**DRAFT PROSPECTUS**
*Dated: September 30, 2025*
**100% Fixed Price Issue**
*Please read Section 26 of Companies Act, 2013*

**(Please scan this QR code to view the DP)**

# AUTOFURNISH LIMITED

**(Formerly known as Autofurnish Trading Limited and Autofurnish Trading Private Limited)**
**Corporate Identification Number: U51101DL2015PLC279742**

| REGISTERED OFFICE | CORPORATE OFFICE | CONTACT PERSON |
|---|---|---|
| K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi-110041 | NA | **Ms. Srishti Narang Company Secretary and Compliance Officer** |
| **EMAIL** | **TELEPHONE** | **WEBSITE** |
| corporate@autofurnish.com | **+91-8375818888** | www.autofurnish.com |

**Promoters of our company: Mr. Puneet Arora and Mr. Ruppal Wadhwa**

**DETAILS OF OFFER TO PUBLIC**

| TYPE | FRESH ISSUE SIZE (Rs. In Lakh) | OFFER FOR SALE SIZE (Rs. In Lakh) | TOTAL OFFER SIZE (Rs. In Lakh) | ELIGIBILITY AND RESERVATION |
|---|---|---|---|---|
| **Fresh Issue** | **Upto 35,61,000 Equity Shares of face value of Rs.10/- each for cash at a price of Rs. [●]/- per equity share aggregating to Rs. [●] /- Lakh** | **NA** | **Upto 35,61,000 Equity Shares of face value of Rs.10/- each for cash at a price of Rs. [●]/- per equity share aggregating to Rs. [●] /- Lakh** | This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 read with SEBI ICDR (Amendment) Regulations, 2025. The Issue is being made pursuant to Regulation 229 (2) of SEBI (ICDR) Regulations, as the Company's post issue paid up capital is more than Rs. 10.00 Cr. |

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR WEIGHTED AVERAGE COST OF ACQUISITION**

| NAME OF SELLING SHAREHOLDER | TYPE | NUMBER OF EQUITY SHARES OFFERED/AMOUNT | WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE) * |
|---|---|---|---|
| **NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES** | | | |

**RISK IN RELATION TO THE FIRST OFFER**

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10/- each and the Issue Price is [•] times of the face value of the Equity Shares. The Issue Price (determined by our Company in consultation with the Lead Manager as stated in "Basis for Issue Price" on page no 110 of this draft prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their 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 no. 28 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 this 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 make 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 SME Platform of BSE Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 read with SEBI ICDR (Amendment) Regulations, 2025, as amended from time to time. Our Company has received an approval letter dated [●] from BSE Limited (BSE) for using its name in the Draft Prospectus for listing of our shares on the SME Platform of BSE Limited (BSE SME). For the purpose of this Issue, BSE Limited shall be the Designated Stock Exchange.

**LEAD MANAGER TO THE ISSUE**

| NAME & ADDRESS | CONTACT PERSON | EMAIL & TELEPHONE AND WEBSITE |
|---|---|---|
| Fasttrack Finsec<br>Category-I Merchant Banker<br>**FAST TRACK FINSEC PRIVATE LIMITED**<br>**CIN:** U65191DL2010PTC200381<br>**SEBI Registration No.** INM000012500<br>**Registered Office:** Office No. V-116, 1st Floor, New Delhi House, 27, Barakhamba Road, New Delhi – 110001 | **Ms. Sakshi / Mr. Wajahat Ali Khan** | **Email:** mb@ftfinsec.com<br>investor@ftfinsec.com<br>**Telephone:** +91 011 43029809<br>**Website:** www.ftfinsec.com |

| REGISTRAR TO THE ISSUE | | |
|---|---|---|
| **NAME & ADDRESS** | **CONTACT PERSON** | **EMAIL AND TELEPHONE** |
| **SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**<br>**Address:** - D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020<br>**SEBI Registration No.:** INR000003241 | **Mr. Anuj Rana** | **Email**: virenr@skylinerta.com<br>**Tel No**: +91-11-40450193-97,26812682, 011-26812682;<br>**Website**: www.skylinerta.com |

| ISSUE PROGRAMME | |
|---|---|
| **BID/ISSUE OPENS ON** | **[●]** |
| **BID/ISSUE CLOSE ON** | **[●]** |

**Draft Prospectus**
**Dated: September 30, 2025**
**Please read section 26 of the Companies Act, 2013**
**100% Fixed Price Issue**

**AUTOFURNISH LIMITED**
**(Formerly known as Autofurnish Trading Limited and Autofurnish Trading Private Limited)**
**Corporate Identification Number: U51101DL2015PLC279742**

Our Company was originally incorporated on May 05, 2015 as *'Autofurnish Trading Private Limited*, as a private limited company under the Companies Act, 2013 bearing Corporate Identification Number U51101DL2015PTC279742 pursuant to Certificate of Incorporation issued by Registrar of Companies, Delhi. Thereafter, our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra-Ordinary General Meeting held on May 23, 2024. A fresh Certificate of Incorporation consequent to conversion was issued on August 27, 2024 by the Registrar of Companies, ROC, CPC, Manesar Haryana and consequently the name of our Company was changed from "Autofurnish Trading Private Limited" to "Autofurnish Trading Limited" bearing Company's Corporate Identification Number U51101DL2015PLC279742. The name of our company was subsequently changed to "Autofurnish Limited" and fresh certificate of Incorporation issued by the Registrar of Companies, ROC, CPC, Manesar Haryana dated October 14, 2024. For more details of Incorporation and Registered Office of our Company, please refer to chapter titled 'Our Business' and 'Our History and Certain Other Corporate Matters' on page no. 138 and 185 of this Draft Prospectus.

**Registered office**: K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi-110041
**Tel:** +91 8375818888 **E-mail:** corporate@autofurnish.com, **Website:** www.autofurnish.com
**Contact Person:** Ms. Srishti Narang, Company Secretary and Compliance Officer
**PROMOTER OF THE COMPANY: MR. PUNEET ARORA AND MR. RUPPAL WADHWA**

**THE ISSUE**

**INITIAL PUBLIC OFFERING OF UP TO 35,61,000 EQUITY SHARES OF FACE VALUE RS. 10/- EACH ("EQUITY SHARES") OF AUTOFURNISH LIMITED ("THE "COMPANY") FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO RS. [●] LAKHS ("THE ISSUE") OF WHICH UPTO [●] EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE AGGREGATING TO RS. [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT A PRICE OF RS. [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE AGGREGATING TO RS. [●] LAKHS (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE UPTO [●] AND [●] RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 298 OF THIS DRAFT PROSPECTUS**

**THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH AND THE ISSUE PRICE OF RS. [●]/-**
**THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES.**

In terms of rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), this issue is being made for at least 25% of the post issue paid up equity share capital of the company. This issue is being made through fixed price process in accordance and in compliance with chapter IX and other applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations, 2018"), wherein a minimum 50% of the net issue is allocated for Individual Applicants and the remaining shall be offered to individual applicants other than Individual Investor and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Individual Applicants is less than 50%, then the balance equity shares in that portion will be added to the Non-Individual investor portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid applications being received from them at or above the issue price. Additionally, if the Individual investor applicants category is entitled to more than fifty per cent on proportionate basis, the Individual Applicants shall be allocated that higher percentage. For further details please refer the section titled 'Issue Information' beginning on page 298 of this Draft Prospectus.

*All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor. For details in this regard, specific attention is invited to "Issue Procedure" on page 308 of this Draft Prospectus. A copy of Prospectus will be filed with the Registrar of Companies, in accordance with Section 26 of the Companies Act, 2013.*

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

**ELIGIBLE INVESTORS**

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 308 of this Draft Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public Issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10 each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price (determined by our Company in consultation with the Lead Manager as stated in "Basis for Issue Price" on page 110 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 28 of this Draft Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

The Issuer, 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 the Draft Prospectus are proposed to be listed on the SME Platform of BSE ("BSE SME"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, read with SEBI ICDR (Amendment) Regulations, 2025, as amended from time to time. Our Company has received In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing of our shares on the SME platform of BSE (BSE SME). For the purpose of this Issue, BSE LIMITED ("BSE") shall be the Designated Stock Exchange.

| LEAD MANAGER TO THE ISSUE | | |
|---|---|---|
| **NAME & ADDRESS** | **CONTACT PERSON** | **EMAIL & TELEPHONE AND WEBSITE** |
| **FAST TRACK FINSEC PRIVATE LIMITED**<br>**CIN:** U65191DL2010PTC200381<br>**SEBI Registration No.** INM000012500<br>**Registered Office:** Office No. V-116, 1st Floor, New Delhi House, 27, Barakhamba Road, New Delhi – 110001 | **Ms. Sakshi / Mr. Wajahat Ali Khan** | **Email:** mb@ftfinsec.com<br>investor@ftfinsec.com<br>**Telephone:** +91 011 43029809<br>**Website:** www.ftfinsec.com |

| REGISTRAR TO THE ISSUE | | |
|---|---|---|
| **NAME & ADDRESS** | **CONTACT PERSON** | **EMAIL AND TELEPHONE** |
| **SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**<br>**Address:** - D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020<br>**SEBI Registration No.:** INR000003241 | **Mr. Anuj Rana** | **Email**: virenr@skylinerta.com<br>**Tel No**: +91-11-40450193-97,26812682, 011-26812682;<br>**Website**: www.skylinerta.com |

| ISSUE PROGRAMME | |
|---|---|
| **BID/ISSUE OPENS ON** | **[●]** |
| **BID/ISSUE CLOSE ON** | **[●]** |

*THIS PAGE HAS BEEN LEFT BLANK PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OFCAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.*

AUTOFURNISH
STYLE YOUR RIDE

## TABLE OF CONTENTS

# SECTION I - GENERAL

## DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise implies or requires, or unless otherwise specified, shall have the meaning as assigned below. References to statutes, rules, regulations, guidelines and policies will, unless the context otherwise requires, be deemed to include all amendments, modifications and replacements notified thereto, as of the date of this Draft Prospectus, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Prospectus shall have the meaning ascribed to such terms under the General Information Document. 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. Notwithstanding the foregoing, terms in "Industry Overview", Key Regulations and Policies", "Statement of Special Tax Benefits", "Financial Information", "Basis for Issue Price", "Outstanding Litigation and Other Material Developments", "Restriction on Foreign Ownership of Indian Securities" and "Main Provisions of Articles of Association", on pages 119, 169, 117, 216, 110, 271, 338 and 345, respectively, will have the meaning ascribed to such terms in those respective sections.

### GENERAL AND COMPANY RELATED TERMS

| Term | Description |
|---|---|
| "Autofurnish", "the Company", "our Company" and "Autofurnish Limited" | Autofurnish Limited (Formerly Known as Autofurnish Trading Limited), a Company incorporated under the Companies Act, 2013, having its registered office at K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi, Delhi, India, 110041 |
| Our Promoters | Puneet Arora and Ruppal Wadhwa are the promoters of our Company |
| Promoter 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". |
| "we", "us" and "our" | Unless the context otherwise indicates or implies, refers to our company |
| "you", "your", or "yours" | Prospective investors in this issue |

### COMPANY RELATED TERMS

| Term | Description |
|---|---|
| Articles / Articles of Association/AOA | Articles of Association of our Company amended from time to time. |
| Audit Committee | The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled "Our Management" on page 191 of this Draft Prospectus. |

| Term | Description |
|---|---|
| Auditor / Statutory Auditor | Statutory auditor of our Company, namely, M/s M A N V & Associates, Chartered Accountants. |
| Board of Directors / Board/BOD | The Board of Directors of the Company unless otherwise specified. |
| Companies Act | The Companies Act, 1956/2013 as amended from time to time. |
| CIN | Corporate Identification Number of our Company i.e. *U51101DL2015PLC279742* |
| Chief Financial Officer (CFO) | The Chief Financial officer of our Company, being Ruppal Wadhwa. |
| Company Secretary and Compliance Officer (CS) | The Company Secretary and Compliance Officer of our Company, being Ms. Srishti Narang. |
| Depositories Act | The Depositories Act, 1996, as amended from time to time |
| DIN | Director Identification Number |
| Director(s)/ our directors | The Director(s) of our company, unless otherwise specified. |
| DP/ Depository Participant | A depository Participant as defined under the Depositories Act. |
| DP ID | Depository's Participant's Identity 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 | Executive Directors of our Company, which includes our Managing Director |
| HNI | High Net-worth Individuals |
| HUF | Hindu Undivided Family |
| Independent Director | A Non-executive Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Sourav and Ms. Neha Sharma are the Independent Directors of our Company |
| Ind AS or Indian Accounting Standards | Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended. |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| ISIN | International Securities Identification Number. INE18HI01019 |

| Term | Description |
|---|---|
| Key Managerial Personnel / Key Managerial Employees | The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management" on page 191 of this Draft Prospectus. |
| Key Performance Indicators or KPIs | Key financial and operational performance indicators of our Company, as included in "Basis for Issue Price" beginning on page 110. |
| Materiality Policy | The policy on identification of material creditors and material litigation, adopted by our Board on September 05, 2025 in accordance with the requirements of the SEBI ICDR Regulations. |
| Managing Director / MD | The Managing Director of our Company namely Puneet Arora. |
| MOA/ Memorandum / Memorandum of Association | Memorandum of Association of our Company as amended from time to time |
| Nomination and Remuneration Committee | The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled "Our Management" on page 191 of this Draft Prospectus. |
| Non-Residents | A person resident outside India, as defined under FEMA |
| Non-Executive Director | Vipul Vashisht is the Non-Executive Directors of our Company. |
| NRIs / 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 Review Auditor | Peer review auditor of our Company, namely, M/s NYS & Company, Chartered Accountants for Restated Consolidated Financial Statements of the Company. |
| Registered Office | K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi - 110041 |
| Restated Consolidated Financial Information/ Restated Consolidated Financial Statements/ | The Restated Consolidated Financial Information of our Company, which comprises the Restated Consolidated Statement of Assets and Liabilities of our Company as at March 31, 2025, March 31, 2024 and March 31, 2023, the related Restated Consolidated Statement of Profit & Loss and the Restated Consolidated Cash Flow Statement for the period ended March 31, 2025, March 31, 2024 and March 31, 2023, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. |
| ROC / Registrar of Companies | Registrar of Companies, Delhi, having its office at 4th Floor, IFCI Tower,61, Nehru Place, New Delhi-110019. |
| SEBI | Securities and Exchange Board of India constituted under the SEBI Act, 1992. |

AUTOFURNISH

| Term | Description |
|---|---|
| SEBI (ICDR) Regulations/ICDR Regulation/ Regulation | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended. |
| Shareholders | Shareholders of our Company, 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 191 of this Draft Prospectus. |
| Stock Exchange | Unless the context requires otherwise, refers to, SME Platform of BSE Limited. |
| Subscribers to MOA | Initial subscribers to MOA and AOA being Mrs. Chavi Wadhwa, Mr. Rupal Wadhwa and Mr. Puneet Arora |

## ISSUE RELATED TERMS

| Term | Description |
|---|---|
| Abridged Prospectus | Abridged Prospectus means a memorandum containing such salient features of 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. |
| Allotment Advice | Note or advice or intimation of Allotment sent to successful Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges. |
| Allotment/Allot/Allotted | Unless the context otherwise requires, the issue and allotment of Equity Shares, pursuant to the Issue to the successful Applicants. |
| Allottee(s) | The successful Applicant to whom the Equity Shares are allotted. |
| Applicant/Investor | Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus. |
| Application Form | The Form in terms of which the applicant shall apply for the Equity Shares of our Company. |
| Application Supported by Blocked Amount / ASBA | An application, whether physical or electronic, used by applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. |
| ASBA Account | An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form. |
| Basis of Allotment | The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the chapter "ISSUE PROCEDURE - BASIS OF ALLOTMENT" on page no. 325 of this Draft Prospectus. |
| Bid | An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at an issue price, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly. |
| Bid cum application | The form in terms of which the bidder shall make a bid, including ASBA Form, |

| | |
|---|---|
| form | and which shall be considered as the bid for the Allotment. |
| Bid Lot | [●] Equity Shares of face value of ₹ 10/- each and in multiples of [●] Equity Shares of face value of ₹ 10/- each thereafter. |
| Bid/ Issue Period | The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders.<br><br>In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. |
| Bid/Issue Opening Date | The date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Hindi editions of [●] (a Vernacular language newspaper with wide circulation, [•] being the regional language newspaper, where our Registered Office is located). |
| Bid/Issue Closing Date | The date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and regional editions of [●] a vernacular language newspaper with wide circulation, where our Registered Office is located). |
| Bidder/ Investor | Any prospective investor who makes a bid for Equity Shares in terms of Prospectus. |
| Bidding Centers | Centers at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs. |
| Bidding | The process of making a Bid |
| Business Day | Monday to Saturday (except public holidays). |
| Bankers to our Company | Banker to our company being Axis Bank Limited. |
| Bankers to the Issue | Banker to the Issue, Public Issue Bank and Sponsor Bank, being [•] |
| Depository | A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 |
| Depository Participant | A Depository Participant as defined under the Depositories Act, 1996 |
| Draft Prospectus | The Draft Prospectus dated September 30, 2025 issued in accordance with Section 26 of the Companies Act filed with the BSE Limited under SEBI(ICDR) Regulations |
| 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 Draft Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein. |
| Issue Opening Date | The date on which the Issue opens for subscription. |
| Issue Closing date | The date on which the Issue closes for subscription. |
| 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 | The Public Issue of 35,61,000 Equity Shares of each at Rs.10/- per Equity Share including share premium of [●] per Equity Share aggregating to [●] Lakh by Autofurnish Limited |
| Issue Price | The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being Rs. [●] |
| Issue Agreement | Agreement dated September 23, 2025 entered between Our Company and the Lead Manager, pursuant to which certain arrangements have been agreed to in relation to the issue. |
| Individual Investors | Individual investors as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, who applies for the minimum application size and |
| LM / Lead Manager | Lead Manager to the Issue, in this case being Fast Track Finsec Private Limited |
| Listing Agreement | Unless the context specifies otherwise, this means the SME Equity Listing Regulation to be signed between our company and the Stock Exchange. |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of Rs. 10/- each at [●] per Equity Share including share premium of Rs. [●] per Equity Share aggregating to Rs. [●]. |
| 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 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors |
| Refund Account | Account 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. |
| Refund Bank | The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]. |
| Registrar / Registrar to the Issue | Registrar to the Issue being Skyline Financial Services Private Limited |
| Resident Indian | A person resident in India, as defined under FEMA. |
| Revenue from Operations” | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business. |
| RoE (%) or “Return on Equity | Calculated as profit for the year/period divided by Average of shareholders Equity. |
| Regulations | Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. |
| SCSB or Self Certified Syndicate Bank | The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 |
| SME Platform of BSE Limited | SME Platform of BSE Limited for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange. |
| Underwriter | Underwriter to the issue is [●]. |
| Underwriting Agreement | The Agreement entered into between the Underwriter and our Company dated [●]. |

| | |
|---|---|
| UPI Circulars / SEBI UPI Circulars | SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, 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 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023,along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI, BSE or National Stock Exchange of India Limited in this regard. |
| UPI ID | ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI). |
| UPI Mandate Request/ Mandate Request | A request (intimating the Individual Investor by way of notification on the UPI application and by way of a SMS directing the II to such UPI application) to the Individual Investor by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment. |
| UPI PIN | Password to authenticate UPI transaction |
| Wilful Defaulter(s) | Wilful defaulter as defined under Regulation 2(1) (lll) of the SEBI (ICDR) Regulations, 2018. |
| Working Days | In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on BSE, working day means all trading days of BSE, excluding Sundays and bank holidays, as per circulars issued by SEBI. |

## CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

| Term | Description |
|---|---|
| "₹" or "Rs." or "Rupees" or "INR" | Indian Rupee |
| "Consolidated FDI Policy" or "FDI Policy" | Consolidated Foreign Direct Investment Policy notified by DPIIT through notification issued by DPIIT, effective from October 15, 2020 |
| "Financial Year" or "Fiscal Year" or "FY" | Period of 12 months ending March 31 of that particular year |

| Term | Description |
|---|---|
| A/c | Account |
| AGM | Annual General Meeting |
| AS | Accounting Standards issued by the Institute of Chartered Accountants of India |
| BTA | Business Transfer Agreement |
| CAGR | Compounded Annual Growth Rate |
| CBDT | Central Board of Direct Taxes, Government of India |
| CDSL | Central Depository Services (India) Limited |
| Central Government | Central Government of India |
| CFO | Chief Financial Officer |
| CIN | Corporate Identification Number |
| CIT | Commissioner of Income Tax |
| Companies Act 1956 | Erstwhile Companies Act, 1956 along with the relevant rules made thereunder |
| Companies Act, 2013 / Companies Act | Companies Act, 2013 along with rules made thereunder |
| CS | Company Secretary |
| CSR | Corporate Social Responsibility |
| Depositories Act | The Depositories Act, 1996 |
| Depository(ies) | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 |
| DIN | Director Identification Number |
| DP ID | Depository Participant's Identification Number |
| EBITDA | Earnings before Interest, Tax, Depreciation and Amortization |
| ECB | External Commercial Borrowings |
| ECB Master Directions | Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019 issued by the RBI |
| ECS | Electronic Clearing System |
| EGM | Extraordinary General Meeting |
| EPS | Earnings per share |
| FCNR Account | Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA |
| FEMA | The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder |

| Term | Description |
|---|---|
| FEMA Regulations | The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 |
| FEMA Rules | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| Financial Year/Fiscal | The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year |
| FIR | First information report |
| FPIs | Foreign portfolio investors as defined and registered under the SEBI FPI Regulations |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| FCNR Account | Foreign Currency Non-Resident Account |
| FDI | Foreign Direct Investment |
| Finance Act | Finance Act, 1994 |
| FIPB | Foreign Investment Promotion Board |
| FIs | Financial Institutions |
| Fiscal policy | Fiscal policy is the use of government spending and taxation to influence economic activity and achieve macroeconomic goals. |
| FPIs | "Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992. |
| Fraudulent Borrower | A fraudulent borrower as defined in Regulation 2(1)(lll) of the SEBI ICDR Regulations. |
| FV | Face Value |
| FVCI | Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations, 2000 |
| GDP | Gross Domestic Product |
| GoI / Government | The Government of India |
| GST | Goods and Services Tax |
| HUF(s) | Hindu Undivided Family(ies) |
| ICSI | The Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| IFSC | Indian Financial System Code |

| Term | Description |
|---|---|
| Income Tax Act / IT Act | Income Tax Act, 1961 |
| Ind AS | The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| Insider Trading Regulations | Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time |
| Insolvency Code | Insolvency and Bankruptcy Code, 2016, as amended from time to time |
| ISIN | International Securities Identification Number |
| IT | Information Technology |
| MCA | The Ministry of Corporate Affairs, GOI |
| Merchant Banker | Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended |
| Mn / mn | Million |
| MOF | Ministry of Finance, Government of India |
| MOU | Memorandum of Understanding |
| MSME | Micro, Small, and Medium Enterprises |
| Mutual Funds | Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| N.A. or NA | Not Applicable |
| NACH | National Automated Clearing House |
| NAV | Net Asset Value per Equity Share at a particular date computed based on total equity divided by number of Equity Shares |
| Net Worth | Net worth as defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations, i.e., the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation |
| NR | Non-resident or person(s) resident outside India, as defined under the FE |
| NRE | Non- residential external |
| NRE Account | Non- residential external account |
| NRI | A person resident outside India, who is a citizen of India and shall have the same meaning as prescribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 |

| Term | Description |
| --- | --- |
| NRO | Non- resident ordinary |
| NRO Account | Non-resident ordinary account |
| NSE | National Stock Exchange of India Limited |
| NSDL | National Securities Depository Limited |
| NTA | Net Tangible Assets |
| p.a. | Per annum |
| P/E Ratio | Price/Earnings Ratio |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| PBT | Profit Before Tax |
| PIO | Person of Indian Origin |
| R&D | Research and Development |
| RBI | The Reserve Bank of India |
| RBI Act | Reserve Bank of India Act, 1934 |
| RoNW | Return on Net Worth |
| RTGS | Real Time Gross Settlement |
| SARFAESI Act | The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 |
| SAT | Securities Appellate Tribunal |
| SCRA | Securities Contract (Regulation) Act, 1956 |
| SCRR | The Securities Contracts (Regulation) Rules, 1957 |
| SEBI | The Securities and Exchange Board of India constituted under the SEBI Act, as amended |
| SEBI Act | The Securities and Exchange Board of India Act, 1992, as amended |
| SEBI BTI Regulations | Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 |
| SEBI FPI Regulations | The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 |
| SEBI ICDR Regulations | The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended |
| SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended |

| Term | Description |
|---|---|
| SEBI Takeover Regulations | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended |
| SEBI VCF Regulations | Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations |
| SICA | Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time |
| SLIPL | Scale Luxura India Private Limited |
| 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 in India |
| Stock Exchange | Unless the context requires otherwise, refers to, BSE Limited |
| TDS | Tax Deducted at Source |
| Trademarks Act | Trademarks Act, 1999, as amended |
| U.S. GAAP | Generally Accepted Accounting Principles in the United States of America |
| US$/ USD/ US Dollar | United States Dollar, the official currency of the United States of America |
| USA/ U.S./ US | United States of America, its territories and possessions, any state of the United States of America and the District of Columbia |
| VAT | Value Added Tax |
| VCFs | Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be |
| w.e.f. | With effect from |
| Year/Calendar Year | Unless context otherwise requires, shall refer to the twelve-month period ending December 31 |

## INDUSTRY RELATED TERMS

| Term | Description |
|---|---|
| ARAI | Automotive Research Association of India |
| CNC | Computer Numerical Control |
| EV | Electronic Vehicle |
| FIAA | Federation of Indian Automobile Associations |
| ISO | International Organization for Standardization |
| IATF | International Automotive Task Force |
| LCM | Light Commercial Vehicles |
| OEM | Original Equipment Manufacturer |
| R&D | Research and Development |
| SIAM | Society of Indian Automobile Manufacturers (SIAM) |

## KEY PERFORMANCE INDICATORS

| Term | Description |
|---|---|
| EBITDA | EBITDA provides information regarding the operational efficiency of the business |
| EBITDA Margin (%) | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business. |
| PAT | Profit after tax provides information regarding the overall profitability of the business |
| PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of our business. |
| RoE(%) | RoE provides how efficiently our Company generates profits from shareholders' funds |
| Net capital Turnover ratio | The net capital turnover ratio, also known as the working capital turnover ratio, measures how efficiently a company uses its working capital to generate sales, calculated by dividing net sales by average working capital. |
| Return on Capital Employed | Return on capital employed provides how efficiently our Company generates earnings from the capital employed in the business |
| Current Ratio (times) | The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year. |
| Debt Equity Ratio (times) | Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers |
| Net capital Turnover ratio | The net capital turnover ratio, also known as the working capital turnover ratio, measures how efficiently a company uses its working capital to generate sales, calculated by dividing net sales by average working capital. |
| Net Worth | Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity. |

Notwithstanding the foregoing, terms in "main provision of Articles of Association", "Statement of Possible Tax Benefits", "Industry Overview", "Key Regulations and Policies", "Financial Information", "Outstanding Litigation and Material Developments" and "Issue Procedure" on pages 345, 117, 119, 169, 216, 271 and 308 respectively of this Draft Prospectus, will have the meaning ascribed to such terms in these respective sections.

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

**Certain Conventions**

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

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

Unless stated otherwise, all references to page numbers in this Draft Prospectus are to the page numbers of this Draft Prospectus.

**Financial Data**

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Prospectus has been derived from our Restated Consolidated Financial Information. For further information, please see the section titled "Financial Information" on Page No. 216 of this Draft Prospectus.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Consolidated Financial Information of our Company, which comprises the Restated Consolidated Statement of Assets and Liabilities of our Company as at March 31, 2025, March 31, 2024 and March 31, 2023, the related Restated Consolidated Statement of Profit & Loss and the Restated Consolidated Cash Flow Statement for the period ended March 31, 2025, March 31, 2024 and March 31, 2023, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Prospectus should, accordingly, be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on Page Nos. [●], [●] and [●] respectively, of this Draft Prospectus, and elsewhere in this Draft Prospectus have been calculated on the basis of the Restated Consolidated Financial Statements of our Company, prepared in accordance with GAAP, and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in "Risk Factors", "Industry Overview" and "Our Business" on Page Nos. 28, 119 and 138 respectively, this Draft Prospectus.

**Currency and Units of Presentation**

All references to:

"Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and

"USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented all numerical information in is Draft Prospectus in "lacs" units or in whole numbers where the numbers have been too small to represent in lacs. One lac represents 1,00,000 and one million represents 10,00,000.

**Exchange rates**

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

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

| Currency | Exchange rate as on (in ₹) | | |
|---|---|---|---|
| | March 31, 2025 | March 31, 2024 | March 31, 2023 |
| 1 USD | 85.58 | 83.37 | 82.21 |

(Source: www.rbi.org.in; and www.fbil.org.in)

**Industry and Market Data**

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable. The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, "Basis for Issue Price" on Page No. 110 of this Draft Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the LM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "Risk Factors" on Page No. 28 of this Draft Prospectus.

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

## FORWARD - LOOKING STATEMENTS

This Draft Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "propose", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

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

- Changes, if any, in the regulations / regulatory framework / economic policies in India.
- Substantial portion of our revenues has been dependent upon few customers. The loss of any one or more of our major customers would have a material adverse effect on our business, cash flows, results of operations and financial condition.
- Our manufacturing activity is subject to availability of raw material and the costs of the raw materials. Any shortage in availability or fluctuations in raw material prices, may have a material adverse effect on our business, financial condition, results of operations and cash flows.
- Our ability to grow our business.
- Our business and financial performance is particularly based on market demand and supply of our products/services; The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- The performance of the financial markets in India and globally.
- Failure to adapt to the changing needs of industry may adversely affect our business and financial condition;
- Inflation, deflation, unanticipated turbulence in interest rates,
- Our dependence on our key personnel, including our directors and senior management;
- Our ability to successfully implement our business strategy and plans;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Position and Results of Operations" beginning on Page Nos. 28, 138 and 253 respectively, of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

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

In accordance with the SEBI ICDR Regulations, our Company, the Promoters and the Lead Manager will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Issue.

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

## SECTION II – SUMMARY OF THE ISSUE DOCUMENT

*The following is a general summary of the terms of the issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Prospectus, including the sections entitled "Risk Factors", " Our Industry", "Outstanding Litigation and Material Developments", "Our Promoters and Promoter Group", "Restated Consolidated Financial Statements" "Objects of the Issue", "Our Business", "Issue Procedure" and "Main Provisions of Articles of Association" on page 28, 119, 271, 205, 216, 97, 138, 307 and 345 respectively.*

## SUMMARY OF BUSINESS

Autofurnish Limited operates primarily in the B2B segment and is engaged in the design, manufacturing, marketing and sale of automobile accessories, with a core product line that includes body covers and foot mats for both cars and two-wheelers. All our products are marketed under the brand name "Autofurnish," catering to a wide range of industries. Our team works closely with clients to develop customized products that meet specific design requirements. Our manufacturing facilities are certified under ISO 9001:2015, ISO 14001:2015, ISO 50001:2018, ISO 45001:2018, ISO 26262-1:2011, IATF 16949:2016 and Good Manufacturing Practices (GMP), reflecting our commitment to quality, safety, and sustainability.

Over time, Autofurnish has evolved into a one-stop solution for automotive accessories, offering a diverse product portfolio that combines both manufacturing and trading.

For more details, please refer "Our Business" on page 138.

## OVERVIEW OF INDUSTRY IN WHICH OUR COMPANY OPERATES

The Indian automobile industry has historically been a good indicator of how well the economy is doing, as the automobile sector plays a key role in both macroeconomic expansion and technological advancement. India enjoys a strong position in the global heavy vehicles market as it is the largest tractor producer, second-largest bus manufacturer, and third-largest heavy truck manufacturer in the world. During FY25, the total production of passenger vehicles, commercial vehicles, three-wheelers, two-wheelers, and quadricycles was 3,10,34,174 units. In March 2025, the total production of passenger vehicles, three-wheelers, two-wheelers, and quadricycles was 24,76,915 units. Automobile exports from India surged by 19% to over 5.3 million units in the FY25, driven by strong demand for passenger vehicles, two-wheelers, and commercial vehicles in international markets.

For more details, please refer "*Our Industry*" on page 119.

## NAME OF PROMOTERS

The Promoters of our Company are Mr. Puneet Arora and Mr. Ruppal Wadhwa. For detailed information please refer to Chapter titled "Our Promoters and Promoter Group" on page 205.

## ISSUE SIZE

Initial Public Issue of upto 35,61,000 Equity Shares of face value of ₹10 each ("Equity Shares") of Autofurnish Limited (the "Company" or the "Issuer") for cash at a price of ₹[●]/- per equity share including a securities premium of ₹[●]- per Equity Share (the "Issue Price"), aggregating upto ₹[●] lakhs (the "The Issue"), out of which upto [●] Equity Shares of face value of ₹10 each for cash at a price of ₹[●]/- per Equity Share aggregating up to ₹[●] lakhs will be reserved for subscription by the market maker to the issue (the "Market Maker Reservation Portion"). The Issue less Market Maker Reservation Portion i.e. Issue of [●] Equity Shares of face value of ₹10 each, at an issue price of ₹[●]/- per Equity Share for cash, aggregating to ₹ [●] lakhs is hereinafter referred to as the "Net Issue". The Public Issue and Net Issue will constitute [●] % and [●] % respectively of the post- issue paid-up Equity Share capital of our Company.

For further details, kindly refer to chapters titled *"The Issue"* and *"Terms of the Issue"* beginning on page no. 63 and 298 and of this Draft Prospectus.

## OBJECTS OF THE ISSUE

Our company proposes to utilize the proceeds towards funding the following objects:

1. To meet out the capital expenditure for purchasing new machinery
2. To meet out the Working Capital requirements of the Company;
3. To meet out the General Corporate Purposes; and
4. To meet out the Issue Expenses.

For further details of our business please refer chapter titled "Our business" on page no. 138 of this Draft Prospectus.

## UTILISATION OF PROCEEDS

The details of utilization of proceeds are set out in the following tables:

**(Amt. in lakhs)**

| S. No. | Object of the issue | Estimated Amount |
|---|---|---|
| 1 | To meet out the capital expenditure for purchasing new plant and machinery | 188.90 |
| 2 | Funding of Working Capital requirements of our Company | 950.00 |
| 3 | General Corporate Purposes* | [●] |
| 4 | Issue Expenses | [●] |

**To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes shall not exceed 15% of the amount raised by our Company or Rs. 10 Cr, whichever is lower. For further details please refer to the chapter titled "Object of the Issue" beginning on page no. 97 of this Draft Prospectus.*

## AGGREGATE PRE AND POST ISSUE SHAREHOLDING OF THE PROMOTERS, PROMOTER GROUP AND PUBLIC SHAREHOLDERS

Our Promoters collectively hold equity shares of our Company aggregating to 93.10 % of the pre-issue paid-up share capital of our Company.

Following are the details of shareholding of Promoters as on date of Draft Prospectus:

| Category of Shareholder | No of Pre-issue Equity Shares | Pre-issue Percentage of Paid-up Equity Share Capital (%) | No of Post-issue Equity Shares | Post-offer Percentage of Paid-Up Equity Share Capital (%) |
|---|---|---|---|---|
| **Promoter** | | | | |
| Puneet Arora | 46,33,798 | 46.55 | 46,33,798 | [●] |
| Ruppal Wadhwa | 46,33,832 | 46.55 | 46,33,832 | [●] |

| | | | | |
|---|---|---|---|---|
| **Total (A)** | **92,67,630** | **93.10** | **92,67,630** | [●] |
| **Promoter Group** | | | | |
| Chavi Wadhwa | 34 | Negligible | 34 | [●] |
| Usha Wadhwa | 34 | Negligible | 34 | [●] |
| Shally Arora | 34 | Negligible | 34 | [●] |
| Vanshaj Arora | 34 | Negligible | 34 | [●] |
| Rekha Arora | 34 | Negligible | 34 | [●] |
| **Total (B)** | **170** | **Negligible** | **170** | [●] |
| **Public Shareholder** | | | | [●] |
| Satish Kumar Gupta HUF | 100,000 | 1.00 | 100,000 | [●] |
| Abhishek Aggarwal | 34,500 | 0.35 | 34,500 | [●] |
| Parag Gupta | 34,500 | 0.35 | 34,500 | [●] |
| Tejal Khanna | 34,483 | 0.35 | 34,483 | [●] |
| Lalit Kumar Wadhwa | 50,000 | 0.50 | 50,000 | [●] |
| Manish Grover | 50,000 | 0.50 | 50,000 | [●] |
| Atul Garg | 20,000 | 0.20 | 20,000 | [●] |
| Rachit Choudhary | 34,483 | 0.35 | 34,483 | [●] |
| Mohit Khanna | 3,500 | 0.04 | 3,500 | [●] |
| Marvel Puri | 35,000 | 0.35 | 35,000 | [●] |
| Santosh Ahuja | 12,500 | 0.13 | 12,500 | [●] |
| Ruchi Agarwal | 17,500 | 0.18 | 17,500 | [●] |
| Yash Nagpal | 7,000 | 0.07 | 7,000 | [●] |
| Kusum Khandelwal | 35,000 | 0.35 | 35,000 | [●] |
| Pramesh Goel | 35,000 | 0.35 | 35,000 | [●] |
| Lakshay Gupta | 1,724 | 0.02 | 1,724 | [●] |
| Kumkum Gupta | 40000 | 0.40 | 40000 | [●] |
| Anita Jain | 55251 | 0.56 | 55251 | [●] |
| Devendar Agarwal | 750 | 0.01 | 750 | [●] |
| Satvik Bhateja | 6000 | 0.06 | 6000 | [●] |
| Ashok Jain | 10526 | 0.11 | 10526 | [●] |
| Dimple Mittal | 17241 | 0.17 | 17241 | [●] |
| Kapil Dhuparhuf | 20000 | 0.20 | 20000 | [●] |
| Sumit Gupta | 10000 | 0.10 | 10000 | [●] |
| Rahul Sharma | 4250 | 0.04 | 4250 | [●] |
| Rohit Sharma | 5,000 | 0.05 | 5,000 | [●] |
| Sunita Goel | 12,500 | 0.13 | 12,500 | [●] |
| **Total (C)** | **6,86,708** | **6.90** | **6,86,708** | [●] |
| **Grand Total (A+B+C)** | **99,54,508** | **100.00** | **99,54,508** | [●] |

**Shareholding of Promoter/ Promoter Group and Additional Top 10 Shareholders of the Company as at allotment:**

| Sr. No | Pre-Issue shareholding as at the date of Advertisement | | | Post Issue Shareholding as at Allotment | |
|---|---|---|---|---|---|
| | **Shareholder** | **Number of Equity Share** | **Shareholding (%)** | **Number of Equity Share** | **Shareholding (%)** |
| **A. Promoter** | | | | | |
| 1. | Puneet Arora | 46,33,798 | 46.55 | 46,33,798 | [●] |
| 2. | Ruppal Wadhwa | 46,33,832 | 46.55 | 46,33,832 | [●] |
| **B. Promoter Group** | | | | | |
| 1 | Chavi Wadhwa | 34 | Negligible | 34 | [●] |
| 2 | Usha Wadhwa | 34 | Negligible | 34 | [●] |
| 3 | Shally Arora | 34 | Negligible | 34 | [●] |
| 4 | Vanshaj Arora | 34 | Negligible | 34 | [●] |
| 5 | Rekha Arora | 34 | Negligible | 34 | [●] |
| **C. Top 10 Shareholder*** | | | | | |
| | [●] | [●] | [●] | [●] | [●] |
| | **Grand Total (A+B+C)** | **99,54,508** | **100.00** | **99,54,508** | [●] |

***To be decided at the time of allotment**

**Notes:**

*1) The Promoter Group shareholders are Chavi Wadhwa, Usha Wadhwa, Shally Arora, Vanshaj Arora and Rekha Arora.*
*2) Includes all options that have been exercised until date of draft prospectus*
*3) Based on the Issue price of ₹[●] and subject to finalization of the basis of allotment.*
*4) There are no selling shareholders in our Company.*

For further details, see the chapter titled "Capital Structure" beginning on page 81.

## SUMMARY OF FINANCIAL INFORMATION

Following are details as per the Restated Consolidated Financial Statements for the Fiscal Year ended on as on March 31, 2025, 2024 and 2023.

*(Amount in lakh, except EPS, % and ratios)*

| **Particulars** | **As at March 31, 2025** | **As at March 31, 2024** | **As at March 31, 2023** |
|---|---|---|---|
| Equity Share Capital | 995.45 | 51.00 | 51.00 |
| Net worth * | 1471.03 | 907.17 | 749.63 |
| Total Income | 3388.30 | 1592.42 | 1060.01 |
| Profit after tax ** | **345.76** | **160.44** | **15.78** |
| Earnings per Share (In ₹) Basic | 3.85 | 1.85 | 0.18 |
| Earnings per Share (In ₹) Diluted | 3.85 | 1.85 | 0.18 |
| Net Asset Value per Equity share as Restated (Pre-Bonus) | 14.78 | 180.22 | 146.99 |

| | | | |
|---|---|---|---|
| Net Asset Value per Equity share as Restated (post bonus) | 14.78 | 10.60 | 8.65 |
| **Total Borrowings** | 532.96 | 296.92 | 298.37 |
| Long Term Borrowings | 112.27 | 41.34 | - |
| Short Term Borrowings | 420.69 | 255.58 | 298.37 |

**Excluding Minority Interest*

*** After transfer to Minority interest*

For further details, see the chapter titled *"Restated Consolidated Financial Statements"* beginning on page 216.

## AUDITORS QUALIFICATIONS

There are no auditor qualifications which have not been given effect to in the Restated Consolidated Financial Statements.

## SUMMARY OF OUTSTANDING LITIGATIONS

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

*(Amount in Lakhs)*

| Type of Proceedings | Number of cases | Amount |
|---|---|---|
| **Cases against our Company** | | |
| Outstanding Criminal proceedings | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| Outstanding material civil litigation | NIL | - |
| Tax proceedings | NIL | - |
| **Total** | **NIL** | **-** |
| **Cases by our Company** | | |
| Outstanding Criminal proceedings | 1 | 1.07 |
| Outstanding material civil litigation | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| Tax proceedings | NIL | - |
| **Total** | **1** | **1.07** |
| **Cases against our Promoters** | | |
| Outstanding Criminal proceedings | 1 | 6.39 |
| Outstanding material civil litigation | NIL | - |
| Tax proceedings | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| **Total** | **1** | **6.39** |
| **Cases by our Promoters** | | |
| Outstanding Criminal proceedings | NIL | - |
| Outstanding material civil litigation | NIL | - |
| Tax proceedings | NIL | - |

| | | |
|---|---|---|
| Actions initiated by regulatory or statutory authorities | NIL | - |
| **Total** | **NIL** | **-** |
| **Cases against our Directors (Other than Promoters)** | | |
| Outstanding Criminal proceedings | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| Outstanding material civil litigation | NIL | - |
| Tax proceedings | NIL | - |
| **Total** | **NIL** | **-** |
| **Cases by our Directors (Other than Promoters)** | | |
| Outstanding Criminal proceedings | NIL | - |
| Outstanding material civil litigation | NIL | - |
| Tax proceedings | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| **Total** | **NIL** | **-** |
| **Cases against our KMPs** | NIL | - |
| **Cases by our KMPs** | NIL | - |

For detailed information please refer to page 271 under Chapter titled "*Outstanding Litigation and Material Developments*".

## RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled "Risk Factors" beginning on page no. 28 of this Draft Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

There are no contingent liabilities or capital commitments of our Company for Fiscal Years ended on March 31, 2025, 2024 and 2023 as per the Restated Consolidated Financial Statements.

