	Executive Director

**The Role of Audit Committee not limited to but includes:**

- i. Recommendation for the appointment, re-appointment and, if required, the replacement or removal of the Statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- ii. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- iii. Examination of financial statement and auditors' report thereon including interim financial results before submission to the Board of Directors for approval particularly with respect to;
  - a. Changes, if any, in accounting policies and practices and reasons for the same,
  - b. Major accounting entries involving estimates based on the exercise of judgment by management,
  - c. Significant adjustments made in the financial statements arising out of audit findings,
  - d. Compliance with listing and other legal requirements relating to financial statements,
  - e. Disclosure of any related party transactions,
  - f. Qualifications in the draft audit report.
  - g. Approval of any subsequent modification of transactions of the Company with Related Party;
- iv. Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

- v. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter ;
- vi. Scrutiny of Inter-corporate loans and investments ;
- vii. Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- viii. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- ix. Valuation of undertakings or assets of the company, where ever it is necessary;
- x. Evaluation of internal financial controls and risk management systems and reviewing with the management, performance of statutory & internal auditors, and adequacy of the internal control systems;
- xi. Auditors for any other services rendered by the statutory auditors;
- xii. 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;
- xiii. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
- xiv. Carrying out any other function as assigned by the Board of Directors & other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

**Review of 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 weakness issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weakness; and
- v. To appointment, removal and terms of remuneration of the Internal Auditor

#### **Powers of Committee**

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **Quorum and Meetings**

The audit committee shall meet as often as necessary subject to minimum 4 times in financial years. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was re-constituted at a meeting of the Board of Directors held on March 06, 2023. As on the date of this Draft Prospectus the Nomination and Remuneration Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Ms. Avani A Shah	Chairperson	Non-Executive Independent Director
Ms. Juhi Sawajani	Member	Non-Executive Independent Director
Mr. Bhagyesh Kiritbhai Parekh	Member	Non-Executive Director

#### **Terms of reference**

Role of Nomination and Remuneration Committee not limited to but includes: -

- i. 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;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;

#### **Quorum and Meetings**

The Committee is required to meet at least once in financial year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee has been formed by the Board of Directors at the meeting held on March 06, 2023. As on the date of this Draft Prospectus the Stakeholders' Relationship Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Ms. Avani A Shah	Chairperson	Non-Executive Independent Director
Ms. Juhi Sawajani	Member	Non-Executive Independent Director
Mr. Bhagyesh Kiritbhai Parekh	Member	Non-Executive Director

### Terms of Reference

- i. To supervise and ensure;
- ii. Efficient transfer of shares; including of cases for refusal of transfer/ transmission of shares
- iii. Redressal of shareholder and investor complaints like transfer of Shares, no receipt of balance sheet, non-receipt of declared dividends etc.;
- iv. Issue duplicate/split/consolidated share certificates;
- v. Dematerialization/rematerialization of Share;
- vi. Review of cases for refusal of transfer/ transmission of shares and debentures;
- vii. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
- viii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

### Quorum and Meetings

The Stakeholders Relationship Committee shall meet at least once in financial year. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

In accordance to the Regulation 20 of the SEBI (LODR) Regulations, the Stakeholders' Relationship Committee shall meet at least once in a year.

### Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

### KEY MANAGERIAL PERSONNEL

Mr. Nikhil Thakkar, Managing Director, Mr. Amit Thakkar, Whole time Director, Mr. Bharatkumar V Thakkar, Executive Director, Ms. Meha Bhagyesh Parekh, Chief Financial Officer, Ms. Nishi Shah, Company Secretary & Compliance Officer and Mr. Soni Dhaval, National Sale Manager are the Key Managerial Personnel of our Company as defined in Section 2(51) of the Companies Act, 2013.

All the Key Management Personnel are permanent employees of our Company.

### Brief profile of our Key Managerial Personnel

The Key Managerial Personnel of our Company other than our executive directors are as follows: -

Name, Designation and Date of Joining	Qualification	Previous Employment	Overall Experience	Remuneration paid in previous year (2022-23) (INR)
<b>Ms. Nishi B Shah</b> Company Secretary and Compliance Officer Appointed on March 01, 2023	Company Secretary	Company Secretary of Sky Spintex Private Limited	6 years	13,000
<b>Ms. Meha Bhagyesh Parekh</b> Chief Financial Officer Appointed on March 01, 2023	B.com	NA	8 Years	35,000
<b>Mr. Soni Dhaval</b> <b>National Sale Manager</b> Appointed on May 15, 2023	B.Sc.	Healing Pharma Private Limited	14 Years	Not Applicable

\* To be updated once accounts are audited for the Financial Year 2022-23.

Notes:



- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- None of our Key Managerial Personnel has entered into any service contracts with our company Further, no benefits are granted upon their termination from employment other than statutory benefits provided by our company.

#### FAMILY RELATIONSHIP BETWEEN KMP

Except the following, none of the KMP of the Company are related to each other or to any other Director as per section 2(77) of the Companies Act, 2013.

Sr. No.	Name of the KMP	Relationship
1	Ms. Meha Bhagyesh Parekh	She is the CFO of the Company and is the spouse of Mr. Bhagyesh Kiritbhai Parekh, Director of the Company

#### BONUS AND/ OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

#### CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

#### SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Draft Prospectus except the following:

S.No.	Name of the Key Managerial Personnel	No. of Shares
1	Mr. Nikhilkumar Y Thakkar	7,50,000
2	Mr. Amitbhai Shambhulal Thakkar	7,49,000
3	Mr. Bharatkumar V Thakkar	6,75,000
4	Ms. Meha Bhagyesh Parekh	75,000

#### INTEREST OF KEY MANAGERIAL PERSONNEL

None of our key managerial personnel have any interest in our Company other than to the extent of the shares held in the company, remuneration or benefits to which they are entitled to as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

#### CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE YEARS

Following have been the changes in the Key Managerial Personnel during the last three years:

S.NO.	Name of the Key Managerial Personnel	Date of Event	Nature of Event	Reason
1	Mr. Nikhilkumar Y Thakkar	March 03, 2023	Appointment	Appointed as Managing Director of the Company.
2	Mr. Amitbhai Shambhulal Thakkar	March 03, 2023	Appointment	Appointed as Whole Time Director of the Company.
3	Mr. Bharatkumar V Thakkar	March 01, 2023	Appointment	Appointed as Executive Director of the Company.

4	Ms. Meha Bhagyesh Parekh	March 01, 2023	Appointment	Appointed as CFO of the Company.
5	Ms. Nishi B Shah	March 01, 2023	Appointment	Appointed as Company Secretary and Compliance Officer of the Company.

Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

#### **SCHEME OF EMPLOYEE STOCK OPTIONS OR EMPLOYEE STOCK PURCHASE**

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

#### **LOANS TO KEY MANAGERIAL PERSONNEL**

Except as provided in restated financial statement in the chapter “*Financial Information*” beginning on page number 135 of the Draft prospectus, there are no loans outstanding against the key managerial personnel as on the date of this Draft Prospectus.

#### **PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)**

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “*Financial Information*” and the chapter titled “*Business Overview*” beginning on page numbers 135 and 92 of this Draft Prospectus, we have not paid/ given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Prospectus.

#### **RETIREMENT BENEFITS**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.


## OUR PROMOTERS AND PROMOTER GROUP


### Promoters of Our Company are:


1. Mr. Nikhilkumar Y Thakkar
2. Mr. Amitbhai Shambhulal Thakkar
3. Mr. Bhagyesh Kiritbhai Parekh
4. Mr. Bharatkumar V Thakkar


For details of the Capital build-up of our Promoters in our Company, see chapter titled “*Capital Structure*” beginning on page number 52 of this Draft Prospectus.

The details of our Promoters are as follows:

Nikhilkumar Y Thakkar	
	<p>Nikhilkumar Y Thakkar, aged 39 years, is Promoter and the Managing Director of the Company. He was appointed as the first director of the Company on October 30, 2017. Subsequently he was appointed as the Managing Director of the Company on March 03, 2023 for a term of 5 years.</p> <p>For the complete profile of Nikhilkumar Y Thakkar, along with details of his educational qualifications, professional experience, directorships held, see “<i>Our Management</i>” on page number 115.</p>
<b>Date of Birth</b>	September 29, 1984
<b>Nationality</b>	Indian
<b>PAN</b>	AMDPT5382P
<b>Qualification</b>	Bachelor of Pharmacy from Rajiv Gandhi University of Health Sciences Karnataka
<b>Directorships Held</b>	None
<b>Other ventures</b>	None
<b>Position/posts held in the past</b>	He was appointed as the first director of the Company on October 30, 2017. Presently he is acting as the Managing Director of the Company w.e.f. March 03, 2023
<b>Residential Address</b>	E-105, Satyanarayan Hill, Near Utsav Heights, Vastral, Ahmedabad-382418, Gujarat

Amitbhai Shambhulal Thakkar	
	<p>Amitbhai Shambhulal Thakkar, aged 41 years, is Promoter and a Whole-Time Director of the Company. He was appointed as the first director of the Company on October 30, 2017 and was subsequently appointed as the Whole Time Director of the Company on March 03, 2023 for a term of 5 Years.</p> <p>For complete profile of Amitbhai Shambhulal Thakkar, along with details of his educational qualifications, professional experience, directorships held, see “<i>Our Management</i>” on page number 115.</p>
<b>Date of Birth</b>	June 01, 1982
<b>Nationality</b>	Indian
<b>PAN</b>	AEJPT5621H
<b>Qualification</b>	SSC from Gujarat Secondary Education Board, Gandhinagar
<b>Directorships Held</b>	Trilend Pharmaceuticals Private Limited
<b>Other ventures</b>	None
<b>Position/posts held in the past</b>	He was appointed as the first director of the Company on October 30, 2017. Presently he is acting as the Whole Time Director of the Company w.e.f. March 03, 2023.
<b>Residential Address</b>	35, Yogeshwar Park, Ring Road, Vastral, Opposite Panjara Pole, Near ONGC Well, Odhav Industrial Estate, Ahmedabad-382415, Gujarat

Bhagyesh Kiritbhai Parekh	
	<p>Bhagyesh Kiritbhai Parekh, aged 47 years, is Promoter and Non-Executive Director of the Company. He was appointed as an additional director of the Company on January 31, 2022 and was regularized on September 30, 2022. He was subsequently appointed as non-executive director of the company on March 01, 2023.</p> <p>For complete profile of Bhagyesh Kiritbhai Parekh, along with details of his educational qualifications, professional experience, directorships held, see “Our Management – Board of Directors” on page number 115.</p>
<b>Date of Birth</b>	December 31, 1975
<b>Nationality</b>	Indian
<b>PAN</b>	ABIPP9165A
<b>Qualification</b>	B.Com from Gujarat University
<b>Directorships Held</b>	None
<b>Other ventures</b>	None
<b>Position/posts held in the past</b>	He was appointed as an additional director of the Company on January 31, 2022 and was regularized on September 30, 2022. He was subsequently appointed non-executive director of the company on March 01, 2023
<b>Residential Address</b>	6 Darshan Avenue, 27-B Shanti Sadan Society, Ellisbridge, Ahmedabad-380006, Gujarat

Bharatkumar V Thakkar	
	<p>Bharatkumar V Thakkar, aged 47 years, is Promoter and Executive Director of the Company. He was appointed as director of the Company on March 15, 2021. He was subsequently appointed as an Executive Director of the company on March 01, 2023. For the complete profile of Bharatkumar V Thakkar, along with details of his educational qualifications, professional experience, directorships held, see “Our Management – Board of Directors” on page number 115.</p>
<b>Date of Birth</b>	June 01, 1976
<b>Nationality</b>	Indian
<b>PAN</b>	AEFPT9419R
<b>Qualification</b>	High School from Gujarat Secondary Education Board
<b>Directorships Held</b>	Trilend Pharmaceuticals Private Limited
<b>Other ventures</b>	<p><b>Trust:</b> Jay Foundation MD Parmar Education Trust</p> <p><b>Sole Proprietorship:</b> M/s Jay Sales</p>
<b>Position/posts held in the past</b>	He was appointed as director of the Company on March 15, 2021 and was subsequently appointed as an executive director of the company on March 01, 2023.
<b>Residential Address</b>	A-102, Nilkanth Amrut, Near Chitrakut Bunglow, Opposite BAPS Temple, Vastral, Ahmedabad-382418, Gujarat

## DECLARATION

We declare and confirm that the details of the permanent account numbers, bank account numbers, passport numbers, aadhaar card number and driving license numbers of our Promoters are being submitted to the NSE, on which the specified securities are proposed to be listed along with filing of this Draft Prospectus with the Stock Exchange.

## CHANGE IN THE CONTROL OF THE ISSUER IN LAST FIVE YEARS

Except as mentioned in the chapter titled “*Capital Structure - Details of shareholding of our Promoter and members of the Promoter Group in our Company*”, beginning on page number 52 of this draft prospectus, there has not been any change in the control in the last five years.

## INTEREST OF PROMOTERS

Except as stated in “*Annexure –IX – Statement of Related Parties and details of Related Party Transactions*” beginning from page number 164 of this Draft Prospectus and to the extent of compensation, remuneration/ sitting fees to be paid, Perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.

Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “*Annexure –IX – Statement of Related Parties and details of Related Party Transactions*” beginning from page number 164 of this Draft Prospectus. We have entered into a rent agreement with our Promoter and Executive Director, Mr. Bharatkumar V Thakkar for our registered office. For further details, please refer to the chapter titled “*Business Overview*” on page number 92 of the Draft Prospectus.

Our Company has not acquired any property in the preceding three years before filing of this Draft Prospectus. Further, Our Promoters, Directors or Group Companies do not have any interest in any property to be acquired by our Company till the date of this Draft Prospectus.

Except as otherwise stated in this Draft Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Draft Prospectus in which Promoters is directly or indirectly interested.

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

## PAYMENT OF BENEFITS TO OUR PROMOTERS AND PROMOTER GROUP DURING THE LAST TWO YEARS

Save and except as disclosed under “*Statement of Related Parties and details of Related Party Transactions*”, as Restated appearing as Annexure IX on page number 164 of the section titled “*Financial Information*” beginning on page number 135 of the Draft Prospectus, there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Draft Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Prospectus.

## EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer to the chapter titled “*Our Management*” beginning on page number 115 of this Draft Prospectus.

## CONFIRMATIONS

Our Company and Promoters confirmed that they have not been declared as wilful defaulters or Fraudulent Borrowers by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters and / or Promoters group have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters and / or Promoters group do not have direct or indirect relation with the companies, its Promoters and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board. Also, our Promoters are not a fugitive economic offender.

We and Our Promoters, Group Entities, and Companies promoted by the Promoters confirm that:

- a. No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- b. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.
- c. The details of outstanding litigation including its nature and status are disclosed in the section title “*Outstanding Litigation and Material Developments*” appearing on page number 181 of this Draft Prospectus.

### DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEAR

None of our Promoters except as stated below have disassociated themselves from any Company or Firm during the preceding three years:

#### Mr. Bhagyesh Kiritbhai Parekh

##### Company

Apricus Lifecare Private Limited (Erstwhile known as DBS Formulation Private Limited)- Resigned from Directorship on February 25, 2021

Wellogen Pharma Private Limited - Resigned from Directorship on March 31, 2023.

##### Partnership Firm

Palak Distributors – Resigned on April 01, 2022

#### Mr. Amitbhai Shambhulal Thakkar

Wellogen Pharma Private Limited - Resigned from Directorship on March 31, 2023.

Sole Proprietorship Firm – Shiv Pharma

#### Mr. Bharatkumar V Thakkar

Wellogen Pharma Private Limited - Resigned from Directorship on March 31, 2023.

### RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS

Our Promoters are the part of our Board of Directors as Managing Directors, Whole Time Director Executive Director, and/or Directors. None of our Promoter(s) are related to any of our Company’s Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

### OUR PROMOTER GROUP

Our Promoters and Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under:

#### A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI (ICDR) Regulations form part of our Promoter Group:

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Amitbhai Thakkar	Amita Amit Thakkar	Spouse
	Daksh Amitkumar Thakkar Vansh Amitkumar Thakkar	Sons
	-	Daughter
	Shambhubhai Karamshibhai Thakkar	Father
	Pushpaben Shambhulal Thakkar	Mother

	-	Brother
	Mitalben Thakkar Bhartiben Thakkar Sonalben Thakkar Hetalben Thakkar Ranjanben Thakkar Jayshreeben Thakkar	Sisters
	Pravinbhai Keshavram Thakkar	Spouse's Father
	Madhuben Pravinbhai Thakkar	Spouse's Mother
	Jigar Pravinbhai Thakkar	Spouse's Brother
	Ashaben Pravinbhai Thakkar	Spouse's Sister
Mr. Nikhilkumar Y Thakkar	Manisha Nikhil Thakkar	Spouse
	Saurya Nikhilbhai Thakkar & Dhiyanam Nikhilbhai Thakkar	Sons
	Yashvantlal Jayantilal Thakkar	Father
	Jyotshnaben Yashvantl Thakkar	Mother
	Nimeshbhai Yashvantl Thakkar	Brother
	Jignaben Thakkar	Sister
	Pravinbhai Devram Akhani	Spouse's Father
	Taraben Devaram Akhani	Spouse's Mother
	Dhaval Pravinbhai Akhani	Spouse's Brother
	Dhartiben Pravinbhai Akhani Gayatri Jagdish Thakkar	Spouse's Sister
Mr. Bhagyesh Kiritbhai Parekh	Meha Bhagyesh Parekh	Spouse
	Palak Bhagyesh Parekh Ruchi Bhagyesh Parekh	Daughters
	Kiritbhai Kantilal Parekh	Father
	Kalpanaben Kiritbhai Parekh	Mother
	Nainisha Ketanbhai Desai Purvi kalpesh Dharia	Sisters
	Bharatbhai Babulal Parikh	Spouse's Father
	Mandakini Bharatbhai Parikh	Spouse's Mother
	Mitulbhai Bharatbhai Parikh	Spouse's Brother
Mr. Bharatkumar V Thakkar	Sonalben Bharatbhai Thakkar	Spouse
	Kashyup Bharatbhai Thakkar	Son
	Keshavi Bhartbhai Thakkar	Daughter
	Vardhilal Keshavram Thakkar	Father
	Jayaben Vardhilal Thakkar	Mother
	Alpeshbhai Vardhilal Thakkar Prakashbhai Vardhilal Thakkar Milanbhai Vardhilal Thakkar	Brothers
	-	Sister
	Maneklal Shivrambhai Thakkar	Spouse's Father
	Kusumben Maneklal Thakkar	Spouse's Mother
	Mahesh Maneklal Thakkar	Spouse's Brother
	Jagrutiben Thakkar	Spouse's Sister

**B. Companies related to our Promoter Company: Not Applicable**

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	Not Applicable
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share	Not Applicable

capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	
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**C. Companies, partnership, HUF and proprietorship firms forming part of our Promoter Group are as follows:**

Particulars	Name of Entity
Any Body corporate in which 20% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or Hindu Undivided Family (HUF) in which the promoters or any one or more of his immediate relative is a member.	Trilend Pharmaceuticals Private Limited
Any company in which a company (mentioned above) holds 20% of the total holding	None
Any HUF or firm in which the aggregate share of the promoters and his immediate relatives is equal to or more than 20% of the total holding	Not Applicable

**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”**

Sr. No.	Names of Individuals
1	Ms. Meha Bhagyesh Parekh
2	Ms. Amita Amit Thakkar
3	Ms. Sonalben Bharatbhai Thakkar

#### **GUARANTEES**

Except as stated in the section titled "*Financial Statements*" beginning on page number 135 of this Draft Prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Prospectus.

For further details on our Group Companies refer Chapter titled "*Our Group Companies/Entities*" beginning on page number 192 of this Draft Prospectus.



## **DIVIDEND POLICY**

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

For details of risks in relation to our capability to pay dividend, see “Risk Factors” – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid / declared any dividend in last three years and during stub period from date of this Draft Prospectus.