***The remainder of this page has been left blank intentionally.***

## SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary detail of the Related Party Transaction entered by the company for the fiscal year ended on March 31, 2025, 2024 and 2023:

(Amt. in lakhs)

| Particulars | Key Management Personnel | | | | | | Relatives of KMP | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Year ended 31 March 2025 | % from revenue from operations | Year ended 31 March 2024 | % from revenue from operations | Year ended 31 March 2023 | % from revenue from operations | Year ended 31 March 2025 | % from revenue from operations | Year ended 31 March 2024 | % from revenue from operations | Year ended 31 March 2023 | % from revenue from operations |
| **Transactions during the Year** | | | | | | | | | | | | |
| **Salary/ Remuneration** | | | | | | | | | | | | |
| Puneet Arora | 36.00 | 1.08% | - | - | 10.00 | 0.94% | - | - | - | - | - | - |
| Ruppal Wadhwa | 36.00 | 1.08% | - | - | 10.00 | 0.94% | - | - | - | - | - | - |
| Devender Agarwal | 2.45 | 0.07% | - | - | - | - | - | - | - | - | - | - |
| Chavi Wadhwa | - | - | - | - | - | - | 12.00 | 0.35% | - | - | 5.57 | 0.53% |
| Shally Arora | - | - | - | - | - | - | 12.00 | 0.35% | - | - | 5.57 | 0.53% |
| **Loan Repaid by** | - | - | - | - | - | - | - | - | - | - | - | - |
| Shashank Arora | - | - | - | - | - | - | 9.93 | 0.29% | - | - | - | |
| Naresh Kumar | - | - | - | - | - | - | 34.58 | 1.04% | | | | |
| **Loan Repaid to** | | | | | | | | | | | | |
| Puneet Arora | 1.00 | 0.02% | - | - | - | - | - | - | - | - | - | - |
| Ruppal Wadhwa | - | - | 1.69 | 0.10% | - | - | - | - | - | - | - | - |

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Loan Received** | | | | | | | | | | | | |
| Puneet Arora | - | - | 11.45 | 0.72% | - | - | - | - | - | - | - | - |
| **Shares issued to** | | | | | | | | | | | | |
| Puneet Arora | 122.55 | 3.67% | - | - | - | - | - | - | - | - | - | - |
| Ruppal Wadhwa | 122.55 | 3.67% | - | - | - | - | - | - | - | - | - | - |
| **Total** | **320.55** | **9.59** | **13.14** | **0.82** | **20.00** | **1.88** | **68.51** | **2.03%** | **-** | **-** | **11.14** | **1.06%** |

**<u>Balance Outstanding at the end of the Financial Year</u>**

(Amt. in lakhs)

| | **Key Management Personnel** | | | **Relatives of KMP** | | |
|---|---|---|---|---|---|---|
| **Particulars** | **Year ended 31 March 2025** | **Year ended 31 March 2024** | **Year ended 31 March 2023** | **Year ended 31 March 2025** | **Year ended 31 March 2024** | **Year ended 31 March 2023** |
| Remuneration Payable to Directors - Puneet Arora | 10.12 | - | - | - | - | - |
| Remuneration Payable to Directors - Ruppal Wadhwa | 1.40 | - | - | - | - | - |
| Salary payable to relative - Chavi Wadhwa | - | - | - | 4.20 | - | - |
| Salary payable to relative - Shally Arora | - | - | - | 6.16 | 5.82 | 5.82 |
| Loan to Relatives - Shashank Arora | - | - | - | - | 9.93 | 9.93 |
| Loan to Relatives - Naresh Kumar | - | - | - | - | 34.58 | 34.58 |
| Loan from Director - Puneet Arora | - | - | - | 16.28 | 17.28 | 5.83 |
| Loan from Director - Ruppal Wadhwa | - | - | - | - | - | 1.69 |

For detailed information on the Related Party Transactions executed by our Company, please refer "*Restated Consolidated Financial Statements– Annexure-40 - Related Party Transactions*" beginning on page 248.

## FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group, the Directors of the Company which are Promoters of the Company, the Directors of the Company and their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of business, of the financing entity during a period of six months immediately preceding the date of this Draft Prospectus.

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

The weighted average Price of equity shares acquired by the Promoters of our Company during the past one year preceding the date of this Draft Prospectus are as follows:

| S. No. | Name of the Promoters | Number of Equity Shares | Weighted Average Price per Equity Share (In Rs.) |
|---|---|---|---|
| 1. | **Puneet Arora** | 2,98,900 | 41 |
| 2. | **Ruppal Wadhwa** | 2,98,900 | 41 |

*As certified by M/s. NYS & Co., Chartered Accountants vide certificate dated September 25, 2025.*

## AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTERS

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

| S. No. | Name of Promoters | No. of Equity Shares held | Average Cost of Acquisition per equity share (in Rs.) (1) |
|---|---|---|---|
| 1. | **Puneet Arora** | 46,33,798 | 3.19 |
| 2. | **Ruppal Wadhwa** | 46,33,832 | 3.19 |

*Note: - Including the Equity Shares issued pursuant to bonus issue and transfer.*
**As Certified by M/s. NYS & Co, Chartered Accountants vide certificate dated September 25, 2025*

For further details of the acquisition of Equity Shares of our Promoters, see "*Capital Structure - Build-up of the Equity Shareholding of our Promoters in our Company*" at page 90.

## DETAILS OF PRE-ISSUE PLACEMENT

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

1. That Pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed/adjusted towards GCP portion; unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific objects of the issue. A confirmation to this effect we shall submit at the time of filing of Draft Prospectus and Prospectus with the Exchange and the confirmation should form part of material documents available for inspection.

2. Disclosure shall be made of the price and the name of the shareholder on the day of the allotment in case if any Pre-IPO placement is done, through public advertisement. A confirmation to this effect we shall submit at the time of filing of Draft Prospectus/Prospectus with the Exchange and the confirmation should form part of material documents available for inspection. The details of the Pre-IPO shall also form part of the Price Band Advertisement.

## ISSUE OF SHARE FOR CONSIDERATION OTHER THAN CASH

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

| Date of Allotment of Equity Shares | Number of Equity Shares allotted | Issue Price per Equity Share (Rs.) | Nature of Allotment | Nature of Consideration |
|---|---|---|---|---|
| 27.03.2025* | 5,97,800 | 41 | Private Placement | Other than Cash |

**Preferential allotment of 5,97,800 Equity Shares of face value Rs. 10 each issued at Rs. 41 per share pursuant to share swap agreement between our company and Golden Mace Private Limited for issuance of 122 shares of Autofurnish Limited in lieu of every 1 share held of Golden Mace Private Limited (122:1).*

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

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

## SEBI EXEMPTIONS

As on the date of this Draft Prospectus, our Company has not been granted by SEBI any exemption from complying with any provisions of securities laws.

***The remainder of this page has been left blank intentionally.***

## SECTION III- RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Draft Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Draft Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the Chapters titled **"Our Business"** and **"Management's Discussion and Analysis of Financial Position and Results of Operations"** on page 138 and 253, respectively of this Draft Prospectus as well as other financial and statistical information contained in this Draft Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. This Draft Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Draft Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated Consolidated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto.

**Materiality**

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

*1.* Some events may have material impact quantitatively;

*2.* Some events may have material impact qualitatively instead of quantitatively.

*3.* Some events may not be material individually but may be found material collectively.

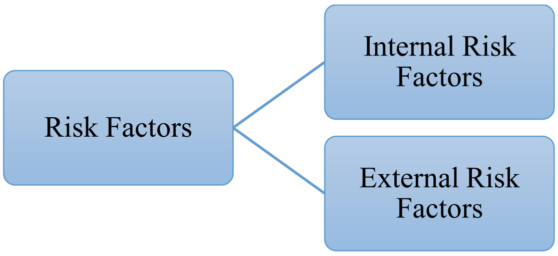
*4.* Some events may not be material at present but may be having material impact in future.

## NOTE

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

In this Draft Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "RISK FACTORS" and elsewhere in this Draft Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in our Restated Consolidated Financial Statements prepared in accordance with Indian GAAP.

## CLASSIFICATION OF RISK FACTORS




## INTERNAL RISK FACTORS

***I. Business Risks / Company specific Risk***

1. ***Our manufacturing operations were temporarily discontinued in the past, which adversely affected our business, results of operations, financial condition, and cash flows, and similar disruptions in the future may have a material adverse effect.***

Pursuant to a Business Transfer Agreement dated November 16, 2021, executed between our Company, Scale Luxura India Private Limited ("SLIPL") and other parties, our Company manufactured automotive accessories which were supplied exclusively to SLIPL from December 3, 2021. However, due to low demand for such products, this arrangement was discontinued with effect from October 29, 2022. Consequently, our manufacturing operations remained discontinued from November 2022 until March 31, 2024. During this period, our Company did not undertake any manufacturing activities and was engaged only in trading activities, which adversely impacted our revenues, profitability, capacity utilization and market share.

Although we resumed manufacturing operations along with trading from April 2024, there can be no assurance that similar disruptions will not recur in the future due to regulatory changes, low demand, financial constraints, operational challenges, or other unforeseen factors. Any prolonged or repeated discontinuation of our manufacturing operations could impair our ability to meet customer demand, maintain relationships with suppliers and customers, and successfully implement our business strategies. Such events may materially and adversely impact our business, financial performance, cash flows, and overall prospects.

Further, during the period when our own manufacturing was discontinued, we relied on third-party manufacturers to meet certain business requirements. Dependence on external manufacturers exposes us to risks such as inconsistent product quality, higher costs, limited control over production timelines, and potential supply chain disruptions. Any failure on the part of such third parties to meet our quality standards or delivery schedules could have an adverse effect on our customer relationships, brand reputation, and financial performance.

For details, please refer to chapter titled "Our Business" beginning on page 138 of this Draft Prospectus.

2. ***We derive a significant part of our revenue from selected customers. If one or more of such customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.***

Significant proportion of our total revenue comes from our top 10 customers and the loss of any of our customers may adversely affect our sales and consequently on our business and results of operations. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic level of business for our top 10 customer. We cannot assure you that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations. However, the composition and revenue generated from these customers might change, as we continue to add new customers in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, there can be no assurance that we will be able to maintain long term relationships with such customers or find new customers in time.

The following table sets forth percentage from our top one, top five and top ten in the years indicated:

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Top 1 Customer | 18.45% | 43.79% | 69.90% |
| Top 5 Customers | 55.77% | 71.97% | 89.91% |
| Top 10 Customers | 66.78% | 94.22% | 95.59% |

For more details in respect to top 10 customers, please refer to page no.145 under section titled "Our Business".

3. ***The Company is dependent on few suppliers for purchase. Loss of any of these large suppliers may affect our business operations.***

Following is table showing the percentage of contribution of the suppliers in our business process.

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Top 1 Suppliers | 45.31% | 37.10% | 11.34% |
| Top 5 Suppliers | 72.67% | 75.10% | 40.43% |
| Top 10 Suppliers | 80.67% | 85.67% | 65.96% |

We cannot assure that we will be able to get the same quantum and quality of supplies from our major suppliers or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases and ultimately our revenue and results of operations. However, the composition and amount of purchase from these suppliers might change as we continue to seek new suppliers for our business operations, for better price in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new suppliers, but there can be no assurance that we will be able to maintain long term relationships with such suppliers or find new suppliers in time or at all. For further details of our top ten suppliers, please refer "*Our Business*" on page 138 of this Draft Prospectus.

4. ***Our company has delayed in filing of returns of Good and Service Tax. Delay in making any Statutory payments i.e. Good and Service Tax or any other Statutory dues which may attract any penalty or demand raised by statutory authorities in future will affect financial position of the Company.***

Our Company is engaged in the manufacturing and trading business of automative accessories, which attracts tax liability such as Goods and Service tax and Income tax and other Statutory taxes as per the applicable provisions of Law. Any demand or penalty imposed by the concerned authority in future for late payments or non-payments, both for any previous year and current year, will have an impact on the financial position of the Company.

Following are the details of delayed filings by the company:

**GST Delay Sheet for Delhi**

| Sr. no. | Month | Due date of filing | Actual date of filing | No. of days delayed |
|---|---|---|---|---|
| **GSTR-3B** | | | | |
| Financial Year 2022-23 | | | | |
| 1. | March 2023 | 20-Apr-2023 | 21Apr-2023 | 1 |
| Financial Year 2023-24 | | | | |
| 2. | August 2023 | 20-Sep-2023 | 25-Sep-2023 | 5 |
| 3. | March 2024 | 20- Apr-2024 | 23-Apr-2024 | 3 |
| **GSTR-1** | | | | |
| Financial Year 2024-25 | | | | |
| 1. | October 2024 | 11-Nov-2024 | 12-Nov-2024 | 1 |

**GST Delay Sheet for Haryana**

| Sr. no. | Month | Due date of filing | Actual date of filing | No. of days delayed |
|---|---|---|---|---|
| **GSTR-3B** | | | | |
| Financial Year 2023-24 | | | | |
| 1. | August 2023 | 20-Sep-2023 | 25-Sep-2023 | 5 |

Recognizing the significance of timely compliance with legal and regulatory obligations, our Company has undertaken corrective actions to prevent any recurrence of such delays. Specifically, we have assigned clear responsibility to relevant personnels, providing them with access to all necessary information and resources to ensure that statutory payments are made within the stipulated deadlines. Additionally, we have strengthened our internal processes to monitor and track due dates for all statutory obligations.

While these delays in the payment of statutory dues have not materially impacted our business or financial condition during the financial years 2022-23, 2023-24, and 2024-25, we acknowledge that any future delays may pose risks. We cannot guarantee that similar issues will not arise in the future. Should any delays occur going forward, they may result in penalties, interest charges, or other regulatory actions, which could adversely affect our business operations, financial condition, profitability, and cash flow.

5. ***Our Company, Promoters, Directors and KMP are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows and results of operations.***

There are outstanding legal proceedings involving our Company and our Promoter which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert management time and attention, and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and include amounts claimed jointly and severally from our Company and Promoter. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations. Certain details of such outstanding legal proceedings as of date of this Draft Prospectus are set out below:

*(Amount in Lakhs)*

| Type of Proceedings | Number of cases | Amount |
|---|---|---|
| **Cases against our Company** | | |
| Outstanding Criminal proceedings | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| Outstanding material civil litigation | NIL | - |
| Tax proceedings | NIL | - |
| **Total** | **NIL** | **-** |
| **Cases by our Company** | | |
| Outstanding Criminal proceedings | 1 | 1.07 |
| Outstanding material civil litigation | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| Tax proceedings | NIL | - |
| **Total** | **1** | **1.07** |
| **Cases against our Promoters** | | |
| Outstanding Criminal proceedings | 1 | 6.39 |
| Outstanding material civil litigation | NIL | - |
| Tax proceedings | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| **Total** | **1** | **6.39** |
| **Cases by our Promoters** | | |
| Outstanding Criminal proceedings | NIL | - |
| Outstanding material civil litigation | NIL | - |
| Tax proceedings | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| **Total** | **NIL** | **-** |
| **Cases against our Directors (Other than Promoters)** | | |
| Outstanding Criminal proceedings | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| Outstanding material civil litigation | NIL | - |
| Tax proceedings | NIL | - |
| **Total** | **NIL** | **-** |
| **Cases by our Directors (Other than Promoters)** | | |
| Outstanding Criminal proceedings | NIL | - |
| Outstanding material civil litigation | NIL | - |

| | | |
|---|---|---|
| Tax proceedings | NIL | - |
| Actions initiated by regulatory or statutory authorities | NIL | - |
| **Total** | **NIL** | **-** |
| **Cases against our KMPs** | NIL | - |
| **Cases by our KMPs** | NIL | - |

Further, there is no assurance that in future, we, our promoters, directors and KMP may not face legal proceedings and any adverse decision in such legal proceedings may impact our business. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations.

6. ***There have been instances of delayed filings and erroneous filings of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 2013 to ROC.***

In the past, there have been certain instances of delays in filing statutory forms which have been subsequently filed by payment of an additional fee as specified by ROC.

| S.No. | Forms that are filed with additional fees | Normal Fees | Additional Fees |
|---|---|---|---|
| **Forms filed during FY 2024-25** | | | |
| 1. | SH-7 | 949,000 | 790.83 |
| 2. | INC-27 | 600 | 2400 |
| 3. | DPT-3 | 600 | 2400 |
| 4. | MGT-14 | 600 | 1200 |
| 5. | DPT-3 | 600 | 7200 |
| 6. | DPT-3 | 600 | 7200 |
| 7. | DPT-3 | 600 | 7200 |
| 8. | DPT-3 | 600 | 7200 |
| 9. | DPT-3 | 600 | 7200 |
| 10. | MGT-14 | 600 | 1200 |
| 11. | DIR-12 | 600 | 1200 |
| 12. | MGT-14 | 600 | 1200 |
| 13. | DIR-12 | 600 | 1200 |
| 14. | MGT-14 | 600 | 2400 |
| 15. | INC-22 | 600 | 2400 |
| 16. | CHG-4 | 600 | 7200 |
| 17. | MGT-14 | 600 | 6000 |
| **Forms filed during FY 2025-26 till now** | | | |
| 18. | MGT-14 | 600 | 6000 |
| 19. | MGT-14 | 600 | 6000 |
| 20. | PAS-3 | 600 | 6000 |
| 21.s | MGT-14 | 600 | 7200 |

Further, certain challan copies relating to e-form filings are not available, and therefore we are unable to trace all such records.

Our Company does not possess formal documents regarding the acquisition of the business of M/s. Autofurnish, Proprietorship Firm into Autofurnish Limited; the transaction has been identified based on its reflection in the Financial Statements. Similarly, records of our Promoter Group, namely Anant Shashi Plastic & Engineering Company, have been identified from affidavits filed by the Promoter and Promoter Group.

Additionally, there have been inadvertent filings of incorrect information in certain statutory forms. To the extent possible, such errors have been rectified by re-filing the relevant forms with the RoC.

Furthermore, errors have been identified in certain corporate filings, as outlined below:

| Form | Period (FYs) | Nature of Errors / Inconsistencies Identified |
|---|---|---|
| **AOC-4** | FY 2015–16 to 2023–24 | - Inconsistent and incomplete disclosure of Board Meetings across multiple years.<br><br>- Missing signing dates in Director's Report and Financial Statements in certain years.<br><br>- Financial Statements/Board Reports signed by some Directors than required, while forms disclosed higher number of signatories, leading to discrepancies.<br><br>- In FY 2022–23, Financial Statements did not include Notes to Accounts and Significant Accounting Policies and Discrepancies in attached AGM notices. |
| **MGT-7 / MGT-7A** | FY 2015–16 to 2023–24 | - Incomplete disclosure of Board Meetings and attendance of Directors.<br><br>- Omission of details relating to General Meetings held during the relevant financial years.<br><br>- Inconsistencies between statutory records and disclosures in filed forms. |
| **PAS-3** | FY 2019–20 | - Attachments reflected incorrect resolutions and wrong notice of EGM.<br>- Relevant MGT-14 details and resolutions were not referenced in the form.<br>-The Company does not possess the loan agreement pertaining to the conversion of loan into equity. |
| | FY 2024-25 | The valuation report issued by Axiology Valuetech Private Limited dated 30th June 2024 was initially obtained by the Company. Subsequently, the Company has allotted share on Rights Issue basis on 28th August 2024 and utilized the said valuation report for that allotment. Further, the Company again relied upon the same valuation report for the purpose of Private Placement allotment dated 18th December 2024. |
| **MGT-14** | FY 2019–20, 2020–21, 2024–25 | - FY 2019–20 / 2020–21: discrepancies in attachments for increase in authorised share capital; incorrect notice dates; conversion of loan into equity incorrectly recorded as ordinary instead of special resolution.<br>- FY 2024–25: Ordinary Resolutions incorrectly reported as Special Resolutions. |

| | | |
|---|---|---|
| **SH-7** | FY 2020-21 | Discrepancies in attachments submitted, incorrect filing date of the Notice, and wrong resolution attached. |
| | FY 2024-25 | Resolution passed as an Ordinary Resolution but incorrectly mentioned as a Special Resolution; details of members present at the meeting wrongly stated. |
| **ADT-1** | FY 2020-21 | There are certain discrepancies in the Form ADT-1 filed for the appointment of Statutory Auditors. The period of appointment reflected in the filings is inconsistent with the attached resolutions. |

The Company has filed revised e-form GNL-2 for Annual Returns from FY 2015–16 to FY 2023–24 and revised ADT-1 forms for the appointment of Kapoor Batra & Company for casual vacancies and for a five-year term.

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 in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

7. ***Our properties including the Registered Office of our Company, are not owned by us which poses certain risks including potential non-renewal, increased rental costs, and unfavorable lease terms. These uncertainties could disrupt operations, strain finances, and affect the company's reputation.***

Our business premises which include Registered Office of our Company, are taken on lease of varying tenures. These leases are renewable as per clause of the agreement. Upon termination of the lease, we are required to return the said business premises to the Lessor/Licensor, unless renewed.

| Sr. No | Location | Name of Transferor/ Lessor | Date of Agreement | Area | Usage | Possession Type | Consideration /Rent | Lease Tenure |
|---|---|---|---|---|---|---|---|---|
| 1. | K-55, Udyog Nagar, Rohtak Road, Delhi-110041 | Lessors: Mr. Rajive Diwan and Mr. Sandeep Diwan | December 26, 2024 | 620.16 Sq. yards comprising of Basement Floor, Ground Floor, Mezzanine Floor and First Floor. | Registered Office and Manufacturing Facility. | Lease | 2,62,500 p.m. | 5 Years |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 2. | Plot No. 02, Site No. 01, Second Floor, Lajwanti Complex, Havells Chowk, Faridabad Haryana-121003 | Lessors: Mr. Pankaj Puri and Mr. Amit Puri | October 28, 2024 | Admeasuring area of 1800 sq. ft. | Branch Office | Lease | 62,000 p.m. | 3 Years |

*Note: - The lessor, as mentioned above, is not associated with Autofurnish Limited. The aforementioned lease deed is adequately stamped and Company has paid rent in accordance with the arm's length principle.*

For details on properties taken on lease/rent by us please refer to the heading titled "Place of Business" in chapter titled "Our Business" beginning on page 142 of this Draft Prospectus.

There can be no assurance that the term of the agreements will be renewed and in the event the Lessor/Licensor terminates or does not renew the agreements on commercially acceptable terms, or at all, and we are required to vacate our offices, we may be required to identify alternative premises and enter into fresh lease or leave and license agreement, potentially causing operational disruptions and incurring increased costs associated with relocation. Even if the lessor is open to renewal, negotiations over lease terms may arise. An increase in monthly rent could strain the company's budget and financial planning. Unfavorable new terms might impact profitability and overall financial health.

***8. We are heavily dependent on the performance of the Automobile Sector particularly, passenger vehicle and commercial vehicles. Any adverse changes in the conditions affecting these markets can adversely impact our business, results of operations and financial condition.***

Our auto-components business is heavily dependent on the performance of the Automobile Sector particularly, passenger vehicle, commercial vehicles and auto parts market in India. Consequently, any fluctuation in the performance of these markets directly impacts the demand for our products. A decline in demand, or developments that make the sale of components in these markets less viable, may adversely affect our revenues and profitability. The automotive market is affected by, amongst other things, changes in government policies, economic conditions, demographic trends, employment and income levels and interest rates, which may negatively affect the demand of our products which may materially adversely affect our business, results of operations and financial condition.

***9. Major proportion of our revenue from operations derives from the state of Delhi. Any adverse changes in the conditions affecting these regions can adversely affect our business, financial condition and results of operations.***

We generate our revenue from various states across India; however, a major proportion of our revenue from operations comes from the State of Delhi:

(Amount in lakhs)

| State Name | For the year ended March 31, 2025 | | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|---|---|---|---|---|---|---|
| | Amount | % of total revenue | Amount | % of total revenue | Amount | % of total revenue |
| **Delhi** | 2,487.23 | 74.56% | 1,472.80 | 92.57% | 1,050.43 | 99.20% |

In the event of a regional slowdown in the economic activity in Delhi or any other developments including political unrest, disruption or sustained economic downturn or natural calamities in those regions affecting the ability of our merchants to continue their operations within their respective communities, or that make or products in these states less available or attractive and beneficial to the customer, we may experience an adverse effect on our financial condition and results of operations, which are largely dependent on the performance, geo-political and other prevailing conditions affecting the economies of the state. The market in Delhi may perform differently from, and be subject to, market and regulatory developments that are different from the requirements in other states of India. There can be no assurance that the demand for our products will grow, or will not decrease, in the future, in these regions.

***10. Our profitability has significantly increased in recent periods, and there is no assurance that we will be able to sustain such growth in the future.***

As per the Restated Consolidated Financial Statements, our Profit After Tax (PAT) has increased significantly from ₹15.78 lakh in FY 2022–23 to ₹160.44 lakh in FY 2023–24 and further to ₹345.76 lakh in FY 2024–25. During this period, our Company also acquired a subsidiary in March 2024, which became a wholly owned subsidiary in March 2025. Accordingly, our consolidated profitability reflects not only the performance of our standalone operations but also the contribution from our subsidiary i.e. Golden Mace Private Limited.

The substantial increase in profitability is attributable to various factors including operational efficiencies, improved product mix, better pricing strategies, and other internal business strategies. However, there is no assurance that these conditions will continue in the future. Our ability to sustain such growth in profitability is dependent on a number of external and internal factors including market dynamics, customer retention, cost structures, the performance of our subsidiary, and competitive pressures. Any adverse change in these factors could impact our profitability margins. As such, we cannot guarantee that our margins or PAT will continue to grow at the same rate or be maintained at current levels, and any inability to do so may adversely affect our business, financial condition, and results of operations.

***11. Our Company has a negative cash flow from our operating, investing and financing activities in past three years, details of which are given below, sustained negative cash flow could impact our growth and business.***

Our Company has a negative cash flow from our operating and investing activities in the previous year(s) as per the Restated Consolidated Financial Statements and the same has been summarized below:

*(Rs. In Lakhs)*

| Particulars | FY 2024-25 | FY 2023-24 | FY 2022-23 |
|---|---|---|---|
| Net Cash Generated/(Used) From Operating Activities (A) | (323.08) | 79.28 | (28.14) |
| Net Cash Generated/(Used) From Investing Activities (B) | (9.39) | (40.92) | (21.87) |
| Net Cash Generated/(Used) From Financing Activities (C) | 370.60 | (35.49) | 3.61 |
| Net increase / (decrease) in cash and cash equivalents (A+B+C) | 38.13 | 2.87 | (46.40) |
| Cash and Cash equivalent at the beginning of the year | 2.87 | | 46.40 |
| Cash and Cash equivalent at the end of the year | 41.00 | 2.87 | (0.01) |

Cash Flow of a Company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. We have experienced negative cash flow from operating, investing and financing activities in the previous three restated consolidated financial statements. If we are not able to generate sufficient cash flow in future, it may adversely affect our business and financial operations. For further information please refer chapter titled "Financial Information" and "Management Discussion and Analysis of financial condition and result of operation" beginning on Page no 216 and 253 and respectively of this Draft Prospectus.

12. ***Our trademarks may be subject to infringement by third-parties, potentially leading to intellectual property disputes and adversely affecting our business prospects, reputation and goodwill.***

The below mentioned trademarks have been legally assigned to Golden Mace Private Limited, which has granted a No objection certificate (NOC) dated December 14, 2023, permitting our Company to use such trademarks. Any discontinuance of such authorisation may impact our brand image and overall business of our Company. As on date of the Draft Prospectus, the details of the trademark used by the Company are as follows:

| Sr. No. | Application/Registration Number | Trademark | Trade Mark Type | Class | Validity | Status |
|---|---|---|---|---|---|---|
| 1. | 2729426 | AUTOFURNISH | | 12 | 30-04-2034 | Registered |
| 2. | 2977430 | DESTORM | | 12 | 01/06/2035 | Registered |
| 3. | 2977428 | MOTOTRANCE | | 12 | 01/06/2035 | Registered |
| 4. | 3133586 | URBAN LIFESTYLERS | | 12 | 20/12/2025 | Registered |
| 5. | 3608298 | AUTOFURNISH-7D | | 27 | 07/08/2027 | Registered |

If our subsidiary does not renew these trademarks in a timely manner, or withdraws/discontinues such authorization, we may lose the right to use them in connection with our business activities. This could impair our ability to protect and promote our brand, adversely affecting our reputation, goodwill, and business operations.

In addition, our trademarks may be subject to infringement, counterfeiting, or misuse by third parties, which could lead to intellectual property disputes. Any such disputes may involve significant costs, divert management's attention, and impact our brand image, which could materially and adversely affect our business, results of operations, and financial condition.

***13. Our Company has applied for registration of certain trademarks which is owned by its wholly owned subsidiary, Golden Mace Private Limited in its name. Until such registrations are granted, we may not be able to prevent unauthorized use of such trademarks by third parties, which may lead to the dilution of our goodwill.***

Our wholly owned subsidiary has made the following applications for registering our name and logo under the Trade Mark Act, 1999:

| S. No. | Logo | Date of Application | Application No./ Trademark No. | Class | Current Status |
|---|---|---|---|---|---|
| 1 | AUTOFURNISH STYLE YOUR RIDE | August 14, 2024 | 6576059 | 12 | Formalities Check Pass |

Our Company has filed its reply to the objection received from the authority and the application is currently pending. Golden Mace Private Limited has provided a No Objection Certificate (NOC) to our company Until the registration of the aforesaid trademark is granted, there remains a risk that third parties, including vendors operating in a similar line of business, may use such marks, and our ability to initiate legal proceedings to protect our intellectual property may be limited. Further, our applications for the registration of certain trademarks may be opposed by third parties, and we may have to incur significant cost in relation to these oppositions. In the event we are not able to obtain registrations due to opposition by third parties or if any injunctive or other adverse order is issued against us in respect of any of our trademarks for which we have applied for registration, we may not be able to use such trademarks and / or avail the legal protection or prevent unauthorized use of such trademarks by third parties, which may adversely affect our goodwill and business.

***14. We do not have documentary evidence for the acquisition of the business of M/s. Autofurnish, the proprietorship concern, into our Company, which may expose us to potential risks relating to historical performance, compliance, and liabilities.***

Our Company has reflected the acquisition of the business of M/s. Autofurnish, a proprietorship concern, in its financial statements. However, we have not been able to trace or obtain documentary evidence, such as an agreement or deed, in support of the said acquisition/merger of the proprietorship business into our Company. In the absence of such documentation, our ability to establish the manner, terms, and conditions of the acquisition is limited.

Any deficiency or non-availability of such records may restrict our ability to validate the transfer of assets, liabilities, or business operations, or to demonstrate historical financial and operational performance of the proprietorship. This may also affect our ability to respond to regulatory, legal, or third-party queries in the future. Consequently, such absence of records may have an adverse effect on our business, reputation, financial condition, and results of operations.

***15. Our inability to identify customer demand accurately and maintain an optimal level of inventory could adversely affect our business, financial condition, cash flows and results of operations.***

Our success depends on accurately identifying customer demand, maintaining optimal inventory levels, and responding to evolving market trends and customer preferences. Our current inventory turnover ratio (in times) for FY 2022-23, FY 2023-24 and FY 2024-25 is 1.67, 1.90 and 2.97 times respectively. Failure to forecast demand with precision or manage inventory efficiently could result in adverse effects on our business operations, financial condition, cash flows, and overall results. Overestimating demand may lead to excess inventory, increased storage costs, potential obsolescence, and markdowns, thereby reducing profit margins. Conversely, underestimating demand may cause inventory shortages, missed sales opportunities, and customer dissatisfaction, potentially damaging our reputation and market position. These challenges are compounded by external factors such as fluctuations in customer purchasing behaviour, market trends, economic conditions, and supply chain disruptions, which may lead to production delays or increased costs, further hindering our ability to fulfil demand effectively.

Rapid advancements in technology and shifting customer preferences require continuous adaptation of our product portfolio and the development of new solutions. Failure to anticipate emerging demands or allocate resources toward the right technologies and products could reduce customer satisfaction, market share, and growth opportunities. While we have not faced any such issue in the last three financial years, we cannot assure you that we will not face any such issues in future. These efforts also involve financial and operational risks, such as delayed product launches, unforeseen development costs, and unsuccessful product introductions. Any inability to execute our development strategy effectively or align with customer needs may impair our ability to compete, reduce customer retention, and have a material adverse effect on our business, financial condition, cash flows, and results of operations.

16. ***The peer review certified auditor who has audited and signed the restated consolidated financial statements included in this Draft Prospectus is different from the present statutory auditor of the Company.***

The restated consolidated financial statements included in this Draft Prospectus have been audited by M/s. NYS & Company, Chartered Accountants, a peer review certified auditor, in accordance with the requirements of the SEBI ICDR Regulations, 2018, specifically for the purpose of this Issue. Our current statutory auditor, M/s. M A N V & Associates, Chartered Accountants, audits our financial statements under the Companies Act, 2013.

Since the peer review certified auditor does not have the same history of engagement with our Company's statutory records and operations as our statutory auditor, there may be differences in audit approaches, methodologies, and professional judgments applied. Accordingly, reliance on the restated consolidated financial statements audited by an auditor other than our statutory auditor may not provide the same level of comfort as financial information audited solely by our statutory auditor. Any such perceived or actual differences may affect investor confidence in the financial statements presented in this Draft Prospectus.

17. ***Our Company has issued equity shares within the last twelve months at a price lower than the issue price.***

We have issued Equity Shares in the preceding 12 months at a price which is lower than the Issue Price. The details are as provided below:

| Date of allotment | Nature of allotment | No. of Equity Shares allotted | Face value per Equity Share (₹) | Issue price per Equity Share (₹) |
|---|---|---|---|---|
| December 18, 2024 | Preferential allotment | 1,69,018 | 10.00/- | 29.00/- |

Investors may note that the prior issuance of Equity Shares at a lower price could potentially affect the prevailing market price of the Equity Shares offered in this Issue. For further details refer to the chapter titled "Capital Structure" beginning on Page 81 of this Draft Prospectus.

***18. The future operating results are difficult to predict and may fluctuate or adversely vary from the past performance.***

The company's operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company's control. The results of operations during any financial year or from period to period may differ from one another or from the expected results of operation. Its business, results of operations and financial condition may be adversely affected by, inter alia, a decrease in the growth and demand for the products offered by us or any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. For further details of our operating results, section titled "Financial Information" beginning on Page 216 of this Draft Prospectus.

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

The under-utilization of our manufacturing capacities, including any inability to efficiently use our expanded production facilities, could adversely impact our business, future prospects, and financial performance. Our profitability depends significantly on the optimal utilization of our manufacturing resources. If we fail to effectively use these capacities due to lower-than-expected demand, production inefficiencies, or delays in scaling operations, it could lead to higher fixed costs per unit, reduced margins, and unutilized overhead. For details in relation to our installed capacity and capacity utilization product category wise of our manufacturing facilities, please see "*Our Business – Capacity and Capacity Utilisation*" on page 150.

Capacity utilization is affected by our product mix, our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, industry/ market conditions as well as overhead costs and manufacturing costs. In the event that there is a decline in the demand for our products, or if we face prolonged disruptions at our facilities including due to interruptions in the supply of water, electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facilities, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition. While there has not been any such instance in the past three Fiscals, we cannot assure you that such instance will not arise in the future.

***20. Our business is manpower intensive and any unavailability of our employees or shortage of labour or any strikes, work stoppages, increased wage demands by workmen or changes in regulations governing hiring of labour may have an adverse impact on our cash flows and results of operations.***

Our business is manpower intensive and we are dependent on the availability of a sufficient pool of workers at our manufacturing facility. As of August 31, 2025, our company have 26 employees.

Our employee attrition rate is as follows:

| Financial Year | 2022-23 | 2023-24 | 2024-25 |
|---|---|---|---|
| Attrition rate | 200% | Very high* | 22.2% |
| No. of employees left during the year | 30 | 4 | 6 |

| | | | |
|---|---|---|---|
| Average no. of employees | 15 | 2 | 27 |

* ***Note:*** *In* ***FY 2023–24****, the Company employed only 4 employees, as it was not engaged in manufacturing activity and was primarily involved in trading operations. During this period, the Company's machinery was utilized by Sahaprut Corporation, a third-party manufacturer, pursuant to a Memorandum of Understanding dated November 01, 2022, under which automotive accessories manufactured by Sahaprut Corporation were supplied exclusively to Autofurnish Limited. Accordingly, the Company did not appoint a large workforce during this period.*

Unavailability or shortage of such a pool of workmen or any strikes, work stoppages, increase wage demands by workmen or changes in regulations governing hiring of labour may have an adverse impact on our cash flows and results of operations.

None of our workers are currently represented by a recognized collective bargaining agreement. We cannot assure you that our workers will not unionize, or attempt to unionize in the future, that they will not otherwise seek higher wages and enhanced employee benefits.

We are subject to laws and regulations relating to employee welfare and benefits such as minimum wage, working conditions, employee insurance, and other such employee benefits and any changes to existing labour legislations, including upward revision of wages required by such state governments to be paid to such laborers, limitations on the number of hours of work or provision of improved facilities, such as food or safety equipment, may adversely affect our business and results of our operations.

Further, there can be no assurance that disruptions in our business will not be experienced if there are strikes, work stoppages, disputes or other problems with labour at our manufacturing unit. This may adversely affect our business and cash flows and results of operations.

For Further details, please refer to chapter titled "Our Business" beginning on Page 138 of this Draft Prospectus.

21. ***We derive a portion of our revenue from operations from our wholly-owned subsidiary, Golden Mace Private Limited, and any adverse developments affecting the business of this subsidiary may adversely impact our business, results of operations, financial condition, and cash flows.***

In addition to our core manufacturing operations in automotive accessories, we also engage in trading activities through our wholly-owned subsidiary, Golden Mace Private Limited, primarily in the B2C segment via online platforms. To enhance operational efficiency and manage risks, we also maintain inventory with this subsidiary.

Our trading activities through Golden Mace Private Limited are subject to risks such as fluctuations in raw material prices, changes in economic and regulatory policies, variations in consumer demand, and potential supply chain disruptions. Any adverse development affecting the operations or financial performance of our wholly-owned subsidiary could, in turn, negatively impact our consolidated revenues, profitability, financial condition, and cash flows.

22. ***We rely entirely on our distributor network for the sale of our products, and the absence of formal agreements with distributors may adversely affect our business, results of operations, and financial condition.***

A substantial portion of our net sales is derived through our distributor network of automotive accessories. Currently, we do not have formal, written agreements with our distributors, and there can be no assurance that our existing distributors will continue to sell our products or that we will be able to attract new distributors in the future.

Our dependence on an informal distributor network exposes us to risks such as sudden termination of distributor relationships, inconsistent sales efforts, or variations in market coverage. Additionally, we may need to provide concessions, such as relaxed payment terms, to distributors to help them manage operational or market challenges. Any delay in payments or inability of distributors to perform as expected could increase our working capital requirements, elevate the risk of doubtful debts, and negatively impact our results of operations, profitability, and financial condition.

***23. Fluctuations in raw material prices may adversely affect our profitability and financial performance.***

Our business depends on the availability and cost of key raw materials such as synthetic fabrics, foams, leatherette, metals, rubber, adhesives, and packaging materials, which are essential for the manufacturing of automobile accessories. The prices of these materials are influenced by factors such as domestic and international demand-supply conditions, foreign exchange fluctuations, inflationary trends, and changes in government policies or environmental regulations.

We generally do not have long-term supply contracts and procure most of our raw materials on a spot or short-term basis, which exposes us to market price volatility and supply chain risks. A sharp increase in the prices of fabrics, foams, or metals could significantly raise our production costs. While we may attempt to pass on such increases to customers, competitive pressures in the automobile accessories industry may limit our ability to do so, or may result in a time lag, adversely affecting margins.

Any sustained increase or volatility in raw material prices, or disruption in their availability, could materially and adversely impact our profitability, cash flows, and overall financial performance.

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

We use third party transportation providers for the supply of our raw materials and delivery of our products to our customers. 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 the supplies from our suppliers and deliveries to our customers. These transportation facilities may not be adequate to support our existing and future operations. In addition, raw materials and products maybe lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of raw materials and products which may also affect our business and results of operation. An increase in the freight costs or unavailability of freight for transportation may have an adverse effect on our business and results of operations. Any disruptions could materially and adversely affect our business, financial condition and results of operations.

***25. Any change in our consumer’s likes, preferences or a change in their perception regarding the quality of our products may negatively affect the image and our reputation and in turn affect our revenues and profitability.***

We are engaged in the manufacturing and trading of automotive accessories. This industry is highly competitive, where goodwill and reputation have a huge significance, any change in consumer’s likes, preferences or a change in their demands regarding the quality and authenticity of our products, may negatively affect the image and reputation of our products and our Company. Further, such incidences may expose our Company to liabilities and claims, adversely affect our reputation, growth and profitability. In past three years no such instances occurred in the Company.

***26. We have obtained various approvals, licenses, registration and permits for our business and failure to renew them in a timely manner may adversely affect our operations.***

We have obtained various approvals and license which are required for our business operation except the fire NOC, which is yet to be obtained, However, our Company has installed fire extinguishers and other basic fire safety equipment at its premises. Many of these approvals are granted for fixed periods of time and need renewal from time to time. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension, delay in issuance or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, see "Government and other Statutory Approval" on page 277 of this Draft Prospectus.

***27. Our Company is yet to place order for the machinery for the expansion of the proposed business operation. Any delay in placing orders of such machinery may delay the schedule of implementation and possibly increase the cost of commencing operations.***

Our Company has received third party quotations for the machinery proposed to be installed at our existing manufacturing facility. Although, we have identified the type of machinery proposed to be purchased from the Net Proceeds, we are yet to place orders for the proposed machinery approximately amounting to Rs. 188.90 Lakh of Gross proceeds. The cost of the proposed purchase of machinery is based on the quotations received from third party vendors and such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. For details, please refer to the chapter titled "Objects of the Issue" beginning on page no. 97 of this Draft Prospectus.

We cannot assure that we will be able to procure the machinery in a timely manner and at the same price at which the quotations have been received. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the Machinery or in the event the vendors are not able to provide the machinery in a timely manner, or at all, we may encounter time and cost overruns in expanding the capacity of the business operation. Further, if we are unable to procure machinery from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the machinery which satisfy our requirements at acceptable prices. Our inability to procure the machinery at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

***28. Our Company has not entered into long-term contracts with customers and operates primarily on a purchase order basis, which may adversely impact the stability of our revenues and profitability.***

Our business model in the automobile accessories industry is primarily based on fulfilling customer requirements through purchase order basis rather than long-term contractual arrangements. While we have established relationships with several customers, they are under no binding obligation to continue placing orders with us. Customers may reduce, delay, or cancel their purchase orders at any time, often without prior notice, depending on changes in demand, pricing pressures, inventory policies, or their assessment of supplier performance.

Operating without long-term contracts makes our revenue flow subject to variability and exposes us to the risk of sudden changes in customer buying patterns. Failure on our part to meet specific terms of a purchase order—such as product quality, timely delivery, or pricing—may lead to cancellation of orders, delays in payment, or disputes over receivables. In addition, competitive intensity in the automobile accessories industry increases the likelihood that customers may switch to alternative suppliers offering better terms.

As a result, our dependence on purchase order–based business exposes us to fluctuations in demand and customer behavior, and any significant reduction or discontinuance of orders from major customers could materially and adversely affect our business, financial condition, and profitability.

29. ***We rely on affidavits provided by our promoter group and group companies regarding shareholding in other entities***

As part of the disclosures made in this Draft Prospectus, we are required to provide details of companies in which our Promoter Group members, and our Group Companies hold 20% or more of the share capital as per ICDR Regulations. In this regard, we have relied on information provided through affidavits furnished by them, wherein they have declared the list of such companies and the extent of their shareholding.

Investors should therefore rely on the information provided herein with this context in mind, and any future discovery of undisclosed or inaccurately disclosed shareholdings could have a material adverse effect on our reputation and the perception of our corporate governance standards.

30. ***We have power requirement for continuous running of our manufacturing unit. Any disruption to our operations on account of interruption in power supply may have an effect on our business, results of operations and financial condition.***

Our manufacturing premises have required electricity requirements and any interruption in power supply may disrupt our operations. Our business and financial results may be affected by any disruption of operations.

Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost of factories and production cost which we may not be able to pass on to our customers, this shall have an impact on profitability and turnover of our Company. For further details on our power requirements please refer to chapter titled “Our Business” beginning on Page 138 of this Draft Prospectus.

31. ***Majority of directors of our company don’t have the experience of the listed company and the requirements of being a listed company may strain our resources.***

Majority of Directors of the company don’t have the experience of the listed Company; however, the Promoter namely Puneet Arora and Ruppal Wadhwa, have the experience in our Industry. We have not been subjected to the increased scrutiny of our affairs by shareholders, regulator and the public at large that is associated with being a listed company. We will be subject to the equity listing agreement with the Stock Exchange which will require us to file audited annual and half yearly reports with respect to our business and financial condition.

Further, as a listed company, Directors and the Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required.

As a result, our management's attention may be diverted from business concerns, which may adversely affect our business, prospects, financial condition, and results of operations. Further, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge but cannot assure that we will be able to do so in a timely and efficient manner.

***32. Any failure to comply with financial and other restrictive covenants imposed on us under our financing agreements may affect our operational flexibility, business, results of operations and prospects.***

As on March 31, 2025, our total outstanding borrowings (comprising secured and unsecured borrowings) amounted to Rs. 532.96 Lakhs from Banks and other financial institution. While we intend to repay of portion of loan, of certain borrowings availed by our Company out of the Net Proceeds, we may from time to time incur additional indebtedness. For further details on our indebtedness, see "Financial Indebtedness" on page 252. The table below sets forth our total outstanding borrowings as at March 31, 2025:

**(Amt. in lakhs)**

| Nature of Borrowing | Outstanding as on March 31, 2025 |
|---|---|
| Secured Loan | 27.69 |
| Unsecured Loan (From Banks & NBFC's) | 488.98 |
| Unsecured Loan (From Directors) | 16.28 |
| **Total** | **532.96** |

In the event of enforcement of an event of default in connection with such secured borrowings (which is not waived or cured), our ability to continue to operate our business may be restricted;

Although we have not experienced any disruption in our loan facility in past, but termination of, or declaration or enforcement of default under, any current or future financing agreement (if not waived or cured) may affect our ability to raise additional funds or renew maturing borrowings to finance our existing operations and pursue our growth initiatives and, therefore, have an effect on our business, results of operations and prospects.

For further details of our loans, please refer chapter titled "Restated Consolidated Financial Information" beginning on Page 216 of this Draft Prospectus.

***33. Our Company has availed unsecured borrowings from our related parties, which are repayable on demand. Re-payment of such borrowings, if called at short notice, may affect our cash flows adversely to such extent.***

Our Company has availed unsecured borrowings from our related parties, which are repayable on demand. The table below sets forth the outstanding balance of unsecured current borrowings as on the dates indicated:

(Amt. in Lakhs)

| Sr. No. | Name of Lender | Purpose | Outstanding as on 31st March 2025 |
|---|---|---|---|
| 1. | Mr. Puneet Arora | Working capital | 16.28 |
| | **Total** | | **16.28** |

The unsecured borrowings are subject to nil rate of interest and are repayable on demand. There is no assurance that the lenders will not recall the outstanding amount (in part or in full) at any time, in which case, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all.

If we are unable to procure such financing, we may not have adequate working capital to our business operation. As a result, any such demand may affect our business, cash flows, financial condition and results of operations.

***34. Increasing competition among automobile accessories manufactures may reduce our profit margins and adversely affect our business.***

The market in which our company operates is highly competitive due to the presence of both organized and unorganized players. Some of our competitors have significant advantages, including longer industry experience and superior financial, technical, and operational resources. These advantages may enable them to respond more quickly to changing market conditions, adapt to new trends, and invest in advanced technologies, all of which can enhance their competitive edge. Our competitors sell the same or similar makes of products that we offer in our markets at competitive prices. Further, the internet has become a significant part of the sales process in our industry. Customers are using the internet to compare pricing, which may further reduce margins. Our competitors may align themselves with services offered on the internet or invest in the development of their own internet capabilities. Our operating margins may decline over time as we expand into markets where we do not have a leading position.

Consequently, we must remain agile and continually evaluate and adjust our strategies to maintain our market position. If we are unable to compete successfully, we could lose our customers, which would negatively impact our sales and financial performance. Further, the competitive nature of our business may result in lower prices for our products and decreased gross profit margins, either of which may materially adversely affect our sales and profitability.

***35. We have entered into and may continue to enter into related party transactions in future.***

Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may affect our competitive edge. Our Company had entered into various transactions with our Promoter, Promoter Group, Directors and our wholly owned subsidiary. These transactions, inter-alia includes salary, remuneration, loans and advances, etc. Our Company entered into such transactions at arm length price due to easy proximity and quick execution. Also, the transactions are in compliance with Companies Act, 2013 and other applicable provisions. While we believe that all our related party transactions have been conducted on an arm's length basis, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

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

While we maintain insurance coverage, in amounts which we believe are commercially appropriate, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and in the event of severe damage to our business. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows. For further details of our insurance coverage, please refer chapter titled "Our Business" beginning on Page 138 of this Draft Prospectus. The details of our insurance policies are disclosed on Page 162 of the DRHP. Over the past three years, the Company has not incurred any claim against insurance.

37. ***Our success is dependent on our Promoters, management team and skilled manpower. Our inability to attract and retain key personnel or the loss of services of any of our Promoters or Managing may have an adverse effect on our business prospects.***

Our Promoter, Managing Director and management team have significantly contributed to the growth of our business, and our future success is dependent on the continued services of our management team. Our inability to retain any key managerial personnel may have an adverse effect on our operations. Our ability to execute contracts and to obtain new clients also depends on our ability to attract, train, motivate and retain skilled professionals, particularly at managerial levels. If any of our managerial personnel leaves the company, we might face challenges in recruiting and training suitably skilled personnel, particularly as we continue to grow and diversify our operations.

In the future, we may also not be able to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team, our directors or other key personnel or inability on our part to manage the attrition levels; may materially and adversely impact our business, results of operations, financial condition and growth prospects.

For further details of our Promoters and Management, please refer chapter titled "Our Promoters and Promoter Group" and "Our Management" beginning on Page 205 and 191 and respectively of this Draft Prospectus.

38. ***There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on SME Platform of BSE Limited 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 SME Platform of BSE Limited. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

39. ***Our Company does not have any directly comparable listed industry peers.***

Our Company is engaged in the business of manufacturing automobile accessories, which has limited market participants due to various challenges such as high initial investment requirements, availability of raw materials, and the need for trained personnel to operate and maintain specialized equipment. These entry barriers restrict the number of players in the industry, and currently, there are no directly comparable listed peers for our business.

The absence of comparable listed companies may make it difficult for investors to evaluate our performance against industry benchmarks. This lack of comparability could affect investors' ability to assess our growth prospects and may influence their investment decisions.

***40.*** **Changes in technology may affect our business by making our manufacturing facilities or equipment less competitive.**

Our profitability and competitiveness are to a certain extent dependent on our ability to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. Changes in technology may make newer generation manufacturing equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our manufacturing facilities. Our inability to continue to invest in new and more advanced technologies and equipment, may result in our inability to respond to emerging industry standards and practices in a cost-effective and timely manner that is competitive with other manufacturing companies. The development and implementation of such technology entails technical and business risks. However, as of the date of this Draft Prospectus, there have been no such instances in the past three years. We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to emerging industry standards. If we are unable to adapt in a timely manner to changing market conditions or technological changes, our business and financial performance could be adversely affected.

***41. Within the parameters as mentioned in the chapter titled 'Objects of the Issue' 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 or any independent agency.***

We intend to use issue proceeds towards funding capital expenditure requirement, working capital requirements, general corporate purposes and to meet issue expenses. We intend to deploy the net issue proceeds in 2025-26 and 2026-27, such deployment is based on certain assumptions and strategy which our Company intends to implement in near 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" beginning on page 97.

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 the chapter titled "Objects of the Issue" beginning on page 97, the Management of the Company will have significant flexibility in applying the proceeds received by our Company from the Issue. If the Net Proceeds are not completely utilized for the objects stated in Draft Prospectus due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) market conditions outside the control of our Company and its management; and (iv) other commercial considerations such as availability of alternate financial resources, the same would be utilized (in part or full) in a subsequent period as may be determined by our Company in accordance with applicable law.

***42. Information relating to our installed capacities and the historical capacity utilization of our manufacturing facility included in this Draft Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.***

Information relating to our installed capacities and the historical capacity utilization of our manufacturing facility included in this Draft Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to potential utilization levels and operational efficiencies. Though the details related to our installed capacities and actual utilization is certified by Mr. Sanjeev Kumar Gupta, Independent Chartered Engineer dated September 16, 2025, the Actual utilization rates may differ significantly from the estimated installed capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our installed capacity or historical estimated capacity utilization information for our existing facilities included in this Draft Prospectus. For more information, please refer on page 138 under chapter titled "Our Business" of Draft Prospectus of company.

43. ***Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

We have not declared dividends in the past. For further information, see "Dividend Policy" on page 213. Our ability to pay dividends in the future will depend on our Company's profits, past dividend trends, capital requirements and financial commitments, including restrictive covenants under our financing arrangements. The declaration and payment of dividends will be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We may retain all future earnings, if any, for use in the operations and expansion of the 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 and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

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

We have not independently verified data from the industry and related data contained in this Draft Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data 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 elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

45. ***The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of Our Company.***

Since, the Issue size is less than ₹ 50 Crore, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised from this Issue, is hence, at the discretion of the management and the Board of Directors of Our Company and Our Company's management will have flexibility in applying the proceeds of the Issue and will not be subject to monitoring by any independent agency. The fund requirement and deployment mentioned in the Objects of the Issue is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. Also, in accordance with Section 27 of the Companies Act, 2013 and other applicable laws as the case may be, a company shall not vary the objects of the Issue without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholders shall provide 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.

46. ***Our Promoter and Executive Directors hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***

Our Promoter, Director and certain members of our Promoter Group may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares. We cannot assure you that our Promoter, Directors and our members of Promoter Group, if they are also our shareholders, will exercise their rights as shareholders to the benefit and best interest of our Company.

Our Promoter may take actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoter and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "Our Management" and "Our Promoter and Promoter Group" on pages 191 and 205 respectively of this Draft Prospectus.

47. ***We have issued equity shares pursuant to a bonus issue prior to the Issue, and we will be eligible to issue equity shares pursuant to a bonus issue only when we have sufficient reserves.***

In 2024-25, our Company allotted an aggregate of 81,60,000 equity shares of face value Rs. 10 each pursuant to a bonus issue in the ratio of 16 equity shares for every 1 equity share held by our then existing equity shareholders. Our reserve and surplus immediately before the bonus issue were Rs. 856.17 Lakh and immediately after the bonus issue were Rs. 40.17 Lakh. In terms of applicable law, bonus issue shall be made only out of free reserves, securities premium account or capital redemption reserve account and built out of the genuine profits or securities premium collected in cash. As on the date of this Draft Prospectus, our Company's securities premium account is Rs. 87.81 Lakh, and the available free reserves aggregated Rs. 475.58 Lakh (without inclusion of profit for the period from March 31,2025 to September 30, 2025). Additionally, we do not have capital redemption reserve account. Therefore, our Company will be eligible to issue bonus shares only when we have sufficient monies in our free reserves and our securities premium account.

48. ***We have substantial working capital requirements. Our inability to obtain and / or maintain sufficient cash flow, credit facilities and other sources of funding in a timely manner to meet our requirements of working capital or payment of our debts, could adversely affect our operations, our financial stability and growth potential.***

Our business requires significant amount of working capital. We require significant amount of our working capital for purchasing key raw materials required for our manufacturing of our products and trading business. Presently we have sanctioned working capital limits from the existing lenders and one of the Objects of the Offer is to meet our future working capital requirements, we may need additional debt in the future to satisfy our working capital needs. The working capital requirement and working capital turnover ratio for the last three Financial Years is as follows:

(Amt. in lakhs)

| Particulars | As at 31 March 2023 | As at 31 March 2024 | As at 31 March 2025 |
|---|---|---|---|
| Working Capital | 917.60 | 1,085.81 | 1,835.25 |
| Working Capital turnover ratio | 1.15 | 1.60 | 1.77 |

**The Working Capital Turnover Ratio is calculated by dividing Revenue from Operations by the Working Capital of the Company.*

If we fail to secure the necessary loan in future to meet our working capital requirements, we will be at significant financial risk. We might face severe liquidity issues, preventing us from fulfilling essential obligations. This situation would directly disrupt our business operations, leading to delayed deliveries, potential stock shortages, and a loss of trust with suppliers and clients. we could see a sharp increase in short-term liabilities, as the inability to meet obligations would lead to overdue payments and potentially increased debt levels. This could also cause a reduction in assets, as we may be forced to liquidate inventory or other assets to cover immediate needs. Furthermore, our cash flow statement would show negative operating cash flow, as payments are delayed or missed, which could result in lower revenues due to operational disruptions and potentially higher costs associated with emergency financing or penalties. For further details of working capital requirements of the company, please refer Chapter titled 'Object of the issue' on page no. 97 of this Draft Prospectus.

49. ***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 issuance 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, may 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.

50. ***Our Promoters and Promoter Group will continue to retain majority shareholding in our Company after the Issue, enabling them to exercise significant control over matters requiring shareholder approval.***

Post-Issue, our Promoters and Promoter Group will collectively hold a majority of the shareholding in our Company. Accordingly, they will continue to exercise significant influence over us, including the ability to control the composition of our Board of Directors and determine the outcome of matters requiring approval by shareholders, whether through an ordinary or special resolution.

While our Promoters and certain members of the Promoter Group are interested in our Company to the extent of their shareholding, dividend entitlements, loans, and benefits derived from their directorships, there can be no assurance that they will exercise their rights as shareholders in the best interests of the Company or its minority shareholders. As a result, our other shareholders may have limited ability to influence corporate decisions, which could affect the governance of our Company.

For further information, please refer to the chapters/section titled "Capital Structure" on pages 81 of this Draft Prospectus.

51. ***Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an effect on our business, results of operations and financial condition.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves focusing on Optimal Utilization of Resources and to develop relationships with customers. For further details, see the section titled "Our Business" on page 138 of this Draft Prospectus. Our success in implementing our growth strategies may be affected by:

- Our ability to identify new markets to expand;
- Our ability to maintain the quality of our products;
- Changes in the Indian regulatory environment

There can be no assurance that we will be able to execute our strategy on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could impact our results of operations. We cannot assure you that we will not face any time or cost overruns in respect of implementation of our strategies in the future. Further, we expect our growth strategy to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and implement our growth strategy could have effect on our business, financial condition and profitability.

52. ***Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.***

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such products or cause its cancellation, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customers' discretion or problems we encounter in the delivery of such products or any change in priority to meet our order at our supplier's side or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. While we have not yet experienced any material delay, reduction in scope, cancellation, execution difficulty, payment postponement or payment default with regard to the orders placed with us, or disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income. Further, we operate in highly competitive markets in relation to our products where it is difficult to predict whether and when we will receive such awards. As a result, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when such orders are awarded to us and the commencement and progress of work under the orders placed.

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

The deployment of funds will be entirely at the discretion of Company's management and audit committee, based on the parameters as mentioned in the chapter titled "Objects of the Issue". The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 97 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. This may result in rescheduling of our expenditure plans and an increase or decrease in our proposed expenditure for a particular object. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

We propose to utilize the Net Proceeds towards utilization for the working capital requirement, Capital expenditure and General Corporate Purposes of our Company. For further details of the proposed objects of the Issue, see Chapter titled as "Objects of the Issue" beginning on page no. 97. However, these objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations and any other laws which may be applicable on company, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the 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. This may restrict our Company's ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

***55. The requirements of being a publicly listed company may strain our resources.***

We have no experience as a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public that is associated with being a listed company. As a listed company, we will incur additional legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI Listing Regulation, 2015 which would require us to file audited annual and unaudited semi-annual and limited review reports with respect to our business and financial condition. If we delay making such filings, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies.

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

## EXTERNAL RISK FACTORS

***56. Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

Our Company is incorporated in India, and our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters
- prevailing regional or global economic conditions, including in India's principal export markets; and
- Other significant regulatory or economic developments in or affecting India or our industry.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact our business, results of operations and financial condition and the price of the Equity Shares.

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

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

58. ***Our business and activities may be further regulated by the Competition Act and any adverse application or interpretation of the Competition Act could materially and adversely affect our business, financial condition and results of operations.***

The Competition Act seeks to prevent business practices that have or are likely to have an appreciable adverse effect on competition in India and has established the Competition Commission of India (the "CCI"). Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which has or is likely to have an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement among competitors which, directly or indirectly, determines purchase or sale prices, results in bid rigging or collusive bidding, limits or controls the production, supply or distribution of goods and services, or shares the market or source of production or providing of services by way of allocation of geographical area or type of goods or services or number of customers in the relevant market or in any other similar way, is presumed to have an appreciable adverse effect on competition and shall be void.

Further, the Competition Act prohibits the abuse of a dominant position by any enterprise. If it is proven that a breach of the Competition Act committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the breach themselves and may be punished as an individual. If we, or any of our employees are penalized under the Competition Act, our business may be adversely affected. Further, the Competition Act also regulates combinations and requires approval of the CCI for effecting any acquisition of shares, voting rights, assets or control or mergers or amalgamations above the prescribed asset and turnover based thresholds.

59. ***The Indian tax regime is undergoing significant reforms, which could adversely affect our business, results of operations, and financial condition.***

The goods and service tax ("GST") that has been implemented with effect from July 1, 2017 combines taxes and levies by the GoI and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the GoI and state governments.

Furthermore, the General Anti-Avoidance Rules ("GAAR"), effective from the assessment year 2018–19 (Financial Year 2017–18), allow tax authorities to declare certain arrangements as "impermissible avoidance arrangements" if the main purpose, or one of the main purposes, of the arrangement is to obtain a tax benefit and it meets specified criteria. This provision grants tax authorities' broader powers, including the denial of tax benefits or benefits under tax treaties.

In terms of dividend taxation, the Union Budget 2025 announced a revision in the Tax Deducted at Source ("TDS") threshold for dividend income. Effective from April 1, 2025, the TDS threshold limit has been increased from ₹5,000 to ₹10,000. This change means that investors earning dividends below ₹10,000 annually will not face TDS deductions, potentially affecting our dividend distribution strategies.

Given these ongoing reforms and the evolving interpretations of tax laws, the overall impact on businesses and the economy remains uncertain. There can be no assurance that future changes, amendments, or interpretations in tax laws will not have an adverse effect on our business, financial performance, or the trading price of our Equity Shares.

60. ***Investors may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.***

Under the Companies Act, a company incorporated in India must offer its shareholders pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the shares who have voted on the resolution, or unless the company has obtained approval from the Government of India to issue without such special resolution, subject to votes being cast in favour of the proposal exceeding the votes cast against such proposal. However, if the law of the jurisdiction you are in does not permit you to exercise your pre-emptive rights without our Company filing an offering document or a registration statement with the applicable authority in the jurisdiction you are in, you will be unable to exercise your pre-emptive rights unless our Company makes such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interest in our Company would be reduced.

61. ***Political, economic or other factors that are beyond our control may have an adverse effect on our business, results of operations and cash flows.***

We currently operate only in India and are dependent on domestic, regional and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent on the Export industry of the Indian economy. There have been periods of slowdown in the economic growth of India. India's economic growth is also affected by various other factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, cash flows and financial condition. Also, a change in the Government or a change in the economic and deregulation policies could affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

62. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, in the jurisdictions in which we operate may adversely affect our business and results of operations.***

Our business, results of operations and financial condition could be materially adversely affected by changes in the laws, rules, regulations or directions applicable to us, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations. For further details, please see “Key Regulations and Policies in India” on page 169.

The governmental and regulatory bodies may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, results of operations and financial condition.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations, including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals.

***63. Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging Asian market countries. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. In recent times, the Indian financial markets had been negatively affected by the volatility in global financial market, including on account of certain European nations’ debt troubles and move to break away by the United Kingdom from the European Union. Although, economic conditions are different in each country, investors’ reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to, amongst other, the announcements by the U.S. government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur and could harm our business, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Liquidity and credit concerns and volatility in the global credit and financial markets have increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major U.S. and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets.

However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of the Equity Shares.

**64.** ***A significant change in the Government of India's economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.***

The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavourable government policies including those relating to the internet and e-commerce, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, the members of the Government of India and the composition of the coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India. For example, there may be an increasing number of laws and regulations pertaining to the internet and ecommerce, which may relate to liability for information retrieved from or transmitted over the internet or mobile networks, user privacy, content restrictions and the quality of services and products sold or provided through the internet. The rate of economic liberalization could change and specific laws and policies affecting the financial services industry, foreign investment, currency exchange and other matters affecting investment in our securities could change as well.

Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

## RISKS RELATING TO THE EQUITY SHARES AND THIS OFFER

**65.** ***Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Issue, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Issue Price or at all.***

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is determined considering various financials factors of the Company and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Issue could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Prospectus. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

**66.** ***Investors may not be able to immediately sell any of the Equity Shares you subscribe to in this Offer on an Indian Stock Exchange.***

The Equity Shares are proposed to be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of the investor's demat accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing and trading of the Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. The Allotment of Equity Shares in the Offer and the credit of Equity Shares to the investor's demat account with the relevant depository participant and listing is expected to be completed within the period as may be prescribed under applicable law. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. Our Company 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 prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares.

***67. Any further issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding.***

Our Company may be required to finance our growth through future equity offerings. Any future equity issuances by our Company, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of the Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that the Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

***68. Sale of Equity Shares by our Promoters and Promoter Group in future may adversely affect the market price of the Equity Shares.***

After the completion of the Offer, our Promoters and Promoter Group will own a significant percentage of our Company's issued Equity Shares. Sale of a large number of the Equity Shares by the Promoters could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance can be given that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

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

Following the listing of Equity Shares through the Offer, the Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian Stock Exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares beyond the circuit breaker limit set by the Stock Exchanges. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

70. ***If security or industry analysts do not publish research, or publish unfavourable or inaccurate research about the business of our Company, the price and trading volume of the Equity Shares may decline.***

The trading market for the Equity Shares may depend, in part, on the research and reports that securities or industry analysts publish about us or our business. Our Company may be unable to sustain coverage by established and / or prominent securities and industry analysts. If either none or only a limited number of securities or industry analysts maintain coverage of our Company, or if these securities or industry analysts are not widely respected within the general investment community, the trading price for the Equity Shares would be negatively impacted. In the event our Company obtains securities or industry analyst coverage, if one or more of the analysts downgrade the Equity Shares of our Company or publish inaccurate or unfavourable research about our business, the price of the Equity Shares may decline. If one or more of these analysts cease coverage of our Company or fail to publish reports on our Company regularly, the demand for the Equity Shares of our Company could decrease, which might cause the price and trading volume of the Equity Shares of our Company to decline.

71. ***A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted.

72. ***Our Company's ability to raise foreign capital may be constrained by Indian law.***

As an Indian company, our Company is subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions could constrain our Company's ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, our Company cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to our Company without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our Company's business growth, financial condition and results of operations.

73. ***Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities may differ from those that would apply to a company in another jurisdiction. Investors may have more difficulty in asserting their rights as shareholders in an Indian company than as shareholder of a corporation in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other jurisdictions. Under the Companies Act, prior to issuance of any new equity shares, a public limited company incorporated under Indian law must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain existing ownership, unless such pre-emptive rights are waived by a special resolution by a three-fourths majority of the equity shareholders voting on such resolution. If you are a foreign investor and the law of the foreign jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such foreign jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interest in our Company would decline.

***Remainder of this page has been left blank intentionally***

## SECTION IV - INTRODUCTION

### THE ISSUE

The present Issue of 35,61,000 Equity Shares of face value of ₹ 10/- each in terms of Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors held on September 05, 2025 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extraordinary General Meeting of the members held on September 05, 2025.

The following is the summary of the Issue:

| Particulars | Details of Number of Shares |
|---|---|
| Issue of Equity Shares by our Company | 35,61,000* Equity Shares of face value Rs.10/- each fully paid-up for cash at price of [●] per Equity Share (including premium of [●] per equity shares) aggregating to [●]. |
| ***Of which***: | |
| Reserved for Market Makers | [●] Equity Shares of face value Rs.10/- each fully paid-up for cash at price of [●] per Equity Share (including premium of [●] per equity shares) aggregating to [●]. |
| Net Issue to the Public | [●] Equity Shares of face value Rs.10/- each fully paid-up for cash at price of [●] per Equity Share (including premium of [●] per equity shares) aggregating to[●] |
| ***Of which:*** | |
| **A. Non-institutional** | |
| (a) one third of the portion available to non - institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; | Up to [●] Equity Shares of face value ₹10/ - each |
| (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs | Up to [●] Equity Shares of face value ₹10/ - each |
| **B.** Individual Investor Portion who applies for minimum application size | Not less than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs |
| ***Pre-and Post-Issue Equity Shares:*** | |
| Equity Shares outstanding prior to the Issue | 99,54,508 Equity Shares of face value Rs.10/- each |
| Equity Shares outstanding after the Issue | 1,35,15,508 Equity Shares of face value Rs.10/- each |
| Use of Issue Proceeds | For further details please refer chapter titled "Objects of the Issue" beginning on page no. 97 of this Draft Prospectus for information on use of Issue Proceeds. |

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

*Note: - As per the Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, as present issue is a fixed price issue the allocation is the net offer to the public category shall be made as follows:*

a) *Minimum fifty percent to individual investor; and*
b) *Remaining to:*
   i. *Individual applicants other than 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. If the individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the individual investors shall be allocated that higher percentage.*

*Subject to valid applications being received, under-subscription, if any, in the Individual investor portion and Non-Individual Investor Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the LM and the BSE.*

*The Offer is being made by our Company in terms of Regulation 229(2) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Offer paid-up equity share capital of our Company are being offered to the public for subscription.*

***Remainder of this page has been left blank intentionally***

AUTOFURNISH
STYLE YOUR RIDE

## SUMMARY OF RESTATED CONSOLIDATED FINANCIAL STATEMENTS

### Restated Consolidated Statement of Assets and Liabilities as at 31st March, 2025, March 31, 2024 and March 31,2023

**Annexure -I**

**(Amount in Lakhs)**

| Particulars | Note No. | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|---|
| **I. EQUITY AND LIABILITIES** | | | | |
| **1) Equity** | | | | |
| a) Equity Share Capital | 2 | 995.45 | 51.00 | 51.00 |
| b) Other Equity ( Reserve & Surplus ) | 3 | 475.58 | 856.17 | 698.63 |
| c) Minority Interest | | - | 11.94 | - |
| **Total Equity** | | **1,471.03** | **919.11** | **749.63** |
| | | | | |
| **LIABILITIES** | | | | |
| **2) Non-Current Liabilities** | | | | |
| (i) Borrowings | 4 | 112.27 | 41.34 | - |
| (ii) Provisions | 5 | 5.44 | - | - |
| **Total Non-current Liabilities** | | **117.71** | **41.34** | **-** |
| | | | | |
| **3) Current Liabilities** | | | | |
| (i) Borrowings | 6 | 420.69 | 255.58 | 298.37 |
| (ii) Trade Payables | 7 | | | |
| - Total outstanding dues of Micro & Small Enterprises | | - | - | - |
| - Total outstanding dues of creditors other than Micro & Small Enterprises | | 121.90 | 260.46 | 203.68 |
| (iii) Other Current Liabilities | 8 | 78.05 | 52.80 | 151.01 |
| (iv) Provisions | 9 | 0.01 | - | - |
| (v) Current Tax Liabilities (Net) | 10 | 118.26 | 71.58 | 8.00 |
| **Total current Liabilities** | | **738.91** | **640.42** | **661.06** |
| | | | | |
| **Total Equity and Liabilities** | | **2,327.65** | **1,600.88** | **1,410.69** |
| | | | | |
| **II. ASSETS** | | | | |
| **1) Non Current Assets** | | | | |
| **a) Fixed Assets** | | | | |
| (i) Property, Plant and Equipment | 11 | 69.02 | 46.52 | 101.13 |
| (ii) Other Intangible Assets | 11 | 45.50 | 50.22 | 0.06 |
| **b) Financial Assets** | | | | |
| (i) Investments | 12 | - | - | - |

| | | | | |
|---|---|---|---|---|
| (ii) Long term Loans and Advances | 13 | 13.16 | 40.14 | 23.02 |
| (iii) Deferred Tax Asset(Net) | 14 | 8.44 | 8.66 | 6.20 |
| **Total Non-Current Assets** | | **136.12** | **145.54** | **130.41** |
| | | | | |
| **2) Current Assets** | | | | |
| (i) Inventories | 15 | 965.32 | 701.55 | 607.02 |
| (ii) Trade Receivables | 16 | 1,076.33 | 511.08 | 367.96 |
| (iii) Cash and Bank Balances | 17 | 41.01 | 2.87 | - |
| (iv) Short Term Loans and Advances | 18 | 32.24 | 80.15 | 274.87 |
| (v) Other Current Assets | 19 | 76.63 | 159.69 | 30.43 |
| **Total Current Assets** | | **2,191.53** | **1,455.34** | **1,280.29** |
| | | | | |
| **Total Assets** | | **2,327.65** | **1,600.87** | **1,410.69** |

***Remainder of this page has been left blank intentionally***

## Restated Consolidated Statement of Profit & Loss Account for the period ended 31st March, 2025, March 31, 2024 and March 31,2023

**(Amount in Lakhs, Except EPS)**

| Sr. No. | Particulars | Note No. | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|---|---|
| 1 | Revenue from Operations | 20 | 3,336.01 | 1,591.00 | 1,058.86 |
| 2 | Other Income | 21 | 52.29 | 1.42 | 1.15 |
| **3** | **Total Income (1+2)** | | **3,388.30** | **1,592.42** | **1,060.01** |
| **4** | **EXPENSES :** | | | | |
| a. | Cost of Materials Consumed | 22 | 1,969.90 | - | 889.26 |
| b. | Purchases of Stock-in-Trade | 23 | 557.98 | 1078.25 | 462.82 |
| c. | Change in inventory of finished goods, work in progress and stock in trade | 24 | (52.08) | 167.51 | (607.02) |
| d. | Employee Benefits Expense | 25 | 188.50 | 2.86 | 119.28 |
| e. | Finance Costs | 26 | 64.58 | 34.05 | 31.18 |
| f. | Depreciation and Amortisation Expense | 11 | 18.59 | 17.35 | 35.27 |
| g. | Other Expenses | 27 | 157.58 | 59.90 | 108.34 |
| | **Total Expenses** | | **2,905.05** | **1,359.91** | **1,039.12** |
| **5** | **Profit Before Exceptional Items and Tax (3-4)** | | **483.26** | **232.50** | **20.89** |
| 6 | Exceptional Items | 28 | 10.04 | - | - |
| **7** | **Profit/ (Loss) Before Tax (5-6)** | | **473.22** | **232.50** | **20.89** |
| **8** | **Tax Expense/(Benefits):** | | | | |
| | i. Current Tax | | 122.51 | 72.12 | 8.00 |
| | ii. Deferred Tax | 14 | 0.22 | (2.46) | (2.89) |
| | **Total Tax Expense (i+ii)** | | 122.73 | 69.66 | 5.11 |
| **9** | **Profit/(Loss) Before Extraordinary Items (7-8)** | | **350.49** | **162.85** | **15.78** |
| **10** | Extraordinary Exps. / (Income) | | **-** | **-** | **-** |
| **11** | **Profit/(Loss) for the period (9-10)** | | **350.49** | **162.85** | **15.78** |
| **12** | Transferred to Minority Interest | | 4.73 | 2.41 | **-** |
| **13** | **Profit & Loss for the Period (11-12)** | | **345.76** | **160.44** | **15.78** |
| | | | | | |
| **14** | **Earnings per Equity Share of Rs. 10 each** | | | | |
| | Basic | 29 | 3.85 | 1.85 | 0.18 |
| | Diluted | 29 | 3.85 | 1.85 | 0.18 |

## Restated Consolidated Statement of Cash Flows for the period ended 31st March, 2025, March 31, 2024 and March 31,2023

**(Amount in Lakhs)**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|
| **A. Cash Flow from Operating Activities** | | | |
| Net Profit/(Loss) before Tax | 473.22 | 232.50 | 20.89 |
| Adjustment for : | | | |
| Adjustment wrt. Reserves & Surplus (Lease Equilisation) | 2.28 | | |
| Adjustment wrt. to Opening Reserves & Surplus of Subsidiary | | 18.74 | |
| Depreciation & Amortisation Expense | 18.59 | 17.35 | 35.27 |
| Interest Income | (0.01) | (1.42) | (1.15) |
| Provisions W/O and other appropriations | | | (10.86) |
| Interest Expense | 64.58 | 34.05 | 31.18 |
| **Operating Profit before working Capital Changes :** | **558.66** | **301.23** | **75.33** |
| | | | |
| **Movements in Working Capital :** | | | |
| (Increase)/ Decrease in trade receivables | (565.24) | (143.12) | (44.96) |
| (Increase)/ Decrease in inventories | (263.78) | (94.53) | (323.21) |
| (Increase)/ Decrease in other current assets | 130.97 | 65.47 | 460.92 |
| Increase/ (Decrease) in payables | (138.56) | 56.78 | 53.47 |
| Increase/ (Decrease) in provisions | 5.45 | - | - |
| Increase/ (Decrease) in other current liabilities | 25.25 | (98.21) | (69.09) |
| **Cash generated from Operations :** | **(247.25)** | **87.62** | **152.46** |
| Direct Taxes Paid | 75.82 | 8.34 | 180.59 |
| **Net Cash flow from/(used in) Operating Activities[A]** | **(323.08)** | **79.28** | **(28.13)** |
| | | | |
| **B. Cash Flow from Investing Activities** | | | |
| Purchase of Property, Plant and equipment | (36.38) | (50.28) | - |
| Purchase for purchase of investment | - | - | - |
| Loans and Advances | 26.98 | (17.12) | (23.02) |
| Proceeds from sale of Property, Plant and equipment | - | 25.07 | - |
| Proceeds from sale of invesment | - | - | - |
| Repayment of loans by employee and related parties | - | - | - |
| Proceeds from Long term and Short term Advances | - | - | - |
| Interest Income | 0.01 | 1.42 | 1.15 |
| **Net Cash flow from/(used in) Investing Activities [B]** | **(9.39)** | **(40.92)** | **(21.87)** |
| | | | |
| **C. Cash Flow from Financing Activities** | | | |

| | | | |
|---|---|---|---|
| Proceeds (Repayment) from Long term borrowings | 70.92 | 41.34 | - |
| Proceeds (Repayment) from Short term borrowings | 165.11 | (42.79) | 34.79 |
| (Increase)/decrease in Financial Assets | - | - | - |
| Money received against Right Issue | - | - | - |
| Capital Gain on Sale of Intangible Assets Rights | - | - | - |
| Inflow from issue of share capital | 199.14 | - | - |
| Loan raised Net of Repayment | - | - | - |
| Right Issue Expenses | - | - | - |
| Interest Paid | (64.58) | (34.05) | (31.18) |
| **Net Cash flow from/(used) in Financing Activities [C]** | **370.60** | **(35.49)** | **3.61** |
| | | | |
| Net Increase/Decrease in Cash & Cash Equivalents [A+B+C] | 38.13 | 2.87 | (46.40) |
| Cash & Cash equivalents at the beginning of the year | 2.87 | - | 46.39 |
| **Cash & Cash equivalents at the end of the year** | **41.00** | **2.87** | **0.00** |
| | | | |
| **Components of Cash and Cash Equivalents** | **41.01** | **2.87** | **-** |
| | | | |

***Remainder of this page has been left blank intentionally***

AUTOFURNISH
STYLE YOUR RIDE

# GENERAL INFORMATION

Our company was incorporated as a Private Limited Company namely "Autofurnish Trading Private Limited" under the Companies Act, 2013 vide Certificate of Incorporation dated May 05, 2015 issued by Registrar of Companies, Delhi bearing Corporate Identification Number U51101DL2015PTC279742. Thereafter, our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra-Ordinary General Meeting held on May 23, 2024. A fresh Certificate of Incorporation consequent to conversion was issued on August 27, 2024 by the Registrar of Companies, ROC CPC Manesar Haryana and consequently the name of our Company was changed from "Autofurnish Trading Private Limited" to "Autofurnish Trading Limited" bearing Company's Corporate Identification Number U51101DL2015PLC279742. The name of our company was subsequently changed to "Autofurnish Limited" and fresh certificate of Incorporation issued by the Registrar of Companies, ROC CPC Manesar Haryana dated October 14, 2024.

For further details, please refer to chapter titled "History and Certain Corporate Matters" beginning from Page No. 185 of this Draft Prospectus

<table>
<tr><td>Name</td><td colspan="4">Autofurnish Limited (Formerly Known as Autofurnish Trading Limited)</td></tr>
<tr><td>Registered Office</td><td colspan="4">Registered Office: K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi, India-110041</td></tr>
<tr><td>Date of Incorporation</td><td colspan="4">May 05, 2015</td></tr>
<tr><td>Corporate Identity Number (CIN)</td><td colspan="4">U51101DL2015PLC279742</td></tr>
<tr><td>Company Category</td><td colspan="4">Company Limited by Shares</td></tr>
<tr><td>Registrar of Company</td><td colspan="4">Registrar of Companies, Delhi & Haryana<br>Address: - 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019, India<br>Tel No.: 011-26235703, 26235708<br>Email: roc.delhi@mca.gov.in<br>Website: www.mca.gov.in</td></tr>
<tr><td>Company Secretaryand Compliance Officer</td><td colspan="4">Srishti Narang<br>Address: - K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi, India-110041<br>Tel No.: +91 8375818888<br>Email: corporate@autofurnish.com</td></tr>
<tr><td>Chief Financial Officer</td><td colspan="4">Ruppal Wadhwa<br>Address: A-289, First Floor, Behind Reliance Mall, Vikas Puri, West Delhi, Delhi-110018<br>Tel: + 91 9891384854<br>E-mail: rupal@autofurnish.com</td></tr>
<tr><td>Designated Stock Exchange</td><td colspan="4">SME Platform of BSE Limited, "BSE SME"<br>Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001</td></tr>
<tr><td>Issue Programme</td><td>Issue Opens On:</td><td>[●]</td><td>Issue Closes On:</td><td>[●]</td></tr>
</table>

***Note:*** *Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.*

## DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

Our Board comprises the following Directors, as on the date of filing of this Draft Prospectus:

| Name | Designation | DIN | Address |
|---|---|---|---|
| **Puneet Arora** | Managing Director | 05175455 | House No-A-73, Ground Floor, Malviya Nagar, Near Market, Malviya Nagar, South Delhi, Delhi-110017 |
| **Ruppal Wadhwa** | Executive Director & C.F.O | 07120919 | A-289, First Floor, Behind Reliance Mall, Vikas Puri, West Delhi-110018 |
| **Vipul Vashisht** | Non-Executive Director | 08388094 | Pandit Palace, Tigaon Road, Sector-2, Ballabgarh, Faridabad Haryana-121004 |
| **Neha Sharma** | Independent Director | 10618068 | MH-285, Samalkha, Gurgaon Raod, South West Delhi, Delhi-110037 |
| **Sourav** | Independent Director | 10591454 | 360/12, Krishna Colony, Tohana M, LSG, Fatehabad, Haryana-125120 |

For brief profiles and further details in relation to our Board of Directors, see "Our Management" on page 191.

## INVESTOR GRIEVANCES

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

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

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 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 Lead Manager shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount.

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

**LEAD MANAGER**

Fasttrack Finsec
Category-I Merchant Banker

**Fast Track Finsec Private Limited**
**Address:** Office No. V-116, 1st Floor, New Delhi House 27,
Barakhamba Road, New Delhi – 110001
**Telephone No:** +91 – 011-43029809
**Contact Person:** Mr. Wajahat Ali Khan
**Email:** mb@ftfinsec.com investor@ftfinsec.com
**Website:** www.ftfinsec.com
**Sebi Registration No.** INM000012500

**LEGAL ADVISOR TO THE ISSUE**

**Chambers of Banth & Thukral, Advocates & Solicitors**
**Address:** 409, 4th Floor, mercantile House, 15, KG Marg, New Delhi ‐ 110001
**Telephone No:** 9891602513
**Contact Person:** Mr. Aman Thukral
**Email:** amanthukral@outlook.com
**Enrollment No.** D/3041/2018

**REGISTRAR TO THE ISSUE**

Skyline
Towards Excellence
Financial Services Pvt. Ltd.

Skyline Financial Services Private Limited
**Address:** D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
**Telephone No:** +91-11-40450193-97,26812682, 011-26812682;
**Contact Person:** Mr. Anuj Rana
**Email:** ipo@skylinerta.com
**Website:** www.skylinerta.com
**Sebi Registration No.** INR000003241

**BANKER OF THE ISSUER**

AXIS BANK

Axis Bank Limited
**Address:** SCO-39, Sector 15, Faridabad, Haryana- 121007
**Telephone No:** 9871252246

**Contact Person:** Anjali Sahani
**Email:** OPRH3112@axisbank.com
**Website:** www.axisbank.com

**BANKER TO THE ISSUE AND SPONSOR BANK**

**Name: [•]**
**Address: [•]**
**Telephone No: [•]**
**Contact Person: [•]**
**Email: [•]**
**Website: [•]**
**Sebi Registration No. [•]**

**PEER REVIEW AUDITOR OF THE ISSUE**

**NYS & Company**
**Address:** 208, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi-110001
**Telephone No:** +91 40204434
**Contact Person:** CA Nitesh Agarwal
**Email:** nitesh@nys.co.in
**ICAI Firm Registration No.** 017007N
**Peer Review Number:** 015270

**STATUTORY AUDITOR OF THE ISSUE**

**M A N V & Associates**
**Address:** K-76, Jalvayu Vihar, Sector-25, Noida-201301
**Telephone No:** 9810309036
**Contact Person:** Anish Kumar Sanghi
**Email:** anish.sanghi@camanv.com
**ICAI Firm Registration No.** 00735IN
**Peer Review Number:** 017012

**MARKET MAKER TO THE ISSUE**

**Name: [•]**
**Address: [•]**
**Telephone No: [•]**
**Contact Person: [•]**
**Email: [•]**
**Website: [•]**
**Sebi Registration No. [•]**

## SELF-CERTIFIED SYNDICATE BANKS

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Applicant, (other than an Individual Investor using the UPI Mechanism), not Applying through Syndicate or through a Registered Broker, may submit the ASBA Forms, is available at the abovementioned link, and at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form of Applicants is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

## INVESTORS BANKS OR ISSUER BANKS FOR UPI

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Individual Investors 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 (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

## SCSBs ENABLES FOR UPI MECHANISM

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Individual Investors 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.

## REGISTERD BROKERS

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicant can submit Application form through stock broker network of the Stock Exchange i.e. Registered Broker at the Broker center. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail 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.

## REGISTRAR AND SHARE TRANSFER AGENT

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

## COLLECTING DEPOSITORY PARTICIPANTS

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

## BROKERS TO THE ISSUE

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

## EXPERT TO THE OFFER

Except the report of the peer review auditor on Statement of Tax Benefits and report on Restated Consolidated Financials, for the period ended March 31, 2025, 2024 and 2023 is included in this Draft Prospectus and Certificate from Chartered Engineer for capacity utilization, our company has not obtained any expert opinion.

## STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES OF THE LEAD MANAGERS

Since Fast Track Finsec Private Limited is the sole Lead Manager to this Issue, a statement of inter-se-allocation of responsibilities amongst Lead Managers is not required.

## MONITORING AGENCY

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to Rs. 5000 Lakh. Since the Issue size is below Rs. 5,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

## GREEN SHOE OPTION

No Green Shoe Option is applicable for this Issue.

## APPRAISING ENTITY

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

## 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.

## CREDIT RATING

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

## TYPE OF ISSUE

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

## DEBENTURE TRUSTEES

As this is an Issue is of Equity Shares, the appointment of Debenture trustees is not required.

## FILING

The Draft Prospectus 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. Pursuant to SEBI Master Circular, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in . Further, a copy of Prospectus, will also be filed with the SME Platform of BSE Limited situated at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 where the Equity Shares are proposed to be listed.

A copy of the Prospectus, along with the material contracts, documents and the Prospectus will also be filed with the Registrar of Companies Delhi and Haryana situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019, India under Section 26 of the Companies Act, 2013 and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do .