## SECTION IX – FINANCIAL INFORMATION

### INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION OF SUNREST LIFESCIENCE LIMITED

To,  
The Board of Directors  
Sunrest Lifescience Ltd.  
FF-41 AJAY TENAMENT-6  
NEAR CANAL NEAR RITANAGAR BUS STAND  
VASTRAL ROAD  
Ahmedabad GJ 382415

Dear Sirs,

1. We have examined the attached Restated Standalone Financial Information of **Sunrest Lifescience Limited** (Formerly known as Sunrest Lifescience Private Limited,) (the “**Company**” or the “**Issuer**”), comprising of the Restated Statement of Assets and Liabilities as at December 31, 2022, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021, & 31<sup>st</sup> March 2020, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the year period ended on December 31, 2022, for the year ended on 31<sup>st</sup> March 2022, 2021 and 2020 the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively hereinafter referred as “**Restated Financial Statement**” or “**Restated Financial Information**”), as approved by the Board of Directors of the Company at their meeting held on 29<sup>th</sup> April, 2023 for the purpose of inclusion in the Draft Prospectus/ Prospectus prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares (“**SME IPO**”) at EMERGE Platform of National Stock Exchange of India Limited (“**NSE**”).
2. These restated Summary Statement have been prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “**Act**”)
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”); and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India (“**SEBI**”) and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“**ICAI**”), as amended from time to time (the “**Guidance Note**”)
3. Management’s Responsibility for the Financial Statements  
The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus/ Prospectus to be filed with Securities and Exchange Board of India, Registrar of Companies, Gujarat and the EMERGE Platform of National Stock Exchange of India Limited in connection with the proposed SME IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors’ responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. Auditor’s responsibility:  
We have examined such Restated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 7, 2023 in connection with the proposed IPO of equity shares of the Issuer;
  - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the stub period ended on 31<sup>st</sup> December 2022 & financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020 which has been approved by the Board of Directors and prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India.
  - a) We have audited the Financial statements of the company as at and for period ended on December 31, 2022 prepared by the company in accordance with Indian Accounting Standard (Indian GAAP). We have issued our report dated 02<sup>nd</sup> February, 2023 on this Financial statements which have been approved by the Board of Directors.
  - b) Audited Financial Statements of the Company as at and for the years ended March 31, 2022, March 31, 2021 & 31<sup>st</sup> March 2020 prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors at their meeting held on September 8, 2022, November 29, 2021 and 8<sup>th</sup> December 2020 respectively.
6. For the purpose of our examination, we have relied on:
  - a) Auditors' Report issued by us dated 2<sup>nd</sup> February, 2023 for the period ended on December 31, 2022 as referred in paragraph 5 (a) above
  - b) Auditors' Report issued by previous auditor dated September 8, 2022 and re-audited by us, November 29, 2021 and 8<sup>th</sup> December 2020 on the financial statements of the company as at and for the year ended on March 31, 2022, 2021 and 2020 as referred in Paragraph 5(b) above.  
The audits for the financial year ended March 31, 2022, March 31 2021, and March 31 2020 were conducted by the Company's previous auditors, Siroiya & Co., and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information and collectively, the "Restated Financial Information" examined by them for the said years.
7. Based on our examination and according to the information and explanations given to us, we report that:
  - a) The "**Restated Summary Statement of Assets and Liabilities**" as set out in **Annexure I** to this report, of the Company as at 31 December 2022 & as at March 31, 2022, March 31, 2021 and March 31, 2020 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more. These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - b) The "**Restated Summary Statement of Profit and Loss**" as set out in **Annexure II** to this report, of the Company as at 31 December 2022 & for the year ended on March 31, 2022, March 31, 2021 and March 31, 2020 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - c) The "**Restated Summary Statement of Cash Flow**" as set out in **Annexure III** to this report, of the Company for the period ended 31<sup>st</sup> December 2022 & for the year ended on March 31, 2022, March 31, 2021 and March 31, 2020 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - d) The Restated Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
  - e) The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
  - f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
  - g) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;

- h) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the period ended 31<sup>st</sup> December 2022 & for the year ended on March 31, 2022, March 31, 2021 and March 31, 2020 which would require adjustments in this Restated Financial Statements of the Company;
- i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this report;
- j) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements
- k) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
- l) The company has not proposed any dividend in past effective for the said period.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the period ended 31 December 2022 & for the year ended on March 31, 2022, March 31, 2021 and March 31, 2020 proposed to be included in the Draft Prospectus/Prospectus.

<b>Annexure No.</b>	<b>Particulars</b>
<b>I</b>	<b>Restated Statement of Assets &amp; Liabilities</b>
I.1	Restated Statement of Share Capital
I.2	Restated Statement of Reserves & Surpluses
I.3	Restated Statement of Long Term Borrowings
I.4	Restated Statement of Short Term Borrowings
I.5	Restated Statement of Trade Payable
I.6	Restated Statement of Other Current Liabilities
I.7	Restated Statement of Short-Term Provisions
I.8	Restated Statement of Property, Plant & Equipment and Intangible Assets
I.9	Restated Statement of Deferred Tax Liabilities
I.10	Restated Statement of Inventories
I.11	Restated Statement of Trade Receivable
I.12	Restated Statement of Cash & Cash Equivalent
I.13	Restated Statement of Short-Term Loans and Advances
I.14	Restated Statement of Other Current Assets
<b>II</b>	<b>Restated Statement of Profit &amp; Loss</b>
II.1	Restated Statement of Revenue from operations
II.2	Re-stated Statement of Other income
II.3	Restated Statement of Purchases stock-in-trade
II.4	Restated Statement of Changes in Inventories of finished goods and work-in-progress
II.5	Restated Statement of Employees Benefit Expenses
II.6	Restated Statement of Finance Cost
II.7	Re-stated Statement of Depreciation and amortisation expense
II.8	Restated Statement of Other Expenses
II.9	Re-stated Statement of Tax expense
II.10	Restated Statement of Earnings per equity share
<b>Annexure No.</b>	<b>Particulars</b>
Other Annexures:	
III	Cash Flow Statement
IV	Statement of Significant Accounting Policies

V	Notes to the Re-stated Financial Statements
VI	Statement of Accounting & Other Ratios, As Restated
VII	Statement of Capitalization, As Restated
VIII	Statement of Tax Shelter, As Restated
IX	Statement of Related Parties & Transactions
X	Statement of Dividends
XI	Changes in the Significant Accounting Policies
XII	Contingent Liabilities

9. We, M/s. Madhusudan C Mashruwala and Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI which is valid till December 31, 2024.
10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 5 above.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use by the Company for inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, the EMERGE Platform of National Stock Exchange of India Limited and the Registrar of Companies, Gujarat in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For, Madhusudan C Mashruwala & Co. Chartered Accountants**

**Firm Reg. No: 105717W**

**Soham Mashruwala**

**Partner**

**Membership No:137995**

**Place: Ahmedabad**

**Date: April 29<sup>th</sup>, 2023**

**UDIN No: -23137995BGPSAU5161**

<b>ANNEXURE 1 - RESTATED STATEMENT OF ASSETS AND LIABILITIES</b>				
Restated Balance Sheet				
in ₹ lakhs				
<b>Particulars</b>	<b>As at 31-12-2022</b>	<b>As at 31-03-2022</b>	<b>As at 31-03-2021</b>	<b>As at 31-03-2020</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Shareholders' funds</b>				
Share capital	100.00	1.00	1.00	1.00
Reserves and surplus	243.53	106.20	28.49	11.94
	<b>343.53</b>	<b>107.20</b>	<b>29.49</b>	<b>12.94</b>
<b>Non-current liabilities</b>				
Long-term borrowings	352.56	309.24	227.64	226.98
	<b>352.56</b>	<b>309.24</b>	<b>227.64</b>	<b>226.98</b>
<b>Current liabilities</b>				
Short-term borrowings	14.59	14.59	3.90	-
Trade payables				
Total outstanding dues of creditors other than micro enterprises and small enterprises	620.90	793.25	641.07	354.15
Other current liabilities	6.98	12.70	13.96	11.53
Short-term provisions	109.52	65.00	32.10	19.32
	<b>751.99</b>	<b>885.53</b>	<b>691.02</b>	<b>385.00</b>
<b>TOTAL</b>	<b>1448.09</b>	<b>1301.97</b>	<b>948.15</b>	<b>624.92</b>
<b>ASSETS</b>				
<b>Non-current assets</b>				
<b>Property, Plant and Equipment and Intangible Assets</b>				
Property, Plant and Equipment	37.92	46.65	14.85	2.95
Intangible assets	0.17	-	-	-
	<b>38.08</b>	<b>46.65</b>	<b>14.85</b>	<b>2.95</b>
Deferred tax assets (net)	0.01	0.50	0.82	0.16
Other non-current assets	-	-	-	-
	<b>38.09</b>	<b>47.15</b>	<b>15.67</b>	<b>3.11</b>
<b>Current assets</b>				
Inventories	280.57	229.51	152.16	47.52
Trade receivables	998.61	934.65	740.18	537.39
Cash and cash equivalents	58.24	48.00	37.31	34.35
Short-term loans and advances	72.57	42.12	2.55	2.55
Other current assets	0.01	0.55	0.29	0.00
	<b>1410.00</b>	<b>1254.83</b>	<b>932.48</b>	<b>621.80</b>
<b>TOTAL</b>	<b>1448.09</b>	<b>1301.97</b>	<b>948.15</b>	<b>624.92</b>

<b>ANNEXURE 2 - RESTATED STATEMENT OF PROFIT AND LOSS</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>As at 31-12-2022</b>	<b>As at 31-03-2022</b>	<b>As at 31-03-2021</b>	<b>As at 31-03-2020</b>
Revenue from operations	1779.78	2688.75	1694.91	1095.21
Other income	-	2.24	-	-
<b>Total Revenue</b>	<b>1779.78</b>	<b>2690.99</b>	<b>1694.91</b>	<b>1095.21</b>
<b>Expenses</b>				
Purchases of Stock-in-Trade	1045.96	1823.57	1239.96	736.65
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	-51.06	-77.35	-104.64	1.85
Employee benefits expense	231.54	254.23	236.99	214.83
Finance costs	2.11	1.08	0.76	-
Depreciation and amortization expense	9.52	5.99	4.30	1.57
Other expenses	231.59	578.44	295.16	126.62
<b>Total expenses</b>	<b>1469.66</b>	<b>2585.96</b>	<b>1672.55</b>	<b>1081.52</b>
Profit before exceptional, extraordinary and prior period items and tax	310.12	105.04	22.36	13.69
Exceptional items	-	-	-	-
Profit before extraordinary and prior period items and tax	310.12	105.04	22.36	13.69
Extraordinary Items	-	-	-	-
Profit before prior period items and tax	310.12	105.04	22.36	13.69
Prior Period Items	-	-	-	-
Profit before tax	310.12	105.04	22.36	13.69
Tax expense:				
Current tax	73.32	27.00	6.48	10.13
Deferred tax	0.49	0.32	-0.66	-0.11
Profit/(loss) for the period from continuing operations	236.31	77.71	16.55	3.68
Profit/(loss) from discontinuing operations	-	-	-	-
Tax expense of discontinuing operations	-	-	-	-
Profit/(loss) from Discontinuing operations (after tax)	-	-	-	-
Profit/(loss) for the period	236.31	77.71	16.55	3.68
Earnings per equity share:				
Basic	23.63	7.77	1.65	0.37
Diluted	23.63	7.77	1.65	0.37

<b>ANNEXURE 3 - RESTATED CASH FLOW STATEMENT</b>				
<b>Details</b>	<b>As at 31-12-2022</b>	<b>As at 31-03-2022</b>	<b>As at 31-03-2021</b>	<b>As at 31-03-2020</b>
	<b>Amt. Rs in Lakhs</b>			
<b>(A) Cash flow from operating activities</b>				
Net Profit before tax and extra ordinary items	310.15	105.04	22.36	13.69
Adjustment:				
Depreciation	9.52	5.99	4.30	1.57
Interest paid	2.11	1.08	0.76	-
Profit on sale of fixed assets	-	(2.24)	-	-
Asset written Off	-	-	-	1.40
<b>Operating Profit before working capital changes</b>	<b>321.77</b>	<b>109.87</b>	<b>27.42</b>	<b>16.67</b>
(Increase)/Decrease in inventories	(51.06)	(77.35)	(104.64)	1.85
(Increase)/Decrease in trade receivables	(63.95)	(194.47)	(202.79)	(145.52)
(Increase)/Decrease in Loans and Advances	(29.91)	(25.83)	(0.29)	(2.55)
Increase/(Decrease) in Trade payables	(172.35)	152.18	286.92	34.83
Increase/(Decrease) in current liabilities	(5.71)	(1.26)	15.60	1.77
Increase/(Decrease) in Provisions	-	-	-	9.78
<b>Cash generated from operations</b>	<b>(1.22)</b>	<b>(36.87)</b>	<b>22.22</b>	<b>(83.17)</b>
Taxes paid	(28.80)	(8.00)	(6.87)	(6.35)
<b>Net cash flow from operating activities</b>	<b>(30.02)</b>	<b>(44.87)</b>	<b>15.35</b>	<b>(89.52)</b>
<b>(B) Cash flow from investing activities</b>				
Purchase of fixed assets	(0.95)	(46.65)	(16.20)	(0.82)
Sale of fixed assets	-	11.01	-	-
<b>Net cash flow from investing activities</b>	<b>(0.95)</b>	<b>(35.64)</b>	<b>(16.20)</b>	<b>(0.82)</b>
<b>(C) Cash flow from financing activities</b>				
Borrowings received	43.32	92.28	4.56	110.56
Interest paid	(2.11)	(1.08)	(0.76)	-
<b>Net cash flow from financing activities</b>	<b>41.21</b>	<b>91.20</b>	<b>3.81</b>	<b>110.56</b>
<b>Net increase/(decrease) in cash &amp; cash equivalents</b>	<b>10.24</b>	<b>10.69</b>	<b>2.96</b>	<b>20.22</b>
Cash and cash equivalents at the beginning of the year	48.00	37.31	34.35	14.12
Cash and cash equivalents at the end of the year	58.24	48.00	37.31	34.35



<b>Annexure I.1</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Authorised</b>				
14000000 Equity Shares of ₹ 10/- Par Value for the period ended 31-12-2022	1400.00	1.00	1.00	1.00
10000 Equity Shares of ₹ 10/- Par Value for the period ended 31-03-2022, 31-03-2021, 31-03-2020	<b>1400.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>
<b>Issued</b>				
1000000 Equity Shares of ₹ 10/- Par Value for the period ended 31-12-2022	100.00	1.00	1.00	1.00
10000 Equity Shares of ₹ 10/- Par Value for the period ended 31-03-2022, 31-03-2021, 31-03-2020	<b>100.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>
<b>Subscribed</b>				
1000000 Equity Shares of ₹ 10/- Par Value for the period ended 31-12-2022	100.00	1.00	1.00	1.00
10000 Equity Shares of ₹ 10/- Par Value for the period ended 31-03-2022, 31-03-2021, 31-03-2020	<b>100.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>
<b>Paid-up</b>				
1000000 Equity Shares of ₹ 10/- Par Value for the period ended 31-12-2022	100.00	1.00	1.00	1.00
10000 Equity Shares of ₹ 10/- Par Value for the period ended 31-03-2022, 31-03-2021, 31-03-2020	<b>100.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>

#### **Rights, preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having par value of INR 10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time after to payment of dividend to preference shareholder. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

<b>RECONCILIATION</b>								
<b>Particulars</b>	<b>31-12-2022</b>		<b>31-03-2022</b>		<b>31-03-2021</b>		<b>31-03-2020</b>	
	<b>Number of Share</b>	<b>Amount</b>	<b>Number of Share</b>	<b>Amount</b>	<b>Number of Share</b>	<b>Amount</b>	<b>Number of Share</b>	<b>Amount</b>
<b>Number of shares at the beginning</b>	<b>10,000</b>	1.00	<b>10,000</b>	1.00	<b>10,000</b>	1.00	<b>10,000</b>	1.00
Add: Issued during the period *(refer note below)	<b>9,90,000</b>	99.00	-	-	-	-	-	-

Less: Bought Back	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-
<b>Number of shares at the end</b>	<b>10,00,000</b>	100.00	<b>10,000</b>	1.00	<b>10,000</b>	1.00	<b>10,000</b>	1.00

\*Note: During the year, the Company has issued bonus shares without any consideration by capitalizing its reserves during the year. The Company has allotted 9,90,000 equity shares of ₹ 10 each fully paid up by way of bonus shares to the existing share-holders in the ratio of 99:1 i.e. 99 shares for each 1 equity share fully paid up held by the existing share-holder

Holding More Than 5%								
Particulars	31-12-2022		31-03-2022		31-03-2021		31-03-2020	
	Number of Share	% Held	Number of Share	% Held	Number of Share	Number of Share	% Held	Number of Share
Alpesh Thakkar	1,25,000	12.50	1,250	12.50	3,334	33.34	3,334	33.34
Amit Thakkar	2,50,000	25.00	2,500	25.00	3,333	33.33	3,333	33.33
Bharat Thakkar	1,25,000	12.50	1,250	12.50	1,667	16.67	-	-
Bhagyesh Parekh	2,50,000	25.00	2,500	25.00	-	-	-	-
Nikhil Thakkar	2,50,000	25.00	2,500	25.00	1,666	16.66	3,333	33.33

Shares held by promoter at the end of the year /period								
Particulars	31-12-2022		31-03-2022		31-03-2021		31-03-2020	
	Number of Share	% Held	Number of Share	% Held	Number of Share	Number of Share	% Held	Number of Share
Alpesh Thakkar	1,25,000	12.50	1,250	12.50	3,334	33.34	3,334	33.34
Amit Thakkar	2,50,000	25.00	2,500	25.00	3,333	33.33	3,333	33.33
Bharat Thakkar	1,25,000	12.50	1,250	12.50	1,667	16.67	-	-
Bhagyesh Parekh	2,50,000	25.00	2,500	25.00	-	-	-	-
Nikhil Thakkar	2,50,000	25.00	2,500	25.00	1,666	16.66	3,333	33.33

Annexure I.2				
Re-stated Statement of Reserve and Surplus				
in ₹ lakhs				
Particulars	31-12-2022	31-03-2022	31-03-2021	31-03-2020
Surplus i.e., balance in the Statement of Profit and Loss Account -Opening	106.04	28.33	11.94	8.26
Amount Transferred from Statement of P&L	236.49	77.71	16.55	3.68
Appropriation and Allocation				
Less: Issuance of bonus equity shares without any consideration	-99.00	0.00	0.00	0.00
	<b>243.53</b>	<b>106.04</b>	<b>28.49</b>	<b>11.94</b>

	243.53	106.04	28.49	11.94
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<b>Annexure I.3</b>				
<b>Re-stated Statement of Long-Term Borrowings</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Long term maturities of finance lease obligations</b>				
<b>Secured against hypothecation of motor car</b>				
i) Indian Overseas Bank Car Loan*	29.38	38.22	.00	.00
Less: Current maturity on long term loan disclosed short term borrowings	-14.59	-14.59	.00	.00
<b>Sub-total (i)</b>	14.79	23.63	.00	.00
ii)HDFC Bank Car Loan%			9.29	
Less: Current maturity on long term loan disclosed short term borrowings			-3.90	
<b>Sub-total (ii)</b>			5.39	
<b>Loans &amp; Advances from related parties</b>				
<b>Unsecured</b>				
Loans from Directors & relatives#	337.77	285.61	222.25	226.98
	<b>352.56</b>	<b>309.24</b>	<b>227.64</b>	<b>226.98</b>

**\*Terms and Conditions of Loan from Indian Overseas Bank Limited**

The loan from Indian Overseas Bank Limited is for the motor vehicle in the name of the Director and carries rate of interest of 7.30% pa. The loan is repayable in 36 monthly instalments of INR 121577 each starting from 10th March 2022. The motor vehicle and loan are both in the name of the Director.

**%Terms and Conditions of Loan from HDFC Bank Limited**

The loan from HDFC Bank Limited is for the motor vehicle in the name of the Director and carries rate of interest of 8.80% pa. The loan is repayable in 36 monthly instalments of INR 38140 each starting from 07<sup>th</sup> June 2020. The motor vehicle and loan are both in the name of the Director.

**# Terms and conditions of loan from Directors & relatives**

The loan from the directors and relatives are interest free and the pre-decided maturity for re-payment.

<b>Annexure I.4</b>				
<b>Re-Statement of Short-term borrowings</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
Current maturity of long term borrowing (refer note 2.3)	14.59	14.59	3.90	.00
	<b>14.59</b>	<b>14.59</b>	<b>3.90</b>	<b>.00</b>

<b>Annexure I.5</b>			
<b>Re-stated Statement of Trade Payables</b>			
<b>as at 31/12/2022</b>		<b>in ₹ lakhs</b>	
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>		

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not Due	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	620.90	-	-	-	-	620.90
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
<b>as at 31/03/2022</b>						
<b>in ₹ lakhs</b>						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not Due	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	793.25	-	-	-	-	793.25
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>as at 31/03/2021</b>						
<b>in ₹ lakhs</b>						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not Due	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	641.07	-	-	-	-	641.07
(iii) Disputed dues - MSME	-	-	-	-	-	-
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not Due	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	354.15	-	-	-	-	354.15
(iii) Disputed dues - MSME	-	-	-	-	-	-

<b>Annexure I.6</b>				
<b>Re-stated Statement of Other Current Liabilities</b>				
<b>in ₹ lakhs</b>				
Particulars	31-12-2022	31-03-2022	31-03-2021	31-03-2020
<b>Other payables</b>				
<b>Other Current Liabilities</b>				
Others	6.50			
Statutory Dues	.48	2.56	13.96	11.53
Advance from Customer	-	10.13		-
	<b>6.98</b>	<b>12.70</b>	<b>13.96</b>	<b>11.53</b>

<b>Annexure I.7</b>				
<b>Re-stated Statement of Short Term Provisions</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Tax Provision</b>				
<b>Current Tax</b>				
Provision for Income Tax	73.03	27.23	6.48	6.87
<b>Others</b>				
Provision for Salary & wages	-	37.77	25.62	12.20
Unpaid Exps.	36.49	-	-	.25
	<b>109.52</b>	<b>65.00</b>	<b>32.10</b>	<b>19.32</b>

Annexure I.8											
Re-stated Statement of Property, Plant & Equipment											
For the period ended 31st December 2022											
A) Tangible assets											
in ₹ lakhs											
Particulars	Gross				Depreciation					Net	
	Balance as at 1st April 2022	Addition	Deduction	Balance as at 31st December 2022	Balance as at 1st April 2022	During Period	Deduction	Other Adj.	Balance as at 31st December 2022	Balance as at 31st December 2022	Balance as at 31st March 2022
Office Equipment	01.85			01.85	0.64	0.23			0.79	0.97	01.21
Computer & Peripherals	03.09	0.79		03.87	01.45	0.78			02.22	01.65	01.64
Furniture and Fixtures	06.09			06.09	01.29	0.93			02.23	03.86	04.80
Motor Vehicles	40.26			40.26	01.26	07.57			08.83	31.43	39.00
Grand Total of Tangible Assets	51.28	0.79	0.00	52.07	04.64	09.52			14.07	37.92	46.65
B. Intangible Assets											
Particulars	Gross				Depreciation					Net	
	Opening	Addition	Deduction	Closing	Opening	During Period	Deduction	Other Adj.	Closing	Closing	Opening
Trademark	-	0.17	0.00	0.17	0.00	0.00	0.00	0.00	0.00	0.17	0.00
<b>Grand Total</b>	<b>-</b>	<b>0.17</b>	<b>0.00</b>	<b>0.17</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.17</b>	<b>0.00</b>

For the year ended 31st March 2022											
A) Tangible assets											
in ₹ lakhs											