## WITHDRAWAL OF THE ISSUE

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

If our Company withdraw the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Issue after the Bid/Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

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

## UNDERWRITING AGREEMENT

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are 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:

| Name, Address, Telephone, Fax, and Email of the Underwriter | Indicative No. of Equity Shares to be Underwritten | Amount Underwritten (Rs. In Lakh) | % of the Total Issue Size Underwritten |
|---|---|---|---|
| [•] | [•] | [•] | [•] |

In terms of Regulation 260(1) of the SEBI ICDR Regulations, the initial public offer shall be underwritten for hundred per cent (100%) of the Issue and shall not be restricted up to the minimum subscription level. As per Regulation 260(2) of SEBI ICDR Regulations, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

## CHANGES IN AUDITORS DURING THE LAST 3 YEARS

There have been no changes in our Company's auditors in the last (3) years except, mentioned below:

| Name of Auditor | From | To | Reason for change |
|---|---|---|---|
| Kapoor Batra and Co. | 01/04/2019 | 31/03/2024 | Appointment as Statutory Auditor upon completion of the term of the previous auditor |
| M A N V & Associates | 01/04/2024 | 31/03/2029 | Appointment as Statutory Auditor of the Company due to Resignation of Previous Auditor of the Company |

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Issue:

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with BSE Limited to fulfil the obligations of Market Making) dated [•] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue. **[•]**, registered with BSE Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

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

In terms of regulation 261(6) of SEBI ICDR Regulations, 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 equity shares from such Promoters or person belonging to Promoter Group, during the compulsory market making period.

In terms of regulation 261(7) of SEBI ICDR Regulations, the Promoters' holding of the Company shall not be eligible for offering to the Market Maker during the compulsory market making period. However, the promoters' holding of our Company which is not locked-in as per the SEBI ICDR Regulations, can be traded with prior permission of the SME Platform of BSE Limited, in the manner specified by SEBI from time to time.

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

1) The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The

same shall be monitored by the stock exchange. 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.

2) The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE Limited and SEBI from time to time.
3) The minimum depth of the quote shall be Rs.1,00,000. However, the investors with holdings of value less than Rs.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) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5) 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.
6) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
7) The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
8) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
9) The Market Maker(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 abovementioned 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 particulars 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.

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

11) **Punitive Action in case of default by Market Maker:** SME Platform of BSE Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non- compliances. Penalties / fines may be imposed by the Exchange on the Market 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.

12) 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.

13) Price Band and Spreads: 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:

   i. 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.
   ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

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

   The following spread will be applicable on the BSE SME Exchange/Platform:

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

14) 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 offer size and as follows:

| **Issue Size** | **Buy quote exemption threshold (including mandatory initial inventory of5% of the Issue Size)** | **Re-Entry threshold for buy quote (including mandatory initial inventory of 5% ofthe Issue Size)** |
|---|---|---|
| Up to Rs. 20 Crore | 25% | 24% |
| Rs.20 Crore to Rs.50 Crore | 20% | 19% |
| Rs.50 Crore to Rs.80 Crore | 15% | 14% |
| Above Rs.80 Crore | 12% | 11% |

The 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: i. In case an equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price. ii. In case the equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue Price.

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

2. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

***Remainder of this page has been left blank intentionally***

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus is set forth below:

(Rs. in Lakhs)

| S. No. | Particulars | Aggregate Nominal value | Aggregate value at offer price* |
|---|---|---|---|
| **A.** | **Authorized Share Capital** | | |
| | 1,50,00,000 Equity Shares of face value Rs.10/- each | 1,500.00 | - |
| **B.** | **Issued, Subscribed and Paid-Up Share Capital before the Issue** | | |
| | 99,54,508 Equity Shares of face value Rs.10/- each | 995.45 | - |
| **C.** | **Present Issue in terms of the Draft Prospectus** | | |
| | Issue of 35,61,000 Equity Shares of face value Rs.10/- each at a price of Rs. [●]/- per share | 356.10 | [●] |
| | ***Consisting of:*** | | |
| (I) | Reservation for Market Maker- [●] Equity Shares of face value Rs.10/- each at a price of Rs. [●]/- per Equity Share reserved as Market Maker Portion. | [●] | [●] |
| (II) | Net Issue to the Public – [●] Equity Shares of face value Rs.10/- each at a price of Rs. [●]/- per Equity Share. | [●] | [●] |
| | ***Of which the Net Issue to the Public consist of*** | [●] | [●] |
| (I) | **Allocation to Individual Investors -**Not Less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Individual Investors who applies for minimum application size | [●] | [●] |
| (II) | **Allocation to other than Individual Investors-** Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Other than Individual Investors who applies for minimum application size | [●] | [●] |
| **D.** | **Issued, Subscribed and Paid-up Share Capital after the Issue** | | |
| | 1,35,15,508 Equity Shares of face value Rs. 10/- each | 1351.55 | |
| **E.** | **Securities Premium Account** | | |
| | Before the Issue (as on the date) | 87.81 | |
| | After the Issue | [●] | |

*To be finalized upon determination of Issue Price

**Notes:**

1) *The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.*

2) *The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 05, 2025 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on September 05, 2025.*

3) *In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids being received at or above the Issue Price. Undersubscription, 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*

4) *For promoter contribution, refer to page no 92 "Capital Structure-Minimum Promoter Contribution".*

## CLASSES OF SHARES

Our Company has only one class of share capital i.e. Equity Shares of the face value Rs. 10/- each only. All Equity Shares are fully paid-up.

Our Company has not issued any partly paid-up equity shares since incorporation nor does it have any partly paid-up equity shares as on the date of this Draft Prospectus.

Our Company has no outstanding convertible instruments as on the date of this Draft Prospectus.

## DETAILS OF CHANGES IN AUTHORIZED SHARE CAPITAL OF OUR COMPANY SINCE INCORPORATION

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

| S. No. | Date | No. of Shares | Face Value (in Rs.) | Cumulative No. of Shares | Cumulative Authorized Share Capital (in Rs.) | Whether AGM / EGM |
|---|---|---|---|---|---|---|
| 1. | On Incorporation | 10,000 | 10 | 10,000 | 1,00,000 | NA |
| 2. | December 27, 2019 | 5,00,000 | 10 | 5,10,000 | 51,00,000 | EGM |
| 3. | May 23, 2024 | 1,24,90,000 | 10 | 1,30,00,000 | 13,00,00,000 | EGM |
| 4. | September 05, 2025 | 20,00,000 | 10 | 1,50,00,000 | 15,00,00,000 | EGM |

## NOTES TO THE CAPITAL STRUCTURE

1. **Share Capital History of our company: -**

**Equity Share capital**

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

| S. no. | Date of Allotment | No. of Equity Shares allotted | Face value (Rs.) | Issue Price (Rs.) | Nature of consideration | Nature of Allotment | Cumulative number of Equity Shares | Cumulative Paid-up Capital (Rs.) |
|---|---|---|---|---|---|---|---|---|
| 1. | On Incorporation (1) | 10,000 | 10 | 10 | Cash | Subscribers to Memorandum of Association | 10,000 | 1,00,000 |
| 2. | 16.01.2020(2) | 5,00,000 | 10 | 10 | Other than cash | Loan Conversion | 5,10,000 | 51,00,000 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 3. | 11.06.2024(3) | 81,60,000 | 10 | NA | Other than cash | Bonus Issue | 86,70,000 | 8,67,00,000 |
| 4. | 28.08.2024(4) | 5,17,690 | 10 | 29 | Cash | Right Issue | 91,87,690 | 9,18,76,900 |
| 5. | 18.12.2024(5) | 1,69,018 | 10 | 29 | Cash | Private Placement | 93,56,708 | 9,35,67,080 |
| 6. | 27.03.2025(6) | 5,97,800 | 10 | 41 | Other than cash | Preferential allotment pursuant to share swap agreement | 99,54,508 | 99545080 |

**1.** Initial Subscribers to Memorandum of Association hold 10,000 Shares each of face value of Rs. 10/- fully paid up as per the details given below:

| S. No. | Name of Person | No. of Shares Allotted |
|---|---|---|
| 1. | Puneet Arora | 5000 |
| 2. | Ruppal Wadhwa | 4000 |
| 3. | Chavi Wadhwa | 1000 |
| **Total** | | **10,000** |

**2.** Allotment of 5,00,000 equity shares of Face Value of Rs. 10 each, pursuant to conversion of loan amounting to Rs. 50,00,000. The details of which is given below:

| S. No. | Name of Person | No. of Shares Allotted |
|---|---|---|
| 1. | Puneet Arora | 2,50,000 |
| 2. | Ruppal Wadhwa | 2,50,000 |
| **Total** | | **5,00,000** |

**3.** Bonus issue of 81,60,000 Equity Shares of face value of Rs. 10 each in the ratio of Sixteen (16) new equity share for every one (1) Equity Shares held, to following persons:

| S. No. | Name of Person | No. of Shares Allotted |
|---|---|---|
| 1. | Ruppal Wadhwa | 4,079,936 |
| 2. | Puneet Arora | 4,079,904 |
| 3. | Chavi Wadhwa | 32 |
| 4. | Usha Wadhwa | 32 |
| 5. | Shally Arora | 32 |
| 6. | Vanshaj Arora | 32 |
| 7. | Rekha Arora | 32 |
| **Total** | | **81,60,000** |

*Note: The aforementioned Bonus allotment has been made by free Reserve & Surplus as per Annual Audited Financial Statements for the year ended on the March 31, 2024. Our free Reserve & Surplus before the bonus issue were Rs. 856.17 Lakhs as on March 31, 2024 and immediately after the bonus issue were Rs. 40.17 Lakhs.*

**4.** The Allotment of 5,17,690 equity shares of face value of Rs. 10 each at an issue price of Rs.29/- per share, by way of Right Issue. The details of which is given below:

| S. No. | Name of Person | No. of Shares Allotted |
|---|---|---|
| 1. | Satish Kumar Gupta HUF | 100000 |
| 2. | Abhishek Aggarwal | 34500 |
| 3. | Parag Gupta | 34500 |
| 4. | Unialt Assest Private Limited | 34483 |
| 5. | Lalit Kumar Wadhwa | 50000 |
| 6. | Manish Grover | 50000 |
| 7. | Atul Garg | 20000 |
| 8. | Rachit Chowdhary | 34483 |
| 9. | Mohit Khanna | 3500 |
| 10. | Marvel Puri | 35000 |
| 11. | Kamal Ahuja | 25000 |
| 12. | Ruchi Agarwal | 17500 |
| 13. | Yash Nagpal | 7000 |
| 14. | Kusum Khandelwal | 35000 |
| 15. | Pramesh Goel | 35000 |
| 16. | Lakshay Gupta | 1724 |
| **Total** | | **5,17,690** |

**5.** Private Placement of 1,69,018 Equity Shares of face value Rs. 10 each issued at Rs. 29/- per share. The details of which is given below:

| S. No. | Name of Person | No. of Shares Allotted |
|---|---|---|
| 1. | Kumkum Gupta | 40000 |
| 2. | Anita Jain | 55251 |
| 3. | Devendar Agarwal | 5000 |
| 4. | Satvik Bhateja | 6000 |
| 5. | Ashok Jain | 10526 |
| 6. | Dimple Mittal | 17241 |
| 7. | Kapil Dhupar HUF | 20000 |
| 8. | Sumit Gupta | 10000 |
| 9. | Umesh Khatri | 5000 |
| **Total** | | **169018** |

**6.** Preferential allotment of 5,97,800 Equity Shares of face value Rs. 10 each issued at Rs. 41/- per share pursuant to a share swap agreement dated March 15, 2025, executed among Autofurnish Limited, Golden Mace Private Limited (GMPL), Mr. Puneet Arora, and Mr. Ruppal Wadhwa, for consideration other than cash, being swap of equity share at a ratio of 122 equity share of Autofurnish Limited in lieu of every 1 equity share of the GMPL issued to promoters of GMPL.

The details of which is given below:

| S. No. | Name of Person | No. of Shares Allotted |
|---|---|---|
| 1. | Puneet Arora | 2,98,900 |
| 2. | Ruppal Wadhwa | 2,98,900 |
| | **Total** | **5,97,800** |

**We hereby clarify that the issuer company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Prospectus.**

**2. Preference Share capital of our Company**

Our Company does not have any preference share capital as on the date of this Draft Prospectus.

**3. Issue of shares for consideration other than cash**

| Date of allotment | Number of Equity Shares | Face value (Rs.) | Issue Price (Rs.) | Nature of Consideration | Reasons for allotment | Allottees | No. of Shares Allotted |
|---|---|---|---|---|---|---|---|
| January 16, 2020 | 5,00,000 | 10 | 10 | Other than cash | Conversion of Loan to Equity Shares | Puneet Arora | 2,50,000 |
| | | | | | | Ruppal Wadhwa | 2,50,000 |
| | | | | | | **Total** | **5,00,000** |
| June 11, 2024 | 81,60,000 | 10 | Nil | Other than cash | Bonus issue of Equity Shares in the ratio of 16:1 | Ruppal Wadhwa | 4,079,936 |
| | | | | | | Puneet Arora | 4,079,904 |
| | | | | | | Chavi Wadhwa | 32 |
| | | | | | | Usha Wadhwa | 32 |
| | | | | | | Shally Arora | 32 |
| | | | | | | Vanshaj Arora | 32 |
| | | | | | | Rekha Arora | 32 |
| | | | | | | **Total** | **81,60,000** |
| March 27, 2025 | 5,97,800 | 10 | 41 | Other than cash | Preferential allotment pursuant to share swap agreement | Puneet Arora | 2,98,900 |
| | | | | | | Ruppal Wadhwa | 2,98,900 |
| | | | | | | **Total** | **5,97,800** |

4. Our Promoter, Promoter Group, Directors of our Company and their relatives have not undertaken purchase or sale transactions in the Equity Shares of our Company, during a period of six (06) months preceding the date on which this Draft Prospectus is filed with Stock Exchange.

5. **If shares have been issued in terms of any scheme approved section 230-234 of the Companies Act, 2013:**
   As of date of this Draft Prospectus, our Company has not allotted Equity Shares pursuant to any scheme approved sections 230-232 of the Companies Act, 2013.

**6. If shares have been issued under one or more employee stock option schemes:**
Our Company doesn't have any Employee stock option scheme (hereinafter called as "ESOP")/ Employee Stock purchase scheme (hereinafter called as "ESPS")/ Stock Appreciation Rights Scheme (hereinafter called as "SARs") for our employees and we do not intent to allot any shares to our employees under ESOP and ESPS from the proposed offer. As and when options are granted to our employees under the ESOP scheme, our company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

**7.** As on date of this Draft Red Herring Prospectus, our Company has 34 shareholders.

**8.** We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.

**9. Issue of Equity Shares in the last one year below the Issue Price:**

Our Company has not issued any shares at a price lower than the issue price during the preceding one year from the date of this draft prospectus.

| Date of allotment | Number of Equity Shares | Face value (Rs.) | Issue Price (Rs.) | Nature of Considera tion | Reasons for allotment | Allottees | No. of Shares Allotted |
|---|---|---|---|---|---|---|---|
| December 18, 2024 | 1,69,018 | 10 | 29 | Cash | Private Placement | Kumkum Gupta | 40000 |
| | | | | | | Anita Jain | 55251 |
| | | | | | | Devendar Agarwal | 5000 |
| | | | | | | Satvik Bhateja | 6000 |
| | | | | | | Ashok Jain | 10526 |
| | | | | | | Dimple Mittal | 17241 |
| | | | | | | Kapil Dhupar HUF | 20000 |
| | | | | | | Sumit Gupta | 10000 |
| | | | | | | Umesh Khatri | 5000 |
| | | | | | | **Total** | **169018** |

## 10. Our shareholding pattern

*i.* The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this Draft Prospectus:

| ***Category Code*** | ***Category of shareholder*** | ***No. Of shareholder*** | ***No. of fully paid up equity Shares Held*** | ***No. of Partly paid up equity shares held*** | ***No. of shares underlying Depository Receipts*** | ***Total nos. shares held*** | ***Shareholding as a % of total no. of shares (unrealized as per SCRR, 1957) As a % of (A+B+C2)*** | ***Number of Voting Rights held in each class of securities**** | | | | ***No. of Shares Under lying Outstanding convertible securities (including Warrants)*** | ***Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)*** | ***Number of locked in Shares*** | | ***Number of Shares pledged or otherwise encumbered*** | | ***Number of shares held in dematerialized form*** |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | ***No. of Voting Rights*** | | | ***Total as a % of (A+B+C)*** | | | ***No. (a)*** | ***As a % of total shares held (B)*** | ***No. (a)*** | ***As a % of total shares held (B)*** | |
| | | | | | | | | ***Class (Equity)*** | ***Class (Preference)*** | ***Total*** | | | | | | | | |
| ***I*** | ***II*** | ***III*** | ***IV*** | ***V*** | ***VI*** | ***VII= IV+ V+V I*** | ***VIII*** | ***IX*** | | | | ***X*** | ***XI=VII +X*** | ***XII*** | | ***XIII*** | | ***XIV*** |
| (A) | Promoters and Promoter Group | 7 | 92,67,800 | - | - | 92,67,800 | 93.10 | 92,67,800 | - | 9267800 | 93.10 | - | 93.10 | - | - | - | - | 92,67,800 |
| (B) | Public | 27 | 6,86,708 | - | - | 6,86,708 | 6.90 | 6,86,708 | - | 6,86,708 | 6.90 | - | 6.90 | - | - | - | - | 6,86,708 |
| (C) | Non-Promoter-Non-Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| (1) | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (2) | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total | 34 | 99,54,508 | - | - | 99,54,508 | 100 | 99,54,508 | - | 99,54,508 | 100 | - | 100.00 | - | - | - | - | 99,54,508 |

***As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote.***

*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. Presently, all the existing equity shares of the Company are 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 Exchange before commencement of trading of such Equity Shares.*
- *The complete shareholding pattern shall be provided at the time of listing of the equity shares.*

## 11. Details of Shareholding of the Major Shareholder of the Company

a. Particulars of the shareholders holding 1% or more of the paid-up share capital of our Company aggregating to 80% or more of the paid-up share capital and the number of shares held by them as on the date of filing of this Draft Prospectus:

| Sr. No. | Particulars | No. of Equity Shares of face value of ₹ 10 each | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | Ruppal Wadhwa | 46,33,832 | 46.55 |
| 2. | Puneet Arora | 46,33,798 | 46.55 |
| 3. | Satish Kumar Gupta HUF | 1,00,000 | 1.00 |
| **Total** | | **93,67,630** | **94.10** |

b. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Draft Prospectus:

| Sr. No. | Particulars | No. of Equity Shares of face value of ₹ 10 each | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | Ruppal Wadhwa | 46,33,832 | 46.55 |
| 2. | Puneet Arora | 46,33,798 | 46.55 |
| 3. | Satish Kumar Gupta HUF | 1,00,000 | 1.00 |
| **Total** | | **93,67,630** | **94.10** |

c. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (01) year prior to filing of this Draft Prospectus:

| Sr. No. | Particulars | No. of Equity Shares of face value of ₹ 10 each | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | Ruppal Wadhwa | 43,34,932 | 47.18 |
| 2. | Puneet Arora | 43,34,898 | 47.18 |
| 3. | Satish Kumar Gupta HUF | 1,00,000 | 1.09 |
| **Total** | | **87,69,830** | **95.45** |

d. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (2) prior to filing of this Draft Prospectus:

| Sr. No. | Particulars | No. of Equity Shares of face value of ₹ 10 each | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | Ruppal Wadhwa | 2,55,000 | 50 |
| 2. | Puneet Arora | 2,55,000 | 50 |
| **Total** | | **5,10,000** | **100** |

e. None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of the Draft Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.

**12. Details of the holding of securities by persons belonging to the category "Promoter and Promoter Group"**

| | Name of the Shareholder | Pre-Issue | | Post Issue | |
|---|---|---|---|---|---|
| | | No. of Equity Shares | % of Pre-Issue Capital | No. of Equity Shares | % of post-Issue Capital |
| I | II | III | IV | V | VI |
| | **PROMOTERS** | | | | |
| 1. | Ruppal Wadhwa | 46,33,832 | 46.55 | 46,33,832 | [•] |
| 2. | Puneet Arora | 46,33,798 | 46.55 | 46,33,798 | [•] |
| | **TOTAL(A)** | **92,67,630** | **93.10** | **92,67,630** | [•] |
| | **PROMOTER GROUP** | | | | |
| | | | | | |
| 1. | Chavi Wadhwa | 34 | Negligible | 34 | [•] |
| 2. | Usha Wadhwa | 34 | Negligible | 34 | [•] |
| 3. | Shally Arora | 34 | Negligible | 34 | [•] |
| 4. | Vanshaj Arora | 34 | Negligible | 34 | [•] |
| 5. | Rekha Arora | 34 | Negligible | 34 | [•] |
| | **TOTAL(B)** | **170** | Negligible | **170** | [•] |
| | **TOTAL(A+B)** | **92,67,800** | | **92,67,800** | |

.

f. Our Company does not have any intention or proposal to alter its capital structure within a period of six (06) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

**13. Shareholding of our Promoter**

Set forth below are the details of the build-up of shareholding of our Promoter:

| Date of Allotment / Transfer | Nature of Transaction | Consideration | No. of Equity Shares of face value of ₹ 10 each | F.V (in Rs.) | Issue / Transfer Price (in Rs.) | % of shares to pre- issue equity share capital | % of Post-Issue Equity Paid Up Capital |
|---|---|---|---|---|---|---|---|
| | | | ***Puneet Arora*** | | | | |
| On Incorporation* | Subscriber to MOA | Cash | 5000 | 10 | 10 | 0.05 | [•] |
| 16.01.2020 | Loan Conversion | Other than Cash | 2,50,000 | 10 | 10 | 2.51 | [•] |
| 15.04.2024 | Transfer to Vanshaj | Cash | (2) | 10 | 10 | Negligible | [•] |

| Date of Allotment / Transfer | Nature of Transaction | Consideration | No. of Equity Shares of face value of ₹ 10 each | F.V (in Rs.) | Issue / Transfer Price (in Rs.) | % of shares to pre- issue equity share capital | % of Post-Issue Equity Paid Up Capital |
|---|---|---|---|---|---|---|---|
| | Arora | | | | | | |
| 15.04.2024 | Transfer to Rekha Arora | Cash | (2) | 10 | 10 | Negligible | [•] |
| 15.04.2024 | Transfer to Shally Arora | Cash | (2) | 10 | 10 | Negligible | [•] |
| 11.06.2024 | Bonus Issue (16:1) | Other than cash | 40,79,904 | 10 | NA | 40.99 | [•] |
| 27.03.2025 | Preferential allotment (122:1) | Other than cash | 2,98,900 | 10 | 41 | 3.00 | [•] |
| | | **Total** | **46,33,798** | | | **46.55** | |
| | | | ***Ruppal Wadhwa*** | | | | |
| On Incorporation* | Subscriber to MOA | Cash | 4000 | 10 | 10 | 0.04 | [•] |
| 27.12.2019 | Transfer from Chavi Wadhwa | Cash | 1,000 | 10 | 10 | 0.01 | [•] |
| 16.01.2020 | Loan Conversion | Other than cash | 2,50,000 | 10 | 10 | 2.51 | [•] |
| 15.04.2024 | Transfer to Usha Wadhwa | Cash | (2) | 10 | 10 | Negligible | [•] |
| 15.04.2024 | Transfer to Chavi Wadhwa | Cash | (2) | 10 | 10 | Negligible | [•] |
| 11.06.2024 | Bonus Issue (16:1) | Other than cash | 40,79,936 | 10 | NA | 40.99 | [•] |
| 27.03.2025 | Preferential allotment (122:1) | Other than cash | 2,98,900 | 10 | 41 | 3.00 | [•] |
| | **Total** | | **46,33,832** | | | **46.55** | |

14. There are no financing arrangements wherein the Promoter, Promoter Group, the Directors of our Company and their relatives, have 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 period of six (06) months immediately preceding the date of filing of the Draft Prospectus.

**15. Promoters' Contribution and other Lock-In details:**

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

As on the date of this Draft Prospectus, our Promoters holds 92,67,630 Equity Shares constituting 93.10% of the post-Issued, subscribed and paid-up Equity Share Capital of our Company, which are eligible for the Promoter's contribution.

Following are the details of Minimum Promoters' Contribution:

| Date of allotment/ acquisition of the Equity Shares | Nature of Allotment/ Acquisition | No. of Equity Shares locked in | Face Value (Rs.) | Issue/ Acquisition Price per Equity Share (Rs.) | Percentage of Post Offer paid-up capital (%) | Lock in Period |
|---|---|---|---|---|---|---|
| ***Puneet Arora*** | | | | | | |
| March 27, 2025 | Preferential allotment | 2,98,900 | 10 | 41 | [●] | 3 Years |
| June 11, 2024 | Bonus Issue | 10,52,651 | 10 | NA | [●] | 3 Years |
| **Total** | | **13,51,551** | | | | |
| ***Ruppal Wadhwa*** | | | | | | |
| March 27, 2025 | Preferential allotment | 2,98,900 | 10 | 41 | [●] | 3 Years |
| June 11, 2024 | Bonus Issue | 10,52,651 | 10 | NA | [●] | 3 Years |
| **Total** | | **13,51,551** | | | | |

**Assuming full subscription to the Issue*

The Minimum Promoter's Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as '**Promoters'** under the SEBI (ICDR) Regulations, 2018. All Equity Shares that are being locked in are not ineligible for computation of Promoter's contribution in terms of Regulation 237 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e., for a period of three years form the allotment of Equity Shares in this Issue. Equity Shares offered by the Promoter for the minimum Promoter's contribution are not subject to pledge.

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and SEBI (ICDR) (Amendment) Regulations, 2025, in addition to the Minimum Promoters contribution which is locked in for three years held by the promoters, as specified above, shall be locked in as follows;

(a) fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer; and

(b) remaining fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

(c) The Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (b) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or from a bonus issuance of equity shares against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution.

(d) The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer.

(f) The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge.

**Details of Locked-in for One Year for person other than promoters**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue equity share capital held by persons other than promoter constituting 6,86,708 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock in shall carry inscription 'non-transferable' along with the Ratio of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

**Other requirements in respect of lock-in**:

1. In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter's contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

2. In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

3. Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoters or any person of the promoter group or a new promoters or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

**Eligibility of Share for "Minimum Promoter's Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018**

| Reg. No. | Promoter's Minimum Contribution Conditions | Eligibility Status of Equity Shares forming part of Promoter's Contribution |
|---|---|---|
| 237(1) (a) (i) | Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction | The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. **Hence Eligible** |
| 237(1) (a) (ii) | Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoter's contribution | The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible** |
| 237(1) (b) | Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer | The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible.** |
| 237(1) (c) | Specified securities allotted to promoter during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible | The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible.** |
| 237(1) (d) | Specified securities pledged with any creditor. | Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible.** |

**16.** Our Company, our Promoter, our Directors and the Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.

**17.** The post-Issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.

**18.** No person connected with the Issue, including, but not limited to, our Company, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

**19.** Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Prospectus.

**20.** There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

**21.** Our Company shall ensure that any transactions in Equity Shares by our Promoter and the Promoter Group during the period between the date of filing the Draft Prospectus and the date of closure of the Issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.

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

**23.** As on the date of this Draft Prospectus, the Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

**24.** As on date of the Draft Prospectus, the Lead Managers to the Issue, namely Fast Track Finsec Private Limited is not related to the public shareholders of the Company in any way directly or indirectly including any related party transactions, etc. and/or are connected with the Company in any manner directly or indirectly other than in the capacity as the Lead Manager.

**25.** Our Promoter and the members of our Promoter Group will not participate in the Issue.

**26.** Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.

**27.** Following are the details of Equity Shares of our Company held by our Directors, Key Management Personnel:

| S.No | Name of the shareholder | | Pre-Issue | | Post-Issue | |
|---|---|---|---|---|---|---|
| | | Designation | Number of Equity Shares of | % of Pre-Issue Equity Share Capital | Number of Equity Shares | % of Post Issue Equity Share Capital |
| 1. | Puneet Arora | Managing Director | 46,33,798 | 46.55 | 46,33,798 | [•] |
| 2. | Ruppal Wadhwa | Executive Director and CFO | 46,33,832 | 46.55 | 46,33,832 | [•] |
| | **Total** | | **9267630** | **93.10** | **9267630** | |

**28.** Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled "Issue Procedure" beginning on page 325 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (1) of SEBI (ICDR) Regulations, as amended from time to time.

**29.** An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

**30.** As per Regulation 268(2) of SEBI (ICDR) Regulations, 2018, an over-subscription to the extent of 10.00% of the Net 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 10.00% of the Net Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20.00% of the post issue paid-up capital is locked-in.

**31.** 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 effected in accordance with applicable laws, rules, regulations and guidelines.

**32.** No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.

**33.** As on date of this Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.

**34.** As per RBI regulations, OCBs are not allowed to participate in this Issue.

***Remainder of this page has been left blank intentionally***

## OBJECTS OF THE ISSUE

The offer comprises a fresh issue of Equity Shares aggregating up to 35,61,000 Equity Shares of face value of ₹10 each by our Company. Our Company proposes to utilize the funds which are being raised towards funding the objects as described below and achieve the benefits of listing on the SME Platform of BSE Limited (‘BSE SME’).

| Particular | Equity Shares Offered | Aggregated Amount (Rs Lakhs) |
|---|---|---|
| **Fresh Issue** | 35,61,000 | [●] |

## FRESH ISSUE

| S. No | Fund Raise Objective | Description | Amount (Rs Lakhs) |
|---|---|---|---|
| 1. | **Capital Expenditure** | Purchase of new machineries | 188.90 |
| 2. | **Working Capital** | To meet day-to-day operating requirements, including procurement of inventory, vendor payments, and other short-term funding needs | 950.00 |
| | **Sub Total** | | 1,138.90 |
| 3. | **General Corporate Purpose** | Business growth, technology upgrades, administrative needs | [●]* |
| 4. | **Issue Expense** | This covers all costs directly related to the public issue, including regulatory filings, lead manager and legal fees, advertising, printing, and other compliance or listing expenses. | [●] |
| | **Total** | | [●] |

**The amount for general corporate purposes shall not exceed fifteen per cent of the amount being raised or Rs 10 crores, whichever is less*

The main objects clause of our Memorandum of Association enables us to undertake the activities for which the funds are being raised by us in the Fresh Issue. Further, the activities we have been carrying out until now are in accordance with the main objects clause of our Memorandum of Association.

The main object clause and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Offer.

***The fund requirement and deployment indicated above are based on management estimates, current circumstances of our business, valid quotations received from third parties, other commercial and technical factors, prevailing market conditions, which are subject to change. Further, the deployment of funds described herein has not been appraised by any bank or financial institution or any external agency or any other independent agency. We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. This may entail changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.***

***Subject to applicable laws, in the event of any increase in the actual requirement of funds earmarked for the purposes set forth above, such additional fund requirement will be met by way of any means available to us, including from internal accruals and seeking additional debt from existing and/or future lenders.***

## NET PROCEEDS

The details of the Net Proceeds are set forth below:

**(Rs. in Lakhs)**

| **Particulars** | **Amount** |
|---|---|
| Gross Proceeds of the Issue | [●] |
| Less: Issue related expenses in relation to Issue* | [●] |
| **Net Proceeds of the Issue** | [●] |

**Note: NYS & Company, Chartered Accountants vide certificate dated September 25, 2025 has certified that the Company has incurred expenses of 3.75 lakhs towards "Issue Expenses" as on September 25, 2025 from its internal accruals.*

## PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF NET PROCEEDS

(Amt in Lakhs)

| **S. No.** | **Particulars** | **Amount proposed to be funded from the Net Proceeds** | **Estimated deployment in** | |
|---|---|---|---|---|
| | | | **FY 2025-26** | **FY 2026-27** |
| 1. | Purchase and installation of machinery | 188.90 | 188.90 | - |
| 2. | Funding the working capital requirements of our Company | 950.00 | 450.00 | 500.00 |
| 3. | General Corporate Purpose (1)(2) | [●] | [●] | [●] |
| | **Total** | [●] | [●] | [●] |

*(1) To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

*(2) The amount to be utilized for the general corporate purpose shall not exceed 15% of the Gross Proceeds or ₹ 10 Cr. whichever is lower.*

## DETAILS OF UTILIZATION OF NET PROCEEDS

**1. For Purchase and Installation of Machinery at the existing Manufacturing Facility.**

Our Company proposes to utilise an estimated amount of up to ₹ 188.90 lakhs from the Net Proceeds towards acquisition of machineries for installation at existing manufacturing unit. This capital expenditure intends to expand our existing product range. The machines will be installed at our existing manufacturing unit at K-55 , Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi, Delhi, India, 110041.

The Company has not placed any order for the installation of the Machinery; however, the company has taken the quotation from the independent vendors, we confirm that the quotations received from the vendors are at arm's length pricing. the details of the quotation are provided hereunder:

| Sr. no. | Description | Amount (Rs. In lakhs) | Date of Quotation | Vendor | Validity |
|---|---|---|---|---|---|
| 1. | Getonagain Computerized Perforation & Embroidery & Sewing Machine | 76.00 | 23.09.2025 | Studio Next Technology Pvt. Ltd. | 22.12.2025 |
| 2. | i. Automatic Cutting Machine<br>ii. Air flotation Spreading Table<br>iii. Oil free screw Air Compressor with dryer<br>iv. Servo Stabilizer | 64.90 | 22.09.2025 | Studio Next Technology Pvt. Ltd. | 22.12.2025 |
| 3. | Getonagain Automatic High Speed Double Head Leather Perforation Machine | 48.00 | 23.09.2025 | Studio Next Technology Pvt. Ltd. | 22.12.2025 |

*Note*:

*i.* *Abovementioned amounts are inclusive of training, installation, implementation expenses and customs duty*

*ii.* *Transportation cost from port to customer's factory will be incurred separately and will be borne by company*

*iii.* *GST and other applicable charges shall be paid apart from the aforesaid cost, on actual basis*

*iv.* *The above stated vendors are not related to the Issuer/ its Promoter/ Promoter group/ Director / Shareholders/ LM and said purchase of new machinery will be acquired at arm's length price which was prevailing at the time of its procurement.*

*v.* *We are not acquiring any second-hand machinery*

*vi.* *The quotations relied upon by us in arriving at the above estimated cost (which is excluding applicable taxes) are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machinery proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost could be escalated on account of freight expenses, installation charges, packaging & forwarding, exchange rate fluctuations, custom duty etc. Such cost escalation would be met out of our internal accruals*

**Implementation schedule:**

| S. No. | Works /Activities | Schedule* |
|---|---|---|
| **1.** | **Apply for purchase order** | 60 days from the date of receipts of funds |
| **2.** | **Supply of machinery** | 1) Getonagain computerized perforation & embroidery & sewing machine - **1 week from the date of advance** |

| | | |
|---|---|---|
| | | 2) i. Automatic Cutting Machine,<br>ii. Air flotation Spreading Table,<br>iii. Oil free screw Air Compressor with dryer and<br>iv. Servo Stabilizer – **6-7 weeks from the date of advance**<br><br>3) Getonagain Automatic High Speed Double Head Leather Perforation Machine - **6-8 weeks from the date of advance** |
| **3.** | **Installation time** | 1-2 weeks from supply of machines |
| **4.** | **Commencement of operations** | Expected to commence operations from May 2025 |

**The above timelines are approximate and may vary based on circumstances*

**Estimated Capacity Utilisation for Proposed Machinery: -**

| **Particulars** | **FY 2026-27** | | **FY 2027-28** | |
|---|---|---|---|---|
| **Proposed Installed Capacity (Units)** | 25,32,900 | | 25,32,900 | |
| **Proposed Capacity Utilization** | Units | 21,12,600 | Units | 23,95,980 |
| | % | 83.41% | % | 94.59% |

*Note: The above-mentioned proposed capacity utilization has been certified by Mr. Sanjeev Kumar Gupta, Chartered Engineer, Registration no. M 1678692, vide certificate dated September 16, 2025*

## 2. To meet the Working Capital Requirement

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth and loans. The details of Company's working capital Requirement as at March 31, 2026 and for the year ended March 31, 2027 and the source of funding, on the basis of Restated Financial Statements, as certified by our Statutory and Peer Review Auditor, M/s NYS & Company, Chartered Accountants, vide their certificate dated September 25, 2025 UDIN: 25527125BMONSJ2323 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 2027 and Fiscal 2026. On the basis of our existing working capital requirements and the projected working capital requirements, the breakup of such working capital requirements year wise is given in the table below:

**(Rs. In lakhs)**

| | **31-Mar-25** | **31-Mar-24** | **31-Mar-23** |
|---|---|---|---|
| | **(Restated)** | **(Restated)** | **(Restated)** |
| ***Current Assets*** | | | |
| Inventories | 889.67 | 695.05 | 607.02 |
| Cash and Cash Equivalents | 38.32 | 0.99 | - |
| Trade Receivables | 1,091.89 | 480.09 | 367.96 |

| | | | |
|---|---|---|---|
| Short Term Loans and Advances | 32.24 | 80.15 | 274.87 |
| Other Current Assets | 76.13 | 143.22 | 30.43 |
| | | | |
| **Total (A)** | **2,128.26** | **1,399.49** | **1,280.29** |
| | | | |
| ***Current Liabilities*** | | | |
| Trade Payables | 119.81 | 205.34 | 203.68 |
| Short-Term Provisions | 0.01 | - | - |
| Other Current Liabilities | 69.64 | 38.12 | 151.01 |
| Current Tax Liabilities | 103.55 | 70.22 | 8.00 |
| **Total (B)** | **293.01** | **313.68** | **362.69** |
| | | | |
| ***Net Working Capital (A)-(B)*** | **1,835.25** | **1,085.81** | **917.6** |
| | | | |
| ***Sources of Working*** | | | |
| Short term borrowings | 356.54 | 226.47 | 298.37 |
| Proceeds from Preferential Allotment / IPO | 119.15 | - | - |
| Internal Accruals | 1,359.56 | 859.34 | 619.23 |

**Assessment of Future Working Capital for the FY 2025-26 and FY 2026-27.**

**(Rs. In lakhs)**

| | **31-Mar-26** | **31-Mar-27** |
|---|---|---|
| | **(Estimated)** | **(Estimated)** |
| ***Current Assets*** | | |
| Inventories | 1,902.74 | 3,087.97 |
| Cash and Cash Equivalents | 407.43 | 56.90 |
| Trade Receivables | 1,221.32 | 2,533.31 |
| Short Term Loans and Advances | 32.24 | 32.24 |
| Other Current Assets | 251.73 | 434.86 |
| | | |
| **Total (A)** | **3,815.47** | **6,145.28** |
| | | |
| ***Current Liabilities*** | | |
| Trade Payables | 203.55 | 686.22 |
| Short-Term Provisions | 0.01 | 0.01 |
| Other Current Liabilities | 100 | 300 |
| Current Tax Liabilities | 137.75 | 452.33 |
| **Total (B)** | **441.31** | **1,438.56** |
| | | |
| ***Net Working Capital (A)-(B)*** | **3,374.16** | **4,706.72** |
| | | |

| *Sources of Working* | | |
|---|---|---|
| Short term borrowings | 506.78 | 506.78 |
| Proceeds from Preferential Allotment / IPO | 450.00 | 500.00 |
| Internal Accruals | 2417.38 | 3699.94 |

**Sources of Internal Accruals estimated by our Company to meet ₹ 2417.38 Lakhs in FY 25-26 gap:**

- **Net Profit After Tax:** The Company has Net Profit of around ₹ 300.62 Lakhs in FY 2024-25.
- **Retained Earnings:** The Company has an unutilized amount of approx. ₹ 328.89 Lakhs and the same can be utilized to meet the required gap.
- **Security Premium Reserve**: The company has ₹315.79 lakhs as security premium reserve as at 31st March, 2025.

  **Unutilised Cash Balance**: As the Company intends to utilise only a portion of the IPO proceeds towards working capital requirements in FY 2025–26, the remaining unutilised funds will be temporarily held as cash and cash equivalents. This will result in a higher cash balance on the balance sheet, which may give the appearance of inflated working capital levels until the funds are fully deployed.

**Sources of Internal Accruals estimated by our Company to meet incremental internal accruals of ₹ 1,282.56 Lakhs in FY 26-27 from FY 2025-26.**

- **Net Profit After Tax:** The Company will utilise its net profit of FY 2026-27 to meet the incremental internal accruals.

| | 31-Mar-23 (Restated) | 31-Mar-24 (Restated) | 31-Mar-25 (Restated) | 31-Mar-26 (Estimated) | 31-Mar-27 (Estimated) |
|---|---|---|---|---|---|
| Inventory | 607.02 | 695.05 | 889.67 | 1902.74 | 3087.97 |
| Trade Receivables | 367.96 | 480.09 | 1,091.89 | 1,221.32 | 2,533.31 |
| Trade Payable | 203.68 | 205.34 | 119.81 | 203.55 | 686.22 |
| Net Working Capital | **917.6** | **1,085.81** | **1,835.25** | **3,374.16** | **4,706.72** |
| Revenue from Operations | 1,058.86 | 1,741.00 | 3,256.86 | [●] | [●] |
| % of Inventory / Revenue from operations | 57.33% | 39.92% | 27.32% | [●] | [●] |
| % of Trade receivables / Revenue from operations | 34.75% | 27.58% | 33.53% | [●] | [●] |
| % of Trade payable / Revenue from operations | 19.24% | 11.79% | 3.68% | [●] | [●] |

**<u>Justification for FY 2025-26</u>**

The increase in Inventory is Primarily due to deployment of IPO Proceeds, the company estimates to hold excess inventory, which the company plans to start selling in FY 2026-27. The Company estimates to hold majorly raw material, which shall be procured using IPO Proceeds. Accordingly, there was a corresponding rise in both inventory levels and trade payables compared to the previous year.

**Assumptions taken for increase in net working capital from FY 2024-25 to FY 2025-26 and further to FY 2026-27.**

Net Working Capital has increased from ₹**1835.25** lakhs to ₹**3,374.16 lakhs**, reflecting a rise of ₹ **1,538.91** lakhs. It will further increase to **₹4706.72** lakhs in FY 2026-27 reflecting an increase of **₹1,332.56** lakhs from FY 2025-26. This increase is primarily attributable to the expansion infusion of IPO Proceeds into the business. The company is holding more inventory and thus there is rise in working capital.

In FY 2025, the manufacturing segment played a significant role in the company's overall turnover. Accordingly, Trade receivable days will show a significant improvement whereas payable days are projected to remain within a similar range.

The company typically expects to operates with a credit period of around 100 - 110 days, depending on the product and customer relationship in the coming years.

For FY 2025, receivables were unusually higher due to sales in last quarter of the year. The Trade Receivable days were at an average of 122 days. this is expected to normalize in FY 2026 and onwards.

For FY 2027, the company plans to spend approximately ₹10.00 lakhs per month on marketing and advertising to promote its brand. Currently, the company spends around ₹1.00 lakh per month. The increased marketing investment is expected to enhance brand visibility and reach, which is anticipated to contribute to higher revenue from operations.

**Note:**

- 365 days has been considered in a year
- Holding period level (in days) of Trade Receivables is calculated by dividing closing trade receivables by revenue from operations multiplied by number of days in a year.
- Holding period level (in days) of Trade payables is calculated by dividing closing trade payables by net credit purchases multiplied by number of days in a year.
- Holding period level (in days) of Inventory is calculated by dividing closing inventory by cost of goods sold multiplied by number of days in a year.

| Particulars | 31 March 2023 | 31 March 2024 | 31 March 2025 | 31 March 2026 | 31 March 2027 |
|---|---|---|---|---|---|
| | (Restated) | (Restated) | (Restated) | (Estimated) | (Estimated) |
| No. of Days for Inventory Days | 209 | 146 | 100 | 171 | 131 |
| No. of Days for Trade Receivables | 127 | 101 | 122 | 110 | 108 |
| No. of Days for Trade Payables | 70 | 43 | 16 | 18 | 35 |

**Justifications**:

| | |
|---|---|
| **Inventory** | Inventory refers to the raw materials, work-in-progress (WIP), finished goods and stock in trade that a company holds for production purposes.<br><br>Inventory levels increased from ₹607.02 lakhs as of March 31, 2023 to ₹695.05 lakhs as of March 31, 2024 and further to ₹889.67 lakhs as of March 31, 2025. The rise corresponds to the Company's transition to a trading-led business model and the associated expansion in revenue from operations. Higher inventory was maintained to support a wider product range, ensure uninterrupted supply to customers, and meet the growing order book. Despite the absolute increase, inventory as a percentage of revenue declined from 57.33% in FY 2022-23 to 27.32% in FY 2024-25, reflecting improved inventory efficiency relative to sales growth.<br><br>Inventory is expected to increase from ₹889.67 lakhs as of March 31, 2025 to an estimated ₹1,902.74 lakhs by March 31, 2026 and further to ₹3,087.97 lakhs by March 31, 2027. The FY 2025–26 rise reflects additional working-capital funding from IPO proceeds, enabling higher stocking to meet a growing customer base and wider product range. |

<table>
<tr><td></td><td>In FY 2026–27, inventory is projected to grow further with the planned capacity expansion of approximately 25,32,900 units and an additional ₹500 lakhs of IPO funds earmarked for working capital. These factors, combined with increasing revenue expectations, are anticipated to support larger inventories while maintaining efficient inventory-to-revenue ratios of about 46.74% in FY 2025–26 and 36.00% in FY 2026–27.</td></tr>
<tr><td>Trade Receivables</td><td>Trade receivables consist of debts owed by debtors<br><br>Trade receivables increased from ₹367.96 lakhs as of March 31, 2023 to ₹480.09 lakhs as of March 31, 2024 and further to ₹1,091.89 lakhs as of March 31, 2025. Correspondingly, receivable days moved from 127 days in FY 2022–23 to 101 days in FY 2023–24, before rising slightly to 122 days in FY 2024–25. The growth in value reflects higher sales volumes and an expanding customer base following the company’s transition from a single-customer manufacturing arrangement to diversified trading operations.<br><br>Receivables are projected to rise to ₹1,221.32 lakhs by March 31, 2026 and to ₹2,533.31 lakhs by March 31, 2027, with receivable days estimated at 110 days in FY 2025–26 and 108 days in FY 2026–27. Despite higher absolute values, the trade receivables–to–revenue ratio is expected to remain moderate at about 30.0% in FY 2025–26 and 29.53% in FY 2026–27, indicating continued focus on efficient collections and stable credit terms.</td></tr>
<tr><td>Trade Payables</td><td>Trade payables refer to the amounts a company owes to its suppliers for goods or services received on credit, representing trade payables. They typically arise from routine business activities, such as purchasing raw materials, inventory and other services, with the agreement to pay later.<br><br>
<table>
<tr><td>Period</td><td>Days</td><td>Justification</td></tr>
<tr><td>31 March 23</td><td>70</td><td>As of 31 March 2023, trade payable days stood at 70 days. The extended credit period reflected limited working capital availability, which required the company to delay supplier payments to manage cash flows. Additionally, the company’s earlier focus on a single major customer led to longer debtor cycles, prompting it to hold supplier payments to meet working capital requirements.</td></tr>
<tr><td>31 March 24</td><td>43</td><td>As of 31 March 2024, trade payable days reduced to 43 days, reflecting a normalization from FY 2022–23. This decrease indicates improved vendor negotiations and better cash-flow management, supported by the stabilization of procurement processes and a more diversified customer base that improved receivable collections and overall liquidity.</td></tr>
<tr><td>31 March 25</td><td>16</td><td>The decrease is primarily attributable to the funds received from private placement. Which made the company pay his payables on time to avail the cash discount.</td></tr>
<tr><td>31 March 26</td><td>18</td><td>Indicates a continued availment of standard credit terms. Could also suggest an effort to balance</td></tr>
</table>
</td></tr>
</table>

<table>
<tr><td></td><td><table><tr><td></td><td></td><td>working capital efficiency with supplier relationships.</td></tr><tr><td>31 March 27</td><td>35</td><td>Indicates a continued availment of standard credit terms since the company is maintaining good relations with its suppliers.</td></tr></table></td></tr>
<tr><td>Short term borrowings</td><td>Short term Borrowings increased in FY 2024-25 as compared to FY 2023-24 due to excess utilisation of overdraft facility by Rs. 150 Lakhs. IN FY 2026, The company further estimates to increase its overdraft facility utilisation by Rs. 50 Lakhs, to Rs. 500 Lakhs. The overdraft facility utilised by the company is expected to remain stagnant in FY 26.</td></tr>
<tr><td>Short term provisions</td><td>Short term provisions primarily include provision for Gratuity, leave encashment and provision for taxation. Short-term provisions have been maintained in line with the increase of projected business income/expenses for the forthcoming years.</td></tr>
<tr><td>Other Current Assets</td><td>Other current assets include advance to parties, balance with govt. authorities etc.</td></tr>
<tr><td>Other Current Liability</td><td>Other current liabilities maintained in line with the business</td></tr>
<tr><td>Short-term Loans and Advances</td><td>This includes mostly advance to suppliers/employees etc., the Company does not foresee any major change and is expected to get proportionally increased due to increase in operations and turnover.</td></tr>
<tr><td>Cash and Cash Equivalent</td><td>The category of cash and cash equivalent comprises of cash in hand, bank balance and fixed deposit with original maturity of less than 12 months held with bank. The balance is exceptionally high in the year ending March 31,2026 as deployment of IPO proceeds will be done gradually as per the business requirements.</td></tr>
<tr><td>Net Working Capital</td><td>Net working capital, the difference between a company’s current assets and current liabilities, represents the funds available for day-to-day operations and is a key indicator of short-term financial health and liquidity. The company’s average working capital requirement is around 160–170 days. In FY 2025, working capital days were significantly higher due to an infusion of funds for working capital, although the funds were not expected to be fully utilized. Under normal operations, the company offers a credit period of 100–110 days to its customers. In its working capital cycle, the company maintains an average inventory of 90–100 days, an average vendor credit period of 0–30 days, and an average credit period offered to customers of 100–110 days. Considering inventory processing and ageing, the operational working capital cycle ranges from 100–120 days for inventory, 0–30 days for vendor credit, and 100–110 days for customer credit. This structure reflects the company’s approach to balancing liquidity with operational efficiency.<br><br>For FY 2027, the company plans to increase its marketing and advertising expenditure from approximately ₹1.00 lakh per month to ₹10.00 lakhs per month to enhance brand visibility and expand market reach, which is expected to drive higher sales. This anticipated increase in revenue will, in turn, raise working capital requirements, as the company will need to maintain higher inventory levels to meet increased demand, extend more credit to customers</td></tr>
</table>

| | |
|---|---|
| | leading to higher trade receivables, and manage the upfront cash outflows from the elevated marketing spend. Consequently, the combined effect of larger inventory, increased receivables, and marketing expenditures will temporarily increase the company's working capital requirement while supporting long-term revenue growth. |
| **Revenue from Operations** | The Company's revenue has shown a significant upward trend over the past financial years, reflecting effective operational strategies and improved market positioning. |

Our deployment of the Net Proceeds for this Object and the medium through which marketing initiatives may be undertaken is contingent on various internal and external factors, such as our Company's business and marketing plans, prevailing market conditions, expected viewership of our advertisements in different geographies, nature of our marketing campaigns etc. Further, maintaining and improving upon our marketing strategies involves expenditures which may not be proportionate to the revenue generated and customers acquired.

*The issuer shall submit a certificate of the statutory auditor to SME exchange(s) while filing the quarterly financial results, for use of funds as working capital in the same format as disclosed in the offer document, till the proceeds raised for the said object are fully utilized.*

**3. <u>General Corporate Purpose</u>**

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to the amount for general corporate purposes, as mentioned in objects of the issue in the Draft Prospectus and the offer document shall not exceed 15% of the amount being raised by the issuer or ₹10 crores, whichever is less, in accordance with Regulation 230 of the SEBI ICDR Regulations, to drive our business growth, including, amongst other things, (i) funding growth opportunities, including strategic initiatives; (ii) meeting any expenses incurred in the ordinary course of business by the Company; (iii) meeting of exigencies which our Company may face in the course of any business; and (v) any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of Rs. [●] lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Draft Prospectus, shall not exceed 15% of the amount being raised by the issuer or ₹10 crores, whichever is less.

**4. Issue Expenses**

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

| Activity | Estimated expenses (Amount ₹ in lakhs) | As a % of total estimated Offer related expenses | As a % of Issue Size |
|---|---|---|---|

| | | | |
|---|---|---|---|
| Lead manager(s) fees including underwriting commission | [●] | [●] | [●] |
| Brokerage, selling commission and upload fees | [●] | [●] | [●] |
| Registrars to the issue | [●] | [●] | [●] |
| Legal Advisors | [●] | [●] | [●] |
| Advertising and marketing expenses | [●] | [●] | [●] |
| Regulators including stock exchanges | [●] | [●] | [●] |
| Printing and distribution of issue stationary | [●] | [●] | [●] |
| Others (Advisors to the company, Peer Review Auditors, and other misc. expenses like printing & stationery, postage etc.) | [●] | [●] | [●] |
| **Total** | **[●]** | [●] | [●] |

***Notes**: Issue expenses will be finalized on determination of Issue Price and will be incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.*

## INTERIM USE OF NET PROCEEDS

Pending utilization for the purposes described above, our Company intends to invest the funds in Scheduled Commercial Banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets. Provided further that the interim use of funds shall be made in accordance with the applicable laws of ICDR.

## MEANS OF FINANCE

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

**(Rs. in Lakhs)**

| **Particulars** | **Amount** |
|---|---|
| Net Issue Proceeds | [●] |
| Total | [●] |

Since, the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

## BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

## SOURCES OF FINANCE OF FUNDS ALREADY DEPLOYED

The Company has received the Sources and Deployment Funds Certificate dated September 25, 2025 from M/s NYS & Company, Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs. 3.75 Lakhs as on September 25, 2025, for the Issue Expenses. The Source of the expenses made by the Company through the Internal Accruals.

## APPRAISAL

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

## SHORTFALL OF FUNDS

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

## MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 5,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in 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. The statement will be certified by the Statutory Auditors of our Company.

## 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 Net Proceeds will be utilized by our Company as consideration to our Promoter, members of the Promoter Group, Directors and Key Management Personnel. Our Company has not entered into nor is planning to enter into any arrangement/agreements with Promoter, member of the Promoter Group, Directors, Key Management Personnel in relation to the utilization of the Net Proceeds. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects as disclosed in the sections titled Our Promoters, Our Promoters Group and Our Management as mentioned on page no. 205, 209 and 191 of this Draft Prospectus.

In the event the estimated utilization out of the Net Proceeds in a Fiscal is not completely met due to factors such as (i) economic and business conditions; (ii) delay in procuring and operationalizing assets or necessary licenses and approvals; or (iii) any other commercial considerations, such unutilized portion of the Net Proceeds shall be utilized in the subsequent fiscals, as may be decided by the Company, in accordance with applicable laws.

***Remainder of this page is left blank intentionally***

## BASIS FOR ISSUE PRICE

*Investors should read the following summary with the section titled "**Risk Factors**", the details about our Company under the section titled **"Our Business"** and its financial statements under the section titled **"Financial Information of the Company"** beginning on page 28, 138 and 216 and respectively of the Draft Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Fixed price issue and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is [●] times of the face value
For the purpose of making an informed investment decision, the investors should also refer **"*Risk Factors*"**, **"*Our Business*"** and **"*Financial Statement as restated*"** beginning on page 28, 138 and 216 respectively of this Draft Prospectus.

## QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry:

*(a) Experienced Promoters and Senior Management with extensive domain knowledge*
*(b) Market Potential*
*(c) Investment in latest technology and maintain our edge in the market.*

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled ***"Our Business"*** beginning on page 138 of this Draft Prospectus.

## QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Consolidated Financial Statements. For details, please refer section titled ***"Financial Information of the Company"*** on page 216 of this Draft Prospectus

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

**1. Basic & Diluted Earnings per share (EPS) (Face value of ₹ 10/- each):**

As per the Restated Consolidated Financial Statements: -

| ***S.No*** | ***Particulars*** | ***Basic and Diluted (in Rs.)*** | ***Weights*** |
|---|---|---|---|
| 1 | For the Financial Year 2022-23 | 0.18 | 1 |
| 2 | For the Financial Year 2023-24 | 1.85 | 2 |
| 3 | For the Financial Year 2024-25 | 3.85 | 3 |
| | **Weighted Average** | **2.57** | |

***Notes:***

i. *The figures disclosed above are based on the Restated Financial Statements of the Company.*
ii. *The face value of each Equity Share is ₹10.00/-.*
iii. *Earnings per Share has been calculated in accordance with **Accounting Standard 20 – "Earnings per Share"** issued by the Institute of Chartered Accountants of India. These figures are adjusted to reconcile the Impact of bonus issue, pursuant to Accounting Standard 20 "Earnings Per Share" issued by ICAI and for presenting comparable figures.*

iv. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.*
v. *Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year / period.*
vi. *Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders/ Weighted average number of diluted potential equity shares outstanding during the year/ period.*

**2. Price Earning (P/E) Ratio in relation to the Issue Price of Rs. [●] per Equity Share**

| Particulars | (P/E) at the Issue Price |
|---|---|
| P/E ratio based on the Basic & Diluted EPS, as restated for Financial Year 2024-25 | [●] |
| P/E ratio based on the Weighted Average EPS, as restated. | [●] |

*Note: To be updated at the time of Filing of Prospectus.*

**3. Industry P/E ratio**

| Particulars | P/E ratio |
|---|---|
| Highest | 111.5 |
| Lowest | 11.5 |
| Industry Average | 39.2 |

**Source: Industry Peer Group P/E Ratio- Auto Ancillaries- Capital Market Vol No. XXXX/16/40SPLSPL16 September 15 – September 28, 2025*

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

| S. No | Period | RoNW (%) | Weights |
|---|---|---|---|
| 1. | Financial Year 2024-2025 | 23.50 | 3 |
| 2. | Financial Year 2023-2024 | 17.69 | 2 |
| 3. | Financial Year 2022-2023 | 2.10 | 1 |
| | **Weighted Average** | **18.00** | |

***Note:***
i. *The RoNW has been computed by dividing net profit after tax (including transfer to minority interest) with restated Net worth as at the end of the year/ period*
ii. *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW xWeight) for each year / Total of weights*
iii. *Net worth is aggregate value of the paid-up share capital of the Company and reserves and surplus,excluding revaluation reserves and attributable to equity holders.*

**5. Net Asset Value (NAV) per Equity Share as per restated financials:**

**(In Rs.)**

| S. No. | NAV per Equity Share | Outstanding at the end of the year |
|---|---|---|
| 1. | Financial Year 2024-25 | 14.78 |
| 2. | Financial Year 2023-24 | 10.60 |
| 3. | Financial Year 2022-23 | 8.65 |
| 4. | NAV per Equity Share after the Issue | [●] |
| 5. | Issue Price | [●] |

***Notes:***

1. *NAV per share =Restated Net worth at the end of the year / weighted average number of equity shares outstanding at the end of the year/ period.*
2. *Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares.*
3. *Issue Price per Equity Share will be determined by our Company in consultation with the Book Running LeadManager.*

**6. Comparison of Accounting Ratios with Listed Industry Peers:**

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, 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.

| | Name of the Company | Face Value (Per Share) | CMP | EPS | P/E Ratio | RONW (%) | NAV (Rs. Per share) | PAT (Rs. in Lakh) |
|---|---|---|---|---|---|---|---|---|
| 1 | Autofurnish Limited | 10 | [●] | 3.85 | [●] | 23.50* | 14.78 | 345.76** |
| **No Listed peers of the company** | | | | | | | | |

***Source:*** *The Company's Financial Figures are based on Restated Consolidated audited financial statements.*
**RONW considers PAT after transfer to Minority Interest*
***PAT is after consideration of transfer to Minority Interest*

**Notes for peer group:**
*The Company operates in the automobile accessories segment, as stated in the chapter titled "Our Business" on page 138 and does not have any listed industry peers.*

**7. Key Performance Indicator**

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance,which in result, help us in analyzing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 25, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this DP. Further, the KPIs herein have been certified by our Statutory Auditors namely M/s NYS & Company, Chartered Accountants, vide their certificate dated September 25, 2025.

The KPIs of our Company have been disclosed in the sections titled ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators"*** on pages 138 and 254 respectively. We have described and defined the KPIs, as applicable, in ***"Definitions and Abbreviations"*** on page 01.

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

**a) Key Performance Indicators of our Company**

*(Amount in lakh, except EPS, % and ratios)*

| **Particulars** | **Financial Year ended March 31, 2025** | **Financial Year ended March 31, 2024** | **Financial Year ended March 31, 2023** |
|---|---|---|---|
| **Revenue from operations [(1)]** | 3,336.01 | 1,591.00 | 1,058.86 |
| **Growth in Revenue from Operations [(2)]** | 109.68% | 50.26% | - |
| **Revenue CAGR (%) from F.Y.2023-2025** | **77.50%** | | |
| **EBITDA[(3)]** | 510.53 | 282.48 | 85.36 |
| **EBITDA (%) Margin[(4)]** | 15.30% | 17.75% | 8.06% |
| **EBITDA Growth Period on Period[(5)]** | 80.73% | 230.92% | - |
| **EBITDA CAGR (%) from F.Y.2023-2025** | **144.56%** | | |
| **ROCE (%)[(6)]** | 33.74% | 28.10% | 6.84% |
| **Current Ratio[(7)]** | 2.97 | 2.27 | 1.94 |
| **Operating Cash flow[(8)]** | (323.08) | 79.28 | (28.13) |
| **PAT[(9)]** | 345.76 | 160.44 | 15.78 |
| **ROE/ RONW[(10)]** | 23.50% | 17.69% | 2.10% |
| **EPS[(11)] (after considering bonus)** | 3.85 | 1.85 | 0.18 |

***Notes:***

*[(1)] Revenue from operations is the total revenue generated by our Company.*

*[(2)] Growth in Revenue in percentage, Year on Year*

*Revenue CAGR: The three-year compound annual growth rate in Revenue.*

*[(Ending Value/Beginning Value) ^ (1/N)]-1*

*[(3)] EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses*

*[(4)] EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations*

*[(5)] EBITDA Growth Rate Year on Year in Percentage*

*EBITDA CAGR: The three-year compound annual growth rate in EBITDA.*

*[(Ending Value/Beginning Value) ^ (1/N)]-1*

*[(6)] ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus debt*

*[(7)] Current Ratio: Current Asset over Current Liabilities*

*[(8)] Operating Cash Flow: Net cash inflow from operating activities.*

*[(9)] PAT is mentioned as PAT for the period*

*[(10)] ROE/RONW is calculated PAT (including minority interest transfer) divided by closing shareholders' equity*

*[(11)] EPS is mentioned as EPS for the period as adjusted with bonus shares*

| KPI | Explanation |
|---|---|
| Revenue from operation | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business. |
| Revenue CAGR % | Revenue CAGR informs the management of compounded annual growth rate i.e. Rate at which Company's revenue are growing on annual basis. |
| EBITDA | EBITDA provides information regarding the operational efficiency of the business |
| EBITDA Margin (%) | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business |
| EBITDA CAGR % | EBITDA CAGR indicate our compounded growth of the business |
| ROCE % | ROCE provides how efficiently our Company generates earnings from the capital employed in the business. |
| Current Ratio | Current ratio indicates the company's ability to bear its short-term obligations |
| Operating Cash Flow | Operating cash flow shows whether the company is able to generate cash from day-to-day business |
| PAT | Profit after Tax is an indicator which determine the actual earning available to equity shareholders |
| PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of the business. |
| Net Worth | Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity. |
| ROC/RONW | ROC/RONW (%) is an indicator which shows how much company is generating from its available shareholders' funds |
| EPS | Earning per shares is the company's earnings available of one share of the Company for the period |

**On the basis of Restated Consolidated financial statements.**

| Particulars | Financial Year ended March 31, 2025 | Financial Year ended March 31, 2024 | Financial Year ended March 31, 2023 |
|---|---|---|---|
| **Current ratio** | 2.97 | 2.27 | 1.94 |
| **Debt-equity ratio** | 0.36 | 0.33 | 0.40 |
| **Inventory turnover ratio** | 2.97 | 1.90 | 1.67 |
| **Trade receivables turnover ratio** | 4.20 | 3.62 | 3.06 |
| **Trade payables turnover ratio** | 14.33 | 5.73 | 6.04 |
| **Net capital turnover ratio** | 2.30 | 1.95 | 1.71 |
| **Net profit ratio (in %)** | 10.51% | 10.24% | 1.49% |
| **Return on equity ratio (in %)** | 23.50% | 17.69% | 2.10% |
| **Return on capital employed (in %)** | 33.74% | 28.10% | 6.84% |

| Ratio | Explanation |
|---|---|
| **Current Ratio** | Current Assets divided by Current Liabilities |
| **Debt-equity ratio** | Long Term Debt divided by Net Worth |
| **Debt service coverage ratio** | EBIT divided by Total Debt + Finance Cost |
| **Inventory turnover ratio** | COGS divided by Average Inventories |
| **Trade receivables turnover ratio** | Revenue from Operations divided by average Debtors |

| | |
|---|---|
| **Trade payables turnover ratio** | Net credit purchases divided by average Creditors |
| **Net capital turnover ratio** | Revenue from Operations divided by Working Capital |
| **Net profit ratio** | Profit after Tax divided by Revenue from Operations |
| **Return on equity ratio** | Profit after Tax divided by Net Worth |
| **Return on capital employed** | EBIT divided by Net worth Plus Long Term Debt |

**8. Past allotment(s) /transfer (s) or weighted average cost of acquisition ("WACA"), issue price**

For Details of past allotments and transfers please chapter titled "capital structure" of this draft prospectus on page no 81.

a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)

The Company has issued the following shares (excluding shares issued under ESOP / ESOS / Bonus shares) during the 18 months preceding the date of this DP, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multipletransactions combined together over a span of 30 days.

| Date of Allotment | No. of equity shares allotted | Face Value | Issue Price (including premium) | Nature of Consideration | Nature of Allotment | Total Consideration (In Rs.) |
|---|---|---|---|---|---|---|
| 28.08.2024 | 5,17,690 | 10 | 29 | Cash | Right Issue | 1,50,13,010 |
| 18.12.2024 | 1,69,018 | 10 | 29 | Cash | Private Placement | 49,01,522 |
| 27.03.2025 | 5,97,800 | 10 | 41 | Other than cash | Preferential allotment pursuant to share swap agreement | 2,45,09,800 |
| **Total Shares** | **12,84,508** | | | **Total consideration** | | **4,44,24,332** |
| **Weighted Average No. of shares** | | | | | | **9,16,321** |
| **Weighted Average Cost of Acquisition** | | | | | | **48.48** |

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

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

| Sr. No. | Name of transferor | Name of Transferee | No. of Equity Shares Sold/transferred | Transaction Date | Face Value per equity share (Rs.) | Sale/transfer price per equity share (Rs.) | Total Consideration |
|---|---|---|---|---|---|---|---|
| Nil | | | | | | | |

Note 1: In case there are no such transactions to report under (a) and (b), then the information shall be disclosed for price per share of the Issuer Company based on last 5 primary or secondary transactions (secondary transactions where promoter / promoter group entities or shareholder(s) selling shares through offer for sale in IPO or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company, are a party to the transaction), not older than 3 years prior to the date of filing of the DP / Prospectus, irrespective of the size of transactions

**9.** Weighted average cost of acquisition, floor price and cap price

** To be updated at Prospectus stage.*

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Shares) | Issue Price* (i.e. ₹ [●]) |
|---|---|---|
| Weighted average cost of acquisition of primary / newissue as per paragraph 8(a) above. | 48.48 | **[●]** |
| Weighted average cost of acquisition for secondary sale /acquisition as per paragraph 8(b) above. | Nil | - |

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

The Issue Price of ₹ [●]/- has been determined by our Company, in consultation with the LM, on the basis of market demand from investors for Equity Shares and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on page 28, 138, 253 and 216, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" on page 28 and you may lose all or part of your investment.

***Remainder of this page has been left blank intentionally.***

## STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
M/s Autofurnish Limited (formerly known as Autofurnish Trading Limited)
K-55, Udyog Nagar, Peeragarhi,
Nangloi, West Delhi, New Delhi, 110041

Dear Sir(s)

**Sub:** Proposed initial public offering of equity shares of Rs. 35,61,000/- each ("the Issue") of Autofurnish Limited ("the Company")

We report that the enclosed statement in Annexure A, states the possible tax benefits available to the Company and to its shareholders under the Income-tax Act, 1961, Goods and Service Tax Act, 2017, Customs Act, 1962, and the Customs Tariff Act, 1975 presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Public issue. Neither are we suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:
i) the Company or its shareholders will continue to obtain these benefits in future; or
ii) the conditions prescribed for availing the benefits have been/would be met with.

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

We also consent to the references to us as "Experts" under section 26 of the Companies Act to the extent of the certification provided hereunder and included in the Draft Prospectus and Prospectus of the Company or in any other documents in connection with the Public issue.

We hereby give consent to include this statement of tax benefits in the Draft Prospectus and Prospectus and in any other material used in connection with the Public issue.

For NYS & Company
Chartered Accountants
Firm's Registration No. 017007N

Niitesh N Agrawal
Partner
Membership No.: 527125
**Peer Review Certificate No.** 015270
Place: New Delhi
Date: September 25, 2025
UDIN: 25527125BMONSD1048

## Annexure – A

ANNEXURE TO THE STATEMENT OF DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

### DIRECT TAXATION

This statement of possible special direct 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'). The term 'special tax benefit' has not been defined under the SEBI ICDR Regulations, for the purpose of this statement, possible special tax benefits which could be available dependent on the Company or its shareholders fulfilling the conditions prescribed under the tax laws, as enumerated below.:

**A) Under the Income-tax Act, 1961, (hereinafter referred to as 'the Act'), as amended by the Finance Act, 2025, applicable for Financial Year 2025-26 relevant to the Assessment Year 2026-27 ('Year')**

This annexure sets out only the possible special direct tax benefits available to the company and its shareholders under the Income-tax Act, 1961 (the 'Act') as amended by the Finance Act, 2025, applicable for Financial Year 2025-26 relevant to the Assessment Year 2026-27, presently in force in India.

I. Special Direct Tax Benefits available to the company under the Act.

*<u>Lower Corporate Tax Rate u/s 115BAA</u>*

A new section 115BAA was inserted by the Taxation Laws (Amendment) Act, 2019 ( 'The Amendment Act, 2019) with effect from 1 Apri1 2020 (Assessment Year 2020-21) granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), subject to the condition that going forward it does not claim specified deduction /exemptions as specified in section 115BAA(2) of the Act and computes total income as per the provisions of section 115BAA(2) of the Act. Provisio to section 115BAA (5) provides that once the company opts for paying tax as per section 115BAA of the Act, such option cannot be subsequentty withdrawn for the same or any other previous year. Further, the provisions of Section 1 I5JB i.e. MAT provisions shall not apply to the company on exercice of the option under section 115BAA, as specified under sub-section (5A) of Section 115JB of the Act.

The Company has evaluated and decided to opt for the lower corporate tax rate of 25.168% with effect from FY 2019-20. Such option has been exercised by the Company while filing its return for the Financial Year 2019-20 within the due date prescribed under sub-section (1) of section 139 of the Act. Once the Company exercises such option, the MAT tax credit (under Section 115JAA) which it is entitled to on account of MAT paid in earlier years, will no longer be available for set-off or carry forward in future years.

*<u>Deduction U/s 80IA</u>*

Since the company is in the field of generating and distributing power using wind mill since FY 2008-09, the company is eligible for deduction u/s 80IA.

**II. Special tax benefits available to shareholders**

There are no special tax benefits available to the shareholders of the Company from investment in the equity shares of the Company. However, such shareholders shall be liable to tax at concessional tax rates on certain incomes (arising from sale of equity shares of the Company) under the extent provisions of the Act.

# SECTION V- ABOUT THE COMPANY

## INDUSTRY OVERVIEW

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.*

## GLOBAL ECONOMIC OUTLOOK

Global economic conditions are shaped by changing growth dynamics, fluctuating commodity prices, and evolving monetary policies, which influence domestic inflation, trade balances, and capital flows. At present, this interconnectedness is complicated by unusual levels of geopolitical tensions, supply chain disruptions, and climate-related shocks. Against this background, this chapter is organised broadly into four sections. The first section outlines the global economic scenario comprehensively, highlighting growth and inflation trends, policy stances, and key emerging risks and uncertainties. The second section focuses on the domestic macroeconomic situation, examining developments from the demand and supply sides. The third section delves into the emerging trends in public finances, inflation, external sector, financial markets and employment. The concluding section presents the prospects and outlook for growth in the presence of global headwinds while capitalising on domestic growth drivers.

**Steady global growth and varied regional dynamics**

Globally, 2024 has been an eventful year. The year witnessed unprecedented electoral activity on the political front, with more than half of the global population voting in major elections across countries. Meanwhile, adverse developments like the Russia-Ukraine conflict and the Israel-Hamas conflict increased regional instability.

These events impacted energy and food security, leading to higher prices and rising inflation. Cyberattacks also became more frequent and severe, with growing human and financial consequences due to the increasing digitisation of critical infrastructure. Geopolitical tensions, have reshaped global trade. Geopolitical risks and policy uncertainty, especially around trade policies, have also contributed to increased volatility in global financial markets.

Nonetheless, global economic growth has remained fairly moderate. The global economy grew by 3.3 per cent in 2023. The International Monetary Fund (IMF) has projected growth of 3.2 per cent and 3.3 per cent for 2024 and 2025, respectively. Over the next five years, global growth is expected to average around 3.2 per cent, which is modest by historical standards. While the overall global outlook remains steady, growth varies across different regions.

Despite higher interest rates, advanced economies (AEs) witnessed stable growth in the first half of 2024. This was on account of moderating inflation and sustained employment and consumption. However, the growth outlook differs between the United States (US) and the Euro Area. Growth in the US is expected to remain strong at 2.8 per cent in 2024 and may decline slightly in 2025, reflecting a moderation in consumption and exports.

In the Euro area, growth is expected to improve from 0.4 per cent in 2023 to 0.8 per cent in 2024 and further to 1.0 per cent in 2025 on the back of improving services activity. However, growth outcomes in Europe have been varied. Some countries like Spain, France, Poland, and the United Kingdom have benefitted from the strength of their services sector. Meanwhile, manufacturing-intensive countries like Germany and Austria are being weighed down by weak demand.5 Germany's structural weaknesses, particularly in manufacturing, have been noticeable, contributing to the slackness in Europe's manufacturing. Political developments in France and Germany are also adding to policy uncertainty in Europe's major economies.

The divergence of the growth trajectories of Europe and the US can also be seen in Citi Economic Surprises indices for these countries. These indices compare actual data releases with analyst expectations. A value above zero indicates the data was stronger than analyst expectations, while a negative value indicates weaker actual data compared to expectations. Between January 2023 and November 2024, data for the US economy continued to present more 'positive' surprises than the EU, compared to the analyst estimates.

Within Asia, Japan's growth was hindered by domestic supply disruptions in the early part of the year, while China's growth weakened after the first quarter, affected by sluggish private consumption and investment, alongside challenges in the real estate sector.

**Inflationary pressures ease, but risks of synchronised price pressures persist**

Inflation rates across economies have trended downward steadily, approaching central bank target levels. This has been the result of tighter monetary policy regimes across the globe and supply chains adapting to higher levels of economic uncertainty. As a consequence, price pressures eased in 2023 due to a reduction in fuel prices. In 2024, it was attributed to a broad-based reduction in goods inflation.

However, disinflation seems to have slowed due to the persistence of services inflation, while core goods inflation has fallen to negligible levels. The IMF World Economic Outlook (WEO) October 2024 reasons that this is on account of higher nominal wage growth as compared to pre-pandemic trends. The report notes that there are early signs that these pressures are abating, thereby aiding the disinflation process.

However, recent disruptions in global shipping have pushed goods prices up. These events have also pressurised the global supply chains. This is reflected in higher levels of the Global Supply Chain Pressure Index (GSCPI) in the quarter ending September 2024. Container freight rates normalised in 2023 they experienced a significant surge in 2024. This was due to stronger demand, shipping route disruptions in the Red Sea, and delays at the Panama Canal, all of which have partially sustained inflationary pressures.

The risk to inflation from increases in commodity prices seems limited in 2025- 2026. After softening in 2024, commodity prices are expected to decline moderately. While this easing is a positive sign, the risk of synchronised price increases remains, especially during periods of global economic stress. Although recent shocks like geopolitical conflicts and extreme weather have caused price fluctuations, their impact has largely subsided, leading to more varied commodity prices. However, escalating tensions continue to pose a risk of synchronised price increases, undermining the effectiveness of inflation mitigation.

**Geopolitical uncertainties continue to pose risks to the global economic outlook**

Geopolitical risks remain elevated due to ongoing conflicts, which pose significant risks to the global economic outlook. These risks can influence growth, inflation, financial markets, and supply chains. An intensification of the evolving conflicts in the Middle East, or the Russia-Ukraine conflict, could lead to market repricing of sovereign risk in the affected regions and disrupt global energy markets. The oil market is well-supplied for now. However, any damage to energy infrastructure could tighten supply, adding uncertainty to the global economic outlook.

Tensions in the Middle East have disrupted trade through one of the critical shipping routes – the Suez Canal. About 15 per cent of global maritime trade volume normally passes through the Suez Canal. In response, several shipping companies have diverted their ships around the Cape of Good Hope, which has increased delivery times by 10 days or more, on average. These disruptions have led to higher freight rates along major shipping routes, which in turn impact global trade activity.

Heightened risks are also evidenced by other indices, such as the Geopolitical Economic Policy Uncertainty index, which remains elevated due to global concerns about economic policies. Similarly, the World Trade Uncertainty Index has risen, driven by trade tensions and policy shifts in major economies. Trade policy uncertainty has increased sharply in recent months, though it has not yet reached the levels seen in 2018-19. The stock of import-restrictive measures within G20 economies continues to grow, now affecting 12.7 per cent of G20 imports—more than three times the coverage of such measures in 2015. If uncertainty persists and trade-restrictive measures continue to rise, they could increase costs and prices, deter investment, hinder innovation, and ultimately reduce global economic growth. In light of these developments, Chapter 5 of the Survey on the Medium-Term Outlook elaborates on the global factors and the importance of strengthening the levers of domestic growth.

*Source: https://www.ibef.org/download/Economic_Survey_2024-25.pdf*

## INDIAN ECONOMIC OUTLOOK

The Indian economy is estimated to achieve a growth of 6.5 per cent in FY25 despite considerable external headwinds. This was accompanied by a pick-up in growth from 5.6 per cent in Q2 FY25 to 6.2 per cent in Q3 FY25. This performance was driven by strong agricultural and service sector performance on the supply side and a steady increase in consumption and core merchandise and services exports on the demand side. All sectors are estimated to grow close to their trend rates. The International Monetary Fund, in its recent Article IV report published in February 2025, has stated that India's prudent macroeconomic policies and reform-driven approach have positioned it as the fastest-growing major economy.

Retail inflation eased to 3.6 per cent in February 2025 on the back of recent benign price trends of food items. Food inflation saw a sharp decline, driven by winter season correction in vegetable prices, continued easing of pulse prices and various administrative measures of the government. Estimates of agricultural production suggest a positive outlook for food inflation. As per the second advance estimates, kharif and rabi food grain output is expected to rise by 6.8 per cent and 2.8 per cent, respectively.

Union government finances continue to maintain a fine balance between fiscal consolidation, welfare and growth. The Union Budget 2025-26 announced a cautiously ambitious debt consolidation path that projects union government debt to decline by at least 5.1 percentage points over a six-year period from 2024-25 to 2030-31. In the near full-year data available for FY25, there is a close convergence of actual deficits, critical ratios, and essential expenditures with their budget estimates, indicating a sustained commitment to fiscal targets.

In recent months, India's equity markets have declined due to a variety of factors. Chief among them is its stellar performance of the previous four years, leading to profit-taking and a trimming of allocation by foreign portfolio investors, looking for value elsewhere. The impact of the selloffs in the equity segment was partially offset by robust external inflows into debt markets which were, to an extent, catalysed by India's inclusion into the Bloomberg Emerging Market Local Currency index. Further, Indian retail investors have remained unfazed by the decline and continued to repose faith in the market's long-term potential.

Global trade continues to be affected by uncertainty in the policy environment. The Global Trade Policy Uncertainty Index rose to a record high of 237.4 in Q4 2024. Tariff-related developments in multiple countries have heightened trade-related risks, affecting investment and trade flows globally. Consequently, India's exports have recorded softer growth thus far in FY25. However, a robust services trade surplus continues to offset the impact of lower growth in merchandise exports. Within the capital account, gross FDI inflows were higher on a YoY basis. However, net FDI is significantly lower in FY25 due to a rise in repatriation and outbound FDI. Despite the sell-off by FPIs and heightened global market turbulence, the Rupee continues to be amongst the least volatile currencies as compared to its peers.

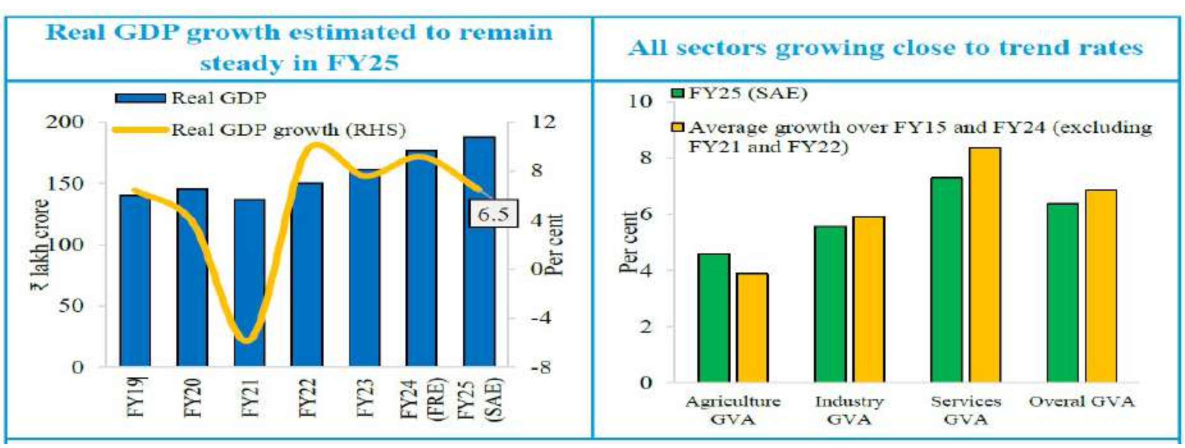
The outlook for employment is bright. As per the PLFS quarterly bulletin, the unemployment rate declined from 6.5 per cent in the Q3 (October- December) of FY 2024 to 6.4 per cent one year later in the Q3 of FY 2025. This is accompanied by improvements in the labour force participation rate and higher worker-to-population ratio, reflecting a broader strengthening of labour market indicators in urban areas. Various indices and surveys reveal positive sentiments towards hiring.

Union Budget 2025-26 has anchored itself on the agenda of Viksit Bharat, setting out its dimensions and proposing development measures and paths leading to such an outcome. The Budget has also posited agriculture, MSMEs, Investment and Exports as engines of growth, outlining initiatives under each of them, thereby generating optimism about continued resilience in the economy amidst geo-political constraints.

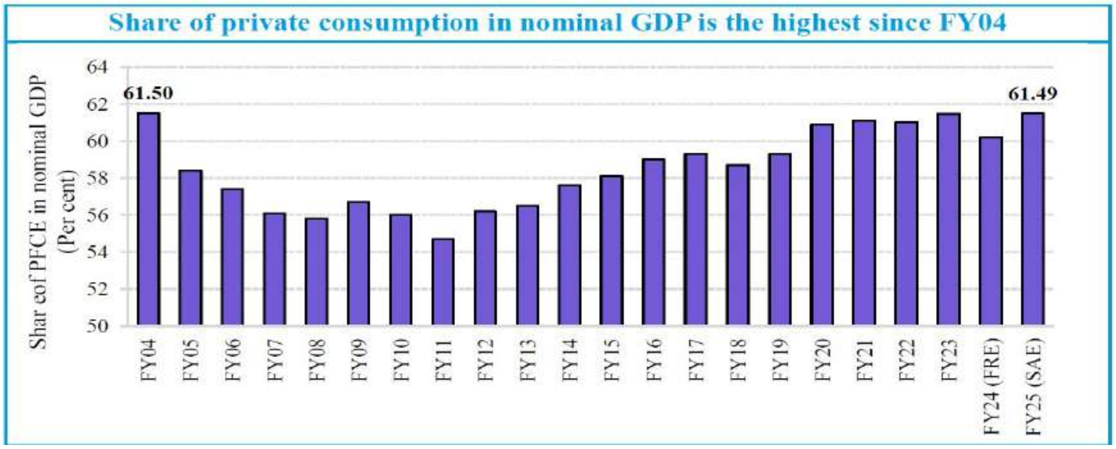
Geopolitical tensions, trade policy uncertainties, volatility in international commodity prices and financial market uncertainties pose considerable risks to the economic growth outlook, globally and locally. One offsetting positive is the outlook for commodity prices. Domestic private sector capital formation, focused on India’s solid fundamentals and economic prospects, will be an important driver of economic growth in FY26. Supportive fiscal measures, accommodative monetary policy, and the Union Budget’s focus on longer-term development drivers and reform will bolster domestic economic resilience amidst significant global uncertainties.

**India’s GDP estimated to grow steadily in FY25 despite elevated global uncertainty**

As per the Second Advance Estimates (SAE) of National Income for FY25, India’s real GDP is estimated to grow by 6.5 per cent. Gross value added (GVA constant 2011-12 prices) is estimated to have grown by 6.4 per cent. During this year, at current prices, GDP and GVA are expected to grow by 9.9 per cent and 9.5 per cent, respectively.




All three sectors of the economy are growing close to their trend rates. Growth in the agriculture sector is expected to rebound to 4.6 per cent in FY25 from 2.7 per cent in FY24 with robust kharif output and positive rabi prospects. In the industrial sector, the construction segment continues to do well. Growth in the services sector is expected to remain robust at 7.3 per cent, driven by healthy activity in financial, real estate, professional services, public administration, defence, and other services.




From a demand perspective, private final consumption expenditure at constant prices is estimated to grow by 7.6 per cent, driven by a rebound in rural demand. Private consumption as a share of nominal GDP is estimated to increase from 60.2 per cent in 2023-24 to 61.5 per cent in 2024-25. This share is the highest since 2003-04. Gross fixed capital formation (GFCF) (at constant prices) is estimated to grow by 6.4 per cent and comprise 29.6 per cent of nominal GDP.

**Release of First Revised Estimates of National Income for FY24**

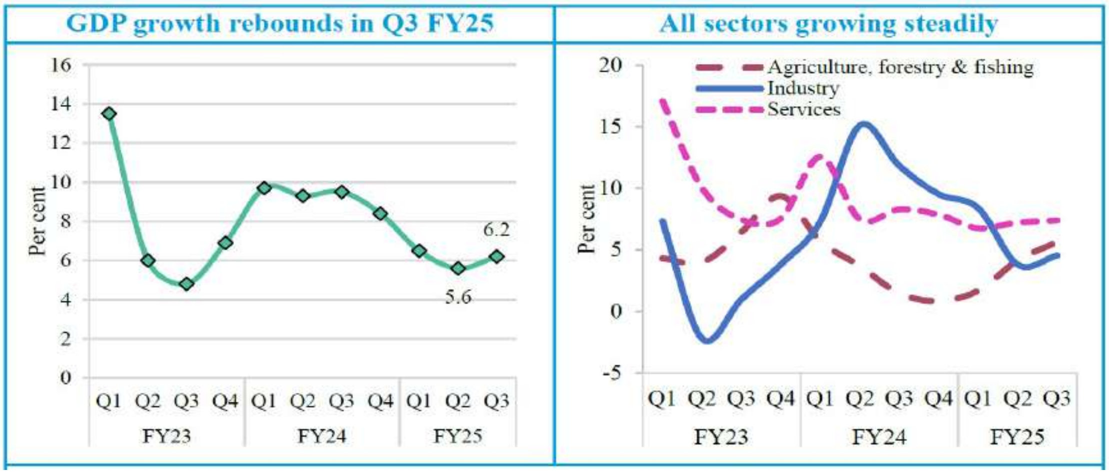
As per the first revised estimates (FRE) for FY24, real GDP has grown by 9.2 per cent in FY24, up from 8.2 per cent as per the provisional estimates (PE) made in May 2024. This is the highest in the previous 12 years except for FY22 (the post-covid year). This growth has been contributed by double-digit growth rates in the manufacturing sector (12.3 per cent), the construction sector (10.4 per cent) and the financial, real estate & professional services sector (10.3 per cent). The incorporation of firmer and updated data on the public sector and private corporate sector is the major reason for the revision from PE, published in May 2024, to the FRE, published in February 2025.