Particulars	Gross				Depreciation				Net		
	Balance as at 1st April 2021	Addition	Deduction	Balance as at 31st March 2022	Balance as at 1st April 2021	During Period	Deduction	Other Adj.	Balance as at 31st March 2022	Balance as at 31st March 2022	Balance as at 31st March 2021
Office Equipments	1.22	0.62	-	1.85	0.25	0.39	-	-	0.64	01.21	0.97
Computer & Peripherals	01.29	01.80	0.00	03.09	0.49	0.95	-	-	01.45	01.64	0.79
Furniture and Fixtures	02.12	03.97	0.00	06.09	0.53	0.76	-	-	01.29	04.80	01.59
Motor Vehicles	14.52	40.26	14.52	40.26	03.03	03.88	-05.65	-	01.26	39.00	11.49
Grand Total of Tangible Assets	17.93	46.03	14.52	49.44	04.05	05.60	-05.65	0.00	04.00	46.65	14.85

#### B. Intangible Assets- Nil

For the year ended 31st March 2021											
A) Tangible assets											
in ₹ lakhs											
Particulars	Gross				Depreciation				Net		
	Balance as at 1st April 2020	Addition	Deduction	Balance as at 31st March 2021	Balance as at 1st April 2020	During Period	Deduction	Other Adj.	Balance as at 31st March 2021	Balance as at 31st March 2021	Balance as at 31st March 2020
Office Equipments	0.67	0.75	0.00	01.42	0.19	0.25	0.00	0.00	0.44	0.97	0.47
Computer & Peripherals	01.73	0.70	0.00	02.43	01.14	0.49	0.00	0.00	01.64	0.79	0.58
Furniture and Fixtures	03.30	0.23	0.00	03.52	01.40	0.53	0.00	0.00	01.93	01.59	01.90
Motor Vehicles	0.00	14.52	0.00	14.52	0.00	03.03	0.00	0.00	03.03	11.49	0.00
Grand Total of Tangible Assets	05.69	16.20	0.00	21.89	02.74	04.30	0.00	0.00	07.04	14.85	02.95

#### B. Intangible Assets- Nil

For the period ended 31st March 2020											
A) Tangible assets											
in ₹ lakhs											
Particulars	Gross				Depreciation					Net	
	Balance as at 1st April 2019	Addition	Deduction	Balance as at 31st March 2020	Balance as at 1st April 2019	During Period	Deduction	Other Adj.	Balance as at 31st March 2020	Balance as at 31st December 2020	Balance as at 31st March 2019
Office Equipment	0.39	0.27	0.00	0.67	0.08	0.11	0.00	0.00	0.19	0.47	0.31
Computer & Peripherals	01.31	0.42	0.00	01.73	0.33	0.82	0.00	0.00	01.14	0.58	0.98
Furniture and Fixtures	03.17	0.13	0.00	03.30	0.76	0.64	0.00	0.00	01.40	01.90	02.42
Grand Total of Tangible Assets	04.87	0.82	0.00	05.69	01.16	01.57	0.00	0.00	02.74	02.95	03.71
B. Intangible Assets											
Particulars	Gross				Depreciation					Net	
	Opening	Addition	Deduction	Closing	Opening	During Period	Deduction	Other Adj.	Closing	Closing	Opening
Trademark	01.63	0.00	01.63	0.00	0.23	0.00	0.00	-0.23	0.00	0.00	1.40
Grand Total	01.63	0.00	01.63	0.00	0.23	0.00	0.00	-0.23	0.00	0.00	1.40

Annexure I.9				
Re-stated Statement of Deferred Taxes				
in ₹ lakhs				
Particulars	31-12-2022	31-03-2022	31-03-2021	31-03-2020
<b>Deferred Tax Assets (Net)</b>				
On Account of difference of depreciation-deferred tax asset	0.50	0.50	0.82	0.16
On Account of difference of depreciation-deferred tax liability	-0.49	0.00	0.00	0.00
	<b>0.01</b>	0.50	0.82	0.16

**Annexure I.10**



<b>Re-stated Statement of Inventories</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
Finished Goods held for trading	280.57	229.51	152.16	47.52
	280.57	229.51	152.16	47.52

<b>Annexure I.11</b>						
<b>I.11 Re-stated Statement of Trade receivables</b>						
<b>in ₹ lakhs</b>						
<b>Ageing Schedule as at 31/12/2022</b>						
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>					
	Less than 6 months	Less Than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	-	-	-	-	-	-
(ii)Others	998.61	-	-	-	-	998.61
(iii) Disputed dues-MSME						
(iv) Disputed dues- Others						
<b>Total</b>	<b>998.61</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>998.61</b>

<b>Ageing Schedule as at 31/03/2022</b>						
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>					
	Less than 6 months	Less Than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	-	-	-	-	-	-
(ii)Others	934.65					934.65
(iii) Disputed dues-MSME						
(iv) Disputed dues- Others						
<b>Total</b>	<b>934.65</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>934.65</b>

<b>Ageing Schedule as at 31/03/2021</b>						
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>					
	Less than 6 months	Less Than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	-	-	-	-	-	-

(ii)Others	740.18	-	-	-	-	740.18
(iii) Disputed dues-MSME	-	-	-	-	-	0.00
(iv) Disputed dues-Others	-	-	-	-	-	0.00
<b>Total</b>	<b>740.18</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>740.18</b>

Ageing Schedule as at 31/03/2020						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	Less Than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	-	-	-	-	-	-
(ii)Others	537.39	-	-	-	-	537.39
(iii) Disputed dues-MSME	-	-	-	-	-	0.00
(iv) Disputed dues-Others	-	-	-	-	-	0.00
<b>Total</b>	<b>537.39</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>537.39</b>

Annexure I.12				
Re-stated Statement of Cash and cash equivalents				
in ₹ lakhs				
Particulars	31-12-2022	31-03-2022	31-03-2021	31-03-2020
Cash in Hand	35.26	25.69	22.78	12.54
<b>Balances With Banks</b>				
Balance in Bank account held with Nidhi Co Operative Bank	2.16	1.05	1.16	.21
Balance in Bank account held with Axis Bank	20.82	21.26	13.37	21.59
	<b>58.24</b>	<b>48.00</b>	<b>37.31</b>	<b>34.35</b>

Annexure I.13				
Re-stated Statement of Short-term loans and advances				
in ₹ lakhs				
Particulars	31-12-2022	31-03-2022	31-03-2021	31-03-2020
Others				

<b>Unsecured, considered good</b>				
Advance given to Trilend Pharma. Pvt. Ltd.	51.16	-	-	-
Advance paid for acquisition of equity shares representing 10% of share capital in Trilend Pharma. Pvt. Ltd.	1.65	-	-	-
Balance with Revenue Authority (GST)	5.05	16.57		
Balance with Revenue Authority (Advance Tax)	8.00	8.00		
Other Short-term Loans and Advances	-	15.00		
Advance deposit for rented property	2.55	2.55	2.55	2.55
Gst	0.01	-	-	-
TDS receivable	0.03	-	-	-
Advance to employees	4.12	-	-	-
	<b>72.57</b>	<b>42.12</b>	<b>2.55</b>	<b>2.55</b>

<b>Annexure I.14</b>				
<b>Re-stated Statement of Other current assets</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
TCS on purchase	0.01	0.55	0.29	0.00
	<b>0.01</b>	<b>0.55</b>	<b>0.29</b>	<b>0.00</b>

<b>Annexure - II.1</b>				
<b>Re-stated Statement of Revenue from operations</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Sale of Products</b>				
<b>Sales of Traded goods</b>				
Health care products & Cosmetics	1779.78	2688.75	1694.91	1095.21
	<b>1779.78</b>	<b>2688.75</b>	<b>1694.91</b>	<b>1095.21</b>

<b>Annexure - II.2</b>				
<b>Re-stated Statement of Other income</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Others</b>				
Profit on Sale of Fixed Assets	-	2.24	-	-
	<b>-</b>	<b>2.24</b>	<b>-</b>	<b>-</b>

<b>Annexure II.3</b>				
<b>Re-stated Statement of Purchases of Stock-in-Trade</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Stock in Trade</b>				
Purchase of Health care products & Cosmetics	1045.96	1823.57	1239.96	736.65
	<b>1045.96</b>	<b>1823.57</b>	<b>1239.96</b>	<b>736.65</b>

<b>Annexure II.4</b>				
<b>Re-stated Statement of Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Opening</b>				
Stock in Trade	229.51	152.16	47.52	49.38
	<b>229.51</b>	<b>152.16</b>	<b>47.52</b>	<b>49.38</b>
<b>Closing</b>				
Stock in Trade	280.57	229.51	152.16	47.52
	<b>280.57</b>	<b>229.51</b>	<b>152.16</b>	<b>47.52</b>
<b>Increase/Decrease</b>				
Stock in Trade	-51.06	-77.35	-104.64	1.85
	<b>-51.06</b>	<b>-77.35</b>	<b>-104.64</b>	<b>1.85</b>

<b>Details of Changes in Inventory</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>

<b>Stock in Trade</b>				
Closing Stock	-51.06	-77.35	-104.64	1.85
	<b>-51.06</b>	<b>-77.35</b>	<b>-104.64</b>	<b>1.85</b>

<b>Annexure II.5</b>				
<b>Re-stated Statement of Employee benefits expense</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Salary, Wages &amp; Bonus</b>				
Salaries and Wages	205.03	242.49	234.31	201.30
Director's remuneration	20.25	-	-	9.00
Contribution to Provident Fund & other funds	6.25	7.43	-	-
Other Staff related Expenses	-	4.31	2.68	4.53
	<b>231.54</b>	<b>254.23</b>	<b>236.99</b>	<b>214.83</b>

<b>Annexure II.6</b>				
<b>Re-stated Statement of Finance costs</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Interest Expenses</b>				
Interest on Car Loan	2.11	1.08	0.76	-
	<b>2.11</b>	<b>1.08</b>	<b>0.76</b>	<b>-</b>

<b>Annexure II.7</b>				
<b>Re-stated Statement of Depreciation and amortisation expense</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Depreciation &amp; Amortisation</b>				
Depreciation Tangible Assets	9.52	5.99	4.30	1.57
	<b>9.52</b>	<b>5.99</b>	<b>4.30</b>	<b>1.57</b>

<b>Annexure II.8</b>				
<b>Re-stated Statement of Other expenses</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
Power & Fuel	0.63	0.79	0.61	0.17
Rent	09.17	11.99	11.73	08.66
Legal and Professional fees*	0.51	0.46	01.74	01.10
Telephone Expenses	0.16	0.29	0.05	0.14
Insurance Expense	0.48	01.66	0.76	0.42
Repairs Others	0.00	0.00	0.69	0.00
Rates & Taxes	0.00	0.00	0.10	0.00
Authorized capital increase expenses	16.79	0.00	0.00	0.00

Freight & forwarding expenses	23.19	36.88	36.45	23.94
Sales and marketing expenses				
Reimbursement Expense MR	88.21	110.52	0.00	0.00
Article Item Expense	04.06	115.25	11.25	0.00
Asset Written Off	0.00	0.00	0.00	1.40
Other expenses				
Tea & Refreshment Expense	0.07	0.66	0.75	0.53
Tour & Travelling Expense	08.44	11.83	09.61	28.64
Printing & Stationary Expense	0.92	05.60	02.93	02.74
Software Maintenance Expense	01.60	01.08	01.20	0.11
Turnover Discount / SCHEME GIVEN IN SALE	15.65	229.35	116.15	31.05
Courier Expense	0.16	0.29	0.37	0.38
Godown Expense	0.86	01.28	05.39	0.85
Meeting Expense and sales promotion	27.49	12.20	71.96	18.28
Social Media Promotion & Advertisement expenses	0.05	0.60	0.04	0.00
Vehicle Repairing/Petrol/Diesel	01.76	06.51	0.00	0.00
Commission Expense	09.55	01.83	03.58	0.00
Conveyance Expense	0.06	0.71	0.00	0.00
Bank charges	0.00	0.00	0.04	0.03
Packing Material Expense	02.96	01.13	05.35	03.99
Office Exp.	12.95	21.81	09.39	01.34
KASAR	03.71	0.29	01.72	0.40
Interest on Income tax	02.17	01.25	0.00	0.00
Design Charges	0.00	0.41	0.75	0.00
GST Late Fees	0.00	0.01	0.31	0.67
GST Expense	0.00	02.48	0.00	0.00
Trademark Expense	0.00	01.12	01.63	01.76
Interest on TDS	0.00	0.01	0.04	0.00
Testing Charges	0.00	0.12	0.00	0.00
MCA Late fees	0.00	0.00	0.57	0.00
	<b>231.59</b>	<b>578.44</b>	<b>295.16</b>	<b>126.62</b>

*Details of payment to auditors forming a part of Legal & Professional Fees	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
Payment to Auditor (Previous Auditor)				
For Statutory Audit	0.25	0.25	0.25	0.25

<b>Annexure II.9</b>				
<b>Re-stated Statement of Tax expense</b>				
<b>in ₹ lakhs</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
Current tax	73.32	27.00	6.48	6.87
Past Year Income tax written off	-	-	-	3.26
Reversal of deferred tax	-	-	-	-
Deferred tax	0.49	0.32	-0.66	-0.11
	<b>73.81</b>	<b>27.32</b>	<b>5.81</b>	<b>10.01</b>

<b>Annexure II.10</b>				
<b>Re-stated Statement of Earnings per equity share</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
<b>Earnings Per Equity Share</b>				
<b>Basic EPS Before Extra-Ordinary Item</b>				
Numerator for basic EPS	2,36,33,000	77,71,491	16,54,847	3,67,595
Weighted average number of shares (adjusted due to Bonus Issue) %	10,00,000	10,00,000	10,00,000	10,00,000
Nominal value of one equity share	10	10	10	10
<b>Basic EPS</b>	23.63	7.77	1.65	0.37
<b>Diluted EPS Before Extra-Ordinary Item</b>				
Numerator for basic EPS	2,36,33,000	77,71,491	16,54,847	3,67,595
Weighted average number of shares (adjusted due to Bonus Issue) %	10,00,000	10,00,000	10,00,000	10,00,000
Nominal value of one equity share	10	10	10	10
<b>Diluted EPS</b>	23.63	7.77	1.65	0.37

<b>% Working of weighted average number of equity shares</b>				
<b>Particulars</b>	<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
No. of equity shares at the beginning of the year	10,000	10,000	10,000	10,000
Add:				
a) Issued for cash consideration	-	-	-	-
b) Issued as bonus shares	9,90,000	9,90,000	9,90,000	9,90,000
Total equity shares at the end of the period	10,00,000	10,00,000	10,00,000	10,00,000

<b>Weighted average equity shares considered in terms of AS-20</b>	10,00,000	10,00,000	10,00,000	10,00,000
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## Annexure IV

### Corporate Information & Significant accounting policies

#### a) Corporate Information:

The Company was incorporated as a Private Limited Company and thereafter it was converted into a Public Limited Company as Sunrest Lifescience Limited. The Company was then converted to a limited company and is engaged in the trading of healthcare products and cosmetics. The Company gets the products manufactured as per its requirements and then re-sales the same.

#### b) Method of accounting:

The accounts are prepared under historical cost convention on accrual basis. Mercantile method of accounting is followed by the Company. 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 and Companies (Accounting Standards) Amendment 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.

#### c) Use of estimates:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### d) Property, Plant and Equipment and Depreciation:-

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred. Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized. The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. For depreciation the Company adopts the useful life as prescribed under the Companies Act 2013 and depreciation is calculated as per the written down value method by taking into consideration the useful life and residual value of the asset. In relation to intangible assets the company has a policy to provide for depreciation by taking useful life of 5 years.

#### e) Revenue recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

##### Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects GST on behalf of the



government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

#### **Interest**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

#### **f) Borrowing costs**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

#### **g) Inventories**

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

#### **h) Employee Benefit:**

##### **i. Defined contribution plan:**

The Company's contribution paid/payable during the period to Provident Fund are recognized in the Statement of Profit and Loss Account.

##### **ii. Defined benefit plan:**

The Company has no policy to provide for gratuity nor has any actuarial valuation done by any actuary in relation to the same. The gratuity would be debited as and when paid.

##### **i) Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

#### **j) Taxes on income**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred tax reflects the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

#### **k) Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. 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.

#### **l) Provisions**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are

determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

**m) Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

**n) Investments**

The long-term investments are stated at cost. Provision for temporary diminution in the value of long-term investments is ignored. The current investments are stated at lower of cost and fair market value as on the reporting date.

**ANNEXURE – V**

**Notes to the Re-stated Financial Statements of Sunrest Lifescience Limited:**

**I) Additional regulatory information:**

**Details of crypto currency or virtual currency**

a) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the for the period ended on 31st December 2022 & financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020 Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

b) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

**c) Undisclosed income**

During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**d) Relationship with struck off companies**

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 for the period ended on 31st December 2022 & financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020.

**e) Compliance with numbers of layers of companies**

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 for the period ended on 31st December 2022 & financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020.

**f) Utilization of borrowed funds and share premium**

During the period ended on 31st December 2022 & financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

For the period ended on 31st December 2022 & financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020 the Company has not received any fund from

any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

g) No proceeding has been initiated nor pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

#### II) Non-adjustment Items:

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

#### III) Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

#### IV. Material Adjustments in Restated Profit & Loss Account:

Particulars	For the Period Ended			
	31-12-2022	31-03-2022	31-03-2021	31-03-2020
<b>Profit After Tax as per Books of Accounts</b>	<b>236.33</b>	<b>77.71</b>	<b>16.55</b>	<b>3.52</b>
Adjustment for provision of Depreciation	-	-	-	-
Adjustment for provision of Income Tax	-	-	-	-
Adjustment for provision of Deferred Tax	-	-	-	0.16
<b>Profit After Tax as per Restated</b>	<b>236.33</b>	<b>77.71</b>	<b>16.55</b>	<b>3.68</b>

#### V. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under “The Micro, Small and Medium Enterprises Development Act, 2006” is based on the information available with the management. As certified by the management, the amounts overdue as on 31st March, 2023 & 31st March, 2022 & 2021 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

VI. As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.

#### VII. Leave Encashment [AS-15]

Accounting Standard (AS) – 15 issued by ICAI is Mandatory. However, the company has not made provision for leave encashment benefit on retirement of employee as the quantum of liability is not ascertainable due to the availability of leave encashment benefit and availment of leave any time during the service period.

#### VIII. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

#### IX. Re-grouping/re-classification of amounts

The figures have been grouped and classified wherever they were necessary.

#### X. Examination of Books of Accounts & Contingent Liability

The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit

**XI. Director Personal Expenses.**

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

**XII.** The company is primarily engaged in the business of health care & cosmetic products which in the context of Accounting Standard-17 “Segment Reporting” constitute a single reportable business segment.

<b>Annexure VI</b>					
<b>Statement of Accounting &amp; Other Ratios</b>					
<b>Statement of Accounting &amp; Other Ratios, As Restated</b>					
<b>Particulars</b>		<b>31-12-2022</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
Net Profit as Restated	(A)	236.33	77.71	16.55	3.68
Add: Depreciation		9.52	5.99	4.30	1.57
Add: Interest on Loan		2.11	1.08	0.76	0.00
Add: Income Tax/ Deferred Tax		73.81	27.32	5.81	10.01
<b>EBITDA</b>		<b>319.66</b>	<b>111.02</b>	<b>26.67</b>	<b>15.26</b>
<b>EBITDA Margin (%)</b>		<b>17.96%</b>	<b>4.13%</b>	<b>1.57%</b>	<b>1.39%</b>
Net Worth as Restated	(B)	343.53	107.20	29.49	12.94
<b>Return on Net worth (%) as Restated</b>	<b>(A/B)</b>	<b>68.79%</b>	<b>72.49%</b>	<b>56.12%</b>	<b>28.41%</b>
Equity Share at the end of year (in Nos.)	(C)	10,00,000	10,000	10,000	10,000
Weighted No. of Equity Shares	(D)	10,00,000	1000,000	1000,000	1000,000
<b>Basic &amp; Diluted Earnings per Equity Share as Restated (A/D)</b>		<b>23.63</b>	<b>7.77</b>	<b>1.65</b>	<b>0.37</b>
<b>Net Asset Value per Equity share as Restated (B/C)</b>		<b>34.35</b>	<b>10.72</b>	<b>2.95</b>	<b>1.29</b>

Note:-

EBITDA Margin = EBITDA/Total Revenues

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year  
Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares  
The Company does not have any revaluation reserves or extra-ordinary items.

Other ratio								
Ratio	31-12-2022	% change	31-03-2022	% change	31-03-2021	% Change	31-03-2020	Reason for more than 25% variance
1) Current Ratio	1.88	16.11	1.42	(12.26)	1.35	(16.45)	1.62	NA
2) Debt-Equity Ratio	1.03	(94.15)	2.89	(83.53)	7.72	(55.99)	17.54	Increase in equity due to issuance of bonus shares
3) Debt Service Coverage ratio	28.34	1,507.77	8.10	359.54	1.77	0.31	1.76	A new car loan is added which is repayable in equal instalments
4) Return on Equity	1.05	216.98	1.14	243.77	0.78	135.57	0.33	Decline due to issuance of bonus shares
5) Inventory Turnover Ratio	6.98	(69.13)	14.09	(37.67)	16.98	(24.90)	22.61	Increase in Average Inventory
6) Trade receivable Turnover ratio	1.84	(21.89)	3.21	36.21	2.65	12.56	2.36	Increase in debtors
7) Trade Payables turnover ratio	1.48	(32.38)	2.54	16.23	2.49	13.91	2.19	Decline in trade payables
8) Net Capital turnover ratio	2.70	(41.53)	7.28	57.42	7.02	51.77	4.62	Change due to Bonus shares issued
9) Net profit ratio	0.13	3858.95	0.03	761.16	0.01	190.90	0.00	Increase in Net profit

10) Return on Capital Employed	0.44	670.19	0.25	331.61	0.09	55.22	0.06	Increase in Net profit
11) Return on investment	There are no investments made by the Company and hence, the details of the ratio is not applicable.							NA

ANNEXURE –VII		
Statement of Capitalization, As Restated		
Particulars	Pre-Issue	Post Issue*
	31.12.2022	
<b>Debt :</b>		[.]
Short Term Debt	14.59	
Long Term Debt	352.56	
<b>Total Debt</b>	<b>367.15</b>	
<b>Shareholders' Funds</b>		
Equity Share Capital	100.00	
Reserves and Surplus	243.53	
Less: Misc. Expenditure	<b>0.00</b>	
<b>Total Shareholders' Funds</b>	<b>343.53</b>	
<b>Long Term Debt/ Shareholders' Funds</b>	<b>0.04</b>	
<b>Total Debt / Shareholders Fund</b>	<b>1.07</b>	

The Company has proposed Initial Public Offer ("IPO") which has been authorized pursuant to a resolution of Board of Directors dated April 3, 2023 and by special resolution at the Extra Ordinary General meeting of the members held on April 25, 2023. The Company has proposed IPO of 12,91,200 Equity shares of face value of Rs. 10/- each at an issue price of Rs.[●]/- each aggregating to Rs. [●]/ Lakhs.