The FRE of National Income also gives interesting insights into the developments in the savings-investment balance. In FY24, fixed investment (Gross Fixed Capital Formation) increased by 9.2 per cent. This was predominantly on the back of robust investment by the general government and public sector undertakings, while the private corporate sector was cautious in its approach amidst global uncertainties. During the three-year block of FY22 to FY24, savings and investment as a per cent of GDP averaged 30.9 per cent and 32.2 per cent, yielding a savings-investment gap (current account deficit) of 1.3 per cent. Real GDP growth averaged 8.8 per cent during the period, which signifies an incremental capital-output ratio of below 4. This implies a distinct improvement in capital use efficiency compared to the pre-Covid decade. If this trend in capital efficiency is sustained, it will be a big boost to India's growth prospects in the coming years as cross-border capital flows become hostage to geopolitical developments.

**Economic activity picks up in Q3 FY25 on the back of strong agricultural and service sector growth**

Real GDP and real GVA are estimated to have grown by 6.2 per cent in Q3 FY25. This reflected a rebound in economic activity from Q2 FY25, in which GDP growth was 5.6 per cent.

Agricultural GVA growth at constant prices increased from 1.5 per cent in Q3 of 2023-24 to 5.6 per cent in Q3 of 2024-25. This is partly due to a favourable monsoon, adequate reservoir levels and bumper kharif production. Among the remaining sub-sectors in the economy, construction, trade, hotels, transport, communication and services related to broadcasting, finance, real estate & professional services, as well as public administration, defence, and other services, catalysed growth.




From the angle of aggregate demand in the economy, the share of private final consumption expenditure (PFCE) increased to 64.8 per cent of GDP in Q3 FY25. In real terms, PFCE expanded by 6.9 per cent YoY, indicating a steady impetus to growth from consumption. Gross fixed capital formation (GFCF) stood at 27.6 per cent of nominal GDP during the period, while real GFCF grew by 5.7 per cent. Exports at constant prices grew at a robust rate of 10.4 per cent while imports contracted by 1.1 per cent, thereby lowering the drag of net exports on real GDP growth in Q3 FY25.


The moderation in capital formation growth is due to subdued growth in private investment thus far in FY25 amid elevated global uncertainty. Further, a softening of household investment in residential properties may have also contributed to the tempering of investment after a sharp uptick in residential sales over the last few quarters. Industry reports suggest that the market is mean-reverting and that fundamentals remain healthy. On the other hand, capital expenditure by the Union Government has significantly increased. After a moderation in the Q1 FY25, capex by the Union Government in July 2024 – January 2025 is 30.7 per cent higher YoY.

**High-frequency indicators (HFIs) signal continued momentum in Q4 FY25**

Economic activity is resilient as per developments in various HFIs in the fourth quarter of the current fiscal. E-way bill generation grew by 18.9 per cent during the first two months of Q4 on a YoY basis, suggesting increased business and trade activity. Industrial and service sector activity is expanding steadily. The manufacturing and services PMI are in the expansionary zone (as indicated by values of the indices above 50). The index of industrial production has expanded by 5.0 per cent YoY in Jan 2025.

On the demand side, rural consumption is expected to stay resilient. Urban demand, however, continues to be mixed. The YoY growth in passenger vehicle sales has slowed to 4.4 per cent in April 2024 – February 2025, as compared to 10.1 per cent in the corresponding period of the previous year. The growth of fast-moving consumer goods (FMCG) sales volumes in urban areas recovered to 5 per cent in Q3 FY25. Air passenger traffic increased by 8.7 per cent YoY in April 2024 – January 2025. In sum, the consolidated evidence on private final consumption expenditure flows from the National Accounts indicated a growth rate of 7.6 per cent in FY25. Overall, the economy seems on track to achieve a growth of 6.5 per cent, as estimated by the SAE of National Income for FY25. Green shoots of evidence seen in the bottoming of the net financial savings flows of households in FY24 (per cent of GDP) will bear close watching to divine the prospects of sustained growth in PFCE. Hiring and compensation in the private sector will considerably influence consumption decisions and the balance sheet strength of households.

**The inflation outlook remains benign**

Estimates of agricultural production suggest a positive outlook for food inflation. As per the second advance estimates, kharif and rabi food grain output is expected to rise by 6.8 per cent and 2.8 per cent, respectively. Among cereals, kharif rice production is projected to grow by 6.6 per cent, while wheat output is expected to reach a record 1154.3 lakh tonnes, marking a 1.9 per cent increase. Among pulses, production of tur and gram is expected to rise by 2.8 per cent and 4.5 per cent, respectively, while kharif oilseeds are projected to surge by 14.4 per cent. These developments in the agricultural production scenario are expected to help moderate food inflation in the coming months.

Pressure on food inflation and, thereby, headline inflation is easing, but the trajectory of edible oil prices could pose a risk in the near term. The month-on-month momentum in the food inflation rate stood at (-)2 per cent in February 2025, signalling a favourable trend for the months ahead. The continued implementation of the Bharat Brand scheme is also expected to keep food inflation under control.

Recognising these easing pressures, The RBI Monetary Policy Committee, in its February 2025 meeting, decided to reduce the policy repo rate by 25 basis points to 6.25 per cent. Monetary Policy Committee also decided to continue with the neutral stance and remain unambiguously focussed on a durable alignment of inflation with the target while supporting growth. RBI has projected CPI inflation at 4.4 per cent for Q4 of 2024-25 and 4.5 per cent for Q1 of 2025-26, remaining within the prescribed target range.

**Liquidity conditions improve**

The RBI's interventions included two announcements in March 2025 (a) Open Market Operation (OMO) purchases of ₹1 lakh crore to inject durable liquidity, and (b) A USD 10 billion USD/INR forex swap to mitigate dollar scarcity while infusing ₹ 82,000 crore (at prevailing exchange rates) into the banking system.

These operations formed part of a broader strategy followed by the RBI in Q4 2025 to improve the liquidity in the system, with cumulative liquidity injections totalling ₹4.73 lakh crore through OMOs, forex swaps, and variable rate repos. In turn, the coordinated effort narrowed the systemic liquidity deficit from ₹3.1 lakh crore in January to ₹20,416.70 crore by March 4, 2025. Consequently, the Weighted Average Call Rate, which had spiked to 6.74 per cent in January amid acute liquidity stress—stabilised at the repo rate of 6.25 per cent by mid-March. This alignment underscored restored confidence in interbank markets, as RBI's liquidity support offset pressures from tax outflows and forex interventions.

**Trends in the Banking Sector**

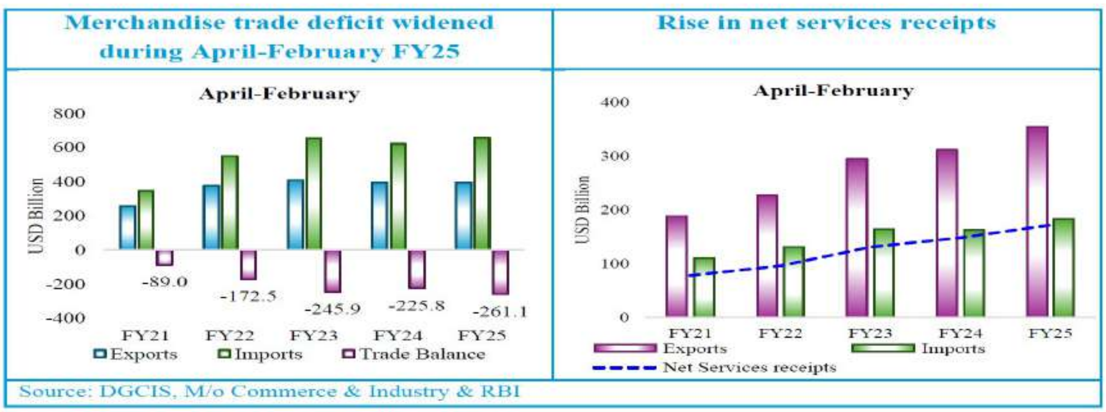
In continuation of the trend seen throughout FY-25, deposit growth continued to trail credit growth in 2025. While scheduled commercial banks' (SCBs) credit growth was 12 per cent as of March 7, 2025, deposit growth (excluding the impact of the merger) was at 10.3 percent for the same period. This was also reflected in the banking system credit deposit ratio (CD Ratio), which was at 80.8 percent.

Overall bank liquidity remained sufficient, with a robust capital-to-risk weighted assets ratio standing at 16.7 per cent as of March 7, 2025. Despite a moderation in net interest margin, return on assets and return on equity reached decadal highs of 1.4 per cent and 14.1 per cent, respectively, in H1 FY25. Asset quality remained robust, with the gross non-performing assets ratio of SCBs remaining stable at 2.6 per cent as of September 2024, maintaining its 12-year low. Non-Banking Financial Corporations too, showed robustness across its system level parameters.

**India's external sector performance during April-February FY25**

India's total exports increased by 6.2 per cent (YoY basis) to an estimated USD 750.5 billion during April-February FY25, up from USD 706.4 Billion in April-February FY24. In February 2025, total exports rose by 3.2 per cent YoY to USD 72 billion, while total imports declined by 11.3 per cent YoY to USD 67.5 billion.

Merchandise exports recorded a marginal YoY growth of 0.1 per cent during April-February FY25, reaching USD 395.6 billion. This growth was primarily led by coffee, tobacco, electronic goods, and rice, while iron ore, petroleum products, and other cereals dragged exports down. Merchandise imports grew by 5.7 per cent YoY during this period. The increase was primarily led by non-petroleum, non-gold imports, which rose to USD 436.4 billion from USD 414.8 billion in the corresponding period last year. Gold imports increased by 21.6 per cent YoY. Among non-petroleum imports, the highest growth was observed in cotton, pulses, and sulphur & unroasted iron pyrites. In February 2025, merchandise imports fell by 16.3 per cent YoY to USD 51 billion, marking a five-month low, indicating some moderation in import growth.




A rise in merchandise imports alongside lower exports led to a widening trade deficit, reaching USD 261.1 billion in April-February FY25, marking a 15.6 per cent increase YoY. The expansion was primarily driven by higher imports and a contraction in petroleum exports.

Despite the decline in merchandise exports, India's service exports grew robustly, rising by 23.6 per cent YoY to USD 35 billion in February 2025. The surge contributed to an expansion in the net service surplus, which increased to USD 18.5 billion from USD 18.0 billion in January 2025. For April–February FY25, the overall service surplus stood at USD 171.7 billion, underscoring the resilience of the service sector and partially offsetting the merchandise trade deficit of USD 261.1 billion in the overall trade balance.

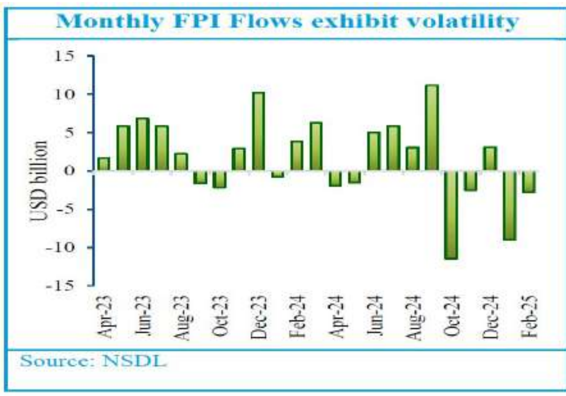
Looking ahead, continued upward pressure on the trade deficit is more likely than a contraction as exports face heightened uncertainties.

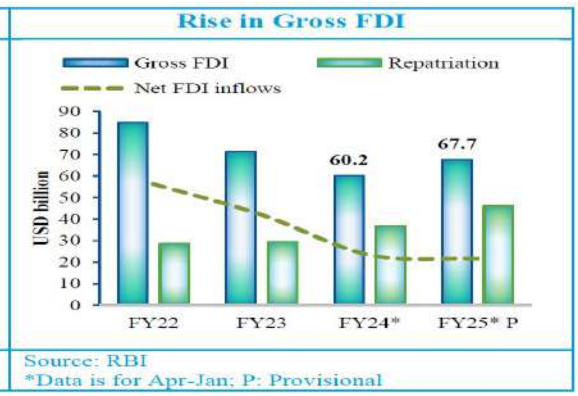
**The trend in capital flows**

Gross foreign direct investment (FDI) inflows increased by 12.4 per cent YoY to USD 67.7 billion during FY25 (April – January) from USD 60.2 billion in the same period of FY24. However, net FDI inflows to India during the first ten months of FY25 were lower at USD 21.6 billion compared to USD 23.3 billion in the corresponding period of FY24 due to higher repatriation/disinvestments. Repatriation/disinvestment flows surged to USD 46.1 billion during FY25 (April – January), marking a 24.9 per cent increase from USD 36.9 billion in the same period last year. Outbound FDI is also higher on a yearly basis. Consequently, net FDI flows are lower compared to the corresponding period of the previous year. Overall, foreign investment flows (direct and portfolio flows) in FY25 up to January are significantly lower vs. the same period in FY24.

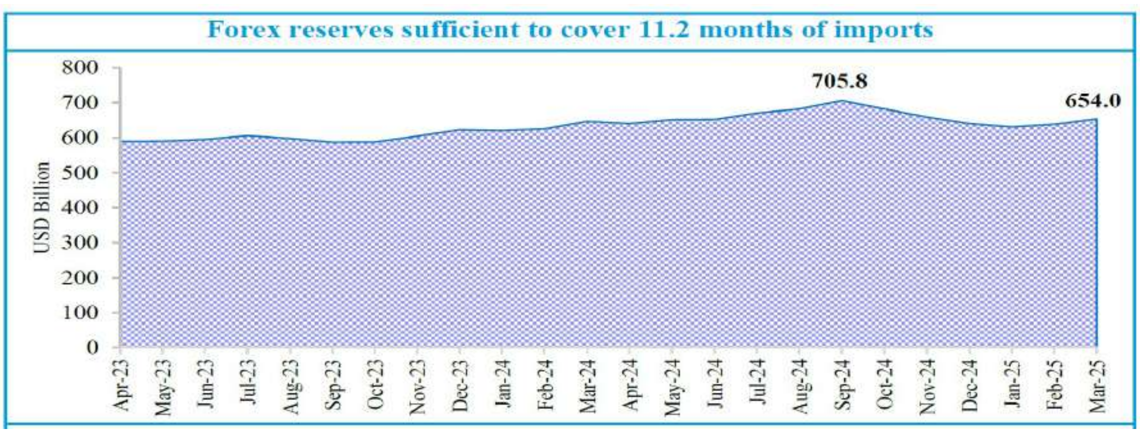
Sector-wise, manufacturing received the highest share of equity inflows, followed by financial services, electricity and other energy, and communication services, together accounting for more than 60 per cent of flows. Singapore, Mauritius, the UAE, the Netherlands, and the US were the top investment sources, accounting for more than 75 per cent of the flows during the period. India continues to liberalise its FDI framework. The Union Budget 2025 announced the further increase of the FDI sectoral cap for the insurance sector from 74 per cent to 100 per cent. This enhanced limit will be available for those companies which invest the entire premium in India.

FPIs remained volatile during FY25 (April - February) and stood at USD 14.2 billion, primarily due to exits from the equity market.




India's foreign exchange reserves increased to USD 654 billion as of March 7, 2025, up from USD 638.3 billion on February 7, 2025, driven majorly by an increase in foreign currency assets. The reserves provide a cover for 11.2 months of imports as of March 7, 2025, and 91.8 per cent of external debt outstanding as of September 2024.




In Jan-Feb 2025, rising US dollar and FPI outflows from Emerging Market Economies (EMEs) amidst growing global uncertainties exerted significant pressure on EME currencies. The Indian rupee (INR) depreciated by 0.9 per cent month-over-month (m-o-m) during February 2025. However, the extent of the depreciation of the INR was less than in the previous month, and it remained one of the least volatile major currencies. In terms of the 40-currency real effective exchange rate, the INR depreciated by 2.4 per cent (m-o-m) in February 2025.

Moreover, in the first ten month of FY 25 (up to March 7, 2025) the INR depreciated by 4.2 percent, performing better than currencies such as the Canadian Dollar, South Korean Won and the Brazilian Real, which depreciated by 5.7 per cent, 6.6 per cent and 13.4 per cent, respectively, during the same period.

**Conclusion and Outlook**

The global economy continues to be characterised by elevated uncertainty stemming from geopolitical tensions and trade policy developments. Adding to the cloud over global prospects is the inadequate trust in key institutions and lower optimism about the future in developed countries, as per the 2025 Edelman Trust Barometer. In contrast, the survey respondents in developing countries, including India, had greater trust in institutions and were more optimistic about a better future. We should be careful not to import the pervasive cynicism and pessimism from abroad.

In the face of such strong global headwinds, economic growth picked up in Q3 of FY25, driven by a recovery in private consumption and an increase in core merchandise (non-oil, non-bullion) exports. Vigorous agricultural activity has supported rural demand. High-frequency indicators of economic activity suggest improved growth momentum in Q4 of FY25, with e-way bills showing double-digit growth and PMI indices remaining in the expansionary zone. The services sector performance remains robust. The growth in Q4 of FY25 is likely driven by improved export growth, pick-up in government capital expenditure post-elections and impetus to economic activity associated with Kumbh Mela.

Inflationary pressures have eased to a seven-month low in February 2025, driven by falling food inflation. The expectation of record production of food grains in 2024-25 will help moderate food inflation in the coming months. On the external front, core merchandise exports have demonstrated notable resilience, growing by 8.2 per cent during FY25 (April to February). Gross FDI inflows remain robust, increasing by 12.4 per cent during FY25 (April to January). The foreign exchange reserves are adequate to cover more than 11 months of imports.

The current labour market conditions are stable, with the urban unemployment rate remaining unchanged during the third quarter of FY25. Many employment outlook surveys indicate a sense of optimism and an increased willingness to engage in hiring practices in the upcoming quarter.

On the other hand, geopolitical tensions, increasing uncertainty around trade policies, volatility in international commodity prices and the financial market pose significant risks to the outlook for growth next year. However, if the private sector were to invest in the economy, banking on the resilience of the Indian economy and its steady growth outlook, it would overpower the risks to the growth outlook considerably. It is essential that the industry recognises the mutual endogeneity of its investment spending and consumption demand. The proposed changes in the personal income tax structure are expected to improve the disposable incomes of the middle class and their consumption.

The 25-basis point policy rate cut in February, as part of a more accommodative monetary policy and enhanced liquidity provisions, can also bolster the growth momentum. The Union Budget’s focus on longer-term development drivers and reforms, anchored around the ambition of Viksit Bharat, adds to the confidence in domestic economic resilience amidst significant global uncertainties.
Source: [https://www.ibef.org/download/1745818364_Monthly-Economic-Review-February-2025.pdf](https://www.ibef.org/download/1745818364_Monthly-Economic-Review-February-2025.pdf)

**RECENT DEVELOPMENT- INDIAN ECONOMY**

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

- The HSBC India Manufacturing PMI (Purchasing Manager Index) increased to 58.4 in April 2025, up from 58.1 in March 2025, based on preliminary estimates. This rise signifies improved operating conditions and represents the most rapid growth pace observed in the past year. Contributing factors include a notable surge in new export orders, which experienced their most significant increase in over fifteen years, alongside a faster expansion in overall new business activity.
- In Q1 CY25, private equity (PE) and venture capital (VC) investments stood at Rs. 1,16,861 crore (US$ 13.7 billion) across 284 deals.
- India saw a robust 10.35% growth in passengers carried by domestic airlines at 431.98 lakh in FY25, from 391.46 lakh in FY24, according to the Directorate General of Civil Aviation (DGCA).
- As of April 18, 2025, India's foreign exchange reserves stood at Rs. 58,57,537 crore (US$ 686.70 billion).
- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.
- The gross GST (Goods and Services Tax) revenue collection stood at Rs. 1.84 lakh crore (US$ 21.57 billion) in February 2025.
- Between April 2000–December 2024, cumulative FDI equity inflows to India stood at Rs. 89.88 lakh crore (US$ 1.05 trillion).
- In February 2025, the overall IIP (Index of Industrial Production) stood at 151.3. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 141.9, 148.6 and 194.0, respectively.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) – Combined inflation was 3.34% in March 2025 against 4.85% in March 2024.
- Foreign Institutional Investors (FII) inflows in FY25 were close to Rs. 1.27 lakh crore (US$ 14.89 billion), while Domestic Institutional Investors (DII) bought Rs. 6.00 lakh crore (US$ 70.34 billion) in the same period.
- India's wheat procurement rose 34% YoY, reaching 22.36 MT as of April 28, 2025, with target of 31 MT in sight. Strong MSP, bonuses, and robust crop output boost sales to government agencies, ensuring food security and potential for open market intervention.

**Government Initiatives**

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

- According to a report by Wood Mackenzie in January 2025, India, the United States, and West Asia are expected to collectively add 100 Gigawatts (GW) of solar capacity by 2025, while China is anticipated to continue its leadership in the solar industry.

- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US$ 383.93 billion) and Rs. 48.21 lakh crore (US$ 577.16 billion), respectively.
- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antyodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.

**ROAD AHEAD**

India's economy grew by 6.2% in Q3 FY25. Signs of recovery are now visible, with growth expected to rise to 7.6% in Q4 FY25—indicating a possible turnaround in the coming months. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of FY24 highlighted the unwavering support the government gave to its capital expenditure, which, in FY24, stood 37.4% higher than the same period last year. In the Union Budget of FY26, capital expenditure took lead by steeply increasing the capital expenditure outlay by 10.0 % to Rs. 11.21 lakh crore (US$ 131.42 billion) over Rs. 10.18 lakh crore (US$ 119.34 billion) in FY25. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

India's total exports of goods and services rose by 5.5% to a record Rs. 69.8 lakh crore (US$ 820.9 billion) in FY25, compared to Rs. 65.8 lakh crore (US$ 773.0 billion) in FY24.

With a reduction in port congestion, supply networks are being restored. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.
https://www.ibef.org/economy/indian-economy-overview

## AUTOMOBILE INDUSTRY-OUTLOOK

The Indian automobile industry has historically been a good indicator of how well the economy is doing, as the automobile sector plays a key role in both macroeconomic expansion and technological advancement. The two-wheelers segment dominates the market in terms of volume, owing to a growing middle class and a huge percentage of India's population being young. Moreover, the growing interest of companies in exploring the rural markets further aided the growth of the sector. The rising logistics and passenger transportation industries are driving up demand for commercial vehicles. Future market growth is anticipated to be fuelled by new trends including the electrification of vehicles, particularly three-wheelers and small passenger automobiles.

India enjoys a strong position in the global heavy vehicles market as it is the largest tractor producer, second-largest bus manufacturer, and third-largest heavy truck manufacturer in the world. India's annual production of automobiles in FY23 was 25.9 million vehicles. India has a strong market in terms of domestic demand and exports. In December 2024, the total production of passenger vehicles, three-wheelers, two-wheelers, and quadricycles was 19,21,268 units.

In FY23, total automobile exports from India stood at 47,61,487. This sector's share of the national GDP increased from 2.77% in 1992-1993 to around 7.1% presently. It employs about 19 million people directly and indirectly.

India is also a prominent auto exporter and has strong export growth expectations for the near future. In addition, several initiatives by the Government of India such as the Automotive Mission Plan 2026, scrappage policy, and production-linked incentive scheme in the Indian market are expected to make India one of the global leaders in the two-wheeler and four-wheeler market by 2022.

**EXECUTIVE SUMMARY**

**1. Segmented market**

- The automobile sector is split into four segments, i.e., two-wheelers, three-wheelers, passenger vehicles, and commercial vehicles, each having few market leaders.
- India is the largest E2W and E3W manufacturer in the world.
- 19.6 million two-wheeler units were sold in FY25, registering a growth of 9.1% over FY 24

**2. Growth prospectus**

- The Indian automotive industry is expected to reach US $300 billion by 2026.
- Strong policy support from the Government.
- India's passenger vehicle (PV) industry is projected to achieve a record cumulative domestic and export volume of five million units in FY26.

**3. Third-largest automobile market**

- In FY25, the total passenger vehicle sales reached 4.3 million units.
- This sector's share of the national GDP increased from 2.77% in 1992–1993 to around 7.1% presently.It employs about 19 million people directly and indirectly.
- Presence of established domestic and international original equipment manufacturers (OEMs).
- Strong market in terms of domestic demand and exports.

**MARKET SIZE**

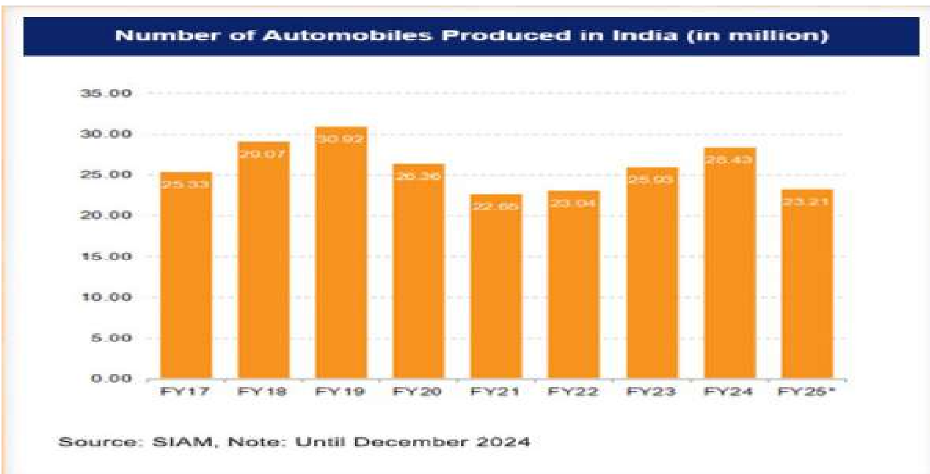
The Indian passenger car market was valued at US$ 32.70 billion in 2021, and it is expected to reach a value of US$ 54.84 billion by 2027 while registering a CAGR of over 9% between 2022-27. The global EV market was estimated at approximately US$ 250 billion in 2021 and by 2028, it is projected to grow by 5 times to US$ 1,318 billion.

Two-wheelers and passenger cars accounted for 75.04% and 21.38% of market shares, respectively, in FY25. In FY25 (April-September), the total production of passenger vehicles, commercial vehicles, three-wheelers, two-wheelers, and quadricycles was 1,56,22,388 units. India accomplished a significant milestone, with the sale of 1,00,000 EVs in CY24 compared to 82,688 in CY23.

A study by CEEW Centre for Energy Finance recognised a US$ 206 billion opportunity for electric vehicles in India by 2030. This will necessitate a US$ 180 billion investment in vehicle manufacturing and charging infrastructure.

According to NITI Aayog and the Rocky Mountain Institute (RMI), India's EV finance industry is likely to reach US$ 50 billion (Rs. 3.7 lakh crore) by 2030.

A report by the India Energy Storage Alliance estimated that the EV market in India is likely to increase at a CAGR of 36% until 2026. In addition, the projection for the EV battery market is expected to expand at a CAGR of 30% during the same period. Indian automotive industry is targeting to increase the export of vehicles by five times during 2016-26. In FY23, total automobile exports from India stood at 47,61,487. Indian automobile exports of two-wheelers stood at 36,52,122 in FY23.




ADVANTAGE IN INDIA

1. Growing Demand

- Rise in middle class income and young population may result in strong growth
- The Indian automotive industry is targeting to increase the export of vehicles by five times during FY 26
- In March 2025 the total production of passenger vehicles, three wheelers, two wheelers, and quadricycles was 24,76,915 units
- Automobile exports from India surged by 19 to over 53 million units in FY 25 driven by strong demand for passenger vehicles, two wheelers, and commercial vehicles in international markets.

2. Rising Investment

- India has significant cost advantages Auto firms save 10-25% on operations vis-à-vis Europe and Latin America.
- The automobile sector received a cumulative equity FDI inflow of about Rs 2,45,771 crore (US 37.52 billion) between April 2000 December 2024.
- India is on track to become the largest EV market by 2030 with a total investment opportunity of more than US 200 billion over the next 8-10 years.
- The Production Linked Incentive (scheme for the automobile and auto components sector received significant support, amounting to Rs 2,818.9 crore (US 325.6 million) for FY 26.

3. Policy Support

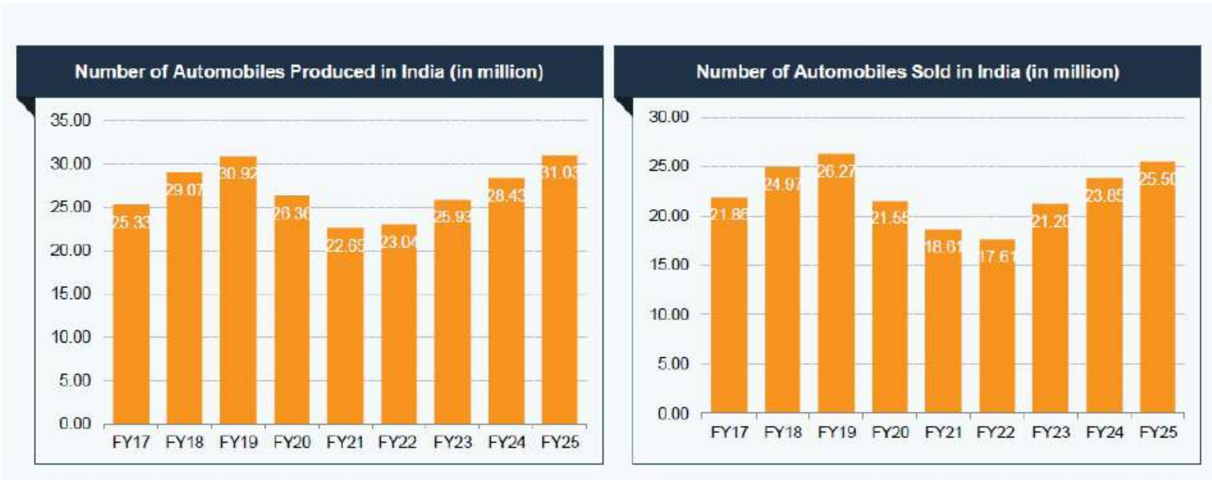
- Automotive Mission Plan 2016-26 is a mutual initiative by the Government of India and the Indian automotive industry to lay down the roadmap for the development of the industry.
- The Centre has launched the PM E-DRIVE scheme with a budget of US 1.30 billion (Rs 10,900 crore), effective from October 1, 2024 to March 31, 2026 The initiative aims to accelerate the adoption of electric vehicles (establish charging infrastructure, and develop an EV manufacturing ecosystem in India.

4. Opportunities

- Focus shifting on electric cars to reduce emissions.
- Government aims to transform India into an R&D hub.
- India could be a leader in shared mobility by 2030 providing opportunities for electric and autonomous vehicles.
- The electric vehicles industry is likely to create five crore jobs by 2030.

Evolution of this Sector

**MARKET OVERVIEW**




- The automotive manufacturing industry comprises the production of commercial vehicles, passenger vehicles three wheelers, and two wheelers.
- In FY25, the total production of passenger vehicles, commercial vehicles, three wheelers, two wheelers, and quadricycles was 25.5 million units.
- India accomplished a significant milestone, with the sale of more than 20 lakh Electric Vehicles in FY 25.
- A report by India Energy Storage Alliance estimated that the EV market in India is likely to increase at a CAGR of 36 until 2026 In addition, a projection for the EV battery market is forecast to expand at a CAGR of 30 during the same period.

**INVESTMENTS-INDIAN AUTOMOBILE INDUSTRY**

To keep up with the growing demand, several auto makers have started investing heavily in various segments of the industry during the last few months. The automobile sector received a cumulative equity FDI inflow of about Rs. 3,22,015 crore (US$ 36.21 billion) between April 2000 - September 2024. India is on track to become the largest EV market by 2030, with a total investment opportunity of more than US$ 200 billion.

Some of the recent/planned investments and developments in the automobile sector in India are as follows:

- In December 2024, Mercedes-Benz sold 1,468 luxury cars, the highest in the segment, which gave it a market share of 0.50%. BMW sold 1,302 cars in December 2024.
- Honda Motor Japan has announced plans to establish a dedicated electric motorcycle production facility in India by 2028. The new plant will be operational by 2028 and is expected to produce a wide variety of electric two-wheelers by combining modules common to multiple models, aiming to reduce costs and increase efficiency.
- In January 2025, Force Motors Ltd announced securing an order to supply 2,429 ambulances to Uttar Pradesh's Health Department, enhancing the region's medical services.
- Tata Passenger Electric Mobility, a subsidiary of Tata Motors Limited and pioneer of India’s EV revolution (TPEM), along with the Rajasthan Solar Association (RSA), has entered a Memorandum of Understanding (MoU) to promote Electric Vehicles (EVs) and the use of solar energy for EV charging in Rajasthan.

- The Renault-Nissan alliance is stepping up its investments in India plans to invest US$ 600-700 million at its Chennai-based facility to step up platform localisation and improve sophistication levels in manufacturing.
- In March 2024, Tata Motors Group has signed a facilitation Memorandum of Understanding (MoU) with the Government of Tamil Nadu to explore setting-up of a vehicle manufacturing facility in the state. The MoU envisages an investment of US$ 1,081.6 million (Rs. 9,000 crores) over 5-years.
- Tata Motors, in April 2024, announced the inauguration of a new commercial vehicle spare parts warehouse in Guwahati.
- In April 2024, Maruti Suzuki India Limited, commissioned another vehicle assembly line at its Manesar facility.
- In February 2024, Hyundai Motors has announced it will invest over US$ 3.85 billion (Rs. 32,000 crore) from 2023 to 2033 in expanding its EV range and enhancing its current car and SUV platforms.
- In January 2024, Mercedes-Benz is set to invest US$ 24.04 million (Rs. 200 crore) in India in 2024 and is gearing up to introduce more than a dozen new cars, including EVs this year.
- In February 2024, Klaus Zellmer CEO of Skoda Auto said India is the most promising growth market for Skoda Auto and Skoda Auto India is looking to increase its share in the Indian market to 5% by 2030.
- In April 2024, Hero Moto corp. said it has opened an assembly facility in Nepal in partnership with its distributor CG Motors with capacity of 75,000 units per annum.
- Ola Electric IPO to be the first auto company in India to launch an IPO in over two decades (20 years). It has an expected size of US$ 1.01 billion (Rs. 8,500 crore).
- In January 2024, BMW sold 1,340 luxury cars, the highest in the segment, which gave it a market share of 0.34%. Mercedes-Benz sold 1,333 cars in January 2024.
- In January 2024, Hyundai Motor India Limited announced US$ 743.8 million (Rs. 6,180 crore) investment plans in the state of Tamil Nadu including US$ 21.7 million (Rs. 180 crore) towards a dedicated 'Hydrogen Valley Innovation Hub,' in association with IIT- Madras.
- In January 2024, Hyundai Motor India Ltd. finalized the acquisition and transfer of specified assets at General Motors India's Talegaon Plant in Maharashtra and inked an MoU with the Government of Maharashtra committing to an investment of US$ 722 million (Rs. 6,000 crore) in the state.
- In January 2024, Mahindra & Mahindra Ltd. and the India-Japan Fund ("IJF"), managed by the National Investment and Infrastructure Fund Limited ("NIIF"), entered into a binding agreement, with IJF committing to invest US$ 48.1 million (Rs. 400 crore) in Mahindra Last Mile Mobility Limited (MLMML).
- In January 2024, at the Vibrant Gujarat Global Summit, Maruti Suzuki announced the investment plans in Gujarat with a New Greenfield plant and a fourth line in SMG.

## GOVERNMENT INITIATIVES

The Government of India encourages foreign investment in the automobile sector and has allowed 100% FDI under the automatic route. Some of the recent initiatives taken by the Government of India are:

- The Centre has launched the PM E-DRIVE scheme with a budget of US$ 1.30 billion (Rs. 10,900 crore), effective from October 1, 2024, to March 31, 2026. The initiative aims to accelerate the adoption of Electric Vehicles (EVs), establish charging infrastructure, and develop an EV manufacturing ecosystem in India.
- Under Electric Mobility Promotion Scheme 2024 government aims to support 3,72,215 EVs including e-2W (3,33,387) and e-3W (38,828 including 13,590 rickshaws & e-carts and 25,238 e-3W in L5 category).
- Ministry of Heavy Industries, Government of India with the approval of Department of Expenditure has launched Electric Mobility Promotion Scheme 2024 to further accelerate the adoption of EVs in the country which is a fund limited scheme with a total outlay of Rs. 500 crores for the period of 4 months, from 1st April 2024 to 31st July 2024.

- In January 2024, the Ministry of Heavy Industries extended the tenure of the Production Linked Incentive (PLI) Scheme for Automobile and Auto Components by one year. The incentive will now be applicable for a total of five consecutive financial years, until March 31, 2028.
- Ministry of Heavy Industries (MHI) officials revealed that India plans to launch a new scheme to incentivise electric vehicle purchases and improve charging infrastructure, aligning with the interim budget's focus on eco-friendly transportation. Also, the allocation of US$ 321.5 million (Rs. 2,671.33 crore) for 2024-25 is expected to be utilized by March 31, 2024.
- Under phase-II of FAME India Scheme, subsidy amounting to US$ 696.8 million (Rs. 5790 crores) has been awarded to EV manufacturers on sale of 13,41,459 number of electric vehicles till January 31, 2024.

  Source: https://www.ibef.org/industry/india-automobiles

## AUTOMOBILES COMPONENT – INDUSTRY OUTLOOK

The automotive components industry experienced a 11% YoY growth, reaching Rs. 3.32 lakh crore (US$ 38.4 billion) in the first half of FY25.India has become the fastest-growing economy in the world in recent years. This fast growth, coupled with rising incomes, a boost in infrastructure spending and increased manufacturing incentives, has accelerated the automobile industry. The two-wheeler segment dominated the automobile industry because of the Indian middle class, with automobile sales standing at 23.85 million units in FY24.

Significant demand for automobiles also led to the emergence of more original equipment and auto components manufacturers. As a result, India developed expertise in automobiles and auto components, which helped boost international demand for Indian automobiles and auto components. Hence, the Indian automobile industry has a considerable impact on the auto component industry.

In 2024, India produced 100,000 electric cars and 900,000 electric two-wheelers. However, Internal Combustion Engine (ICE) vehicles still dominate with 20 million two-wheelers and 5 million cars produced.

India’s auto component industry is an important sector driving macroeconomic growth and employment. The industry comprises players of all sizes, from large corporations to micro entities, spread across clusters throughout the country. The auto components industry accounted for 2.3% of India’s GDP and provided direct employment to more than 1.5 million people. By 2026, the automobile component sector will contribute 5-7% of India's GDP. The Automotive Mission Plan (2016-26) projects to provide direct incremental employment to 3.2 million by 2026.

The industry is a leader in exports and provides jobs to over 3.7 crore people. In FY24, the export value of auto components/parts was estimated at US$ 21.2 billion. North America, which accounts for 33% of total exports, increased by 5%, while Europe and Asia, which account for 32% and 24% of total exports, increased by 12% and growth for Asia remained flat, respectively. The key export items included drive transmission and steering, engine components, body/chassis, suspension and braking etc.

**MARKET SIZE**

India’s auto components industry’s market share has significantly expanded, led by increasing demand for automobiles by the growing middle class and exports globally. Due to the demand for Indian auto components, several Indian and international players have entered the industry. India’s auto component industry is broadly classified into organised and unorganised sectors. While the unorganised sector consists of low-valued items and mostly serves the aftermarket category, the organised sector serves OEMs and includes high-value precision instruments.

The automobile component industry turnover stood at Rs. 6.14 lakh crore (US$ 74.1 billion) during FY24, registering a revenue growth of 9.8% as compared to FY23. Domestic OEM supplies contributed ~54% to the industry’s turnover, followed by domestic aftermarket (~10%) and exports (~18%), in FY24. The component sales to OEMs in the domestic market grew by 8.9% to Rs. 5.18 lakh crore (US$ 62.4 billion). The aftermarket for auto components grew by 10.0% during FY24 reaching Rs. 9.38 lakh crore (US$ 11.3 billion). Over FY16 to FY24, the automotive components industry registered a CAGR of 8.63%, reaching US$ 74.1 billion in FY24.

In FY25 (April-December), domestic sales of two-wheelers, passenger vehicles, commercial vehicles, three-wheelers, and amounted to 31,39,288, 6,83,471, 5,62,652 and 1,50,39,570 units, respectively.

**GOVERNMENT INITIATIVE**

The Government has reaffirmed its commitment towards EVs and its mission for 30% electric mobility by 2030. Budget announced customs duty exemption on the import of capital goods and machinery required for the manufacture of lithium-ion batteries that typically power EVs.
The Bharat New Car Assessment Program (BNCAP) will not only strengthen the value chain of the auto component sector, but it will also drive the manufacturing of cutting-edge components, encourage innovation, and foster global excellence.

The Government of India's Automotive Mission Plan (AMP) 2006-26 has been instrumental in ensuring growth for the sector. The Indian automobile industry is expected to achieve a turnover of US$ 300 billion by 2026 by expanding at a CAGR of 15% from its current revenue of US$ 74 billion.

In September 2021, the Indian government issued notification regarding a PLI scheme for automobile and auto components worth Rs. 25,938 crore (US$ 3.49 billion). In February 2022, the government received investment proposals worth Rs. 45,016 crore (US$ 6.04 billion) from 20 automotive companies under the PLI Auto scheme. This scheme is expected to create an incremental output of Rs. 2,31,500 crore (US$ 31.08 billion).

The government's AMP 2016-26 will help the automotive industry grow and will benefit the economy in the following ways:

- The auto industry's GDP contribution will rise to over 12%.
- Additional ~65 million direct and indirect jobs will be created.
- End-of-life policy will be implemented for old vehicles.

**ROAD AHEAD**

The rapidly globalising world is creating newer opportunities for the transportation industry, especially while shifting towards electric, electronic and hybrid cars, which are deemed more efficient, safe and reliable modes of transportation. Over the next decade, this will lead to newer verticals and opportunities for auto component manufacturers. To help them adjust to the shifting dynamics of the sector, the Indian government has already offered various production incentives. India is also investing heavily in electric car infrastructure.

Manufacturers in this industry are focusing on developing sustainable solutions, lightweight materials, and efficient production processes to meet the evolving needs of the automotive sector. Additionally, there is a growing emphasis on digitalization and data analytics to optimize operations and enhance product performance.

As the automotive industry continues to evolve, the auto components sector will play a crucial role in shaping the future of mobility. Collaboration with automakers, investment in research and development, and adaptation to changing regulations will be key factors for success in this dynamic and competitive market.

*Source: https://www.ibef.org/industry/autocomponents-india*

# OUR BUSINESS

*Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statement that involve risks and uncertainties. You should read "Forward Looking Statements" beginning on page 16 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 28 and 253 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our fiscal year ends on March 31 of each year, and references to a particular fiscal year are to the twelve months ended March 31 of that year.*

*We have, in this Draft Prospectus, included various operational and financial performance indicators, some of which may not be derived from our Restated Consolidated Financial Information, and may not have been subjected to an audit or review by our Statutory Auditor. For further information, see "Financial Information" beginning on page 216. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Prospectus.*

***Unless otherwise indicated or the context otherwise requires, the financial information for the year ended Fiscal 2025, 2024 and 2023, included herein is derived from the Restated Consolidated Financial Information, included in this Draft Prospectus. Unless otherwise indicated or the context otherwise requires, in this section, references to "we" or "us" means Autofurnish Limited. For further information, relating to various defined terms used in our business operations, see "Definitions and Abbreviations" beginning on page 01.***

***Unless stated otherwise, industry and market data used in this section has been obtained or derived from publicly available information as well as industry publications and other sources for more information, see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" beginning on page 14.***

## BUSINESS OVERVIEW

Our company was incorporated as a Private Limited Company namely "Autofurnish Trading Private Limited" under the Companies Act, 2013 vide Certificate of Incorporation dated May 05, 2015 issued by Registrar of Companies, Delhi bearing Corporate Identification Number U51101DL2015PTC279742. Thereafter, our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra-Ordinary General Meeting held on May 23, 2024. A fresh Certificate of Incorporation consequent to conversion was issued on August 27, 2024 by the Registrar of Companies, ROC CPC Manesar Haryana and consequently the name of our Company was changed from "Autofurnish Trading Private Limited" to "Autofurnish Trading Limited" bearing Company's Corporate Identification Number U51101DL2015PLC279742. The name of our company was subsequently changed to "Autofurnish Limited" and fresh certificate of Incorporation issued by the Registrar of Companies, ROC CPC Manesar Haryana dated October 14, 2024. As on the date of this Draft Prospectus, the Corporate Identification Number of our Company is U51101DL2015PLC279742.

## ABOUT US

Our Promoters commenced his entrepreneurial journey in FY 2012 with a sole proprietorship firm, M/s. Autofurnish, engaged in the manufacturing and trading of automotive accessories. In the FY 2014, our Promoters, Mr. Puneet Arora and Mr. Ruppal Wadhwa, incorporated Golden Mace, a partnership firm primarily engaged in trading automotive accessories. For expand the business into trading and manufacturing, In FY 2015 Autofurnish Trading Private Limited was incorporated and Subsequently, in 2016, Golden Mace Private Limited was incorporated, catering to the trading of automotive accessories through the B2C segment. In 2019, the Autofurnish proprietorship firm and Golden Mace partnership firm were consolidated into Autofurnish Limited to streamline the operations.

In FY 2024, Autofurnish Limited acquired 51% of the equity share capital of Golden Mace Private Limited ("GMPL"), thereby making GMPL a subsidiary of the Company. Subsequently, pursuant to a Share Swap Agreement dated March 15, 2025, executed among Autofurnish Limited, Golden Mace Private Limited, Mr. Puneet Arora, and Mr. Ruppal Wadhwa, Autofurnish Limited acquired the remaining 49% shareholding in GMPL. As a result, GMPL became a wholly owned subsidiary of Autofurnish Limited.

We are led by first-generation promoters. Mr. Puneet Arora, our Promoter and Managing Director, has an overall experience of approximately 23 years, including more than 12 years in the automotive accessories industry. He also serves as a Director in Convalida Technologies Private Limited and Golden Mace Private Limited. Mr. Ruppal Wadhwa, our Promoter, Director and Chief Executive Officer, brings with him over 12 years of experience in the automotive accessories industry and is presently a Director in Golden Mace Private Limited. Backed by their leadership, our management team, along with a skilled and experienced workforce, has consistently demonstrated the ability to anticipate and adapt to changing market trends, strengthen customer relationships, and drive operational growth.

Autofurnish Limited operates primarily in the B2B segment and is engaged in the design, manufacturing, marketing and sale of automobile accessories, with a core product line that includes body covers and foot mats for both cars and two-wheelers. Mainly our products are marketed under the brand name "Autofurnish, and "Mototrance" catering to a wide range of industries. Our team works closely with clients to develop customized products that meet specific design requirements. Our manufacturing facilities are certified under ISO 9001:2015, ISO 14001:2015, ISO 50001:2018, ISO 45001:2018, ISO 26262-1:2011, IATF 16949:2016 and Good Manufacturing Practices (GMP), reflecting our commitment to quality, safety, and sustainability.

Over time, Autofurnish has evolved into a one-stop solution for automotive accessories, offering a diverse product portfolio that combines both manufacturing and trading. Our wholly owned subsidiary, Golden Mace Private Limited is engaged in trading of automotive accessories and focuses on the B2C segment through online platforms such as Flipkart, Amazon, Zepto and its website.

Over the years, we have not only maintained strong relationships with our existing customers but also expanded our customer base, increasing from approximately 53 customers in Fiscal 2024 to approximately 106 customers in Fiscal 2025.

We have experienced consistent growth in revenue, with our operational income standing at Rs. 3,336.01 Lakhs, Rs. 1,591.00 Lakhs and Rs. 1,058.86 Lakhs for the financial years ended March 31, 2025, 2024 and

2023 respectively, based on restated consolidated financial statements.

Our Manufacturing and Trading segment accounted for Rs. 2,433.55 Lakh and Rs. 871.86 Lakh for the year ended on March 31, 2025 respectively. In addition, ₹30.60 Lakh was generated as other operating revenue from providing e-commerce web portal services.

## BUSINESS SEGMENT

At present, we operate in two business segments mainly –

- Manufacturing
- Trading

## LIST OF MACHINERY

The machinery installed at our premises are as under:

| S. No. | Particulars | No. | Owned/ Leased | Purpose | Picture |
|---|---|---|---|---|---|
| 1 | Type 1 - Compound Stitching Machine | 16 | Owned | Compound Single-Needle Stitching Machine – used for high-strength and precision stitching of bike covers, car seat covers, organizers, and packing bags |   |
| 2 | Type 2 - Interlock Stitching Machine | 9 | Owned | Interlock Five-Needle Stitching Machine – used for durable seam construction in premium bike body covers and biker accessories (balaclava masks, gloves, etc.) |  |
| 3 | Type 3 - Feedup Stitching Machine | 12 | Owned | Feed-up Three-Needle Stitching Machine – used for high-strength stitching in premium car body covers. |  |

| | | | | | |
|---|---|---|---|---|---|
| 4 | Type 4 - Compound Double Stitching Machine | 8 | Owned | Compound Double-Needle Stitching Machine – used for durable stitching in car foot mats |  |
| 5 | CNC Cutting Single Layer | 1 | Owned | .<br>CNC Single-Layer Cutting Machine – used for precision cutting of individual car foot mats |  |
| 6 | CNC Cutting Multi Layer | 1 | Owned | CNC Multi-Layer Cutting Machine – used for precision cutting of 5–6 layered car foot mats, car organisers and other accessories simultaneously. |  |
| 7 | Heel Pad Machine | 2 | Owned | Heel Pad Embossing Machine – used for heat-based embossing of silicon heel pads on car foot mats. |  |

## PLACE OF BUSINESS

| Sr. No | Location | Name of Transferor/ Lessor | Date of Agreement | Area | Usage | Possession Type | Consideration /Rent | Lease Tenure |
|---|---|---|---|---|---|---|---|---|
| 1. | K-55, Udyog Nagar, Rohtak Road, Delhi-110041 | Lessors: Mr. Rajive Diwan and Mr. Sandeep Diwan | December 26, 2024 | 620.16 Sq. yards comprising of Basement Floor, Ground Floor, Mezzanine Floor and First Floor. | Registered Office and Manufacturing Facility. | Lease | 2,62,500 p.m. | 5 Years |
| 2. | Plot No. 02, Site No. 01, Second Floor, Lajwanti Complex, Havells Chowk, Faridabad Haryana-121003 | Lessors: Mr. Pankaj Puri and Mr. Amit Puri | October 28, 2024 | Admeasuring area of 1800 sq. ft. | Branch Office | Lease | 62,000 p.m. | 3 Years |

*Note: - The lessor, as mentioned above, is not associated with Autofurnish Limited. The aforementioned lease deed is adequately stamped and registered and Company has paid rent in accordance with the arm's length principle.*

***Remainder of this page has been left blank intentionally.***

**Our Registered office and Manufacturing Facility**




**Storage Area**

**Administrative Area**


## LICENSES/PATENTS

For details regarding registrations and licenses obtained by our company, please refer chapter titled 'Government and other statutory approvals' on page 277 of this Draft Prospectus.

## SALES, MARKETING AND DISTRIBUTION STRATEGY

The efficiency of the marketing, sales and distribution network is critical to the success of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company. To increase our portfolio of customers, we identify the prospective clients, understand their requirements, explain them our product range and value addition we can offer and we take inputs from them which help us in improving our products quality and thus enable us to match up to their expected standards.

Autofurnish Limited's sales and marketing strategy is designed to expand market reach, strengthen brand identity, and enhance customer loyalty. We adopt a multi-channel sales approach, which includes direct engagement with distributors to ensure effective market penetration.

In addition, we make active use of social media platforms such as Instagram, LinkedIn, Facebook, and YouTube to connect with a wider audience. These channels not only allow us to showcase our products and engage directly with potential customers but also enhance the global visibility and recognition of the **"Autofurnish"** brand.

**Distribution Strategy:** As a manufacturer and trader of automobile accessories, our distribution is tailored to client-specific requirements. Deliveries are executed as per agreed instructions, ensuring efficiency and reliability. The Company has also formalized its distribution structure and established a distribution network to support timely supply and customer satisfaction.

## INFRASTRUCTURE AND CAPACITY UTILIZATION

For details regarding existing capacity and capacity utilization please refer 'Capacity Utilization' on page 150 of this Draft Prospectus.

## TOP 10 CUSTOMER

The following is the top ten customers in the past 3 FYs is mentioned below:

**Details of Top 10 Customers**

**For FY- 2024-25**

(Amt. in lakhs)

| Sr. No. | Customer | Amount | % of Revenue from operations |
|---|---|---|---|
| 1. | Customer Q | 615.35 | 18.45 |
| 2. | Customer C | 400.51 | 12.01 |
| 3. | Customer J | 385.29 | 11.55 |
| 4. | Customer R | 358.93 | 10.76 |
| 5. | Customer S | 100.49 | 3.01 |
| 6. | Customer P | 86.80 | 2.60 |
| 7. | Customer T | 75.99 | 2.28 |
| 8. | Customer U | 74.32 | 2.23 |
| 9. | Customer V | 72.23 | 2.17 |
| 10. | Customer N | 57.93 | 1.74 |
| | **TOTAL** | **2227.83** | **66.78** |

**For FY- 2023-24**

(Amt. in lakhs)

| Sr. No. | Customer | Amount | % of Revenue from operations |
|---|---|---|---|
| 1. | Customer C | 696.62 | 43.79 |
| 2. | Customer A | 134.99 | 8.48 |
| 3. | Customer K | 125.62 | 7.90 |
| 4. | Customer L | 95.23 | 5.99 |
| 5. | Customer M | 92.47 | 5.81 |
| 6. | Customer E | 92.12 | 5.79 |
| 7. | Customer N | 88.62 | 5.57 |
| 8. | Customer O | 72.66 | 4.57 |
| 9. | Customer P | 71.52 | 4.50 |
| 10. | Customer H | 29.26 | 1.84 |
| | **TOTAL** | **1499.11** | **94.22** |

**For FY- 2022-23**

(Amt. in lakhs)

| Sr. No. | Customer | Amount | % of Revenue from operations |
|---|---|---|---|
| 1. | Customer A | 740.10 | 69.90 |
| 2. | Customer B | 63.68 | 6.01 |

| | | | |
|---|---|---|---|
| 3. | Customer C | 59.72 | 5.64 |
| 4. | Customer D | 45.25 | 4.27 |
| 5. | Customer E | 43.29 | 4.09 |
| 6. | Customer F | 22.88 | 2.16 |
| 7. | Customer G | 9.81 | 0.93 |
| 8. | Customer H | 9.64 | 0.91 |
| 9. | Customer I | 9.27 | 0.88 |
| 10. | Customer J | 8.56 | 0.81 |
| | **TOTAL** | **1012.19** | **95.59** |

## PRODUCT WISE REVENUE BREAKUP

**Product wise revenue break-up from manufacturing and trading for the financial years ended March 2025, 2024 and March 2023 respectively is as provided below:**

| **Financial Year 2022-23** | | | | | | |
|---|---|---|---|---|---|---|
| **Product Category** | **Manufacturing** | | **Trading** | | **Total** | |
| | **Amount (in lakhs)** | **Percentage** | **Amount (in lakhs)** | **Percentage** | **Amount (in lakhs)** | **Percentage** |
| Bike Accessories | 24.24 | 2.29 | 0.02 | 0.00 | 24.26 | 2.29 |
| Bike Body Covers | 51.72 | 4.88 | - | - | 51.72 | 4.88 |
| Bike Maintenance Products | 30.32 | 2.86 | - | - | 30.32 | 2.86 |
| Bike Riding Gears | 4.07 | 0.38 | 0.21 | 0.02 | 4.27 | 0.40 |
| Bike Safety & Protection | - | - | - | - | - | - |
| Car Accessories | 41.60 | 3.93 | 0.03 | 0.00 | 41.63 | 3.93 |
| Car Body Covers | 298.10 | 28.15 | 26.79 | 2.53 | 324.89 | 30.68 |
| Car Care Accessories | 0.41 | 0.04 | 0.66 | 0.06 | 1.07 | 0.10 |
| Car Exterior Accessories | 0.03 | 0.00 | 24.13 | 2.28 | 24.16 | 2.28 |
| Car Interior Accessories | 326.62 | 30.85 | 229.65 | 21.69 | 556.27 | 52.53 |
| Car Lights | - | - | - | - | - | - |
| Car Protectors | - | - | - | - | - | |
| Car Safety & Protection | - | - | 0.28 | 0.03 | 0.28 | 0.03 |
| Car Styling Accessories | - | - | - | - | - | - |
| **Total** | **777.10** | **73.39** | **281.77** | **26.61** | **1,058.86** | **100.00** |

| Financial Year 2023-24 | | | | | | |
|---|---|---|---|---|---|---|
| **Product Category** | **Manufacturing** | | **Trading** | | **Total** | |
| | **Amount (in lakhs)** | **Percentage** | **Amount (in lakhs)** | **Percentage** | **Amount (in lakhs)** | **Percentage** |
| Bike Accessories | - | - | - | - | - | - |
| Bike Body Covers | 163.22 | 10.26 | 105.07 | 6.60 | 268.28 | 16.86 |
| Bike Maintenance Products | - | - | - | - | - | - |
| Bike Riding Gears | - | - | - | - | - | - |
| Bike Safety & Protection | - | - | 192.01 | 12.07 | 192.01 | 12.07 |
| Car Accessories | - | - | - | - | - | - |
| Car Body Covers | 117.98 | 7.42 | 124.53 | 7.83 | 242.51 | 15.24 |
| Car Care Accessories | - | - | 0.02 | 0.00 | 0.02 | 0.00 |
| Car Exterior Accessories | - | - | 6.37 | 0.40 | 6.37 | 0.40 |
| Car Interior Accessories | 119.03 | 7.48 | 762.76 | 47.94 | 881.79 | 55.42 |
| Car Lights | - | - | - | - | - | - |
| Car Protectors | - | - | - | - | - | |
| Car Safety & Protection | - | - | - | - | - | - |
| Car Styling Accessories | - | - | - | - | - | - |
| **Total** | **400.23** | **25.16** | **1,190.77** | **74.84** | **1,591** | **100.00** |

**Note: - Our Company entered into a* ***Memorandum of Understanding (MOU)*** *dated November 01, 2022 with Sahaprut Corporation, under which the Company's machinery was used by the third-party manufacturer to Manufacture Product of automative accessories, which were supplied exclusively to Autofurnish Trading Private Limited. In* ***FY 2023–24****, the Company did not undertake its own manufacturing and was engaged only in trading activities due to dispute between Scale Luxura India Private Limited and Autofurnish Limited.From* ***April 01, 2024*** *(i.e., FY 2024–25 onwards), Our Company resumed its own production operations.*

*Revenue from manufacturing activity as disclosed above was incurred from sale of inventory of finished goods manufactured in FY 2022-23.*

| Financial Year 2024-25 | | | | | | |
|---|---|---|---|---|---|---|
| **Product Category** | **Manufacturing** | | **Trading** | | **Total** | |
| | **Amount (in lakhs)** | **Percentage** | **Amount (in lakhs)** | **Percentage** | **Amount (in lakhs)** | **Percentage** |
| Bike Accessories | 59.46 | 1.78 | 15.05 | 0.45 | 74.51 | 2.23 |
| Bike Body Covers | 366.85 | 11.00 | - | - | 366.85 | 11.00 |
| Bike Maintenance Products | 0.06 | 0.00 | - | - | 0.06 | 0.00 |
| Bike Riding Gears | - | - | - | - | - | 0.00 |
| Bike Safety & Protection | 80.58 | 2.42 | - | - | 80.58 | 2.42 |
| Car Accessories | 31.19 | 0.94 | - | - | 31.19 | 0.94 |
| Car Body Covers | 1,090.97 | 32.70 | - | - | 1,090.97 | 32.70 |
| Car Care Accessories | - | - | - | - | - | 0.00 |
| Car Exterior Accessories | 309.47 | 9.28 | 251.33 | 7.53 | 560.80 | 16.81 |
| Car Interior Accessories | 494.97 | 14.84 | 605.48 | 18.15 | 1,100.45 | 32.99 |
| Car Lights | - | - | - | - | - | - |
| Car Protectors | - | - | - | - | - | - |
| Car Safety & Protection | - | - | - | - | - | - |
| Car Styling Accessories | - | - | - | - | - | - |
| **Other Operating revenue** | | | | | | |
| E-commerce webportal support | - | - | - | - | 30.60 | 0.92 |
| **Total** | **2,434** | **72.95** | **871.86** | **26.13** | **3,336.01** | **100.00** |

## GEOGRAPHICAL REVENUE BREAKUP

**State wise revenue break-up for the financial years ended March 2025, 2024 and March 2023 respectively is as provided below:**

*(Amount in Lakhs)*

| Year | For the year ended March 2025 | | For the year ended March 2024 | | For the year ended March 2023 | |
|---|---|---|---|---|---|---|
| **Area** | **Revenue from operations** | **% of Revenue from operation** | **Revenue from operations** | **% of Revenue from operation** | **Revenue from operations** | **% of Revenue from operation** |
| **Assam** | 10.83 | 0.32% | 2.34 | 0.15% | - | - |
| **Bihar** | 2.73 | 0.08% | - | 0.00% | - | - |
| **Chandigarh** | 22.92 | 0.69% | 4.54 | 0.29% | - | - |
| **Chhattisgarh** | 12.42 | 0.37% | 1.78 | 0.11% | - | - |
| **Delhi** | 2,487.23 | 74.56% | 1,472.80 | 92.57% | 1,050.43 | 99.20% |
| **Gujarat** | 52.46 | 1.57% | 6.43 | 0.40% | - | - |
| **Haryana** | 405.83 | 12.17% | 73.76 | 4.64% | 6.57 | 0.62% |
| **Jammu & Kashmir** | 34.9 | 1.05% | 7.8 | 0.49% | - | - |
| **Jharkhand** | 1.9 | 0.06% | - | 0.00% | - | - |
| **Karnataka** | 30.62 | 0.92% | 12.53 | 0.79% | - | - |
| **Ladakh** | 5.13 | 0.15% | - | - | - | - |
| **Madhya Pradesh** | - | - | 1.13 | 0.07% | - | - |
| **Maharashtra** | 5.78 | 0.17% | 1.69 | 0.11% | - | - |
| **Odisha** | 4.23 | 0.13% | - | - | - | - |
| **Punjab** | 22.38 | 0.67% | 1.38 | 0.09% | - | - |
| **Rajasthan** | 5.04 | 0.15% | 0.81 | 0.05% | 1.86 | 0.18% |
| **Tamil Nadu** | 3.78 | 0.11% | 1.27 | 0.08% | - | - |
| **Telangana** | 4.42 | 0.13% | 0.35 | 0.02% | - | - |
| **Uttar Pradesh** | 28.54 | 0.86% | 0.7 | 0.04% | - | - |
| **Uttarakhand** | 192.41 | 5.77% | - | 0.00% | - | 0.00% |
| **West Bengal** | 2.48 | 0.07% | 1.69 | 0.11% | - | 0.00% |
| **Total** | **3336.03** | **100.00%** | **1591** | **100.01%** | **1058.86** | **100.00%** |

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

For details regarding key performance indicators please refer page no. 110 of Chapter titled Basis of issue price of this Draft Prospectus.

## BUSINESS STRATEGIES

Following are the business strategies of Our Company: -

1. **Increase our geographical reach and expand our customer base**

Our Company will broaden its presence across India while selectively exploring international opportunities. In the past, the Company has engaged with international markets; however, at present, we are not actively involved in overseas operations. Going forward, the Company intends to strategically tap into international markets to expand its customer base and enhance its global footprint. As of now, the specific markets for such expansion have not been identified.

2. **Diversification of our product range**

Our Company intends to continuously strengthen and diversify its product portfolio. We plan to leverage our in-house R&D capabilities to develop new products that have good growth and profitability potential. In addition to enhancing our existing product offerings, we plan to expand into new segments which our management believes have significant growth potential. Through continuous product innovation and diversification, we plan to manufacture multiple new products in the future, expand our portfolio, cater to evolving customer needs, and capture emerging opportunities in the automotive accessories industry, thereby strengthening our market presence.

3. **Pursue Inorganic Growth through Acquisitions**

In addition to our organic growth strategies, Autofurnish Limited intends to continue pursuing strategic acquisitions and investments. We selectively evaluate potential targets and partners to complement our existing operations and expand our business. In the past, we have grown through acquisitions of the M/s Autofurnish, Proprietorship Firm and M/s Golden Mace, Partnership Firm, including the acquisition of equity share of Golden Mace Private Limited in FY2023-24 and FY2024-25. These acquisitions have enabled us to better serve our customers' automotive accessories requirements.

Going forward, we may pursue similar opportunities to:

1. Enhance our scale and market position;
2. Strengthen our product offerings and customer base;
3. Access new clients and enter growth geographies in a cost-effective manner; and
4. Add new products to our portfolio or enter strategic businesses to capture additional revenue from our existing customers.

While no specific targets have been identified at present, such acquisitions are expected to strengthen our market position, broaden our product portfolio, and expand our reach in the automobile accessories market. We believe that our experience, proven track record, and careful approach to identifying and integrating businesses will enable us to successfully execute our inorganic growth strategy.

## CAPACITY UTILIZATION

All below capacity as per annum and as per the current scenario of the production.

| S.no | Financial Year | APRIL 2024-MARCH 2025 | APRIL 2023-MARCH 2024 | APRIL 2022-MARCH 2023 |
|---|---|---|---|---|
| 1 | **Installed Capacity (in NOS)** | 18,80,100 | 13,83,600 | 10,38,600 |

| | | | | |
|---|---|---|---|---|
| 2 | **Utilized Capacity (in NOS)** | 13,84,380 | 7,94,685 | 4,53,420 |
| 3 | **% of Utilization** | **73.63%** | **57.44*%** | **43.66*%** |

** **Note:** - Pursuant to the **Business Transfer Agreement (BTA)** executed on November 16, 2021, between our Company and Scale Luxura India Private Limited (SLIPL) and other parties, Autofurnish Trading Private Limited manufactured automotive accessories which were supplied exclusively to SLIPL from December 03, 2021. However, due to low demand of the products, the arrangement was discontinued w.e.f October 29, 2022 and company has stopped his own product manufacturing.*

*Subsequently, our Company entered into a **Memorandum of Understanding (MOU)** dated November 01, 2022 with Sahaprut Corporation, under which the Company's machinery was used by the third-party manufacturer to Manufacture the Products of automative accessories, which were supplied exclusively to Autofurnish Trading Private Limited. In **FY 2023–24**, the Company did not undertake its own manufacturing and was engaged only in trading activities*

*From **April 01, 2024** (i.e., FY 2024–25 onwards), Our Company resumed its own production operations, resulting in improved capacity utilization.*

*Accordingly, due to the above factors, the Company's capacity utilization was low during **FY 2022–23 and FY 2023–24**, but has improved significantly in **FY 2024–25**.*

***Note:** The above-mentioned capacity utilization has been certified by Sanjeev Kumar Gupta, Chartered Engineer vide certificate dated September 16, 2025*

## OUR PRODUCTS

Below are the details of the products manufactured by our Company.

**List of Manufacturing Product**

| **Product Category** | **Product Specifications** | **Product Picture** |
|---|---|---|
| Bike Accessories | We manufacture a range of motorcycle utility and rider products, including Towel Cloths, Round Polishing pads, riding gear, and related accessories, designed for durability, functionality, and customer convenience. |  |

| | | |
|---|---|---|
| Bike Body Covers | We makes water-resistant and waterproof bike covers in different styles like Sporty, Aero, Aqua, Jungle, and Freedom Tri, giving bikes better protection and a stylish look. |   |
| Bike Seat Covers | Offerings consist of PU leather and luxurious bike seat covers, providing comfort, durability, and premium styling. |  |
| Scooty Mats | The range includes *anti-skid curly scooter foot* mats engineered for durability and safe everyday use. |  |
| Car Body Covers | We manufacture a wide range of **waterproof and water-resistant car body covers** across multiple design series (e.g., Aero, Agile, Glaze, Mojo, Premium Matty, Premium Glaze, Sporty, etc.), offering superior protection against rain, dust, heat, and scratches, while ensuring a secure fit and long-lasting durability. |   |
| Car Foot Mats | Our product portfolio features *a wide range of* premium and economy mats, including 2D/4D/5D/7D/9D/11D variants, curly and loop mats, FlexiRug, rubber, and spike mats, offering superior fit, durability, and protection. |  |

| | | |
|---|---|---|
| Car Cushions | The portfolio includes **neck cushions and seat cushions** designed to enhance comfort, posture support, and driving ergonomics. |  |
| Car Display Protector* | The range comprises **screen protectors for in-car displays**, designed to safeguard against scratches, dust, and glare while ensuring clear visibility. |  |
| Car Organizers | The range includes **door and seat organizers** that provide convenient in-car storage solutions, enhancing space utilization and passenger comfort. |  |
| Car Seat Covers | The portfolio features PU leather seat covers designed for premium aesthetics, durability, and enhanced driving comfort. |  |

| | | |
|---|---|---|
| Car Sun Shades | The product line offers **sun protection shades** that reduce heat, block UV rays, and enhance in-car comfort. |  |
| Car Trunk Mats | The portfolio includes **7D, 9D, and curly trunk mats**, offering customized fit, durability, and protection for vehicle boot space. |  |

**Note: - For manufactured products such as electronic items, products are procured from original equipment manufacturers. These products are then labeled under our Company's brand i.e. Autofurnish brand and subsequently sold to customers.*

## LIST OF TRADING PRODUCTS

Below are the details of the products traded by our Company.

| Product Category | Product Specifications | Product Picture |
|---|---|---|
| Car Accessories | The product range comprises **utility and convenience accessories such as tire inflators, car vacuum cleaners, and related products**, designed to enhance comfort and ease of use for customers. |   |

| | | |
|---|---|---|
| Car Audio Accessories | Offers a range of car speakers, subwoofers, amplifiers, and head units designed for different in-car entertainment preferences |  |
| Car Parts | We offers essential car parts such as mud flaps, wipers, horns, and accessories designed to boost vehicle safety and functionality |  |
| Car Lights | The product line extends to car headlights designed for improved visibility and safety. |  |
| Car Interior Accessories | The portfolio includes **Sun glass holders, mobile holders, gap fillers, gear knob covers, and similar products**, offering added convenience, functionality, and personalization for vehicle interiors. |  |
| Car Dashboard Accessories | The range covers **car perfumes and tissue boxes**, combining utility and style to enhance the in-car experience. |  |

## RAW MATERIAL

The mainly raw materials used in the manufacture of our products are as follows:

| S. No. | Particulars | Description |
|---|---|---|
| 1. | **Car Foot Mats** | Car foot mats are multi-layered floor mats designed for durability and a premium feel. The principal raw materials include:<br><br>• **Rexine** – Synthetic leather-like material used for the outer layer.<br>• **EVA Sheet** – EVA sheet enhances comfort, protection, and durability of car foot mats.<br>• **Velcro jalli** – Velcro Jalli is used to hold the mats firmly in position and prevent slipping.<br>• **Spike Grass** – Spike Grass is used as the bottom layer of car mats to provide anti-slip properties and stability.<br>• **Heel Pad** – Added under the driver's foot area for extra durability.<br>• **Thread** – Used in stitching and assembly.<br>• **R. Elastic** – For proper fit of mats in certain vehicle models.<br>• **Company Logo / Label** – Customized branding elements stitched or printed onto the mats for brand recognition and authenticity.<br>• **Label** – For product branding and information. |
| 2. | **Car Body Cover** | Car body covers are used to protect vehicles from dust, sunlight, rain, and other environmental factors, helping to keep the exterior clean and well-maintained. The main materials used to make the covers include:<br><br>• **Fabric** – The main material that provides protection against water, dust, and wear.<br>• **Thread –** Used for stitching the cover together and ensuring it is strong and durable.<br>• **Elastic (R. Elastic) –** For proper fit of mats in certain vehicle models.<br>• **Niwar (Reinforcement Tape) –** Strengthens the edges and stitching of the cover.<br>• **Buckle –** Allows the cover to be fastened securely to the vehicle.<br>• **Chain –** Provides extra security in certain models to hold the cover in place. |

All raw materials are sourced from **domestic suppliers**, ensuring consistent quality and timely availability.

## TOP 10 SUPPLIER

The following is the top ten supplier in the past 3 FYs is mentioned below:

**Details of Top 10 Suppliers**

**For FY: - 2024-25**

(Amount in Lakhs)

| Sr. No. | Party Name | Amount | Value in % |
|---|---|---|---|
| 1 | Supplier K | 1,241.24 | 45.31% |
| 2 | Supplier E | 464.89 | 16.97% |
| 3 | Supplier Q | 143.09 | 5.22% |
| 4 | Supplier J | 75.41 | 2.75% |
| 5 | Supplier R | 68.62 | 2.50% |

| | | | |
|---|---|---|---|
| 6 | Supplier S | 52.47 | 1.92% |
| 7 | Supplier P | 48.05 | 1.75% |
| 8 | Supplier T | 44.44 | 1.62% |
| 9 | Supplier L | 43.58 | 1.59% |
| 10 | Supplier N | 28.22 | 1.03% |
| | **Total** | **2,210.01** | **80.66%** |

**For FY: - 2023-24**

**(Amount in Lakhs)**

| Sr. No. | Party name | Amount | Value in % |
|---|---|---|---|
| 1 | Supplier E | 493.01 | 37.10% |
| 2 | Supplier K | 312.60 | 23.53% |
| 3 | Supplier J | 76.98 | 5.79% |
| 4 | Supplier L | 70.41 | 5.30% |
| 5 | Supplier M | 44.95 | 3.38% |
| 6 | Supplier B | 39.91 | 3.00% |
| 7 | Supplier N | 29.17 | 2.20% |
| 8 | Supplier O | 25.4 | 1.91% |
| 9 | Supplier P | 23.74 | 1.79% |
| 10 | Supplier A | 22.13 | 1.67% |
| | **Total** | **1138.29** | **85.67%** |

**For FY: - 2022-23**

**(Amount in Lakhs)**

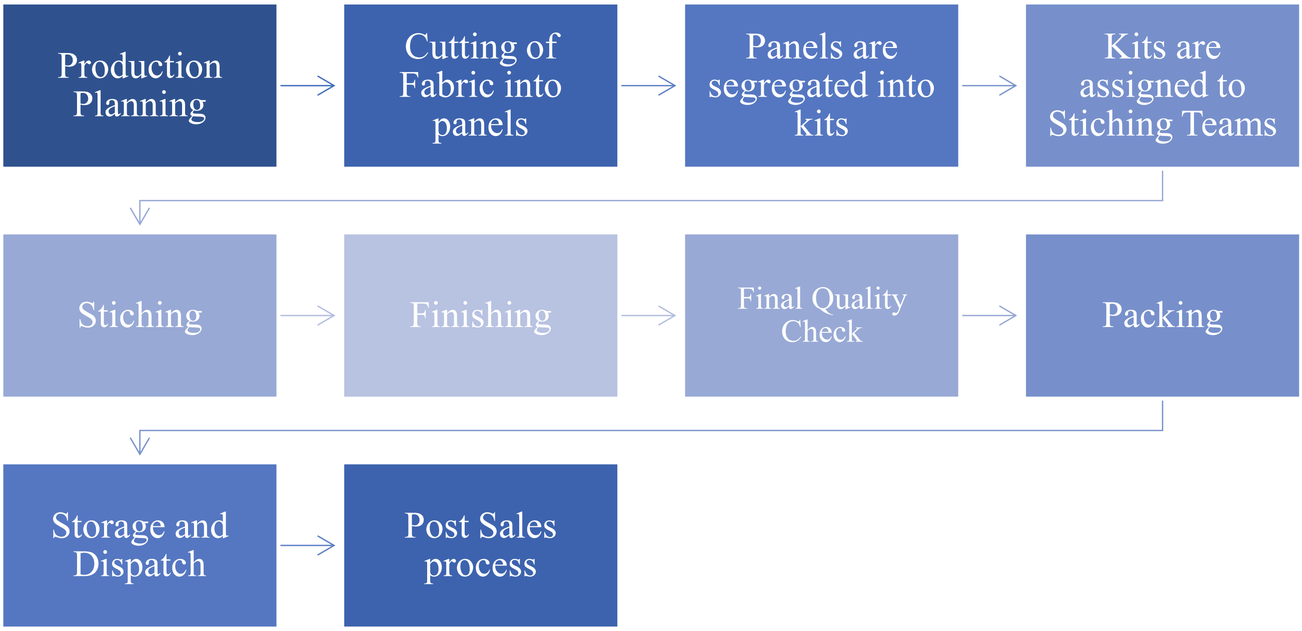
| Sr. No. | Party name | Amount | Value in % |
|---|---|---|---|
| 1 | Supplier A | 121.11 | 11.34% |
| 2 | Supplier B | 91.8 | 8.59% |
| 3 | Supplier C | 75.66 | 7.08% |
| 4 | Supplier D | 73.24 | 6.86% |
| 5 | Supplier E | 70.04 | 6.56% |
| 6 | Supplier F | 59.35 | 5.56% |
| 7 | Supplier G | 56.8 | 5.32% |
| 8 | Supplier H | 55.05 | 5.15% |
| 9 | Supplier I | 50.88 | 4.76% |
| 10 | Supplier J | 50.75 | 4.75% |
| | **Total** | **704.68** | **65.96%** |

## REGISTERED OFFICE AND MANUFACTURING FACILITY

| S. No | Location | Total Area | Usage Purpose |
|---|---|---|---|
| 01. | K-55, Udyog Nagar, Rohtak Road, Delhi-110041 | 620.16 Sq. yards | Registered Office and Manufacturing Facility |
| | **Total** | **620.16 Sq. yards** | |

## MANUFACTURING PROCESS

### BODY COVER MANUFACTURING PROCESS FLOWCHART




## BODY COVER AND FOOTMAT MANUFACTURING PROCESS

**1. Production Planning**

The manufacturing process begins with comprehensive production planning. In this phase, the company reviews all pending sales orders and aligns them with production targets to ensure timely delivery. This involves allocating the required fabric rolls, accessories, and manpower for production. The planning ensures optimal utilization of resources and helps prevent material shortages or production delays.

**2. Cutting – Body Cover and Footmat Material**

Once planning is complete, the cutting stage commences. Fabric rolls are loaded onto specialized cutting tables, where they are cut into panels according to precise car model templates or stencils. This step ensures that all panels are accurately sized and matched to create complete stitching sets for each footmat and body cover material.

**3. Stitching Assignment**

After cutting, the panels are segregated into kits that include all necessary components such as elastic bands, branding tags, and other accessories. These kits are then distributed to designated stitching teams based on the model and production schedule.

**4. Stitching Process**

During stitching, the cut panels are joined together according to the model-specific design. Additional features or other functional elements, are stitched in place. Branding labels and product tags are also attached at this stage.

**5. Finishing**

Following stitching, the body covers and footmat undergo the finishing process. Excess threads are trimmed, and the product surface is cleaned to achieve a neat appearance. Elastic tension is checked, and overall fit of the cover and footmat is tested to make sure it meets the customer's quality expectations.

**6. Final Quality Check (QC)**

The QC team evaluates stitching quality, fabric integrity, proper attachment of branding, and the accuracy of fitment. Products that pass this inspection proceed to packing, while any defects or deviations are sent for rework and corrected before re-inspection. This quality check is done manually by the team.

**7. Packing**

After passing quality checks, body covers are carefully folded and inserted into Autofurnish-branded polybags. Depending on the product type, they may be further placed in non-woven reusable bags or cartons. Labels, including MRP, branding, and barcode tags. Proper packing safeguards the product during storage and transportation.

**8. Storage and Dispatch**

Finally, packed products are **scanned into the ERP system** and assigned a Unique Identification Number (UID) for inventory tracking. They are stored in designated bins within the finished goods warehouse for organized storage and easy retrieval. Products are then dispatched to customers according to orders, with delivery costs borne by the customer.

**9. Post-Sales Process**

Post-delivery, the Company manages customer feedback, resolves complaints, and handles returns or replacements as per its policies. Sales and inventory records are updated accordingly to ensure accurate reporting and stock management.

## TRADING OF DISTRIBUTION OF PRODUCTS

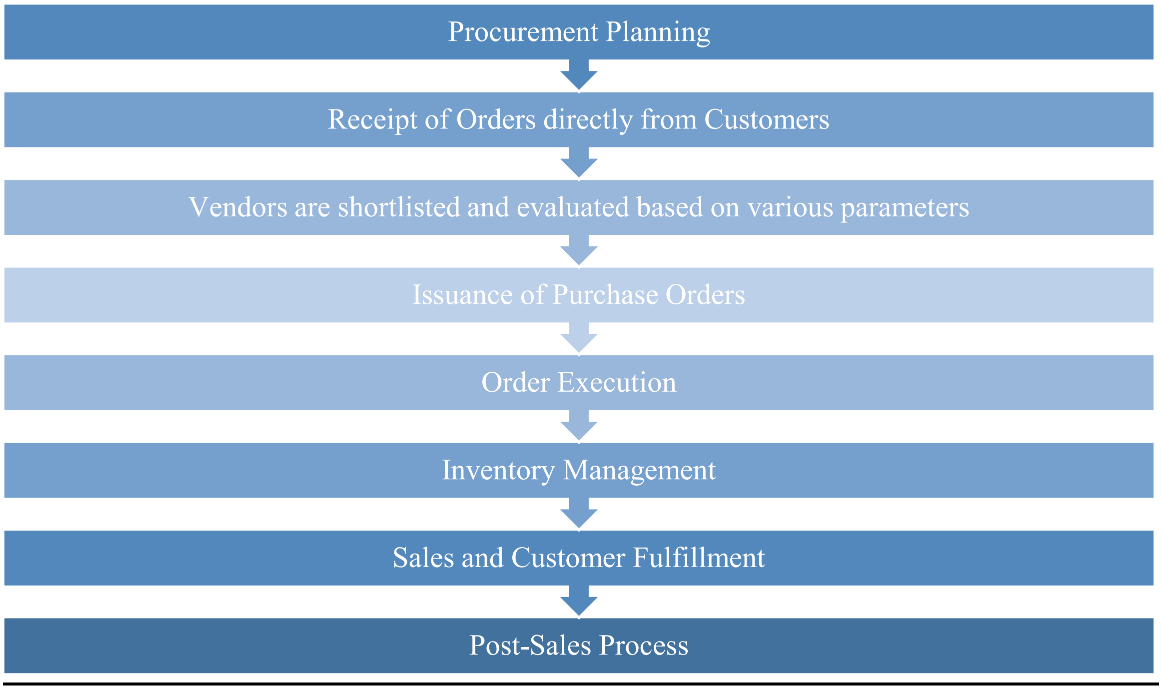
Our trading business in automotive accessories operates as a supply chain consolidator, bridging the gap between original equipment manufacturers (OEM) and distributors. We also act as a distributor, offering value-added services such as logistics, inventory management, credit facilities, and cost-effective delivery solutions. These services support automotive accessory manufacturers in efficiently reaching their target customers and improving sales.

We source products from a network of reliable suppliers who consistently meet our requirements. Procurement is largely from the domestic market, based on parameters such as quality, pricing, lead time, inventory levels, and credit terms.

To ensure timely responsiveness, we maintain adequate inventory of various automotive accessories at our premises, enabling us to effectively meet customer demand.

## BUSINESS FLOW CHART- TRADING

**FOLLOWING FLOW CHART DENOTES OUR TRADING BUSINESS PROCESS:**




1. **Procurement Planning**

   The process begins with procurement planning, where the Company assesses market demand and prepares a purchase plan. This involves identifying product categories, specifications, and required quantities, along with budget allocation and timelines. In certain cases, procurement is also carried out directly based on specific customer requirements.

2. **Receipt of Orders**

   Confirmed orders are received directly from customers through off-line channels, which drive our procurement planning. This demand-driven sourcing approach minimizes inventory risk and aligns purchases with actual sales commitments.

3. **Vendor Coordination**

   Vendors are shortlisted and evaluated based on parameters such as product quality, pricing, payment terms, and delivery schedules. Product samples are collected and tested to ensure compliance with required standards before finalizing procurement. Suppliers are finalized considering key factors including:

- Product quality
- Competitive pricing
- Inventory availability
- Lead time
- Payment terms

4. **Issuance of Purchase Order**

   After finalizing the suppliers through the vendor selection process, purchase orders are issued to them in line with the specific demands and requirements such as product specifications, quantity, delivery timelines, payment terms, and other contractual conditions received from customers.

5. **Order execution**

   Our procurement is executed through a network of identified suppliers. There are no long-term or fixed purchase agreements; sourcing is primarily based on real-time requirements and competitive pricing.

6. **Inventory Management**

   Approved products are recorded in the inventory system and stored in designated stored area sections according to product type or category. Inventory records are updated regularly to monitor stock levels and ensure timely availability for customer requirements.

7. **Packaging and Dispatching**

   The company's team picks, packs, and dispatches the products in line with order specifications, ensuring timely delivery. Our Company bears the cost of product procurement and transportation.

8. **Post-Sales Process**

   Post-delivery, the Company manages customer feedback, resolves complaints, and handles returns or replacements. Sales and inventory records are updated accordingly to ensure accurate reporting and stock management.

## COMPETITION

Autofurnish Limited faces competition from many domestic and online players in the automotive accessories market. Since there are no major entry barriers in this industry, new players and capacity expansion by existing companies increase competition further. To stay competitive, we must continue to control our production, logistics, and distribution costs while improving efficiency. If we are unable to manage these factors, it could affect our position in the market and our profitability. We plan to use our available resources to grow our market share.

Currently, there are no listed competitors in India engaged in the same line of business as Autofurnish Limited, providing us with a unique position in the market.

## INFORMATION TECHNOLOGY

Our registered office and manufacturing site are fully equipped with all the essential amenities to ensure seamless business operations. The facility is outfitted with advanced computer systems, CCTV surveillance for enhanced security, and reliable internet connectivity, all of which contribute to efficient communication, continuous monitoring, and robust data management. We use Tally ERP-9 software, which supports various aspects of our business processes.

These resources are vital to maintaining smooth and effective operations, empowering our team to work with increased productivity and operational efficiency

## RESEARCH AND DEVELOPMENT

Autofurnish Limited does not currently have a dedicated research and development (R&D) team. However, our in-house team actively undertake R&D activities as part of their roles to meet evolving product requirements. This allows us to innovate and develop new products that cater to customer demand and enhance the overall quality and value of our offerings.

## UTILITIES AND INFRASTRUCTURE FACILITIES

**Infrastructure Facilities**

Our Registered office and Manufacturing Facility is situated at K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, India-110041 well equipped with computer systems, internet connectivity, other communication and security etc.

Our Registered Office and Manufacturing Facility is also equipped with requisite utilities and infrastructure facilities including the following: -

**Power**

We meet our power requirements by purchasing electricity from BSES Limited for our Manufacturing facility.

**Water**

Water is a key and indispensable resource requirement in our manufacturing process. Our Company has made adequate arrangements to meet its water requirements. Water is used in manufacturing process as well as for drinking and sanitary purpose. Water requirement at our manufacturing facility is met Delhi Jal Board.

## INSURANCE

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with the industry standards. Our Company has taken following insurance policies against any damage or loss:

| S. No. | Insurer | Description of property insured |
|---|---|---|
| **01.** | United India Insurance Company Limited<br>Policy No. 2215001125P106447233 | Policy Schedule for Finished Goods Insurance<br>Insured from: - 21/07/2025<br>Insured till: - 20/07/2026<br>Sum Insured: - 9,00,00,000/-<br>Premium: - Rs. 1,57,500 |
| **02.** | United India Insurance Company Limited<br>Policy No. 2215001225P106499090 | Policy Schedule for Stock in Trade or goods in the custody of Insured – Other General Goods Insurance |

| | | |
|---|---|---|
| | | Insured from: - 22/07/2025<br>Insured till: - 21/07/2026<br>Sum Insured: - 9,00,00,000/-<br>Premium: - Rs. 3,150/- |
| **03.** | ICICI Lombard General Insurance Company Limited | Policy Schedule for Employee's Compensation Insurance<br><br>Insured from: - 30/11/2024<br>Insured till: - 29/11/2025<br>Sum Insured: - 22,20,000/-<br>Premium: - Rs. 10,508/- |
| **04.** | Tata AIG General Insurance Company Limited<br>Policy No: 6203991336 | For Mahindra and Mahindra/Thar Roxx<br><br>Own Damage Insured from: - 26/12/2024<br>Own Damage Insured till: - 25/12/2025<br>Third Party Insured from: - 26/12/2025<br>Third Party Insured till: - 25/12/2025<br>Sum Insured: - 21,36,550/-<br>Total Premium: - Rs. 56,589/- |
| **05.** | Go Digit General Insurance Limited<br>Policy No. D206703961/ 11062025 | For Mahindra and Mahindra/XUV-700 (HR51CH5600)<br><br>Own Damage Insured from: - 11/06/2025<br>Own Damage Insured till: - 10/06/2026<br>Third Party Insured from: - 11/06/2025<br>Third Party Insured till: - 10/06/2026<br>Sum Insured: - 16,95,297/-<br>Total Premium: - Rs. 44,349/- |
| **06.** | Go Digit General Insurance Limited<br>Policy No. D203615536/ 21052025 | For Mahindra and Mahindra/XUV-700 (DL02CBE1612)<br><br>Insured from: - 30/05/2025<br>Insured till: - 29/05/2026<br>Sum Insured: - 18,68,037/-<br>Total Premium: - Rs. 33,199/- |

*Note: -The company has not made any insurance claims during the three financials year*

## HUMAN RESOURCE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

As of August 31, 2025, there are total of 26 employees of our Company, all of which are on payroll basis and none of them are employees are on contract basis.