ANNEXURE –VIII				
Statement of Tax Shelter, As Restated				
Particulars	AS AT			
	31-12-2022	31-03-2022	31-03-2021	31-03-2020
Profit Before Tax as per books of accounts (A)	310.15	105.04	22.36	13.69
-- Normal Tax rate	22.00%	22.00%	22.00%	22.00%
-- Minimum Alternative Tax rate	15.00%	15.00%	15.00%	15.00%
<b>Permanent differences</b>				
Other adjustments	-	-	0.23	-
Prior Period Item	-	-	-	-
Profit on sale of Investments	-	(2.24)	-	-
<b>Total (B)</b>	<b>-</b>	<b>(2.24)</b>	<b>0.23</b>	<b>-</b>
<b>Timing Differences</b>				
Depreciation as per Books of Accounts	9.52	5.99	4.30	1.57
Depreciation as per Income Tax	7.35	4.98	1.75	0.93
Difference between tax depreciation and book depreciation	2.17	1.01	2.55	0.64
Other adjustments	-	-	-	-

Deduction under chapter VI-A		-	-	
<b>Total (C)</b>	<b>2.17</b>	<b>1.01</b>	<b>2.55</b>	<b>0.64</b>
<b>Net Adjustments (D = B+C)</b>	<b>2.17</b>	<b>(1.23)</b>	<b>2.78</b>	<b>0.64</b>
<b>Total Income (E = A+D)</b>	<b>312.31</b>	<b>103.81</b>	<b>25.14</b>	<b>14.33</b>
Brought forward losses set off (Depreciation)	-	-	-	-
Tax effect on the above (F)	-	-	-	-
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>312.31</b>	<b>103.81</b>	<b>25.14</b>	<b>14.33</b>
Tax Payable for the year	68.71	22.84	5.53	3.14
Tax payable as per MAT	46.52	15.76	3.35	2.05
Tax expense recognised	<b>73.32</b>	<b>27.00</b>	<b>6.48</b>	<b>10.13</b>
Tax payable as per normal rates or MAT (whichever is higher)	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>

#### ANNEXURE IX

#### Statement of related parties & details of related party transactions

##### a) List of related parties

Sr. No.	Name of related parties	Description of relationship
1	Mr. Alpesh Thakkar	Director
2	Mr. Amit Thakkar	Director
3	Mr. Bharat Thakkar	Director
4	Mr. Bhagyesh Parekh	Director
5	Mr. Nikhil Thakkar	Director
6	Ms. Meha Parekh	Relative of Director
7	Shiv Pharma	Proprietor of Director
8	Jay Medicines	Relative of Director
9	Trilend Pharmaceuticals Private Limited	Common director
10	Amitaben Thakkar	Relative of Director
11	Sonalben Thakkar	Relative of Director
12	Monilaben Thakkar	Relative of Director
13	Palak Parekh	Relative of Director

##### b) Details of transactions with related parties

Sr. No.	Description of transaction	Amount as at	Amount as at	Amount as at	Amount as at
		31-12-2022	31-03-2022	31-03-2021	31-03-2020
i	<b>Director remuneration</b>				
	Amit Thakkar	9	Nil	Nil	3
	Nikhil Thakkar	9	Nil	Nil	3
	Alpesh Thakkar	Nil	Nil	Nil	3
	Bharat Thakkar	2.25	Nil	Nil	Nil
ii	<b>Sales of goods</b>				
	Shiv Pharma	28.22	56.7	54.07	50.6
	Jay Medicines	0.09	Nil	Nil	Nil
iii	<b>Purchase of finished goods</b>				

	Trilend Pharmaceuticals Private Limited	62.64	Nil	Nil	Nil
iv	<b>Business promotion expenses</b>				
	Shiv Pharma	Nil	5.75	4.67	Nil
v	<b>Advance made for acquisition of equity shares</b>				
	Trilend Pharmaceuticals Private Limited	52.8	Nil	Nil	Nil
vi	<b>Unsecured Loan taken</b>				
	Meha Parekh	50.26	10	Nil	Nil
	Alpesh Thakkar	5	34.55	6	
	Amit Thakkar	5	3.86	10	
	Bhagyesh Parekh	15	10	Nil	Nil
	Bharat Thakkar	1.79	87.52	Nil	Nil
	Nikhil Thakkar	5	0.67		
vii	<b>Unsecured Loan repaid</b>				
	Meha Parekh	16.26	10	8.2	Nil
	Amit Thakkar	5	50.53	10.02	Nil
	Bharat Thakkar	1.84	32.52	Nil	Nil
	Nikhil Thakkar	Nil	3	Nil	Nil
viii	<b>Rent paid</b>				
	Bharat Thakkar	Nil	Nil	1.2	Nil
ix	<b>Salary Paid</b>				
	Amitaben Thakkar	1.89	2.4	Nil	Nil
	Sonalben Thakkar	Nil	2.12	Nil	Nil
	Monilaben Thakkar	2.79	2.12	Nil	Nil
	Meha Parekh	2.25	Nil	Nil	Nil
	Palak Parekh	4.5	Nil	Nil	Nil

**c) Details of closing balance with related parties**

Sr. No.	Name of related parties	Amount as at	Amount as at	Amount as at	Amount as at
		31-12-2022	31-03-2022	31-03-2021	31-03-2020
<b>i.</b>	Shiv Pharma	61.95	53.38	40.93	36.09
<b>ii.</b>	Jay Medicines	0.09	Nil	Nil	Nil
<b>iii.</b>	Meha Parekh	34	Nil	Nil	Nil
<b>iv.</b>	Trilend Pharmaceuticals Private Limited [Creditors account]	-55.83	Nil	Nil	Nil
<b>v.</b>	Alpesh Thakkar	-88.76	-83.76	-49.2	-51.41
<b>vi.</b>	Amit Thakkar	-64.37	-64.37	-111.04	-111.07
<b>vii.</b>	Bhagyesh Parekh	-25	-10	Nil	Nil
<b>viii.</b>	Bharat Thakkar	-54.95	-55	Nil	-1.2
<b>ix.</b>	Nikhil Thakkar	-64.66	-59.66	-61.99	-64.5

Annexure X				
Statement of dividend				
in ₹ lakhs				
Particulars	31-12-2022	31-03-2022	31-03-2021	31-03-2020
Dividend	Nil	Nil	Nil	Nil



**Annexure XI**

**Changes in significant Accounting Policies**

There have been no changes in the accounting policies of the Company for the period covered under audit.

**Annexure XII**

**Contingent Liabilities**

Particulars	31-12-2022	31-03-2022	31-03-2021	31-03-2020
1) Corporate guarantee given for loan borrowed by Trilend Pharmaceuticals Private Limited from ICICI Bank Limited	(Refer Note below)	(Refer Note below)	(Refer Note below)	NA

**Note for contingent liability**

The Company has issued an unconditional & irrevocable corporate guarantee for working capital loan being Term Loan & Overdraft facility borrowed by Trilend Pharmaceuticals Private Limited for a sum of INR 37 lakhs. In the event Trilend Pharmaceuticals Private Limited doesn't repay the loan, the Company would be liable to make the payments of loan along with applicable interest and outstanding amount.

### OTHER FINANCIAL INFORMATION

S.No.	Particulars	For the year ended 31st March			
		For the period ended 31st December 2022*	2022	2021	2020
<b>A</b>	Net worth as Restated (₹ in Lakhs)	343.53	107.20	29.49	12.94
<b>B</b>	Profit after tax as Restated (₹ in Lakhs)	236.31	77.71	16.55	3.68
<b>C</b>	<b>Weighted average number of equity shares outstanding during the period/year</b>				
	For Basis/Diluted earning per shares	1000000	1000000	1000000	1000000
	<b>Earning Per Shares</b>				
<b>D</b>	Basic/Diluted earnings per share (₹) (B/C)	23.63	7.77	1.66	0.37
<b>E</b>	<b>Return on Net Worth (%) (B/A*100)</b>	68.79	72.49	56.12	28.44
<b>F</b>	Number of shares outstanding at the end of the period/year	1000000	10000	10000	10000
<b>G</b>	<b>Net asset value per equity shares of ₹ 10 each (A/F)</b>	34.35	10.72	2.95	1.29
<b>H</b>	Face value of equity shares (₹)	10	10	10	10
<b>I</b>	Earnings Before Interest , Taxes, Depreciation & Amortization (EBITDA) (₹ in Lakhs)	321.75	109.86	27.44	15.26

\*Not Annualised

The ratios have been computed as under:

1. Basic EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by average no. of equity shares outstanding during the year/ period
2. Diluted EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of diluted equity shares outstanding during the year/ period
3. Return on Net Worth (%) = Net Profit after tax, as restated for the end of the year/ period divided by Net worth as at the end of the year/period.
4. Net Asset Value per share = Net Worth at the end of the year/period divided by total number of equity shares outstanding at the end of year/ period
5. EBITDA: Aggregate of restated profit/(loss) before tax, interest cost, depreciation and amortization less Other Income
6. Weighted average number of shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of shares issued during the period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.
7. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation

## CAPITALIZATION STATEMENT

The following table sets forth our Company's capitalisation as at December 31, 2022, derived from our Restated Financial Information, and as adjusted for the Issue. This table should be read in conjunction with "Financial Information" and "Management's Analysis of Financial Conditions and Results of Operations", on pages 135 and 179 of this Draft Prospectus.

(₹ in Lakhs)

Particulars	Pre-Issue	Post-Issue
Borrowings		
Short-Term	14.59	14.59
Long Term(including current maturities)(A)	352.56	352.56
Total Borrowings(B)	367.15	367.15
Shareholder's Fund		
Share capital	100.00	[●]
Reserves & Surplus	243.53	[●]
Total Shareholder's Fund (C)	343.53	[●]
Long-Term Borrowing/equity*(A/C)	1.03	[●]
Total Borrowings/equity*(B/C)	1.07	[●]

**Notes:**

1. Short Term Borrowings implies borrowings repayable within 12 months from the Balance Sheet date. Lon Term Borrowings are debts other than Short Term Borrowings.
2. The amounts disclosed above are derived from the Restated Financial Information of our Company and the ratio has been computed on the basis of Restated Statement of Assets and Liabilities.
3. The above statement should be read with the statement of Notes to the Restated Financial Information of the Company.
4. The corresponding post-Issue capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the issue and hence the same have not been provided in the above statement.
5. Post Issue Capitalization will be determined after finalization of the Issue Price.

## MANAGEMENT ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements as at year ended March 2022, 2021, 2020 and for the nine months period ended December 31, 2022 included in the Prospectus. You should also read the section entitled “*Risk Factors*” beginning on page number 23, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“Fiscal Year”) are to the twelve-month period ended March 31 of that year.

### Business Overview

Our Company was originally incorporated as “Sunrest Lifescience Private Limited” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated October 30, 2017, issued by the Registrar of Companies, Ahmedabad. Subsequently, our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting held on March 09, 2023 and the name of our Company was changed to “Sunrest Lifescience Limited”. A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company was issued by the Registrar of Companies, Ahmedabad on March 21, 2023. The Corporate Identification Number of our Company is U74999GJ2017PLC099606.

Promoters of our company are Mr. Bharatkumar V Thakkar, Mr. Bhagyesh Kiritbhai Parekh, Mr. Amitbhai Shambhulal Thakkar and Mr. Nikhilkumar Y Thakkar. Our promoters and directors have experience of more than two decades in the pharmaceutical business/products. With experience we aim to continue to grow in the pharmaceutical business. Our Company is engaged in the marketing of OTC generic pharmaceutical products in the domestic market. Our company offer range of pharmaceutical products manufactured by third party manufacturers. Our company operate in different States of India such as Maharashtra, Gujarat, Madhya Pradesh, Orissa and Rajasthan. Our company have presence in these States through Trade Mark registered products and/or products under registration.

We deal in Capsules, Tablets, Syrup, Ointment, Gel, Mouth Wash, Solution, Suspension, Dry Powders and Toothpaste. Our product portfolio comprises of wide range of drugs like Anti-Bacterial, Anti Diarrheal, AntiFungal, Anti Malarial, Anti Diabetic, Dental Cure, Anti Protozol, Anti Histamine, Anti-Hypertensive drugs, Cosmetic, Anti Parasitic, Multivitamin, Multiminerals, Nutraceutical and Anti-inflammatory. Our company have 18 Registered Trademarks for 32 products.

Our business operations are supported by one of our Group Company and various third-party manufacturers. We typically work on third-party manufacturing basis or at times purchase order basis with manufacturer of pharma products, depending upon customer’s requirement,

Our company gets the products manufactured from one of our Group Company namely Trilend Pharmaceuticals Private Limited (“Trilend”) and third-party manufacturers. Mr. Bharatkumar V Thakkar and Mr. Amitbhai Shambhulal Thakkar are one of the Promoters and Directors of Trilend. Our company has also acquired 11,000 equity shares of Trilend, constituting 9.90% of its paid-up share capital. Our third-party manufacturers are based in Gujarat, Punjab, Maharashtra, Haryana, Himachal Pradesh, Uttarakhand and Madhya Pradesh. Our company has 32 third-party manufacturers across these states.

Following is the summary of our Registered Trade Marks against our product portfolio, bifurcated dosage forms wise:

Trade Mark Name	Capsules	Cream & Ointment	Syrup / Suspension	Tablet	Powder	Drops	Total
NEEMUREST	-	-	-	1	-	-	1
CYCLOSON	-	-	-	1	-	1	2
TURBIREST	-	1	-	1	-	-	2
ULCIREST	-	1	-	2	-	-	3
VIGOREST-100	-	-	-	1	-	-	1
ALPIREST	-	-	-	1	-	-	1

L-REST	-	-	2	6	-	-	8
OMEFRESH	2	-	-	-	-	-	2
RB REST LSR	1	-	-	-	-	-	1
PREGUT	-	-	-	-	1	-	1
CLINDAREST GEL	-	1	-	-	-	-	1
CREEMAREST PLUS	-	-	2	-	-	-	2
MIFUREST +	-	-	1	-	-	-	1
CIPREST-D	-	-	-	-	-	1	1
OFLOREST-D	-	-	-	-	-	1	1
CYP-REST	-	-	2	-	-	1	3
LADY CARE	-	-	1	-	-	-	1
CEPHOREST*	-	-	-	-	-	-	-
<b>Total</b>	<b>3</b>	<b>3</b>	<b>8</b>	<b>13</b>	<b>1</b>	<b>4</b>	<b>32</b>

**Factors affecting our Future results of operations:**

- Government Regulations & Policies;
- Competition from exiting players;
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial conditions;
- Occurrence of Environmental problems & uninsured losses;
- Conflicts of interest with affiliated companies, the Promoters group and other related parities;
- Our ability to expand our geographical areas of operations;
- Concentration of ownership among our Promoters;
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- Our ability to retain our key management persons and other employee

**Our Significant Accounting Policies**

For Significant accounting policies please refer Significant Accounting Policies beginning under the Section titled “Financial Information” beginning on page number 135 of this Prospectus.

**Results of our operation based on Restated Financial information**

(₹ In Lakhs)

Particulars	As at December 31,2022	% of Total Income	For the year ended March 31					
			2022	% of Total Income	2021	% of Total Income	2020	% of Total Income
<b>INCOME</b>								
Revenue From Operations	1779.78	100.00	2688.75	99.92	1694.91	100.00	1095.21	100.00
Other Income	0.00	-	2.24	0.08	0.00	-	0.00	-
<b>Total Income(A)</b>	1779.78	100.00	2690.99	100.00	1694.91	100.00	1095.21	100.00
<b>EXPENDITURE</b>								
Purchases of Stock-in-trade	1045.96	58.77	1823.57	67.77	1239.96	73.16	736.65	67.26
Change in inventories of Finished goods	(51.06)	(2.87)	(77.35)	(2.87)	(104.64)	(6.17)	1.85	0.17
Employees Benefit expenses	231.54	13.01	254.23	9.45	236.99	13.98	214.83	19.62
Finance Cost	2.11	0.12	1.08	0.04	0.76	0.04	0.00	-
Depreciation & Amortization Expenses	9.52	0.53	5.99	0.22	4.30	0.25	1.57	0.14
Other Expenses	231.59	13.01	578.44	21.50	295.16	17.41	126.62	11.56
<b>Total Expenses(B)</b>	1469.66	82.58	2585.96	96.10	1672.53	98.68	1081.52	98.75
<b>Profit Before Extra-ordinary items and tax C=A-B</b>	310.12	17.42	105.03	3.90	22.38	1.32	13.69	1.25
Exceptional Item(D)		0		0		0		0
<b>Profit Before TAX E=C-D</b>	310.12	17.42	105.03	3.90	22.38	1.32	13.69	1.25
Tax Expenses-								
i)Current Tax	73.32	4.12	27.00	1.00	6.48	0.38	10.13	0.92
ii)Deferred Tax Expenses/Income	0.49	0.03	0.32	0.01	(0.66)	(0.04)	(0.11)	(0.01)
Total Tax Expenses	73.81	4.15	27.32	1.02	5.82	0.34	10.02	0.91
<b>Profit for the Year</b>	236.31	13.28	77.71	2.89	16.56	0.98	3.67	0.34

## **Main component of our Profit and Loss accounts**

### **Income**

Our total income comprises of revenue from operations and Other Income.

### **Revenue from operations:**

Our revenue from operations as percentages of our total income was 100% for December 31, 2022 and 99.92%, 100% and 100% for the financial year ended March 31, 2022, March 31, 2021, March 31, 2020 respectively.

### **Other Income:**

It is the income earned from sources like Profit on sale of fixed assets. Our other income as percentages of our total income was 0.08% for the financial year ended March 31, 2022 only. For the Financial year ended March 31, 2021, March 31, 2020 and the for December 31, 2022 there were no other income earned by the Company.

### **Expenditure:**

Our total expenditure primarily consists of purchase of stock-in-trade, change in inventories, employee benefit expenses, finance cost, depreciation and other expenses. Our expenditure as percentages of our total income was 82.57% for the December 31, 2022 and 96.10%, 98.68% and 98.75% for the financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 respectively.

### **Employee benefits expense**

Our employee benefits expense primarily comprise of salaries and wages, Director's remuneration, other retirement benefits and staff welfare expenses. Our employee benefit expenses as percentages of our total income were 13.01% for the December 31, 2022 and 9.45%, 13.98% and 19.62% for the financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 respectively.

### **Finance Cost**

It includes interest on car loan. Our finance cost as percentages of our total income was 0.12% for the December 31, 2022 and 0.04% and 0.04% for the financial year ended March 31, 2022 and March 31, 2021 respectively.

### **Depreciation & Amortization**

Depreciation and amortization include depreciation on tangible assets. Our depreciation and amortization as percentages of our total income was 0.53% for the December 31, 2022 and 0.22%, 0.25% and 0.14% for the financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 respectively.

### **Other Expenses**

Other expenses include audit fees, freight charges, advertising expenses, electricity expenses, insurance expenses, legal & professional expenses, travelling expenses, repairs & maintenance, rent paid etc. Our other expenses as percentages of our total income were 13.00% for the December 31, 2022 & 21.50%, 17.41% and 11.57% for the financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 respectively.

### **Provision for Tax**

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

## **Details for the period ended December 31, 2022**

### **Total Income**

Our Company is majorly engaged in the pharmaceutical business involving marketing, trading of wide range of pharmaceutical finished products, manufactured under contract manufacturing. The total revenue from operations for the period from April 01, 2022 to December 31, 2022 was ₹1779.78 Lakh.

### **Expenses**

#### **Purchases of Stock-in-trade**

The Purchases of Stock-in-trade was ₹1045.96 Lakh from April 01, 2022 to December 31, 2022 which is 58.77 % of the Total Income.

#### **Change in the Inventories**

The Change in the Inventories was (₹51.06) Lakh from April 01, 2022 to December 31, 2022 which is (2.87%) of the Total Income.

#### **Employee Benefit Expense**

Employee Benefit expenses was ₹231.54 Lakhs from April 01, 2022 to December 31, 2022. The Employee Benefit expense was 13.01% of Total Income.

#### **Finance Cost**

Finance Costs from April 01, 2022 to December 31, 2022 was ₹2.11 Lakh which is 0.12 % of Total Income.

#### **Depreciation and amortization expense**

Depreciation and amortization expense from April 01, 2022 to December 31, 2022 was ₹9.52 Lakhs which is 0.53 % of Total Income.

#### **Other Expenses**

Other Expenses were ₹231.59 Lakh from April 01, 2022 to December 31, 2022. The Other expense was 13.01 % of Total Income.

#### **Profit before Tax (PBT)**

The Profit before Tax was ₹310.12 from April 01, 2022 to December 31, 2022. During this period, our Company recorded Profit before Tax margin of 17.42 % of Total Income.

#### **Profit after Tax (PAT)**

Profit after Tax was ₹236.31 Lakh from April 01, 2022 to December 31, 2022. During this period, our Company recorded Profit after Tax margin of 13.28% of Total Income.

### **COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2022 WITH FINANCIAL YEAR ENDED MARCH 31, 2021**

#### **Revenue from Operations**

The revenue from operations for the FY 2021-22 was ₹2690.99 Lakh as compared to ₹1694.91 Lakh during the FY 2020-21 showing an increase of 58.77%. The increase was due to Company had initiated the expansion, improved its products and also launched new products which helped in a sales improvement. The company has recruited the new employees whose effective contribution has helped in boosting the sales of the company.

#### **Other income**



The other income for the FY 2021-22 was ₹ 2.24 Lakh on account of sale of fixed assets.

### **Expenses**

#### **Purchase of Stock-in-trade**

Purchase of Stock-in-trade for the FY 2021-22 was ₹1823.57 Lakh as compared to ₹1239.96 Lakh during the FY 2020-21 showing an increase of 47.07%. The increase was due to the increase was due to an increase in the demand of the various products of the company and to ensure steady supply of the products, the company had to increase purchase of stock in Trade.

#### **Employee Benefit Expense**

Employee Benefit expenses for the FY 2021-22 ₹254.23 Lakh as compared to ₹236.99 Lakh for FY 2020-21 showing an increase of 7.27%. The increase was due to as company has planned for the expansion and in view of the same company had recruited new employees in marketing and because of that employee benefit expense has gone up.

#### **Finance Cost**

Finance cost for the FY 2021-22 ₹1.08 Lakh as compared to ₹0.76 Lakh in FY 2020-21 showing increase of 42.11%. Finance cost is related to interest on car loan.

#### **Depreciation & Amortization**

The Depreciation and amortization expense for FY 2021-22 was ₹5.99 Lakh as compared to ₹4.30 Lakh for FY 2020-21 showing an increase of 39.30%. The increase was due to purchase of Vehicle.

#### **Other Expense**

Other Expenses for the FY 2021-22 was ₹578.44 Lakh as compared to ₹295.16 Lakh for FY 2020-21 showing an increase of 95.98%. The increase was due to as overall increase in sales and employee expenses which resulted into increase in overall expenses of the company.

#### **Profit before Tax**

The Profit before Tax was ₹105.03 Lakh in FY 2021-22 as compared to ₹22.38 Lakh in FY 2020-21 by showing an increase of 369.30%. The increase was due to increase in sales.

#### **Profit after Tax (PAT)**

Profit After Tax ₹77.71 Lakh in the FY 2021-22 as compared to ₹16.56 Lakh in FY 2021-22 showing increase of 369.26%. The increase was due to increase in sales.

### **COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2021 WITH FINANCIAL YEAR ENDED MARCH 31, 2020**

#### **Revenue from operations**

The revenue from operations for the FY 2020-21 was ₹1694.91 Lakh as compared to ₹1095.21 Lakh during the FY 2019-20 showing an increase of 54.76%. The increase was due to COVID-19 Pandemic, which resulted in the demands of the pharma products and that demand has helped company to increase in their revenue from operations.

### **Expenses**

#### **Purchase of Stock-in-trade**

Purchase of Stock-in-trade for the FY 2020-21 was ₹1239.96 Lakh as compared to ₹736.65 Lakh during the FY 2019-20 showing an increase of 68.32%. The increase was due to Increase in sales which has resulted into the

requirement of more product and hence in the purchase of stock.

### Employee Benefit Expense

Employee Benefit expenses for the FY 2020-21 was ₹236.99 Lakhs as compared to ₹214.83 Lakh for FY 2019-20 showing an increase of 10.32 %. The increase was due to hiring of trained and experienced employees, resulting in increase in employees' costs.

### Finance Cost

Finance cost for the from FY 2020-21 ₹0.76 Lakh. The Company has availed car loan in the FY 2020-21. Finance cost is related to interest on car loan.

### Depreciation & Amortization

The Depreciation and amortization expense for FY 2020-21 was ₹4.30 Lakh as compared to ₹1.57 Lakh for FY 2019-20 showing increase of 173.89%. The increase was due to purchase of Vehicle.

### Other Expense

Other Expenses for FY 2020-21 was ₹295.16 Lakh as compared to ₹126.62 Lakh for FY 2019-20 showing an increase of 133.11%. The increase was due to as overall increase in sales and employee expenses which resulted into increase in overall expenses of the company.

### Profit before Tax (PBT)

The Profit before Tax was ₹22.38 Lakh in FY 2020-21 as compared to ₹13.69 Lakh in FY 2019-20 by showing an increase of 63.48%. The increase was due to increase in sales.

### Profit after Tax (PAT)

Profit After Tax was ₹16.56 Lakh in the FY 2020-21 as compared to ₹3.67 Lakh in FY 2019-20 by showing increase of 351.23%. The increase was due to increase in sales.

### CASH FLOW

Particular	For the period ended December 31,2022	For the year ended March 31		
		2022	2021	2020
Net cash generated/ (used in) operating activities (A)	(30.02)	(44.87)	15.35	(89.52)
Net cash generated from/ (used in) investing activities (B)	(0.95)	(35.64)	(16.20)	(0.82)
Net cash generated from/ (used in) financing activities (C)	41.21	91.20	3.81	110.56
Net change in cash and cash equivalent (A+B+C)	10.24	10.69	2.96	20.22
Cash and cash equivalent at the beginning of the year	48.00	37.31	34.35	14.12
Cash and cash equivalents at the end of the year	58.24	48.00	37.31	34.35

### Disclosures of the period December 31, 2022

#### Cash Flows from Operating Activities

Net cash used in operating activities was (₹30.02 Lakhs) from April 01, 2022 to December 31,2022.

### **Cash Flows from Investment Activities**

Cash flow used in Investment activities was (₹0.95 Lakhs) from April 01, 2022 to December 31, 2022.

### **Cash Flows from Financing Activities**

Cash flow from Financing activities was ₹41.21 Lakh from April 01, 2022 to December 31, 2022.

### **Net Cash Flow from Operating Activities**

#### **Financial year 2021-2022**

In the F.Y 2021-22 net cash flow used in operating activities was (₹44.87 Lakhs). Net Profit before tax and extraordinary items stood at ₹105.04 Lakhs. Primary adjustments were on account of Depreciation and Interest paid of ₹5.99 Lakhs and ₹1.08 Lakhs respectively.

The operating cash flows before working capital changes was ₹109.87 Lakhs.

The changes in working capital were due to:

- a) Increase in Trade Receivables of (₹194.47 Lakhs);
- b) Increase in Trade payables of ₹ 152.18 Lakhs;
- c) Increase in Inventories of (₹77.35 Lakhs);
- d) Decrease in Current Liabilities of (₹1.26 Lakhs);
- e) Increase in Loans & advances of (₹25.83 Lakhs);
- f) Income tax paid was ₹8.00 Lakhs for F.Y 2022.

#### **Financial year 2020-2021**

In the F.Y 2020-21 net cash flow generation in operating activities was ₹15.35 Lakh. Net Profit before tax and extraordinary items stood at ₹22.36 Lakhs. Primary adjustments were on account of Depreciation and Interest paid of ₹4.30 Lakhs and ₹0.76 Lakhs respectively.

The operating cash flows before working capital changes was ₹27.42 Lakhs.

The changes in working capital were due to:

- a) Increase in Trade Receivables of (₹202.79 Lakhs);
- b) Increase in Trade Payables of ₹286.92 Lakhs;
- c) Increase in Inventories of (₹104.64 Lakhs);
- d) Increase in Loans & advances of (₹0.29 Lakhs);
- e) Increase in Current Liabilities of ₹15.60 Lakhs;
- f) Income tax paid was ₹6.87 Lakhs for F.Y 2021

#### **Financial year 2019-2020**

In the F.Y 2019-20 net cash flow used in operating activities was (₹89.52 Lakhs). Net Profit before tax and extraordinary items stood at ₹13.64 Lakhs. Primary adjustments were on account of depreciation of ₹1.57 Lakhs and Assets write off of ₹1.40 Lakhs.

The operating cash flows before working capital changes was ₹16.67 Lakhs.

The changes in working capital were due to:

- a) Increase in Trade Receivables of (₹145.52) Lakhs;
- b) Increase in Trade Payables of ₹34.83 Lakhs;
- c) Decrease in Inventories of ₹1.85 Lakhs;
- g) Increase in Loans & advances of (₹2.55 Lakhs);
- d) Increase in Current Liabilities of ₹1.77 Lakhs;
- e) Increase in Provisions of ₹9.78 Lakhs;
- f) Income tax paid was ₹6.35 Lakhs for F.Y 2020

### **Cash Flows from Investing Activities**

#### **Financial year 2022**

Net cash used in investing activities was (₹35.64 Lakhs) in the F.Y 2021-22, primarily on account of purchases of tangible assets of (₹45.65 Lakhs).

#### **Financial year 2021**

Net cash used in investing activities was (₹16.20 Lakhs) in the F.Y 2020-21, primarily on account of purchases of tangible assets.

#### **Financial year 2020**

Net cash used in investing activities was (₹0.82 Lakhs) in the F.Y 2019-20, primarily on account of purchases of tangible assets.

### **Cash Flows from Financing Activities**

#### **Financial year 2021-22**

Net cash generated from financing activities was ₹91.20 Lakhs in the F.Y 2021-22, primarily on account of proceeds from borrowings of ₹92.28 Lakhs and Interest paid of (₹1.08 Lakhs).

#### **Financial year 2020-21**

Net cash generated from financing activities was ₹3.81 Lakhs in the F.Y 2020-21, primarily on account of proceeds from borrowings of ₹4.56 Lakhs and Interest paid of (₹0.76 Lakhs).

#### **Financial year 2019-20**

Net cash generated from financing activities was of ₹110.56 Lakhs in the F.Y 2019-20, on account of proceeds from borrowings.

### **Related Party Transactions**

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relate to remuneration payable, consultancy received, interest paid, purchase & sale of goods, loans & deposits taken & paid, advance to suppliers and Issue of Equity Shares. For further details of such related parties, refer Section titled “Financial Information” on page 135 of this Draft Prospectus.

### **Contingent Liabilities**

For further details of such related parties, refer chapter titled “Financial Information” on page 135 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.

#### *Qualitative Disclosure about Market Risk*

### **Financial Market Risk**

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

### **Interest Rate Risk**

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

### **Liquidity Risk**

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, to the extent possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

### **Effect of Inflation**

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

### **Credit Risk**

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

### **Material Frauds**

There are no material frauds committed against our Company during Financial Year March 31, 2022, 2021, 2020 and in nine-month year ended as on December 31, 2022.

### **Reservation, Qualification, Adverse Remarks and Emphasis of Matter**

There are no reservation, qualifications and adverse remarks by our Statutory Auditors in Audited Financial statements for the financial year ended March 31, 2022, 2021, 2020 and in nine-month year ended as on December 31, 2022.

## **REGULATIONS, 2018**

### **1. Unusual or infrequent events or transactions.**

There have been no unusual or infrequent events or transactions that have taken place during the last three years to the best of our knowledge.

### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in “Factors Affecting our Results of Operations” and the uncertainties described in the section entitled “*Risk Factors*” beginning on page number 23 of this Prospectus. There are no known factors which we expect to bring about significant economic changes to the best of our knowledge.

### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled “*Risk Factors*” beginning on page number 23 in this Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

### **4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

To the best of 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 products 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 products to the customers in full and this can be offset through cost reduction.

**5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business.

**6. Total turnover of each major industry segment in which the issuer company operated.**

Our Company is engaged in the marketing of OTC generic pharmaceutical products in the domestic market. Our company offer range of pharmaceutical products manufactured by third party manufacturers. Relevant Industry data has been included in the Chapter titled “*Industry Overview*” beginning on page Number 84 of this Draft Prospectus.

**7. Status of any publicly announced new products or business segment.**

Our Company has not announced any new projects or business segments, other than disclosed in this Prospectus.

**8. The extent to which business is seasonal.**

Our Company’s Business is not seasonal in nature.

**9. Any significant dependence on a single or few suppliers or customers.**

We are not under threat of dependence from any single supplier or customer.

The market is highly competitive and fragmented, and we face competition from various local / domestic companies. Some of our competitors have greater financial, marketing, sales and other resources than we do. Moreover, as we seek to diversify into new geographical areas, we face competition from competitors that have a pan-India presence and also from competitors that have a strong presence in regional markets. Competition in certain markets may have a material adverse effect on our operations in that market. We believe that we compete favorably with our principal competitors in each of these areas. We also believe that our impeccable track record provides us with a competitive advantage that enables us to compete effectively.

**10. Competition Conditions**

The industry in we are operating faces competition from organized as well as unorganized players in the domestic market. We have a number of competitors who market the products, which are similar to us. Even with a diversified product portfolio, quality approach and modern technology we may have to face competitive pressures. We believe the principal elements of competition in our industry are price, quality, timely delivery and reliability.

### FINANCIAL INDEBTENESS

Following is a summary of our Company's outstanding borrowings as on May 31,2023:

Sr No.	Nature of Borrowing	Amount (Rs. In lakhs)
1	Secured Borrowing	24.40
2	Unsecured Borrowing	194.40
	<b>Total</b>	<b>218.80</b>

The details of loans are as under:

There are following is break up of secured borrowings:

(Rs. In Lakhs)

Particulars	Sanctioned Amount	Outstanding Amount	Rate of Interest	Security	Repayment
Indian Overseas Bank- Car Loan	39.20	24.40	Floating Rate- RLLR+0.70%- 025% Borrower Concession=7.30%	Car	36 Monthly Instalment of ₹1,21,577 each
<b>Total</b>	<b>39.20</b>	<b>24.40</b>			

There are following is break up of Unsecured borrowings (Promoters/Directors/Relatives/Others):

(Rs. In lakhs)

Particulars	Outstanding Amount (₹)	Rate of Interest	Repayment
Loan from Promoters / Directors	194.40	-	On Demand
<b>Total</b>	<b>194.40</b>	-	

## SECTION X – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no pending/outstanding (I) criminal proceedings, (II) actions initiated by statutory or regulatory authorities, (III) claims related to direct and indirect taxes in a consolidated manner, (IV) any other litigation which are determined to be material as per a policy adopted by our Board (“**Materiality Policy**”), involving our Company, Promoters, Directors, Group Company and Subsidiary, (the “**Relevant Parties**”).

For the purpose of (IV) above, our Board in its meeting held on March 22, 2023, has considered and adopted a policy of materiality for identification of material litigation involving the Relevant Parties.

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stockexchanges against the Promoters in the last five Fiscals including outstanding action, and tax matters, would be considered ‘material’ if:

- a. the potential financial liability/monetary claim by or against the Company, its directors, promoter and group companies in any such pending matter(s) is in excess of 5% value of the Profit After Tax of the Company, as per the last restated consolidated financial statements of the Company;
- b. any such litigation wherein monetary liability is not quantifiable which is or is expected to be material from the perspective of the Company’s business, operations, prospects or reputation.
- c. notices received from third parties (excluding statutory/regulatory/tax authorities or notices threatening criminal action) shall, not be evaluated for materiality until such time that any of the Company, group companies are impleaded as defendants in litigation proceedings before any judicial forum.

Our Board meeting held on March 22, 2023, determined that outstanding dues to any one of the creditors in excess of 5% of the outstanding trade payables as per the latest restated standalone financial statements of the Company shall be considered as material dues.

Unless otherwise stated to the contrary, the information provided is as of the date of this Draft Prospectus.

#### **OUTSTANDING TAXATION MATTERS INVOLVING AGAINST OUR COMPANY, DIRECTORS, PROMOTERS AND GROUP COMPANIES**

Nature of Case	Number of Case	Outstanding Amount (in Rupees)
<b><i>Company</i></b>		
Direct Tax	2	1,78,670
Indirect Tax	Nil	Nil
<b><i>Directors (other than Promoters)</i></b>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b><i>Promoters</i></b>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b><i>Subsidiaries</i></b>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b><i>Group Companies</i></b>		
Direct Tax*	Nil	Nil
Indirect Tax	Nil	Nil

*Note: The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable.*

*\*The amounts indicated above include appeals under the Income Tax Act, 1961 (“I.T. Act”) levied by the Income Tax Department for various assessment years and the details thereof are:*



## OTHER MATERIAL LITIGATIONS INVOLVING OUR COMPANY

### A. LITIGATIONS AGAINST OUR COMPANY:

#### 1. CRIMINAL MATTERS:

Nil

#### 2. ACTIONS BY REGULATORY OR STATUTORY AUTHORITIES:

Nil

#### 3. CLAIMS RELATING TO DIRECT AND INDIRECT TAX MATTERS

The Income Tax Department has issued two demand notices to the Company which remain unpaid as on date of filing of this Draft Prospectus:

- a. Notice u/s 143 (1) of the Income Tax Act, 1961 for the Assessment Year 2020-21 vide reference no. 2021202037029512986C dated 18.12.2021 for an amount of INR 1,49,680/- (Rupees One Lac forty-nine thousand six hundred and eighty only).
- b. Notice u/s 143 (1) of the Income Tax Act, 1961 for the Assessment Year 2021-22 vide reference no. 2022202137107557752C dated 24.08.2022 for an amount of INR 28,990/- (Rupees Twenty-eight thousand nine hundred and ninety only).

#### 4. OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:

Nil

### B. LITIGATIONS FILED BY OUR COMPANY:

#### 1. CRIMINAL MATTERS:

Nil

#### 2. OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:

Nil

3. The Company has issued a Legal Notice dated December 16, 2022 to one of its debtors for recovery of an amount of INR 6,46,693/- (Rupees Six lakhs forty six thousand six hundred and ninety three only). However, no legal proceeding has been initiated as on the date of filing of this Draft Prospectus.

## LITIGATION INVOLVING DIRECTORS OF OUR COMPANY

### A. LITIGATIONS AGAINST DIRECTOR/S OF OUR COMPANY:

#### 1. CRIMINAL MATTERS:

Nil

#### 2. WILFUL DEFAULTERS:

None of our Directors' appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on wilful defaulters

#### 3. ACTIONS BY REGULATORY OR STATUTORY AUTHORITIES:

Nil

#### 4. OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:

Nil

### B. LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY:

#### 1. CRIMINAL MATTERS:

Nil

**2. OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:**

Nil

**LITIGATION INVOLVING OUR PROMOTERS**

**A. LITIGATIONS AGAINST OUR PROMOTER/S:**

**1. CRIMINAL MATTERS:**

Nil

**2. DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST OUR PROMOTERS IN THE LAST FIVE FINANCIAL YEARS INCLUDING OUTSTANDING ACTION:**

Nil

**3. WILFUL DEFAULTERS:**

None of our Promoters' appear on the Willful Defaulters' list as per the Reserve Bank of India Circular on Willful Defaulters'.

**4. ACTIONS BY REGULATORY OR STATUTORY AUTHORITIES:**

Nil

**5. OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:**

Nil

**B. LITIGATIONS FILED BY OUR PROMOTER/S:**

**1. CRIMINAL MATTERS:**

Nil

**2. OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:**

Nil

**LITIGATION INVOLVING OUR GROUP COMPANY**

**A. LITIGATIONS AGAINST OUR GROUP COMPANY:**

**1. CRIMINAL MATTERS:**

Nil

**2. OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:**

Nil

**3. WILFUL DEFAULTERS:**

None of our Group Companies appear on the Willful Defaulters' list as per the Reserve Bank of India Circular on Willful Defaulters'.

**B. LITIGATIONS FILED BY OUR GROUP COMPANY:**

**1. CRIMINAL MATTERS:**

Nil

**2. OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:**

Nil

**MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET**

Except as mentioned under the chapter — “*Management Analysis of Financial Conditions and Results of Operations*” on page number 169 of this Draft Prospectus, there have been no material developments, since the date of the last audited balance sheet.

## OUTSTANDING DUES TO CREDITORS

As of December 31<sup>st</sup>, 2022, we had 55 creditors on a consolidated basis. The aggregate amount outstanding to such creditors on December 31<sup>st</sup>, 2022 was ₹609.93 Lakhs, on a consolidated basis.

As per the Materiality Policy, outstanding dues to any creditor of our Company exceed 5% of the total trade payables of our Company as per latest restated standalone financial statements of the Company shall be considered as 'material'. Accordingly, in this regard, the creditors to whom an amount exceeding ₹31.045 Lakhs was owed as on December 31, 2022, were considered 'material' creditors. Based on the above, there are 6 (six) material creditor(s) of our Company as on December 31, 2022, to whom an aggregate amount of ₹381.71 Lakhs was outstanding on such date.

Details of outstanding dues owed as of December 31, 2022, to MSMEs and other creditors are set out below.

Creditors	Number of Cases	Amount due (in Lakhs)
MSMEs	12	404.92
Other Creditors	43	205.004

The details pertaining to amounts due towards the material creditors are available on the website of our Company at [www.sunrestlifescience.com](http://www.sunrestlifescience.com)

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, [www.sunrestlifescience.com](http://www.sunrestlifescience.com) would be doing so at their own risk.

## GOVERNMENT APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business, ethical marketing in domestic as well as international market and distribution of pharmaceutical products through third party distribution network of products manufactured on contract manufacturing under loan license, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer to the chapter titled “*Key Industry Regulations and Policies*” on page number 100 of this Draft Prospectus.

The Company has its business located at:

**Registered Office:** FF-41 Ajay Tenament-6 Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad Gujarat - 382415

**Warehouse:** Warehouse of our company situated at Milkat No – 4080,4081,4082, 4083, Block no. 269, G.F., Shri Ambica Estate, N.H. No. 8 Asalali, Tal – Daskrot (Ahmedabad) , Gujarat - 382427.

Further, except as mentioned herein below, our Company has not yet applied for any licenses for the proposed activities as contained in the chapter titled ‘*Objects of the Issue*’ beginning on page number 72 of this Prospectus to the extent that such licenses/approvals may be required for the same.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

### APPROVALS FOR THE ISSUE

#### **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, April 3<sup>rd</sup>, 2023, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Annual General Meeting held on April 25<sup>th</sup>, 2023, authorized the Issue.

#### **In-principle approval from the Stock Exchange**

We have received in-principle approvals from the NSE for the listing of our Equity Shares on NSE EMERGE pursuant to letter dated [●] bearing reference no. [●].

#### **Agreements with NSDL and CSDL**

1. The Company has entered into an agreement dated April 25<sup>th</sup>, 2023, with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer agent, who in this case is, Skyline Financial Services Private Limited for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated April 20<sup>th</sup>, 2023, with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer agent, who in this case is Skyline for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is INE0PLZ01012.

#### **Lenders Consent**

Consent from Lender is awaited, the details of which will be updated before filing of Prospectus with Stock Exchange, Registrar of Companies and SEBI.

## INCORPORATION AND OTHER DETAILS

1. The Certificate of Incorporation dated 30<sup>th</sup> October 2017 issued by the Registrar of Companies, Ahmedabad, in the name of “Sunrest Lifescience Private Limited” previously having CIN No. U74999GJ2017PLC099606.
2. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public company issued on March 21<sup>st</sup>, 2023, by the Registrar of Companies, Ahmedabad in the name of “Sunrest Lifescience Limited”.
3. The Corporate Identification Number (CIN) of the Company is U74999GJ2017PLC099606.

## APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES

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:

Serial No.	Description	Authority	Registration no./ Reference no. / License no.	Date of Issue	Date of Expiry
1	Udyam Registration Certificate	Ministry of Micro, Small and Medium Enterprises, Government of India	UDYAM – GJ – 01-0147529	17/03/2022	NA

## TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

Serial No.	Description	Authority	Registration no./ Reference no. / License no.	Date of Issue	Date of Expiry
1	Permanent Account Number (PAN)	Income Tax Department, Government of India	AAZCS4070Q	08/02/2018	NA
2	Tax Deduction Account Number	Income Tax Department through National Securities Depository Limited (NSDL), Ministry of Finance, Government of India	AHMS31897F	01/11/2017	NA
3	Goods and Service Tax Identification Number	Government of India	24AAZCS4070QIZE	08/11/2017	NA
4	Professional Tax Enrollment Certificate (PTEC)  (Under the Gujarat State Tax on Profession, Trades, Callings and Employment Act,	Ahmedabad Municipal Corporation, Professional Tax Department	PEC010331001502	Not Available	Not Available

	1976)				
5	Professional Tax Registration Certificate (PTRC)  (Under the Gujarat State tax on Profession, Trade, Calling and Employment Act, 1976).	Assistant Manager, South Zone, Amdavad Municipal Corporation	PRC010331000018	Not Available	Not Available

#### LABOUR RELATED APPROVALS/REGISTRATIONS

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue
1.	Employees Provident Fund Registration (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952)	Employees Provident Fund Organisation, Ministry of Labour, Government of India	GJVAT2345583000	02/04/2021
2	Registration for Employees State Insurance (under Employees State Insurance Act, 1948)	Employees State Insurance Corporation	37001229730001002	02/04/2021

#### OTHER BUSINESS-RELATED APPROVALS

Sr. no.	Description	Authority	Registration no.	Date of Certificate	Date of Expiry
1	FSSAI License	Food Safety and Standards Authority of India	10721999000338	09/08/2022	30/07/2023

#### DETAILS OF INTELLECTUAL PROPERTY

##### TRADEMARKS

We have applied for the following Trademarks with the Trademark Registry, Government of India. The details of the trademark applications are as follows:

Sr. No.	Trademark	Class	Application Number	Date of Application	Validity /Renewal	Status
1	Creemarest Plus	5	3896632	24/07/2018	24/07/2028	Registered
2	<b>Mifurest+</b>	5	3896636	24/07/2018	24/07/2028	Registered

3		5	3896629	24/07/2018	24/07/2028	Registered
4		5	3957752	27/09/2018	27/09/2028	Registered
5		5	3966397	06/10/2018	06/10/2028	Registered
6		5	3966398	06/10/2018	06/10/2028	Registered
7		5	3982102	24/10/2018	24/10/2028	Registered
8		5	3993004	05/11/2018	05/11/2018	Registered
9		5	3993005	05/11/2018	05/11/2028	Registered
10		5	4689147	06/10/2020	06/10/2030	Registered
11		5	4725836	30/10/2020	30/10/2030	Registered
12		5	4725867	30/10/2020	30/10/2030	Registered
13		5	4735559	06/11/2020	06/11/2030	Registered
14		5	4852070	06/02/2021	06/02/2031	Registered
15		35	5048592	17/07/2021	17/07/2031	Registered
16		5	5118233	04/09/2021	04/09/2031	Registered

17	<b>NEEMUREST</b>	5	5287657	17/01/2022	17/01/2032	Registered
18	<b>Cephorest</b>	5	5314264	04/02/2022	04/02/2032	Registered
19	<b>Breathest</b>	5	5314234	04/02/2022	NA	Objected
20	<b>ETOCIP</b>	5	5603148	09/09/2022	NA	Objected Awaiting reply to examination Report
21		5	3966400	06/10/2018	NA	Opposed
22		5	3957750	27/09/2018	NA	Refused
23	<b>Asirest-SP</b>	5	3896630	24/07/2018	NA	Refused
24	<b>Levokare</b>	5	4735567	06/11/2020	NA	Objected
25		29	5314329	04/02/2022	NA	Accepted
26	<b>PERMIREST</b>	5	5344401	25/02/2022	NA	Refused
27		5	4734739	30/10/2020	NA	Opposed
28		5	4725818	30/10/2020	NA	Opposed
29		5	3993006	05/11/2018	NA	Objected
30		5	4725873	30/10/2020	NA	Opposed
31	<b>Fungikare</b>	5	4735526	06/11/2020	NA	Refused
32	<b>Telmarest</b>	5	4735576	06/11/2020	NA	Accepted and Advertised
33	<b>SEFIREST</b>	5	5651097	17/10/2022	NA	Marked for Exam
34	<b>RB REST</b>	5	5352337	02/03/2022	NA	Opposed
35		5	3957751	27/09/2018	NA	Opposed



36		5	3957754	27/09/2018	NA	Opposed
37		5	3957753	27/09/2018	NA	Opposed
38		5	4689427	06/10/2020	NA	Abandoned
39		5	5257080	22/12/2021	NA	Objected Request for amendment is pending for processing
40		5	4735579	06/11/2020	NA	Objected
41		5	3993007	05/11/2018	NA	Refused
42		35	3979181	22/10/2018	NA	Abandoned
43		5	3670648	06/11/2017	NA	Opposed
44		5	5314211	04/02/2022	NA	Refused
45		5	5314342	04/02/2022	NA	Objected
46		5	4961379	30/04/2021	NA	Opposed
47		5	5314297	04/02/2022	NA	Opposed
48		5	5118022	04/09/2021	NA	Objected
49		5	5908838	25/04/2023	NA	Send to Vienna codification

Company has confirmed that no other applications have been made by the Company nor has it registered any other intellectual property including trademarks/copyrights and patents etc.

#### DOMAIN NAME

Sr. No	Domain name and ID	Supporting Registrar and ID	Registrant Name, ID and Address	Creation date	Registry Expiry Date
1	www.sunrestlifescience.com	GoDaddy.com, LLC 2185080586_DOMAIN_COM-VRSN	Whois.goddady.com	09/11/2017	09/11/2027

#### PENDING APPROVALS

NONE

## **MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY**

Our Company is yet to apply for the Certificate under Gujarat Shops and Establishments (Regulations of Employment and Conditions of Service) Act, 2019.

Many of the Licenses, registration certificates and approvals are in the name of “Sunrest Lifesciences Private Limited”, the same are required to be updated/changed with various government/semi government authorities and various organizations.

## SECTION XI - OUR GROUP COMPANIES/ ENTITIES

The definition of “Group Companies/Entities” pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board. Pursuant to the Board resolution dated April 03, 2023 our Board has identified companies/entities with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies/entities, pursuant to which the following entities are identified as Group Companies/Entities of our Company.

1. Shiv Pharma, a sole proprietorship firm owned by Mr. Amitbhai Shambhulal Thakkar (Whole Time Director and Promoter of the Company)  
Shiv Pharma has ceased its operations with effect from April 01, 2023 and have also surrendered its GST Registration certificate
2. Jay Medicine, a sole proprietorship firm owned by Mr. Alpeshkumar Vardhilal Thakkar-(Erstwhile Director and Promoter of the Company)  
Mr. Alpeshkumar Vardhilal Thakkar had resigned from the Directorship of the Company on February 01, 2023 and transferred the shares held by him on March 07, 2023.
3. Trilend Pharmaceuticals Private Limited (CIN: U24100GJ2019PTC106321)

Except as stated above, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies/entities.

As per clause 13 of Schedule VI of SEBI (ICDR) Regulations, 2018, we are providing the financial information of our unlisted group company/ entity.

### TRILEND PHARMACEUTICALS PRIVATE LIMITED

#### Brief Corporate Information

Trilend Pharmaceuticals Private Limited is incorporated under the provision of Companies Act, 2013 and it has received the certificate of incorporation on January 29, 2019. Presently, registered office of the Company is situated at FF-41, Ajay Tenament-6, near Canal Near Ritanagar, Bus Stand Vastral Road, Ahmedabad-382415, Gujarat, India. The Corporate Identification Number of the Company is U24100GJ2019PTC106321.

#### Main Objects of the Company as stated in the Memorandum of Association

Trilend Pharmaceuticals Private Limited is currently engaged in the business of manufacturing of all kind of pharmaceuticals products, formulations, process, refine, import, export, wholesale and/or retail trade of all kind of pharmaceuticals, antibiotics, drugs, medicines, biological, nutraceuticals, healthcare, Ayurvedic and dietary supplement products, medicinal preparation, vaccines, Chemical, chemical products, dry salters, mineral waters, wines, cordials, liquors, shops, broths and other restoratives or food and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent, medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines, and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments etc. and also to carry on the business of chemicals, druggists, buyers, sellers, agents, distributors and stockists of all kind of pharmaceuticals and allied products.

#### Current Nature of Business Activities of the Company

Trilend Pharmaceuticals Private Limited is currently engaged in the business of manufacturing of all kind of pharmaceuticals products, formulations, antibiotics, tablets, capsules, syrups, ointments and dietary supplement products.

#### Board of Directors

As on date of this Draft Prospectus, the following are the Directors of Trilend Pharmaceuticals Private Limited:

Sr. No.	Name	Designation	DIN
1	Mr. Alpeshkumar Vardhilal Thakkar	Director	07962790

2	Mr. Amitbhai Shambhulal Thakkar	Director	07962794
3	Mr. Bharatkumar V Thakkar	Director	08346004
4	Mr. Alpeshkumar Kantilal Patel	Director	08401937
5	Mr. Pareshbhai Hirabhai Patel	Director	08402044
6	Mr. Amitkumar Mahendrabhai Patel	Director	09100634

### Shareholding Pattern

Sr No.	Name of Shareholders	Class of shares	No. of shares	Value per share (INR)	Total Amount (INR)
1	Mr. Alpeshkumar Vardhilal Thakkar	Equity Shares	13,000	10.00	1,30,000
2	Mr. Amitbhai Shambhulal Thakkar	Equity Shares	14,000	10.00	1,40,000
3	Mr. Bharatkumar Vardhilal Thakkar	Equity Shares	13,000	10.00	1,30,000
4	Mr. Alpeshkumar Kantilal Patel	Equity Shares	10,000	10.00	1,00,000
5	Mr. Pareshbhai Hirabhai Patel	Equity Shares	20,000	10.00	2,00,000
6	Mr. Amitkumar Mahendrabhai Patel	Equity Shares	10,000	10.00	1,00,000
7	Mr. Milan Thakkar	Equity Shares	10,000	10.00	1,00,000
8	Mr. Prakash Thakkar	Equity Shares	10,000	10.00	1,00,000
<b>9</b>	<b>TOTAL</b>	-	<b>1,00,000</b>	<b>10.00</b>	<b>10,00,000</b>

### PENDING LITIGATIONS

There is no pending litigation involving any of the above-mentioned group companies/entities which has a material impact on our company. However, for details of Outstanding Litigation against our Company and Group Companies/Entities, please refer to Chapter titled “*Outstanding Litigations and Material Developments*” on page number 181 of this Draft Prospectus.

### GENERAL DISCLOSURES

None of our Group entity has made any public and/or rights issue of securities to the public in the preceding three years.

None of our Group entity is in default in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies/Entities.

None of our Group entity has been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

None of our Group entity has been identified as a Willful Defaulter or Fraudulent Borrower.

### COMMON PURSUITS

Our Group entity Trilend Pharmaceuticals Private Limited is into manufacturing of pharmaceutical products and our Company is in the business of marketing of pharmaceutical products. Hence, there are no common pursuits amongst our Group Company and our Company.

### BUSINESS INTERESTS AMONGST OUR COMPANY AND GROUP COMPANIES/ENTITIES /ASSOCIATE COMPANIES

#### Existing

Except as mentioned under “*Annexure – IX – Statement of Related Parties and details of Related Party Transactions*” beginning on page 164 of the Draft Prospectus, there is no business interest among Group Companies/Entities.

**Proposed Related Party Transactions with Group/Entities/Promoters for FY 2023-24 as approved by the Board of Directors, as on the date of this Draft Prospectus:**

Sr. No.	Name of Related Party	Nature of contracts/ arrangements/ transactions	Duration of the contracts /arrangements/ transactions	Salient terms of the contracts or arrangements or transactions amount if any	Obmnibus Approval (₹ in Lakhs)
1	Trilend Pharmaceuticals Private Limited (CIN: U24100GJ2019PTC106321)	Purchase and sale of medicines	2023-24	NIL	2,00,00,000

Additionally, our Company will pay remuneration and salary to our Directors and Key Managerial Personnel as approved by the Board of Directors and/or Shareholders of our Company.

In addition to all above transactions proposed to be entered, our Company may also propose to enter in to new transactions or transactions beyond the present approval given by the Board of Directors/Audit Committee after obtaining the fresh approval for the new transactions or transactions beyond the approval specified above.

**RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANY/ENTITY AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY**

For details, please refer Section titled “*Financial Information*” beginning on page number 135 of the Draft Prospectus, there is no business interest among Group Companies/Entities.

**CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS**

Except as mentioned under the paragraph Changes in Significant Accounting Policies, “Annexure XI”- under the Section “*Financial Information*” on page number 166 of this Draft Prospectus, there have been no changes in the accounting policies in the last three years.

## SECTION XII - OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on April 03, 2023 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in Extra Ordinary General Meeting held on April 25, 2023, authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this Draft Prospectus for listing our shares on the SME Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Issue.

### PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors and our Promoters' Group have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

### CONFIRMATIONS

Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.

There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.

### PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoter, nor the relatives (as defined under the Companies Act) of our Promoter nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

### ELIGIBILITY FOR THE ISSUE

Our Company is eligible for the Issue in accordance with Regulation 229 (1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations as amended from time to time, as the post issue face value paid up capital is less than ₹1,000.00 Lakhs. Our Company also complies with the eligibility conditions laid by the NSE for listing of our Equity Shares on NSE EMERGE. The point wise Criteria and compliance thereof are given hereunder:

1. **The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**  
Our Company is incorporated under the Companies Act, 2013.
2. **The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crores.**  
The present paid-up capital of our Company is ₹3,00,00,000 and we are proposing Issue of 12,91,200 Equity Shares of ₹10/- each at Issue price of ₹[●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be ₹429.12 Lakhs which is less than ₹2,500 Lakhs.
3. **Track Record**
  - a. **The Company should have a track record of at least 3 (three) years.**  
Our Company was incorporated on October 30, 2017 under the provisions of Companies Act, 2013, therefore we are complying of the track record.

- b. **The Company should have operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application and its net-worth should be positive.**

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement:

**(In Lakhs)**

Particulars	December 31, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Operating profit (earnings before depreciation and tax and other income) from operations	321.75	109.86	27.44	15.26
Net Worth	343.53	107.20	29.49	12.94

4. **The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had entered the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent. The Company's shares bear an ISIN: INE0PLZ01012.

5. **Other Requirements**

- The Company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer.
- The company has not received any winding up petition admitted by a NCLT / Court.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the Company.
- There is no default of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, promoters/promoting company (ies), group companies, companies promoted by the promoters/promoting companies of the Company.
- The Company has website <http://www.sunrestlifescience.com/>

**In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

- This Issue is 100% underwritten by the Lead Manager in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by Lead Manager, please refer to Section titled "*General Information*" beginning on page number 44 of this Draft Prospectus.
- In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
- In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Prospectus through lead manager immediately up on registration of the Prospectus with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Prospectus.
- In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the Lead Manager will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares

offered in this Issue. For further details of market making arrangement, please refer to the section titled “General Information” on page number 44 of this Draft Prospectus.

5. We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the NSE EMERGE.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT PROSPECTUS / PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT PROSPECTUS. THE LEAD MANAGER, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS, THE LEAD MANAGER, MARK CORPORATE ADVISORS PRIVATE 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 MANAGER, MARK CORPORATE ADVISORS PRIVATE LIMITED, SHALL FURNISH TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 29, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT PROSPECTUS / PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS / PROSPECTUS.**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, GUJARAT, IN TERMS OF SECTION 26, 30 AND SECTION 33 OF THE COMPANIES ACT, 2013.**

#### **DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE**

The copy of the Draft Prospectus is submitted to NSE. Post scrutiny of the Draft Prospectus, the Disclaimer Clause as intimated by NSE to us is read as under;

**“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE 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 NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; 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 promoter, 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 STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company, its Directors, accepts no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website <http://www.sunrestlifescience.com/> would be doing so at his or her own risk.

The Lead Manager accepts no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: <http://www.sunrestlifescience.com/> would be doing so at their own risk.

#### **CAUTION**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement.

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 their respective associates in the ordinary course of business & have engaged, and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

#### **Note:**

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the 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 of our company.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub –account registered with SEBI which is a foreign corporate or go reign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Prospectus does not, however, constitute an invitation to subscribe to Equity Shares issued 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 him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 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 Regulation S 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 Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **FILING OF DRAFT PROSPECTUS/ PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES**

The Draft Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India. The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat.

#### **LISTING**

Application will be made to the NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. NSE has given its in-principle approval for using its name in our Offer documents vide its letter no. [●] dated [●]. If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, 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 NSE EMERGE are taken within six Working Days from the Offer Closing Date.

## IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

**“Any person who –**

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or**
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- (c). Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”**

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud. Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

## CONSENTS

The written consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue Legal Advisor to the Issue, Advisor to the company, the Lead Manager to the Issue, Underwriter, Registrar to the Issue and Market Maker to act in their respective capacities have been obtained/ will be obtained before filing the final prospectus.

Above consents will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

Further, such consents and reports have not been withdrawn up to the time of delivery of this Draft Prospectus.

## 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 namely, M/s Madhusudan C Mashruwala & Co., Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated April 29, 2023 and the Statement of Special Tax Benefits dated April 29, 2023 issued by them and from the Legal Advisor namely Whitespan Law Offices LLP dated April 25, 2023 to include their names 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.

## PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION

We have not made any previous rights and/or public issues since incorporation, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations.

#### **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Other than as detailed under chapter titled '*Capital Structure*' beginning on page number 52 of the Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of Draft Prospectus.

#### **PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY**

Except as disclosed in Chapter titled "*Capital Structure*" on page number 52 of Draft Prospectus, our Company has not made any capital issue during the previous three years. We do not have any Listed Group Company or Subsidiary or Associate as on date of this Draft Prospectus.

**PRICE INFORMATION OF PAST ISSUES HANDLED BY MARK CORPORATE ADVISORS PRIVATE LIMITED (DURING THE CURRENT FISCAL AND TWO FISCALS PRECEDING THE CURRENT FINANCIAL YEAR)**

Sr No.	NAME	Issue size (₹ in Crores)	Issue Price	Listing date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark		
						30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
1	Jetmall Spices and Masala Limited	4.98	20	April 19, 2021	20.5	(-12.50%), (-3.91%)	(-15.00%)(+9.60%)	(-8.75%), (+28.81%)
2	FOCE India Limited	29.02	225	December 28, 2021	225	(-6.67%), (-0.76%)	(-0.44%), (+0.53%)	(+34.22%), (-8.13%)

**SUMMARY STATEMENT OF DISCLOSURE**

Financial Year	Total No. of IPO's	Total Fund raised (₹ in cr.)	No. of IPO's trading at discount -30th Calendar days from listing			No. of IPO's trading at Premium -30th Calendar days from listing			No. of IPO's trading at discount -180 days from the listing			No. of IPO's trading at Premium -180 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%
2020-21	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2021-22	2	35.00	0	0	1	0	0	1	0	0	1	0	1	0
2022-23	0	0	0	0	0	0	0	0	0	0	0	0	0	0

#### **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF OUR COMPANY**

Our Company has not undertaken any public or rights issue in the five (5) years preceding the date of this Draft Prospectus.

#### **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY**

Our Company does not have any subsidiaries or listed promoters and none of our Group Companies have made any public issues, including rights issues to the public in the 5 years immediately preceding the date of this Draft Prospectus.

#### **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

#### **OPTION TO SUBSCRIBE**

Equity Shares being offered through the Draft Prospectus can be applied for in dematerialized form only.

#### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the applicant, application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection centre of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

#### DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Nishi B Shah as the Company Secretary and Compliance Officer and she may be contacted at the following address:

Sunrest Lifesciences Limited,

FF-41, Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad-382415, Gujarat, India

Telephone: +91-079 - 29918245

E-mail: [cs@sunrestlifescience.com](mailto:cs@sunrestlifescience.com)

Till date of this Draft Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

#### PUBLIC ISSUE EXPENSES

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

Expenses	Expenses (Rs. in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees including Underwriting Commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees Payable to Market Maker (for Two Years)	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	[●]	[●]	[●]

Notes:

[●]

#### FEES PAYABLE TO LEAD MANAGER TO THE ISSUE

The total fees payable to the Lead Manager will be as per the Engagement Letter, a copy of which is available for inspection at the Registered Office of our Company.

#### FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable to the Registrar to the Issue, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

#### FEES PAYABLE TO OTHERS

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

#### COMMISSION PAYABLE TO SCSBS

1. *Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:*

*Portion for RIIs 0.01% ^ (exclusive of GST)*

*Portion for NIIs 0.01% ^ (exclusive of GST)*

*^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).*

2. *The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.*

3. *Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.*

4. *SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.*

5. *Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.*

6. *Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ [●]/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ [●]/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.*



*The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.*

#### **PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled “*Capital Structure*” beginning on page number 52 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **LISTED VENTURES OF PROMOTER**

There are no listed ventures of our Company as on date of filing of this Draft Prospectus.

#### **OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Prospectus.

#### **CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS**

Our Company has capitalized Reserves or Profits during last five years and the details of the same are given on Page number 52 under the Chapter “*Capital Structure*”.

#### **REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**

Our Company has not revalued its assets during last five years.

## SECTION XIII – ISSUE RELATED INFORMATION

### TERMS OF 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 Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advice 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 Regulation 256 of the SEBI ICDR Regulations read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice. SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022 has revised the UPI Limit from 2 lakhs to 5 Lakhs. Therefore, all Individual Investors applying in Public Issues where the application amount is upto 5 Lakhs can use UPI and shall also provide their UPI ID in the bid-cum-application.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when 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 and Articles of Association and 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 chapter titled “*Main provisions of the Articles of Association*” beginning on page number 255 of this Draft Prospectus.

### AUTHORITY FOR ISSUE

This issue has been authorized by a resolution of the Board of Directors of our Company at their meeting held on April 3<sup>rd</sup>, 2023, and approved by the shareholders of our Company vide a special resolution at the Extra Ordinary General Meeting held on April 25, 2023, pursuant to section 62(1)(c) of the Companies Act.

## MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors.

For further details, please refer to section titled "Dividend Policy" and "Main Provisions of the Article of Association" beginning on page number 134 and 255 respectively of this Draft Prospectus.

## FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of ₹10.00 each are being offered in terms of the Draft Prospectus at the price of ₹[●] per equity Share (including premium of ₹ [●] per share). The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "Basis for Issue Price" on page number 78 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, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## RIGHTS OF EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled "Main Provisions of the Articles of Association" beginning on page number 255 of this Draft Prospectus.

## ALLOTMENT ONLY IN DEMATERIALIZED FORM

In terms of Section 29 of 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 among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

1. Tripartite agreement dated April 20<sup>th</sup>, 2023 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.

2. Tripartite agreement dated April 25<sup>th</sup>, 2023 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.
3. The Company's shares bear ISIN INE0PLZ01012.

#### MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

The trading of the Equity Shares will happen in the minimum contract size of 1600 Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by the Emerge Platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1600 Equity Shares and is subject to a minimum allotment of 1600 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

*Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 lakh per application.*

#### MINIMUM NUMBER OF ALLOTTEES

In accordance with Regulation 268 (1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

#### JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad.

**The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

#### JOINT HOLDERS

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship

#### NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of

the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with 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 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### PERIOD OF OPERATION OF SUBSCRIPTION LIST OF PUBLIC ISSUE

<b>ISSUE OPENS ON</b>	[●]	<b>ISSUE CLOSES ON</b>	[●]
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An indicative timetable in respect of the Issue is set out below:

EVENT	INDICATIVE DATE
Issue Closing date	[●]
Finalization of Basis of Allotment with NSE	On or about [●]
Initiation of Refunds/ unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat account of the Allottees	On or about [●]
Commencement of trading of Equity Shares on NSE	On or about [●]

*\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

In terms of Regulation 265 of SEBI ICDR Regulations, the 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(1) of SEBI (ICDR) Regulation, 2018, except as otherwise provided in these regulations, the public issue shall be kept open for at least three working days and not more than ten working days. In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, in case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the Draft Prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue. 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 timetable is indicative and does not constitute any obligation on our Company or the Lead Manager.

While 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 NSE is taken within six (6) Working Days from the Issue Closing Date, the time table may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 3.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by 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, no 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 Issues, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

**It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.**

**In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the issue period disclosed in the draft prospectus, for a minimum period of three working days, subject to the Bid/ Offer Period not exceeding 10 working days.**

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Investors can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

#### MINIMUM SUBSCRIPTION

In accordance with Regulation 260 (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹100000.00 (Rupees One Lakh) per application.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100.00% subscription of the Issue through the Offer Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received within four days from the closure of the issue, if there is a delay beyond such time, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of issue.

The Equity Shares have not been and will not registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the application law of such jurisdiction.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum lot size of 1600 shares. 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 lot size allowed for trading on the NSE EMERGE.

#### **RESTRICTIONS IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

The lock-in of the pre- issue capital of our Company and Promoter minimum contribution in the Issue as provided in “*Capital Structure*” beginning on page number 52 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 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 number 255 of this Draft Prospectus.

#### **NO RESEVATION 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.

#### WITHDRAWAL OF ISSUE

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

Notwithstanding the foregoing, this Issue is also subject to obtaining:

- (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and
- (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with the Lead Manager withdraw the Issue after the Application/ Issue Closing Date and thereafter determine that it will proceed with public Issue of the Equity Shares, our Company shall file a fresh Draft Prospectus with the Stock Exchange.

#### NEW FINANCIAL INSTRUMENT

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 Promoter, to acquire or receive any Equity Shares after the Issue.

#### MIGRATION TO MAIN BOARD

In accordance with the Circular dated April 20, 2023, our Company will have to be mandatorily listed and traded on the SME Platform of the NSE for a minimum period of 3 (Three) years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the conditions prescribed in the said NSE circular and guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI ICDR Regulations. Our Company may migrate to the main board of NSE from the SME platform on a later date subject to the following:

1. If the paid-up capital of the Company is likely to increase above ₹ 2,500.00 lakhs by virtue of any further offer of capital by way of rights, preferential offer, bonus offer etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
2. If the paid-up capital of the Company is more than ₹ 1,000.00 lakhs but below ₹ 2,500.00 lakhs, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter shareholders in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and we are fulfilling the eligibility criteria for listing of equity shares laid down by the NSE for Main Board.



## MARKET MAKING

The shares offered through this Issue are proposed to be listed on the SME platform of NSE i.e. NSE EMERGE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the NSE EMERGE.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to "*General Information*" on page number 44 of the Draft Prospectus.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of the Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time, whereby, our post-issue face value capital does not exceed Ten (10) 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 NSE Emerge). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “*Terms of Issue*” and “*Issue Procedure*” beginning on page number 207 and 218 respectively, of this Draft Prospectus.

The present Issue of 12,91,200 Equity Shares for cash at a price of ₹ [●] (including a premium of ₹ [●] aggregating up-to ₹ [●] Lakhs by our Company. The Issue comprises a net issue to the public of up-to 12,25,600 Equity shares (the “Net Issue”). The Issue will constitute 30.09 % of the post- Issue paid-up Equity Share capital of our Company and the Net Issue will constitute 28.56 % of the post- Issue paid-up Equity Share capital of our Company. The Issue is being made through the Fixed Price Process.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares *	12,25,600 Equity Shares	65,600 Equity Shares
Percentage of Issue size available for allocation	94.92 % of the Issue Size 28.56% of the Post Issue Paid up Capital	5.08 % of the Issue Size 1.53 % of the Post Issue Paid up Capital
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 1,600 Equity Shares and Further allotment in multiples of 1,600 Equity Shares each.  For further details please refer to the paragraph titled ‘ <i>Basis of Allotment</i> ’ under chapter titled “ <i>Issue Procedure</i> ” beginning from page number 218 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the Applicants shall make the Application (online or Physical) through ASBA Process only	Through ASBA mode only
Minimum Application Size	For QIB and NII: Such number of Equity Shares in multiples of 1,600 Equity Shares such that the Application Value exceeds ₹2,00,000 For Retail Individuals: 1,600 Equity Shares	65,600 Equity Shares
Maximum Bid	For QIB and NII: Such number of Equity Shares in multiples of 1,600 Equity Shares such that the Application Size does not exceed 12,25,600 Equity Shares subject to limit the investor has to adhere under the relevant laws and regulations applicable.  For Retail Individuals: 1,600 Equity Shares so that the Application Value does not exceed ₹ 2,00,000	65,600 Equity Shares

Mode of Allotment	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
Trading Lot	1,600 Equity Shares	1,600 Equity Shares. However, the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of Payment	Full Application Amount shall be blocked by the SCSBs in the bank account of the Applicant that is specified in the Application Form at the time of submission of the Application Form.	
Application Lot Size	1,600 Equity Shares thereafter Equity Shares and in multiples of 1,600 Equity Shares	

*This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

**Notes:**

*(1) 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 - 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.”*

*(2) In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.*

*(3) In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including 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.*

**WITHDRAWAL OF ISSUE**

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case 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.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is – with the competent courts/ authorities at Ahmedabad.

## ISSUE PROGRAMME

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date applications will be accepted only between 10.00 a.m. to 3.00 p.m. (Indian Standard Time).

Standardization of cut-off time for uploading of Applications on the Issue Closing Date:

- a. A standard cut-off time of 3.00 p.m. for acceptance of Applications.
- b. A standard cut-off time of 4.00 p.m. for uploading of Applications received from other than Retail Individual Applicants.
- c. A standard cut-off time of 5.00 p.m. for uploading of Applications received from only Retail Individual Applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of Applications received up to the closure of timings and reported by Lead Manager to NSE within half an hour of such closure.

It is clarified that Applications not uploaded, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of Allotment.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. IST on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

## ISSUE PROCEDURE

All Applicants shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Documents will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

SEBI through UPI Circulars has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Offer has been undertaken under UPI Phase II, till any further notice issued by SEBI.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on [www.nseindia.com](http://www.nseindia.com). For details on their designated branches for submitting Application Forms, please see the above-mentioned website of NSE.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document.

Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants.

#### **FIXED PRICE ISSUE PROCEDURE**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Issue method. In terms of Regulation 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be issued to Non-Retail Category i.e., QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at Issue Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual 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. However, if the retail individual investor category is entitled to more than fifty per cent of the net Issue on a proportionate basis, 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. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant’s depository account including DP ID, PAN and Beneficiary Account Number 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.**

#### **PHASED IMPLEMENTATION OF UPI FOR BIDS BY RETAIL INDIVIDUAL BIDDER AS PER THE UPI CIRCULAR**

SEBI has issued UPI Circular in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, 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 RII's 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 was applicable from January 1, 2019, and till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediaries and use his / her UPI ID for the purpose of blocking funds. The time duration from public issue closure to listing would continue to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019, and the continuation of this phase has been extended until March 31, 2020. Under this phase, submission of the ASBA Form by RII,s through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

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 Bidders into the UPI Mechanism.

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the Lead Manager.

Electronic registration of Bids

- a) The Designated Intermediary registered the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for off-line electronic registration of Bids, subject to the condition that they would subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries uploaded the Bids till such time as were permitted by the Stock Exchanges and as disclosed in this Draft Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform were considered for allocation/Allotment. The Designated Intermediaries were given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchanges' Platform during the Bid/Offer Period after which the Stock Exchange(s) sent the information to the Registrar to the Offer for further processing.

#### AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. An electronic copy of the Application Form will also be available for download on the website of the National Stock Exchange of India Limited (NSE) i.e., <https://www1.nseindia.com/emerge/> at least one day prior to the Issue Opening Date.

All the investors (except Retail Individual Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Issue through intermediaries shall use only UPI payment mechanism for application. The application form

submitted by NIIs and QIBs must provide applicant’s bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Retail Individual Investors submitting application form using UPI shall mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant’s bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected. All the investors were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which could have been blocked by the SCSB.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the syndicate member/ SCSBs/ RTA/ DPs/ stock brokers, 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. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID were liable for rejection.

The prescribed color of the Application Form for various categories is as follows:

Category	Color of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII’s, FVCIs etc. applying on a repatriation basis	Blue

*\*Excluding electronic Application Forms downloaded by the Applicants.*

**SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS**

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- i. An SCSB, with whom the bank account to be blocked, is maintained
- ii. A syndicate member (or sub-syndicate member)
- iii. 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”)
- iv. A depository participant (“DP”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v. A registrar to an issuer and share transfer agent (“RTA”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), shall 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 a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the applicants has a bank account and shall not submit it to any non-SCSB Bank.

For 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. Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Issue. However, in case of electronic forms, “printouts” of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<p><b>For Applications submitted by investorsto SCSB:</b></p>	<p>After accepting the form submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.</p>
<p><b>For applications submitted by investors (other than Retail Individual Investors) to intermediaries other than SCSBs without useof UPI for payment:</b></p>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.</p>
<p><b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b></p>	<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 through API integration, 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.</p> <p>Investor shall accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.</p>

Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor shall accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.

Stock exchange(s) shall validate the electronic application details with depository's records for DP ID/Client ID and PAN Combination, on a real time basis through API Integration 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 or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the application details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

### WHO CAN APPLY?

**As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- a) Indian Nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The 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;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) QIBs;
- e) Mutual Funds registered with SEBI;
- f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than

Eligible NRIs are not eligible to participate in this Issue;

- g) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
  - h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
  - i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
  - j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional applicant's category;
  - k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
  - l) Foreign Venture Capital Investors registered with the SEBI;
  - m) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
  - n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
  - o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
  - p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
  - r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
  - t) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - u) Insurance funds set up and managed by the Department of Posts, India;
  - v) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

- |                                       |  |
|---------------------------------------|--|
| 1. Minors (except under guardianship) | 2. Partnership firms or their nominees |
| 3. Foreign Nationals (except NRIs)    | 4. 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.**

## PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, in the Non-Institutional Category where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of Lead Manager and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the Lead Manager or any associates of the Lead Manager, except Mutual Funds sponsored by entities which are associates of the Lead Manager or insurance companies promoted by entities which are associate of Lead Manager or AIFs sponsored by the entities which are associate of the Lead Manager or FPIs (other than individuals, corporate bodies and family offices), sponsored by the entities which are associates of the Lead Manager nor; (ii) any “person related to the Promoter and members of the Promoter Group” shall apply in the Issue under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoter and members of the Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoter and members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Promoters and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

<b>APPLICATION BY APPLYING</b>	<b>INDIAN ON</b>	<b>PUBLIC NON-REPATRIATION</b>	<b>INCLUDING</b>	<b>ELIGIBLE</b>	<b>NRIS</b>
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Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

## APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company.

Provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds.

- No mutual fund under all its schemes should own more than 10% of any Company’s paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

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.

#### **APPLICATIONS BY ELIGIBLE NRIS ON REPATRIATION BASIS**

##### **ELIGIBLE NRIS APPLYING ON A REPATRIATION BASIS ARE ADVISED TO USE THE APPLICATION FORM MEANT FOR NON-RESIDENTS (BLUE IN COLOUR).**

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants making application 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) or ASBA Accounts.

**Eligible NRI Bidders bidding 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.**

Allotment of Equity Shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

#### **APPLICATIONS BY ELIGIBLE FIIs INCLUDING FIIs ON REPATRIATION BASIS**

##### **FIIs INCLUDING FIIs WHO WISH TO PARTICIPATE IN THE ISSUE ARE ADVISED TO USE THE APPLICATION FORM FOR NON- RESIDENTS (BLUE IN COLOUR).**

As per the current regulations, the following restrictions are applicable for investments by FIIs:

1. Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital

instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of FEMA Act, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
  - a. A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - b. Nothing contained in clause (a) shall apply to:
    - i. Any transactions in derivatives on a recognized stock exchange;
    - ii. Short selling transactions in accordance with the framework specified by the Board;
    - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - iv. Any other transaction specified by the Board.
  - c. No transaction on the stock exchange shall be carried forward;
  - d. The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board;

Provided nothing contained in this clause shall apply to:

- i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
  - ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
  - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
  - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - vi. Any Application for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
  - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - viii. Any other transaction specified by the Board.
4. A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of FEMA Act, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

5. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
6. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
7. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
8. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
9. No foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
  - (a). Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
  - (b). Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad-based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

10. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
11. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
12. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
13. A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
14. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions

of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

15. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
16. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
17. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.
18. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of “Know Your Client” requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.
19. In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

#### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital Funds) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Further, the SEBI, AIF Regulations prescribes, among others, the investment restrictions on AIFs.

The holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

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 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 Regulations shall continue to be regulated by the VCF 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 Applicants on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all such Applicants will be treated on the same basis with other categories for the purpose of allocation.



All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

#### **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 which, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATION 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, as amended (The “IRDA Investment Regulations”), are broadly set forth below:

- (a.) Equity shares of a Company: the least of 10% of the investee Company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b.) The entire group of the investee Company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c.) the industry sector in which the investee company belong 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 Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **APPLICATION 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 and the Selling Shareholders in consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the “Banking Regulation Act”), and Master Direction –Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank’s own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank’s paid-up share capital and reserves. 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 or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank’s interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and

investment in a non- financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Applications by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

#### **APPLICATION BY PROVIDENT FUNDS/PENSION FUNDS**

In case of applications made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATION BY SCSBS**

SCSBSs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBSs 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 SCSBSs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 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 VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- 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 ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 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.
- d. With respect to 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.

The 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 the Company and the lead manager may deem fit.

The 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 on the refund order 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 LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the 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.*

*The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.*

## INDICATIVE PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE ASBA PROCESS

### ASBA PROCESS

**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 the 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.**

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>  
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. 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 bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

**CHANNELS OF SUBMISSION OF APPLICATION FORMS**

From July 1, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.  For such applications the existing process of uploading the Application and blocking of funds in the RIIs account by the SCSB would continue.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	Not Applicable	RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds. Non- Institutional
Non-institutional Investor (NII) including Qualified institutional Buyer (QIB)			Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds. For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	Not Applicable

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such Applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each Application into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation 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 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 Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

#### **PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY RETAIL INDIVIDUAL INVESTOR**

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a RII would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

#### **Application and validation process**

- (a). submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- (b). RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.
- (c). The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform.
- (d). Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.
- (e). Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- (f). SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

## The Block Process

- (a). Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.
- (b). The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to application amount and Subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date (“**Cut-Off Time**”). Accordingly, RIIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
- (c). The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his/ her mobile no. / Mobile app, associated with UPI ID linked bank account.
- (d). The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.
- (e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs’ bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.
- (f). The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.
- (g). The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.
- (h). RIIs would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.

Post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

### NUMBER OF APPLICATIONS PER BANK ACCOUNT

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

### HOW TO APPLY?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. 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.

## MODE OF PAYMENT

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. 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 finalisation 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 (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 and all related circulars issued thereafter, 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.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

In case of applications made by using any of channels under UPI Payments Mechanism, post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from stock exchange, would undertake reconciliation of the Applications data and block confirmation corresponding to the Applications by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public issue account, shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.

#### UNBLOCKING OF ASBA ACCOUNT

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

In case of applications made by using any of channels under UPI Payments Mechanism, Registrar to the Issue will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

#### MAXIMUM AND MINIMUM APPLICATION SIZE

The applications in this Issue, being a fixed price issue, will be categorized into two;

**1. For Retail Individual Applicants**

The Application must be for a minimum of 1,600 Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹2,00,000.

**2. For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of 3,200 Equity Shares so as to ensure that the Application Amount exceeds ₹2,00,000 and in multiples of 1,600 Equity Shares thereafter.

A person shall not make an application in the net Issue category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.**

#### OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

**Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**



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.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

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.

#### INFORMATION FOR THE APPLICANTS

- a.) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

#### PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, 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 national daily newspaper and one widely circulated Hindi national daily newspaper.

#### SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the [●] on [●].

#### FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 32 of Companies Act, 2013.

#### INFORMATION FOR THE APPLICANTS

- a.) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b.) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload it on its website. On the basis of approved basis of allotment, the Issuer shall make 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.

- c.) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d.) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 5 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within two working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 5 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

#### INTEREST AND REFUNDS COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured. 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.

#### GROUND FOR REFUND: NON-RECEIPT OF LISTING PERMISSION

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within seven days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within eight days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

#### MINIMUM SUBSCRIPTION

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 thirty days from the date of issue of the Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this Draft Prospectus including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

#### MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

#### MODE OF REFUND

Within four (4) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Applications by RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Issue.

#### LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCSBS

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Issue Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 6 Working Days of the Issue Closing Date.

#### INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed

a valid, binding and irrevocable contract for the Applicant.

## GENERAL INSTRUCTIONS

### Do's:

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
- QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their Application by using UPI mechanism for payment.
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
- Ensure that you have funds equal to the Application Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
- Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as

the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;

- 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 mentioned the correct ASBA Account number or UPI ID in the Application Form; Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
- Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
- Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- 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 at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not make Application for Application Amount exceeding ₹ 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 Net Issue Size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- Do not submit the General Index Register number instead of the PAN;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not make Application if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- Do not submit Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

#### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

*Please note that, providing bank account details or UPI ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.*

***Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and 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, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code, occupation (hereinafter referred to as 'Demographic Details') or UPI ID (in case of Retail Individual Investors). These Bank Account or UPI ID details would be used for giving refunds to the Applicants. 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 the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. 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.

#### **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### **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). 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 (Twenty) 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 its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application or Application through UPI Mechanism either in physical or electronic mode, an Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected.

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Centralor State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and

are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.**

## RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### GROUNDS FOR REJECTION

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and not firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form; GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;  
Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 1,600; Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash; Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;  
Applications by OCBs;
- Applications by US persons other than in reliance on Regulations for “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;  
Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;



- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds; Applications by Applicants not submitted through ASBA process; Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form; Submission of Application Form(s) using third party ASBA Bank Account;
- Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third-party bank account;
- The UPI Mandate is not approved by Retail Individual Investor; and
- The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and vice versa.

#### **INSUANCE OF CONFIRMATION OF ALLOCATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

#### **DESIGNATED DATE AND ALLOTMENT**

- a. Our Company will ensure that the Allotment and credit to the successful Applicants’ depository account will be completed within four Working Days, or such period as may be prescribed by SEBI, of the Issue Closing Date or such other period as may be prescribed.
- b. Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.
- c. Allottees will have the option to re-materialise the Equity Shares so allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CSDL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

1. Tripartite agreement dated April 20, 2023 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated April 25, 2023 between our Company, CDSL and the Registrar to the Issue.

3. The Company's shares bear an ISIN: INE0PLZ01012
- An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
  - The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
  - Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
  - Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
  - If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
  - The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
  - It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
  - The trading of the Equity Shares of our Company would be only in dematerialized form.

## COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted 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. at below mentioned addresses;**

<p><b>Ms. Nisha B Shah</b>          FF-41, Ajay Tenament-6,          Near Canal Near Ritanagar Bus Stand,          Vastral Road, Ahmedabad-382415,          Gujarat, India          Telephone: +91-079 - 29918245          E-mail: <a href="mailto:cs@sunrestlifescience.com">cs@sunrestlifescience.com</a></p>	<p><b>To the Registrar to the Issue</b>  <b>Skyline Financial Services Private Limited</b>          D-153A, 1st Floor, Okhla Industrial Area Phase-I,          New Delhi – 110020, India  <b>Contact Person:</b> Mr. Anuj Rana  <b>Tel:</b> 011-40450193-97  <b>Fax:</b> 011-26812683  <b>Email:</b> viren@skylinerta.com  <b>Investor grievance e-mail:</b>          grievances@skylinerta.com  <b>Website:</b> www.skylinerta.com  <b>SEBI Regn. No.:</b> INR000003241</p>
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## DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs 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 day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

## IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a. **‘Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- 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.**

**Section 447 of the Companies Act, 2013, is reproduced as below:**

*Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:*

*Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*

*Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.*

## BASIS OF ALLOTMENT

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 1,600 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 1,600 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1,600 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1,600 equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.
6. 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) (Amendment) Regulations, 2018 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 Equity Shares 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: If the retail individual investor category is entitled to more than fifty per cent of the net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled "BASIS OF ALLOTMENT".

"Retail Individual Investor" means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Emerge Platform of National Stock Exchange of India ("NSE").

#### **BASIS OF ALLOTMENT IN CASE OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in chapter titled as "General Information" on page number 44 shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the Emerge Platform of NSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

#### **NAME OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorised employees of the Designated Stock Exchange, along with the LM and the Registrar to the Issue, 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.

#### **METHODS 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 through the Offer Document except in case of over-subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Applicants shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Applicants shall not be less than the minimum Application lot, subject to the availability of shares in Retail Individual Applicants portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

#### **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

1. If our Company does not proceed with the Issue after the Issue Closing Date but before allotment, then the reason thereof shall be given as a public notice 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 exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. That the complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily;
3. That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date or such other period as may be prescribed;
4. If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within the time prescribed under applicable law or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15.00% per annum for the delayed period;
5. That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit for the refund;
6. That the Promoters' contribution in full, if applicable, shall be brought in advance before the Issue opens for subscription;
7. That funds required for making refunds to unsuccessful applicants as per mode(s) disclosed shall be made available to the Registrar to the Issue by the Company;
8. No further Issue of Equity Shares shall be made until the Equity Shares Issued through the Prospectus are listed or until the Application monies are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;
9. That if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh Offer document with the SEBI, in the event our Company subsequently decides to proceed with the Issue;

10. That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;
11. That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time;
12. That adequate arrangements shall be made to collect all Application Forms from Applicants; and
13. That our Company shall not have recourse to the Issue Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges.

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

The Board of Directors certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2. Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
4. 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;
5. 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

## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FEMA, the Consolidated FDI Policy and the circulars and notifications issued thereunder. Unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy, subject to certain applicable pricing and reporting requirements. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy 2020 (“FDI Policy 2020”), which is effective from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT, all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy.

As per the existing policy of the Government, OCBs were not permitted to participate in this issue.

The Reserve Bank of India (“RBI”) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated January 4, 2018 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained by the Company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any ‘fit and proper/due diligence’ requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or Subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

## INVESTMENT CONDITIONS/RESTRICTIONS FOR OVERSEAS ENTITIES

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule I to X of Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment up to aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

## INVESTMENT BY FPI UNDER PORTFOLIO INVESTMENT

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

## INVESTMENT BY NRI OR OCI ON REPATRIATION BASIS

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule III of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 i.e. the total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

## INVESTMENT BY NRI OR OCI ON NON-REPATRIATION BASIS

As per current FDI Policy 2020, Investment by NRIs under Schedule IV of Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will be deemed to be domestic investment at par with the investment made by residents– Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

*The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.*

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur.

*Further, no Issue to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Draft Prospectus Directive*



*except for any such Issue made under exemptions available under the Draft Prospectus Directive, provided that no such Issue shall result in a requirement to publish or supplement a draft prospectus pursuant to the Draft Prospectus Directive, in respect of the Issue.*

**Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and 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 and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## MIAN PROVISIONS OF THE ARTICALS OF ASSOCIATION

PRELIMINARY AND INTERPRETATION		
1.	[I]	The Regulations contained in Table “F” in Schedule I of the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
	[II]	<p>(a) The marginal notes used in these Articles shall not affect the construction thereof.</p> <p>(b) In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subject or context</p> <p>“<b>Act</b>” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the Companies Act 1956, so far as may be applicable.</p> <p>“<b>Articles</b>” means these articles of association of the Company or as altered from time to time.</p> <p>“<b>Board of Directors</b>” or “<b>Board</b>” means collective body of Directors of the Company.</p> <p>“<b>Company</b>” means <b>SUNREST LIFESCIENCE LIMITED</b></p> <p>“<b>Depository</b>” means and includes a Company as defined in the Depositories Act 1996.</p> <p>“<b>Rules</b>” means the applicable rule for the time being in force as prescribed in relevant sections of the Act.</p> <p>“<b>Seal</b>” means Common Seal of the Company.</p> <p>“<b>Secretarial Standards</b>” means standards provided by the Institute of Companies Secretaries of India.</p> <p>“<b>Securities</b>” means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act 1956.</p> <p>(c) Words importing the masculine gender also include, where the context requires or admits, the feminine and neuter gender.</p> <p>(d) Words importing the singular number also include, where the context requires or admits, the plural number and vice-versa.</p> <p>(e) Unless the context otherwise requires, words or expression contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.</p>
SHARE CAPITAL AND VARIATION OF RIGHTS		
2.		Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at par or at a premium or at consideration otherwise than in cash and at such time as they may from time to time think fit. The Company may issue equity with voting rights and/or with differential rights as to dividend, voting or otherwise in accordance with the Rules and preference shares.
3.	(i)	Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month after the

		<p>application for the registration of transfer or transmission or within such other period as the conditions of issue provide,—</p> <p>(a) one certificate for all his shares without payment of any charges; or</p> <p>(b) several certificates, each for one or more of his shares, upon payment of such sum as may be prescribed for each certificate after the first.</p>
	(ii)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
	(iii)	In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
4.		Every holder of or subscriber to Securities of the Company shall have the option to receive security certificates or to hold the Securities with a depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any Securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.
5.	(i)	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of indemnity or such other documents as may be prescribed by the Board, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
	(ii)	The provisions of the foregoing article relating to issue of certificates shall mutatis mutandis apply to debentures or other securities of the company.
6.		Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
7.	(i)	The company may exercise the powers of paying commissions conferred under the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required under the Act and rules made thereunder.
	(ii)	The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under the Act.
	(iii)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
8.	(i)	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
	(ii)	To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply.

9.		The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
10.		Subject to the provisions of the Act, any preference shares may be issued on the terms that they are to be redeemed or converted into equity shares on such terms and in such manner as the company before the issue of the shares may, determine.
11.		<p>The Board or the Company as the case may be, may, by way of right issue or preferential offer or private placement or any other manner, subject to and in accordance with Act and the Rules, issue further securities to;</p> <p>(a) persons who, at the date of the offer, are holders of equity shares of the Company. Such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of other person or;</p> <p>(b) employees under the employees' stock option or;</p> <p>(c) any person whether or not those persons include the persons referred to in clause (a) or clause (b) above;</p>
<b>LIEN</b>		
12.	(i)	<p>The company shall have a first and paramount lien—</p> <p>(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p> <p>(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:</p> <p>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p>
	(ii)	The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
13.		<p>The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:</p> <p>Provided that no sale shall be made—</p> <p>(a) unless a sum in respect of which the lien exists is presently payable; or</p> <p>(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</p>
14.	(i)	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
	(ii)	The purchaser shall be registered as the holder of the shares comprised in any such transfer.

	(iii)	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
15.	(i)	The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
	(ii)	The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.  The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other Securities including debentures of the Company.
<b>CALLS ON SHARES</b>		
16.	(i)	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:  Provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
	(ii)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
	(iii)	A call may be revoked or postponed at the discretion of the Board.
17.		A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
18.		The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19.	(i)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. Per annum or at such lower rate, if any, as the Board may determine.
	(ii)	The Board shall be at liberty to waive payment of any such interest wholly or in part.
20.	(i)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
	(ii)	In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
21.		The Board—  (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and  (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless

		the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
<b>TRANSFER OF SHARES</b>		
22.	(i)	The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
	(ii)	The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
23.		The Board may, subject to the right of appeal conferred by the Act decline to register—  (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or  (b) any transfer of shares on which the company has a lien.
24.		The Board may decline to recognise any instrument of transfer unless—  (a) the instrument of transfer is in the form as prescribed in rules made under the Act;  (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and  (c) the instrument of transfer is in respect of only one class of shares.
25.		On giving not less than seven days' previous notice in accordance with the Act and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:  Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
26.		The provision of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
<b>TRANSMISSION OF SHARES</b>		
27.	(i)	On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
	(ii)	Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
28.	(i)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—  (a) to be registered himself as holder of the share; or  (b) to make such transfer of the share as the deceased or insolvent member could have made.

	(ii)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
29.	(i)	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
	(ii)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
	(iii)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
30.		<p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:</p> <p>Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p>
31.		The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the company and the company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the company, but the company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.
<b>FOREFEITURE OF SHARES</b>		
32.		If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
33.		<p>The notice aforesaid shall—</p> <p>(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</p> <p>(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</p>
34.		If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment

		required by the notice has been made, be forfeited by a resolution of the Board to that effect.
35.	(i)	A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
	(ii)	At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
36.	(i)	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
	(ii)	The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
37.	(i)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
	(ii)	The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
	(iii)	The transferee shall thereupon be registered as the holder of the share; and
	(iv)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
38.		The provisions of these regulations as to forfeiture shall apply in the case of non payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
<b>ALTERATION OF CAPITAL</b>		
39.		Subject to provisions of the Act the company may, from time to time, increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
40.		Subject to the provisions of the Act , the company may, from time to time,— <ul style="list-style-type: none"> <li>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> <li>(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</li> <li>(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</li> </ul>
41.		Where shares are converted into stock,—



		<p>(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:</p> <p>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.</p> <p>(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> <p>(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.</p>
42.		<p>The company may, subject to provisions of the Act, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—</p> <p>(a) its share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any share premium account.</p> <p>(d) any other reserve in the nature of share capital</p>
<b>CAPITALISATION OF PROFITS</b>		
43.	(i)	<p>The company in general meeting may, upon the recommendation of the Board, resolve—</p> <p>(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p>
	(ii)	<p>The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—</p> <p>(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p> <p>(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);</p>
	(iii)	<p>A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;</p>

	(iv)	The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
44.	(i)	Whenever such a resolution as aforesaid shall have been passed, the Board shall—  (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto.
	(ii)	The Board shall have power—  (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and  (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
	(iii)	Any agreement made under such authority shall be effective and binding on such members.
<b>BUY-BACK OF SHARES</b>		
45.		Notwithstanding anything contained in these articles but subject to the provisions of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
<b>GENERAL MEETINGS</b>		
46.		All General Meetings other than Annual General Meeting shall be called Extra ordinary General Meeting.
47.		The Board may, whenever it thinks fit, call an Extra ordinary General Meeting.
<b>PROCEEDINGS AT GENERAL MEETINGS</b>		
48.	(i)	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
	(ii)	Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.
49.		The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
50.		If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
51.		If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

52.		On any business at any general meeting in the case of an equality of votes, whether on a show of hands, electronically or on a poll, the Chairman of the meeting shall have second or casting vote.
<b>ADJOURNMENT OF MEETING</b>		
53.	(i)	The Chairperson may, suo moto and, in the absence of quorum shall adjourn the meeting from time to time and from place to place.
	(ii)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
	(iii)	When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
	(iv)	Save as aforesaid, and as provided in 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.
<b>VOTING RIGHTS</b>		
54.		Subject to any rights or restrictions for the time being attached to any class or classes of shares,—  (a) on a show of hands, every member present in person shall have one vote; and  (b) on a poll or through voting by electronic means, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
55.		A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
56.	(i)	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
	(ii)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
57.		A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll or through voting by electronic means, by his nominee or other legal guardian, and any such nominee or guardian may, on a poll, vote by proxy.
58.		Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
59.		No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
60.	(i)	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
	(ii)	Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
<b>PROXY</b>		

61.		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 taking of the poll; and in default the instrument of proxy shall not be treated as valid.
62.		An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.
63.		A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:  Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
<b>BOARD OF DIRECTORS</b>		
64.	(i)	Until otherwise determined by a General Meeting of the Company and subject to the provisions of the Act, the number of Directors shall not be less than three nor more than fifteen.
	(ii)	The following shall be the first Directors of the Company:  1. ALPESHKUMAR VARDHILAL THAKKAR - Director 2. AMITBHAI SHAMBHULAL THAKKAR - Director 3. NIKHILKUMAR YASHVNTLAL THAKKAR - Director
65.		Subject to provisions of the Act, the Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
66.	(i)	The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
	(ii)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
67.	(i)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
	(ii)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them  (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or  (b) in connection with the business of the company.
68.		The company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of under the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.

69.		All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
70.		Every director present at any meeting of the Board or of a committee thereof shall sign against his name in a book to be kept for that purpose.
71.	(i)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an Additional Director, provided the number of the Directors and Additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
	(ii)	Such person shall hold office only up to the date of the next Annual General Meeting of the company but shall be eligible for appointment by the company as a Director at that meeting subject to the provisions of the Act.
72.	(i)	The Board may appoint an Alternate Director to act for a Director (herein after in this Article called “the Original Director”) during his absence for a period not less than three months from India. No person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act.
	(ii)	An Alternate Director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when Original Director returns to India.
	(iii)	If the term of office of the Original Director is determined before he return to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not the Alternate Director.
73.	(i)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
	(ii)	The Director so appointed shall hold office only upto the date till which the Director in whose place he is appointed would have held office if it had not been vacated.

#### NOMINEE DIRECTOR

74.		Notwithstanding anything to the contrary contained in these Articles, so long as any moneys shall be owing by the Company to the any financial institutions, corporations, banks or such other financing entities, or so long as any of the aforesaid banks, financial institutions or such other financing entities hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid financial institutions or such other financing entities in respect of any financial obligation or commitment of the Company remains outstanding, then in that event any of the said financial institutions or such other financing entities shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Director as their nominee on the Board of Company. The aforesaid financial institutions or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant corporation and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office. Each such Nominee Director shall be entitled
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		to attend all General Meetings, Board Meetings and meetings of the Committee of which he is a member and he and the financial institutions or such other financing entities appointing him shall also be entitled to receive notice of all such meetings.
<b>MANAGEMENT UNDER GENERAL CONTROL OF DIRECTORS</b>		
75.	(i)	The general control, management and supervision of the Company shall vest in the Board and the Board may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised except as are required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act, and of these presents and to any regulations not being inconsistent with these presents from time to time made by the Company in General Meeting, provided that no such regulation shall invalidate any prior acts of the Directors which would have been valid if such regulation had not been made.
	(ii)	Subject to the provisions of the Act, the Director may borrow, raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they may think fit and in particular by the issue of bonds, perpetual or redeemable, debenture or debenture-stock or any mortgage or charge or other security on the undertaking of the whole of any part of the property of the Company (both present and future) including its uncalled capital for the time being.
	(iii)	Subject to the provisions of the Act, the Company may enter into any contract, arrangement or agreement in which a Director or Directors of the Company are, in any manner, interested.
	(iv)	A Director, Managing Director, officer or employee of the Company may be or become a Director, of any company promoted by the Company or in which it may be interested as a vendor, member or otherwise, and no such Director shall be accountable for any benefits received as Director or member of such company except to the extent and under the circumstances as may be provided in the Act.
	(v)	If the Directors or any of them or any other person, shall become personally liable for the payment of sum primarily due from the Company, the Board may subject to the provisions of the Act 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 persons so becoming liable as aforesaid from any loss in respect of such liability.
	(vi)	A Director may resign from him office upon giving notice in writing to the Company.
<b>PROCEEDINGS OF THE BOARD</b>		
76.	(i)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
	(ii)	A Director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
77.	(i)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
	(ii)	In case of an equality of votes, the Chairperson of the Board shall have a second or casting vote.
78.		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.
79.	(i)	The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
	(ii)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting.
80.	(i)	The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
	(ii)	Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
81.	(i)	A committee may elect a Chairperson of its meetings.
	(ii)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
82.	(i)	A committee may meet and adjourn as it thinks fit.
	(ii)	Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
83.		All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
84.		Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, whether manually or electronically, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
<b>MANAGING DIRECTORS</b>		
85.	(i)	Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and/or Whole Time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions , including liability to retire by rotation, as the Board thinks fit, and the Board may by resolution vest in such Managing Director or Managing Directors/Whole Time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be way of monthly remuneration and/ or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.
	(ii)	The Directors may whenever they appoint more than one Managing Director, designate one or more of them as “Joint Managing Director” or “Joint Managing Directors” or “Deputy Managing Directors” as the case may be.

	(iii)	Subject to the provisions of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in the General Meeting and of the Central Government, if required.
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>		
86.		<p>Subject to the provisions of the Act,—</p> <p>(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;</p> <p>(ii) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.</p> <p>A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, Chief Executive officer, Manager, Company secretary or Chief Financial Officer.</p>
<b>THE SEAL</b>		
87.	(i)	The Board shall provide for the safe custody of the seal.
	(ii)	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one Director or of the Manager or secretary or such other person as the Board or Committee may appoint for the purpose; and the Director or Manager or Secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in his /her presence.
<b>DIVIDENDS AND RESERVE</b>		
88.		The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board, but the Company in a general meeting may declare a lesser dividend.
89.		Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares as appear to it to be justified by the profits of the company.
90.	(i)	The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
	(ii)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
91.	(i)	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid



		on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
	(ii)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
	(iii)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
92.		The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
93.	(i)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
	(ii)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
	(iii)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for any payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
94.		Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
95.		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.
96.		The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.
97.		No dividend shall bear interest against the company.
<b>ACCOUNTS</b>		
98.	(i)	The books of accounts and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act and the Rules.
	(ii)	No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
<b>WINDING UP</b>		
99.		Subject to the applicable provisions 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.
<b>INDEMNITY</b>		
100.		Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
<b>GENERAL POWER</b>		
101.		Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is authorised by its Articles, then in that case this Article authorises and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

## SECTION XIV – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus, will be delivered to the ROC for registration/submission of the Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at FF-41 Ajay Tenament-6, Near Canal Near Ritanagar Bus Stand, Vastral Road, Ahmedabad, Gujarat – 382415 from date of filing the Prospectus with ROC on all Working Days until the Bid/Issue Closing Date.

#### **A. MATERIAL CONTRACTS**

- a. Issue Agreement dated June 13, 2023, executed between our Company and Lead Manager to the Issue.
- b. Registrar and Transfer Agent Agreement dated June 13, 2023, executed between our Company and the Registrar to the Issue.
- c. Market Making Agreement dated [●], executed between our Company, Lead Manager and Market Maker to the Issue.
- d. Banker to the Issue Agreement dated [●], executed between our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
- e. Underwriting Agreement dated [●], executed between our Company, Lead Manager, and Underwriter.
- f. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated April 20<sup>th</sup>, 2023
- g. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated April 25<sup>th</sup>, 2023

#### **B. MATERIAL DOCUMENTS**

- a. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
- b. Board Resolution dated April 3<sup>rd</sup>, 2023, and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the AGM by the shareholders of our Company held on April 25<sup>th</sup>, 2023.
- c. Statement of Tax Benefits dated April 29, 2023, issued by our Statutory Auditors M/s Madhusudan C Mashruwala & Co., Chartered Accountants.
- d. Copy of Audited Financial Statement for the nine months period ended on December 31, 2022 and for the year ended on March 31, 2022, 2021, 2020.
- e. Copy of Restated Financial Statement and along with Report from the Peer Review Certified Auditor M/s Madhusudan C Mashruwala & Co., Chartered Accountants, Ahmedabad for the nine-month period ended on December 31, 2022 and for the year ended on March 31, 2022, 2021, 2020. dated April 29, 2023, included in this Draft Prospectus.
- f. Copy of Certificate from M/s. Madhusudan C Mashruwala & Co., Chartered Accountants, Ahmedabad dated June 20, 2023, regarding the source and deployment towards the objects of the Offer.
- g. Consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the Lead Manager to the Issue, Registrar to the Issue, to act in their respective capacities.
- h. Industry Report: Annual Report 2022-23-Department of Pharmaceuticals (Ministry of Chemicals & Fertilizers-Government of India
- i. Due Diligence Certificate from Lead Manager dated June 29, 2023 addressing NSE.
- j. Copy of approval from NSE vide letter dated [●] to use the name of NSE in this offer document for listing of Equity Shares on NSE Emerge platform.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We, the Directors, hereby certify and declare that, all relevant provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013 and the guidelines issued by the Government of India or the regulations / guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

### Signed by the Directors of our Company

NAME	DIN	DESIGNATION	SIGNATURE
Ms. Juhi Sawajani	09811893	Chairman and Independent Director	
Mr. Nikhilkumar Y Thakkar	07962800	Managing Director	
Mr. Amitbhai Shambhulal Thakkar	07962794	Whole Time Director	
Mr. Bharatkumar V Thakkar	08346004	Executive Director	
Mr. Bhagyesh Kiritbhai Parekh	07613171	Non – Executive Director	
Ms. Avani A Shah	09608898	Non-Executive Independent Director	

### Signed by:

NAME	DESIGNATION	SIGNATURE
Ms. Nishi B Shah	Company Secretary & Compliance Officer	

**Place:** Ahmedabad

**Date:** June 29, 2023