We have encountered no significant work disruptions to date and we believe that we have maintained good relations with our employees.

## DEPARTMENT WISE BREAK-UP

| **Department** | **Number of Employee's** |
|---|---|
| Management | 5 |
| Finance and Accounts | 2 |
| Administration | 1 |
| Production Department | 13 |
| Sales Department | 4 |
| IT Department | 1 |
| **Total** | **26** |

## EMPLOYEE AND RELATED COST/EXPENSE

The following table presents the details of the number of employees and related costs / expenses of our company in the financial years.

| **Particulars** | **For the year ended March 31, 2025** | **For the year ended March 31, 2024** | **For the year ended March 31, 2023** |
|---|---|---|---|
| Number of Employees during the year | 30 | 4 | 30 |
| Employee Benefit Expenses on standalone basis (Rs in lakhs) | 165.94 | 2.86 | 119.28 |
| Revenue from Operations on standalone basis (Rs in lakhs) | 3,256.86 | 1,741.46 | 1,058.86 |
| % of Revenue from Operations | 5.09% | 0.16% | 11.26% |
| Employee Attrition Rate (in %) | 200% | Very high* | 22.2% |

** **Note:** In **FY 2023–24**, the Company employed only 4 employees, as it was not engaged in manufacturing activity and was primarily involved in trading operations. During this period, the Company's machinery was utilized by Sahaprut Corporation, a third-party manufacturer, pursuant to a Memorandum of Understanding dated November 01, 2022, under which automotive accessories manufactured by Sahaprut Corporation were supplied exclusively to Autofurnish Limited. Accordingly, the Company did not appoint a large workforce during this period.*

*For more information, please refer page no. 28 of chapter titled "Risk Factor" of the Draft Prospectus of the Company.*

## HEALTH AND SAFETY OF EMPLOYEES

The health and safety of employees is a top priority for our Company. We consider our employees to be valuable assets, and it is our responsibility to ensure their safety at the workplace. The company provides the necessary safety equipment and facilities to protect employees while working in our manufacturing unit.

## INTELLECTUAL PROPERTY RIGHTS

### TRADEMARK

As on the date of the Draft Prospectus, Our Company do not have any Intellectual Property Rights except herein below:

| Sr. No. | Application/Registration Number | Trademark | Trade Mark Type | Class | Validity | Status |
|---|---|---|---|---|---|---|
| 1. | 2729426 | AUTOFURNISH | AutoFurnish | 12 | 30-04-2034 | Registered |
| 2. | 2977430 | DESTORM | DESTORM | 12 | 01/06/2035 | Registered |
| 3. | 2977428 | MOTOTRANCE | MotoTRANCE | 12 | 01/06/2035 | Registered |
| 4. | 3133586 | URBAN LIFESTYLERS | ULS UrbanLifestylers | 12 | 20/12/2025 | Registered |
| 5. | 3608298 | AUTOFURNISH-7D | AUTOFURNISH 7D | 27 | 07/08/2027 | Registered |
| 6. | 6576059* | AUTOFURNISH | AUTOFURNISH STYLE YOUR RIDE | 12 | - | Formalities Check pass |

***Note 1****: - All the trademarks mentioned above 1 to 5 points were originally registered under the name of M/s Golden Mace, a partnership firm. In 2019, Golden Mace was acquired by our company, Autofurnish Limited (formerly known as Autofurnish Trading Private Limited), and pursuant to the Deed of Acquisition dated April 12, 2019 executed between Autofurnish Trading Private Limited and Golden Mace, all trademarks were duly assigned to our company.*

*On November 16, 2021, a Business Transfer Agreement (BTA) was executed between our company and Scale*

*Luxura India Private Limited and other parties for the transfer of a part of our business. Under this agreement, All trademark were assigned to Scale Luxura India Private Limited. However, disputes subsequently arose between the parties, and in 2023, our company reacquired the said business from Scale Luxura India Private Limited. As part of the settlement process, all trademarks that had been assigned to Scale Luxura India under the slump sale were transferred to Golden Mace Private Limited (now a wholly owned subsidiary of our company) to facilitate the separation of branding and business operations, pursuant to the Settlement Order dated June 01, 2023.*

***Note 2*:** Application ID 6576059 pertains to a new trademark applied by Golden Mace Private Limited and*

***Note 3: -** For all above mentioned trademarks, Golden Mace Private Limited, wholly owned subsidiary of our company has also provided a No Objection Certificate (NOC) in favour of Autofurnish Limited for the use of the said trademark.*

## PROPERTIES

Apart from those mentioned in '*Place of business'* above, on page 142 of this Draft Prospectus, our company does not have any other properties, neither in its own name nor on leasehold basis.

## SWOT ANALYSIS

**Strengths:**

**1. Experienced promoters and management team: -** Our Promoters, Mr. Puneet Arora and Mr. Ruppal Wadhwa has an experience in the automotive industry – taking care of marketing & production area. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner. For further details of our management team and our Key Managerial Personnel please refer the chapter titled "Our Management" beginning on page 191 of this Draft Prospectus.

**2. Wide Range of Products:** The company offers plenty of choices for customers under one roof such as interior and exterior accessories to car care items.

**3. Customized Products:** The company provides special, tailor-made accessories that meet specific customer needs, helping it stands out from others.

**4. Use of Technology:** By adding the latest technology in its products, Autofurnish improves quality and performance, attracting modern and tech-savvy buyers.

**Weaknesses:**

**1. Dependence on Market Trends**: Fluctuations in consumer preferences can affect sales; staying ahead of trends is crucial.

**2. Low Customer Loyalty Programs:** Compared to larger e-commerce platforms that have established loyalty programs or memberships, Autofurnish may lack strong incentives for repeat purchases.

**3. Difficulty Scaling Operations:** There may be challenges in scaling operations to meet increased demand, especially during peak seasons, leading to potential stock shortages or delays.

**Opportunities:**

**1. Growing Electric Vehicle Market**: Expanding product lines to include accessories for electric vehicles can capture a new customer base.

**2. E-commerce Growth**: Increasing online sales channels and investing in social media marketing, and influencer collaborations can help reach a larger audience and improve brand visibility.

**3. Global Market Expansion**: Exploring more international markets can increase sales and diversify revenue streams.

**Threats:**

**1. Intense Competition**: The market is highly competitive, with many players offering similar products.

**2. Economic Downturns**: Economic challenges can lead to reduced consumer spending on non-essential items.

**3. Regulatory Changes**: New regulations regarding manufacturing standards or safety can increase operational complexity and costs.

**4. Supply Chain Disruptions**: Global events or local issues can affect supply chains, leading to delays or increased costs.

## INVENTORY MANAGEMENT

Inventory management is designed to ensure efficiency, safety, and timely availability of both raw materials and finished products. Raw materials such as fabrics, polymers, and packaging items are stored in designated stored area for easy access and safe handling. Based on sales forecasts and customer requirements, these materials are used in production to manufacture both customized and standard automotive accessories, including car foot mats, seat covers, and two-wheeler covers. Deliveries are scheduled as per inputs from the Sales and Marketing team, while strategic reserves of fast-moving products are maintained to reduce lead times and quickly meet customer demand.

Our inventory planning integrates supplier lead times, production cycles, and delivery schedules to optimize stock levels. Additionally, Golden Mace Private Limited, our wholly owned subsidiary of our Company maintains inventory in its own stored area in line with the storage and fulfillment requirements of online platforms such as Amazon and Flipkart.

## LOGISTICS

Our Company sources raw materials directly from suppliers, with the associated transportation costs borne by us. In contrast, for the sale of finished products, the transportation costs are typically borne by our customers.

To manage logistics operations efficiently, we do not maintain an in-house fleet of vehicles. Instead, we depend on third-party transport service providers, engaging them on an as-needed basis to ensure timely and cost-effective movement of goods. This flexible approach enables us to scale logistics requirements in line with fluctuations in demand and customer order volumes, while avoiding the overhead costs of owning and operating a dedicated fleet.

Currently, Autofurnish Limited does not have any long-term or contractual arrangements with logistics partners; services are availed on a transactional basis as per business needs.

## END USER

Our Company's end-users comprise primarily our distributors, who operate at a large scale. They procure bulk quantities of automotive accessories from us and typically resell these products to smaller retailers in domestic markets or international market. The entire revenue of Autofurnish Limited is generated from distributors, as the Company operates in the B2B segment.

In contrast, our wholly owned subsidiary generates its revenue from trading activities with retail customers, as it operates in the B2C segment. Customers purchase products through online platforms such as Amazon, Flipkart, Zepto, and the subsidiary's own website.

## REPAIR AND MAINTENANCE

We conduct weekly repair and maintenance activity for our manufacturing facility based on the specific requirements of each machine. Our teams conduct periodic maintenance and repairs as needed to ensure optimal performance.

## EXPORT AND EXPORT OBLIGATION

Our Company does not have any export obligations, as on date of this Draft Prospectus.

## WEBSITE DETAILS

| Domain Name and ID | Sponsoring Registrar | Creation Date | Registry Expiry Date | Current Status |
|---|---|---|---|---|
| www.autofurnish.com | https://www.godaddy.com | 10/9/2024 | 09/09/2029 | Active |

***Remainder of this page has been left blank intentionally.***

## KEY REGULATIONS AND POLICIES

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not 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. The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

### Key Legislations Applicable to our Business

**(A) LABOUR LAWS**

India's regulatory framework encompasses a comprehensive array of labour laws that govern various aspects of employment and workplace conditions within the company. Important labour/employment laws applicable to the Company are as follows-

i. **The Factories Act, 1948;**

Applicable to factories and industrial establishments employing 10 or more workers (with power) and 20 or more workers (without power). Enacted to regulate working conditions, ensure worker safety, health, and welfare, and prevent hazards in manufacturing processes. It mandates provisions for working hours, leave, ventilation, hazardous processes, and accident prevention to promote a safe and healthy work environment.

ii. **Employees' Compensation Act, 1923;**

The Employees' Compensation Act, 1923 (formerly known as the Workmen's Compensation Act) is a key social welfare legislation aimed at providing financial protection to employees and their dependents in cases of injury, disability, or death arising out of and in the course of employment. The Act makes it mandatory for employers to compensate employees for accidents resulting in personal injury or occupational disease, regardless of fault. It covers both partial and total disablement, and compensation is calculated based on the employee's wages and the nature of the injury. The Act applies to specified classes of employees engaged in hazardous or manual work.

iii. **Workmen's Compensation Act, 1923;**

The Workmen's Compensation Act, 1923 (now referred to as the Employees' Compensation Act, 1923) is a beneficial legislation enacted to provide compensation to workers who suffer injury, disability, or death due to accidents arising out of and in the course of their employment. It imposes a statutory obligation on employers to compensate affected employees or their dependents, even in the absence of negligence. The amount of compensation is determined based on the nature of injury and the employee's wages. The Act applies to workers engaged in certain specified hazardous employments and aims to ensure social security and economic relief to industrial workers.

iv. **Employees (Provident Fund and Miscellaneous Provisions) Act, 1952-**

The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 is a key social security legislation enacted to ensure financial stability for employees after retirement or in cases of disability or death. It applies to specified establishments employing 20 or more persons. The Act provides for the institution of three schemes: the Employees' Provident Fund (EPF), the Employees' Pension Scheme (EPS), and the Employees' Deposit Linked Insurance Scheme (EDLI). Contributions are made by both employer and employee, and the accumulated funds are payable to employees upon retirement or to their nominees in case of death. The Act is administered by the EPFO.

v. **Industrial Employment (Standing orders) Act 1946**

The Industrial Employment (Standing Orders) Act, 1946 was enacted to require employers in industrial establishments to formally define and communicate conditions of employment through certified standing orders. The Act applies to establishments employing 100 or more workmen (threshold reduced to 50 in some states) and mandates the employer to clearly specify terms relating to classification of workmen, working hours, leave, misconduct, disciplinary procedures, and termination. These standing orders must be certified by a Certifying Officer to ensure fairness and consistency. The Act aims to reduce industrial disputes by promoting transparency, standardizing service conditions, and ensuring employees are aware of their rights and obligations.

vi. **The Employees' State Insurance Act, 1948**

The Employees' State Insurance Act, 1948 is a comprehensive social welfare legislation aimed at providing medical, sickness, maternity, disablement, and dependent benefits to employees in case of employment-related injuries or health issues. It applies to factories and specified establishments employing 10 or more workers, with a wage ceiling as prescribed. Under the Act, both employers and employees contribute to the Employees' State Insurance (ESI) fund, which is managed by the Employees' State Insurance Corporation (ESIC). The Act ensures access to medical care for insured persons and their families and offers financial support during periods of illness, maternity, or employment-related disablement.

vii. **Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957;**

The Industrial Disputes Act, 1947 is a key legislation enacted to promote industrial peace and harmony by providing a legal framework for the investigation and settlement of industrial disputes between employers and workmen. It applies to all industrial establishments and governs matters related to layoffs, retrenchment, strikes, lockouts, and closure of undertakings. The Act provides for the constitution of various authorities such as Works Committees, Conciliation Officers, Labour Courts, and Industrial Tribunals to resolve disputes. It aims to secure fair terms of employment, prevent illegal strikes and lockouts, and protect the rights of both employers and employees in the industrial sector

The main objective of this Act is to prevent and resolve disputes arising between employers and employees, to maintain industrial peace, and to ensure smooth functioning of industries. It lays down procedures for conciliation, adjudication, and voluntary arbitration, helping to avoid strikes, lockouts, and other disruptions. The Industrial Disputes (Central) Rules, 1957 are a set of regulations framed under the Industrial Disputes Act, 1947 to govern the procedure for the settlement and adjudication of industrial disputes at the central level in India. These rules provide a framework for the conciliation, arbitration, and adjudication of disputes between employers and employees in industries under central jurisdiction, such as railways, mines, oilfields and public sector undertakings.

viii. **The Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 was enacted to regulate the employment of contract labour in certain establishments and to provide for its abolition under specific circumstances. The Act applies to establishments and contractors employing 20 or more contract workers. It mandates registration of establishments and licensing of contractors, ensuring proper working conditions, payment of wages, and welfare facilities such as canteens, restrooms, and first aid. The Act aims to prevent exploitation of contract labour by ensuring parity in basic rights and by allowing the appropriate government to prohibit contract labour in processes where it is deemed perennial or essential.

ix. **Payment of Bonus Act, 1965;**

The Payment of Bonus Act, 1965 was enacted to provide for the payment of bonus to employees based on profits or on the basis of productivity. It applies to establishments employing 20 or more persons and covers employees drawing wages up to a specified limit, currently Rs. 21,000 per month. Eligible employees who have worked for at least 30 days in a year are entitled to a minimum bonus of 8.33% and a maximum of 20% of their annual wages, depending on the allocable surplus. The Act aims to bridge the gap between labour and capital by sharing the profits of the establishment with its workers.

x. **The Minimum Wages Act, 1948;**

The Minimum Wages Act, 1948 was enacted to ensure that workers are paid fair and minimum rates of wages by their employers in scheduled employments. It empowers the Central and State Governments to fix, review, and revise minimum wages for different sectors, skill levels, and regions. The Act applies to both organized and unorganized sectors and mandates payment of wages in cash, ensuring they are not less than the statutory minimum. It also provides for working hours, overtime, and wage deductions. The objective of the Act is to prevent exploitation of labour and to secure a basic standard of living for workers.

xi. **The Payment of Wages Act, 1936;**

The Payment of Wages Act, 1936 was enacted to ensure timely and fair payment of wages to employees and to prevent unauthorized deductions. It applies to employees drawing wages below a specified limit (as notified by the government) and working in certain industrial and commercial establishments. The Act mandates that wages must be paid on time, either monthly, weekly, or fortnightly, and within the prescribed period after the wage period ends. It strictly regulates permissible deductions, such as for fines, absence from duty, or advances. The Act seeks to protect workers from exploitation and delays in wage disbursement by employers.

xii. **Maternity Benefit Act, 1961;**

The Maternity Benefit Act, 1961 was enacted to regulate the employment of women during the period of maternity and to provide them with maternity and certain other benefits. It applies to establishments employing 10 or more persons and entitles eligible women to paid maternity leave of 26 weeks (for the first two children) and 12 weeks for subsequent children. The Act also provides for benefits such as medical bonus, nursing breaks, and protection from dismissal during maternity. It prohibits employment of women during the prescribed period and ensures their right to return to the same job, thereby promoting maternal and child health.

xiii. **Payment of Gratuity Act, 1972;**

The Payment of Gratuity Act, 1972 was enacted to provide a statutory benefit to employees as a token of appreciation for their long and continuous service. It applies to establishments employing 10 or more persons and covers all employees, including those in factories, mines, plantations, and shops. An employee is eligible to receive gratuity upon termination, resignation, retirement, or death, provided they have completed at least five years of continuous service (not required in case of death or disablement). The amount payable is calculated based on 15 days' wages for every completed year of service. The Act ensures financial security after employment.

xiv. **Equal Remuneration Act, 1976;**

The Equal Remuneration Act, 1976 was enacted to ensure equal pay for equal work for men and women and to prevent discrimination on the grounds of gender in matters of employment. The Act mandates that employers must pay equal remuneration to male and female workers for performing the same or similar nature of work. It also prohibits discrimination in recruitment, promotion, training, and transfer based on gender. Applicable to all establishments, the Act empowers authorities to investigate complaints and enforce compliance. Its objective is to promote workplace equality and uphold the constitutional principle of non-discrimination under Article 39(d) of the Indian Constitution.

xv. **Child Labour (Prohibition and Regulation) Act, 1986**

The Child Labour (Prohibition and Regulation) Act, 1986 was enacted to prohibit the engagement of children in certain employments and to regulate the conditions of work for children in permitted occupations. As amended by the Child Labour (Prohibition and Regulation) Amendment Act, 2016, it prohibits employment of children below 14 years in all occupations and processes, and of adolescents (aged 14 to 18) in hazardous occupations. The Act also prescribes working conditions such as hours of work, rest intervals, and health and safety measures for adolescents in non-hazardous sectors. It aims to safeguard the rights and development of children across India.

xvi. **The Apprentices Act, 1961**

The Apprentices Act, 1961 was enacted to regulate and promote the training of apprentices in various trades and industries, with the objective of developing a skilled workforce. It applies to establishments in both the public and private sectors and mandates employers to engage apprentices in accordance with prescribed ratios. The Act defines the qualifications, period of training, stipend, and obligations of both employers and apprentices. It ensures that training is conducted as per the syllabus approved by the National Council for Vocational Training (NCVT) or other designated bodies. The Act aims to bridge the gap between theoretical education and practical industrial experience.

xvii. **Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was enacted to provide a safe and secure working environment for women by preventing and addressing acts of sexual harassment at the workplace. The Act defines sexual harassment broadly and applies to all workplaces, including the organized and unorganized sectors. It mandates the establishment of an Internal Committee (IC) in every organization with 10 or more employees to inquire into complaints. The Act outlines detailed procedures for complaint resolution, protection of complainants, and penal consequences for non-compliance. It aims to uphold women's right to equality, dignity, and safety at work.

xviii. **The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979**

The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 is a labour law designed to protect the rights and welfare of migrant workers who move from one state to another for work in India. The Act aims to regulate the conditions of employment and ensure the fair treatment of migrant workers, who are often vulnerable to exploitation due to their transient nature of employment. It applies to establishments that employ five or more migrant workers who have been recruited through an agency or contractor from a different state. The Act mandates that employers provide migrant workers with certain protections, including fair wages, proper housing, medical facilities, and safety measures while working. It also requires employers to maintain registers documenting details of migrant workers, their wages, and other employment terms. The law specifically ensures that migrant workers are entitled to the same working conditions and benefits as local workers, including adequate wages and employment security.

**B) TAXATION LAWS**

The purpose of taxation laws in India for companies is to establish a framework for the collection of taxes from businesses and ensure compliance with tax regulations.

**(i) Income-Tax Act, 1961**

The Act establishes the legal framework for the assessment, collection, and administration of income tax. It sets out the rights, duties, and obligations of income tax payers, including businesses, regarding tax compliance for all entities as well as individuals situated in India. The government of India imposes an income tax on taxable income of all persons including individuals, Hindu Undivided Families (HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Indian Income Tax Act, 1961. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: a) Advance Tax; b) Self-Assessment Tax; c) Tax Deducted at Source (TDS); d) Tax Collected at Source (TCS); e) Tax on Regular Assessment.

(ii) **The Goods and Service Tax Act, 2017**

The Goods and Services Tax ("GST") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("CGST"), relevant state's Goods and Services Act, 2017 ("SGST"), Union Territory Goods and Services Act, 2017 ("UTGST"), Integrated Goods and Services Act, 2017 ("IGST"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

**C) INTELLECTUAL PROPERTY LAWS**

The purpose of intellectual property (IP) laws in India for companies is to protect and promote innovation, creativity, and the rights of creators and inventors. These laws provide legal mechanisms for safeguarding various forms of intellectual property, such as patents, trademarks, copyrights, and industrial designs. The following laws are applicable to the company-

**(i) Trademarks Act, 1999 (TM Act)**

A trademark is used in relation to goods to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure. As per the Trademarks (Amendment) Bill, 2009, Registrar of Trademarks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

**(ii) Copyrights Act, 1957**

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies.

**(iii) Patents Act, 1970**

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. Patents are used for the interests of inventors on one hand and the interests of the public on the other hand. The inventors are rewarded with a limited exclusive right on their invention, for providing technical progress to the public.

An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first invention in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

## (D) ENVIRONMENTAL REGULATIONS

The purpose of environmental laws in India is to protect nature and ensure sustainable development. These laws help control pollution, conserve forests and wildlife, and manage natural resources wisely. They also set rules for industries to prevent harm to the environment and promote eco-friendly practices. The following are applicable to the Company.

### (i) The Environment Protection Act, 1986 ("Environment Protection Act")

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a framework 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 more than 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 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.

### (ii) Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act 1974 (the Act) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, for the establishment of Boards for the prevention and control of water pollution, for conferring on and assigning to such Boards powers and functions relating thereto and for matters connected therewith .It prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

### (iii) Air (Prevention and Control of Pollution) Act, 1981

Air (Prevention and Control of Pollution) Act 1981, provides for the prevention, control and abatement of air pollution, for the establishment, with a view to carrying out the aforesaid purposes, of Boards, for conferring on and assigning to such Boards powers and functions relating thereto and for matters connected therewith. It was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

**(iv) National Environmental Policy, 2006**

The 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 the 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 National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

**(E) PROPERTY RELATED LAWS**

**i. Transfer of Property Act, 1882**

Transfer of Property Act, 1882 establishes the general principles relating to transfer of property in India. This Act lays down the legal framework for the transfer of property rights, including the sale, mortgage, lease, and gift of real estate. It outlines the procedures and conditions under which property can be legally transferred from one party to another, ensuring that transactions are conducted in a lawful manner. The Act defines various types of property transfers and provides guidelines for executing and registering such transfers, aiming to protect the interests of all parties involved and to prevent disputes.

One of the key features of the Act is, its detailed provisions on the transfer of property through sale and mortgage. It specifies the requirements for a valid sale deed, including the necessity of a written instrument and registration with the relevant authorities. The Act also addresses the legal implications of mortgages, detailing the rights and obligations of both mortgagors and mortgagees. Transfer of property is subject to stamping and registration under the specific statutes enacted for that purpose. Additionally, it covers lease agreements, providing a framework for the duration, terms, and conditions of lease contracts. Overall, the Transfer of Property Act, 1882 ensures transparency and fairness in property transactions, contributing to a stable real estate market.

**ii. The Indian Stamp Act, 1899**

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. The Indian Stamp Act, 1899 provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

**iii. Registration Act, 1908 (The "Registration Act")**

The purpose of the Registration Act, amongst other things, is to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the TP Act or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

**iv. Indian Easements Act, 1882 (The "Easement Act")**

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land, and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Easements Act, a license is defined as a right to use property without any interest in favour of the licensee. The period and incident may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

**F) STATE LAW**

**i. The Delhi Shops and Establishment Act, 1954**

The Delhi Shops and Establishment Act is a state-specific legislation enacted to regulate the working conditions, rights, and obligations of employees and employers in shops, commercial establishments, residential hotels, restaurants, theatres, and other places of public entertainment within the National Capital Territory of Delhi. The Act lays down provisions relating to registration of establishments, working hours, rest intervals, overtime, weekly holidays, and conditions of employment. Its primary objective is to ensure fair treatment, decent working conditions, and protection of employees, while also establishing compliance obligations for employers. Every establishment covered under the Act is required to obtain a registration certificate from the Labour Department and display it prominently at the workplace.

In addition to regulating hours of work and rest, the Act provides safeguards related to wages, leave entitlements, maternity benefits, employment of children and young persons, and record-keeping by employers. It also empowers inspectors to oversee compliance and take action in case of violations. By balancing the interests of employees and employers, the Act promotes welfare, workplace discipline, and industrial harmony in Delhi's commercial sector. Over time, its provisions have been aligned with broader labour reforms, making it a critical framework for maintaining transparency and accountability in the working environment of the city.

## G. GENERAL/OTHER APPLICABLE LAWS

General laws like the Contract Act, Competition Act, and Consumer Protection Act play a crucial role in regulating companies in India. These laws serve different purposes and provide a framework for fair and ethical business practices. Important laws inter alia applicable to the company are as follows:

### i. The Companies Act, 2013

The Companies Act, 2013 deals with 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 provisions of this act 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. One Person Company. The provisions relating to formation and allied procedures are mentioned in the act.

### ii. The Competition Act, 2002

The Competition Act, 2002 (the ―Competition Act) prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates ―combinations in India. The Competition Act also established the Competition Commission of India (the ―CCI) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds.

There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### iii. Consumer Protection Act, 1986 (COPRA)

The Consumer Protection Act, 1986 (―COPRA) aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of these authorities attracts criminal penalties.

**iv. The Foreign Exchange Management Act (FEMA), 1999**

The Foreign Exchange Management Act (FEMA), 1999 was enacted by the Government of India to replace the earlier Foreign Exchange Regulation Act (FERA), 1973, with the aim of facilitating external trade, promoting orderly development of the foreign exchange market, and maintaining balance of payments. Unlike FERA, which was regulatory and stringent in nature, FEMA adopts a more liberal and management-oriented approach in line with India's economic liberalization policies. The Act regulates dealings in foreign exchange, foreign securities, and transactions involving import and export of currency, ensuring that India's foreign trade and payments are conducted in a transparent and lawful manner. FEMA applies to all branches, offices, and agencies outside India that are owned or controlled by a person resident in India.

The Act empowers the Central Government to frame rules and the Reserve Bank of India (RBI) to issue regulations governing foreign exchange transactions. FEMA classifies transactions into current account transactions and capital account transactions, allowing most current account dealings to be freely carried out while regulating capital account activities to protect economic stability. It prescribes penalties for contraventions, but unlike FERA, offenses under FEMA are civil in nature, not criminal. By simplifying foreign exchange laws, FEMA has played a crucial role in encouraging foreign investment, facilitating trade, and integrating India more effectively with the global economy**.**

**iv. The Information Technology Act, 2000**

The Act also aims to provide for the legal framework so that legal sanctity is accorded to all electronic records and other activities carried out by electronic means. The Act states that unless otherwise agreed, an acceptance of contract may be expressed by electronic means of communication and the same shall have legal validity and enforceability. The Act is applicable to the Company as it does carry out above activities.

**v. Micro, Small and Medium Enterprises Development Act, 2006:**

The Micro, Small and Medium Enterprises Development (MSME) Act, 2006, was enacted by the Indian government to promote, develop, and enhance the competitiveness of micro, small, and medium enterprises (MSMEs). Recognizing the vital role of MSMEs in economic growth, employment generation, and innovation, the act provides a comprehensive framework for their support and regulation. It defines MSMEs based on investment in plant and machinery or equipment, and outlines policies for facilitating their growth, ensuring timely credit, providing infrastructure, and promoting technological advancement. The act also emphasizes the importance of protecting MSMEs from delayed payments, mandating that buyers must make payments for goods or services within 45 days.

The MSMED Act, 2006, also established a statutory body, the National Board for Micro, Small and Medium Enterprises (NBMSME), to oversee the implementation of policies and address issues facing the sector. This board advises the government on various policy measures, development strategies, and promotional activities. Additionally, the act provides for the creation of Micro and Small Enterprises

Facilitation Councils (MSEFC) to resolve disputes regarding delayed payments, thereby safeguarding the financial health of MSMEs. By providing a structured and supportive environment, the MSMED Act fosters the sustainable development of MSMEs, ensuring their significant contribution to India's economic landscape

**vi. The Sale of Goods Act, 1930**

The Sale of Goods Act, 1930 is a key legislation in India that governs contracts relating to the sale and purchase of goods. Enacted to define the rights, duties, and obligations of buyers and sellers, it lays down the essential elements of a contract of sale, including the transfer of ownership, price consideration, and delivery of goods. Under the Act, a "contract of sale" is defined as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price. The Act applies to movable goods only and provides a framework for ensuring fairness and transparency in trade and commerce. It distinguishes between a "sale" and an "agreement to sell," depending on whether ownership of the goods is transferred immediately or at a future date, or subject to certain conditions.

The Act also sets out important provisions regarding conditions and warranties, rights of an unpaid seller, performance of contracts, and remedies available in cases of breach. For example, buyers have the right to receive goods of merchantable quality, while sellers are entitled to recover the price or stop goods in transit if payment is not made. By balancing the interests of both parties, the Sale of Goods Act, 1930 provides a legal framework that promotes trust and efficiency in commercial transactions, ensuring that business dealings in goods are carried out smoothly, transparently, and in accordance with established principles of contract law.

**vii. Indian Contract Act, 1872**

The Indian Contract Act, 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act also provides for circumstances under which contracts will be considered as void or voidable. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

**viii. Arbitration and Conciliation Act, 1996 and subsequent amendments**

The Arbitration and Conciliation Act, 1996, is a comprehensive legislation enacted by the Indian government to govern the arbitration process and provide a framework for the resolution of disputes through arbitration and conciliation. The act aims to promote alternative dispute resolution mechanisms as a means of expeditious and cost-effective resolution of disputes, thereby reducing the burden on traditional court systems.

Key features of the Arbitration and Conciliation Act, 1996, include provisions for the appointment of arbitrators, conduct of arbitral proceedings, enforcement of arbitral awards, and recourse against arbitral awards. The act provides parties with autonomy and flexibility in choosing the procedure for appointing arbitrators and conducting arbitration proceedings. It also sets out guidelines for the conduct of arbitrators, ensuring impartiality, independence, and efficiency in the arbitration process.

**ix. Legal Metrology Act, 2009**

The Legal Metrology Act, 2009 was enacted by the Government of India to establish and enforce standards of weights and measures, regulate trade and commerce in goods sold or distributed by weight, measure, or number, and to protect consumer interests. The Act consolidates laws relating to metrology, replacing the earlier Standards of Weights and Measures Act, 1976, and ensures uniformity and accuracy in weighing and measuring instruments across the country. It mandates that all pre-packaged goods must carry essential declarations such as name and address of the manufacturer, quantity, date of manufacture, retail sale price, and other prescribed particulars. This ensures transparency in commercial transactions and prevents consumers from being misled or exploited.

The Act also provides for the appointment of Director and Controllers of Legal Metrology, who are responsible for the implementation and enforcement of its provisions. It prescribes penalties for offenses such as use of non-standard weights and measures, incorrect declarations, or tampering with measuring instruments. By regulating manufacturers, importers, and dealers of weights and measures, the Act strengthens consumer protection while facilitating fair trade practices. In addition, it helps align India’s measurement standards with international practices, thereby enhancing confidence in trade and supporting economic growth.

**x. The Foreign Trade (Development and Regulation) Act, 1992**

The Foreign Trade (Development and Regulation) Act, 1992 was enacted by the Government of India to provide a framework for the development and regulation of foreign trade, with the objective of facilitating imports and augmenting exports. The Act replaced the earlier Imports and Exports (Control) Act, 1947, and marked a shift towards liberalization and globalization of trade in India. It empowers the Central Government to make provisions for the formulation and implementation of the Foreign Trade Policy (FTP), aimed at promoting exports, ensuring efficient trade management, and increasing India’s participation in the global market. By providing for the regulation of imports and exports, the Act seeks to make Indian trade more competitive, transparent, and growth-oriented.

The Act authorizes the government to prohibit, restrict, or regulate the import or export of goods and services in the interest of national security, public policy, conservation of resources, or to comply with international obligations. It also provides for the appointment of a Director General of Foreign Trade (DGFT), who is the key authority responsible for granting licenses, certificates, and overseeing compliance with trade regulations. The Act prescribes penalties for violations such as fraudulent export-import practices or non-compliance with license conditions. Overall, this legislation plays a vital role in streamlining India’s foreign trade regime, fostering economic growth, and strengthening the country’s position in international commerce**.**

**xi. The Insolvency and Bankruptcy Code (IBC), 2016**

The Insolvency and Bankruptcy Code, 2016 (IBC), is a landmark legislation enacted by the Indian government to consolidate and amend the laws relating to insolvency resolution and bankruptcy proceedings in India. The primary objective of the IBC is to provide a time-bound and efficient mechanism for resolving insolvency and bankruptcy cases, thereby promoting entrepreneurship, facilitating the ease of doing business, and maximizing the value of distressed assets.

The IBC introduces a comprehensive framework for the resolution of corporate insolvency, wherein a financially distressed company undergoes a structured insolvency resolution process (IRP) under the oversight of a licensed insolvency professional (IP). The code provides for the appointment of resolution professionals and the establishment of adjudicating authorities, including the National Company Law Tribunal (NCLT), to oversee insolvency proceedings and adjudicate disputes.

### xii. The Negotiable Instruments Act, 1881

The Negotiable Instruments Act is a crucial piece of legislation in India that governs the use, issuance, and transfer of negotiable instruments such as promissory notes, bills of exchange, and cheques. Enacted in 1881 and amended subsequently to adapt to changing economic and commercial practices, the act provides a legal framework for regulating transactions involving negotiable instruments, facilitating smooth financial transactions and trade practices across the country.

Key provisions of the Negotiable Instruments Act include defining the rights, duties, and liabilities of parties involved in negotiable instrument transactions. It sets out rules for the negotiation, endorsement, and transfer of negotiable instruments, ensuring their enforceability and legal validity. Additionally, the act specifies the obligations of parties in terms of payment, acceptance, and dishonor of negotiable instruments, as well as the consequences of non-compliance with these obligations.

### xiii. The industries (Development and Regulation) Act, 1951 (IDRA)

The Industries (Development & Regulation) Act, 1951 (IDRA) was enacted by the Government of India to regulate and control the development of industries in the country with the objective of ensuring balanced growth, equitable distribution of resources, and efficient utilization of capital. The Act empowers the Central Government to take necessary measures for the development and regulation of scheduled industries, which are industries listed under the First Schedule of the Act. It introduced a licensing system, under which new undertakings in these industries could not be established without obtaining prior permission from the Central Government. Through this framework, the Act sought to prevent the concentration of economic power in a few hands, encourage small and medium enterprises, and promote industrialization in backward regions.

In addition to licensing, the Act also provides for the regulation of production, supply, distribution, and pricing of industrial products, ensuring that industries operate in the public interest. The government can intervene in cases where an industry is mismanaged or is not functioning efficiently, and it has the authority to investigate and even take over the management of such undertakings. Over time, IDRA has played a crucial role in shaping India’s industrial policy, laying the foundation for planned economic development and guiding the industrial sector through phases of control, liberalization, and modernization.

### xiv. Central Motor Vehicles Rules, 1989

The Central Motor Vehicles Rules, 1989 (CMVR) were framed under the Motor Vehicles Act, 1988, with the objective of regulating all aspects of road transport and vehicle management in India. These rules provide detailed provisions regarding the licensing of drivers and conductors, registration of motor vehicles, issuance of permits, standards for motor vehicle construction, and requirements for insurance. They also prescribe the process for granting fitness certificates, emission norms, roadworthiness, and the regulation of transport vehicles such as buses, trucks, and taxis. By setting uniform standards across the country, CMVR ensures the smooth functioning of road transport and enhances road safety.

In addition to licensing and registration, the rules also establish technical standards for vehicles, including safety features like brakes, lights, tyres, and emission control systems. Provisions relating to pollution control, safety belts, helmets, and speed governors further reinforce the emphasis on public safety and environmental protection. Over time, the CMVR has been amended to incorporate modern requirements such as Bharat Stage (BS) emission norms, vehicle recall procedures, electronic monitoring systems, and safety features like airbags and ABS in vehicles. By balancing regulation with technological advancement, the Central Motor Vehicles Rules, 1989, serve as the backbone of India’s transport governance system, ensuring sustainable, safe, and efficient mobility.

**xv. The Motor Vehicles Act, 1988**

The Motor Vehicles Act, 1988 is the principal legislation in India governing all aspects of road transport, traffic regulation, and motor vehicles. Enacted to replace the earlier Motor Vehicles Act, 1939, it provides a comprehensive framework for the licensing of drivers and conductors, registration of vehicles, issuance of permits, control of traffic, and enforcement of road safety measures. The Act regulates the construction, equipment, and maintenance of motor vehicles to ensure roadworthiness, while also mandating compulsory insurance against third-party risks to protect road users. Its provisions apply to all categories of vehicles, including private, commercial, transport, and public service vehicles, thereby ensuring uniformity and standardization across the country.

In addition to traffic regulation, the Act empowers authorities to enforce penalties for violations such as overspeeding, drunk driving, rash driving, and overloading. Over the years, it has been amended to address evolving challenges in road safety, pollution control, and technological advancements. Notably, the Motor Vehicles (Amendment) Act, 2019 introduced stricter penalties for traffic offenses, provisions for electronic monitoring, and measures to improve road safety and accountability. By balancing regulation, enforcement, and technological modernization, the Motor Vehicles Act, 1988 plays a crucial role in enhancing road safety, protecting citizens, and supporting the growth of India's road transport sector.

**xvi. The Automotive Industry Standards (AIS)**

The Automotive Industry Standards (AIS) are a set of technical regulations and guidelines developed by the Automotive Industry Standards Committee (AISC) under the Ministry of Road Transport and Highways (MoRTH), Government of India. Introduced to enhance safety, environmental protection, and technological advancement, AIS covers a wide range of aspects including vehicle design, construction, performance, and emission requirements. These standards are framed in line with global practices while considering Indian road conditions, traffic patterns, and consumer needs. AIS plays a vital role in ensuring that vehicles manufactured, imported, or sold in India meet minimum benchmarks for safety and environmental sustainability.

The scope of AIS includes rules for crash testing, seat belt and airbag requirements, braking performance, lighting and signaling devices, fuel efficiency, and emission norms. For instance, AIS-145 made it mandatory for all cars to have features like airbags, seatbelt reminders, and speed alert systems, while AIS-140 mandated GPS tracking and emergency buttons in commercial vehicles. By aligning Indian automotive practices with international norms, AIS has helped in modernizing the domestic automobile industry, improving road safety, and reducing pollution. These standards are regularly updated to incorporate new technologies and global best practices, making them a cornerstone of India's automotive regulatory framework.

**xvii. The Bureau of Indian Standards (BIS)**

The Bureau of Indian Standards (BIS) is the national standards body of India, established under the Bureau of Indian Standards Act, 1986, and now operating under the BIS Act, 2016. It functions under the Ministry of Consumer Affairs, Food and Public Distribution, Government of India, with the primary objective of formulating, maintaining, and promoting standards to ensure quality, safety, and reliability of goods and services. BIS develops standards across diverse sectors, including consumer products, industrial goods, food, chemicals, textiles, and electronics, thereby playing a crucial role in safeguarding consumer interests and enhancing the competitiveness of Indian industries. The organization also represents India in international standard-setting bodies such as ISO and IEC, ensuring global alignment of Indian standards.

In addition to standard formulation, BIS administers hallmarking for precious metals, certification schemes such as the ISI mark, and the Compulsory Registration Scheme (CRS) for electronics and IT products. It also manages product testing, quality assurance, and laboratory accreditation services, ensuring compliance with prescribed benchmarks. Through these measures, BIS ensures that products available in the Indian market are safe, reliable, and of high quality. By integrating quality standards with consumer protection and industrial growth, BIS contributes significantly to national economic development while promoting trust in Indian goods both domestically and globally.

**xviii. The Data Protection Act, 2023**

The Data Protection Act refers to legislation designed to safeguard the privacy and personal data of individuals. In the Indian context, this is represented by the Digital Personal Data Protection Act, 2023 (DPDP Act). The Act lays down rules on how personal data should be collected, stored, processed, and shared by organizations, ensuring that it is used lawfully and responsibly. It grants individuals rights such as access to their data, correction of inaccuracies, and the ability to withdraw consent. At the same time, it places obligations on data fiduciaries (organizations handling data) to maintain security, prevent misuse, and report breaches.

**xix. The Customs Act, 1962**

The Customs Act, 1962 is a comprehensive legislation enacted by the Government of India to regulate the import and export of goods, prevent illegal trade, and safeguard the nation’s revenue. It provides the legal framework for the levy and collection of customs duties on goods imported into or exported out of India, thereby serving as a significant source of revenue for the government. The Act defines key procedures related to clearance of goods, valuation, warehousing, baggage, and coastal trade, ensuring that trade activities comply with national laws and international commitments. It also empowers customs authorities to prohibit imports or exports of certain goods in the interest of national security, public order, health, and morality.

Beyond taxation, the Act plays a vital role in protecting the domestic economy by regulating trade practices and preventing smuggling and fraudulent activities. It lays down stringent penalties and prosecution provisions for evasion of duty and violation of customs laws, while also granting customs officers powers of search, seizure, and arrest. Overlabour the years, the Customs Act has been amended to align with evolving trade practices, technological advancements, and global trade agreements, making it a cornerstone of India’s trade regulation system and a critical tool for maintaining the country’s economic security and lawful commerce.

***Remainder of this page has been left blank intentionally***

# HISTORY AND CORPORATE STRUCTURE

## BRIEF HISTORY AND BACKGROUND OF THE COMPANY

Our company was incorporated as a Private Limited Company namely “Autofurnish Trading Private Limited” under the Companies Act, 2013 vide Certificate of Incorporation dated May 05, 2015 issued by Registrar of Companies, Delhi bearing Corporate Identification Number U51101DL2015PTC279742. Thereafter, our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra-Ordinary General Meeting held on May 23, 2024. A fresh Certificate of Incorporation consequent to conversion was issued on August 27, 2024 by the Registrar of Companies, ROC CPC Manesar Haryana and consequently the name of our Company was changed from “Autofurnish Trading Private Limited” to “Autofurnish Trading Limited” bearing Company’s Corporate Identification Number U51101DL2015PLC279742. The name of our company was subsequently changed to “Autofurnish Limited” and fresh certificate of Incorporation issued by the Registrar of Companies, ROC CPC Manesar Haryana dated October 14, 2024. As on the date of this Draft Prospectus, the Corporate Identification Number of our Company is U51101DL2015PLC279742

## CHANGE IN THE REGISTERED OFFICE

Registered Office of the Company is presently situated at K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi, Delhi, India,110041. The detail of change in registered office of our Company has been as following.

| Effective Date of Change | From | To | Reason |
|---|---|---|---|
| September 16, 2024 | A-73, Ground Floor, Malviya Nagar, New Delhi, 110017. | K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi, Delhi, India,110041 | Business Convenience |

## MAJOR EVENTS AND MILESTONES IN THE HISTORY OF THE COMPANY

The Table below sets forth some of the major events in the history of our company:

| Year | Key Events/ Milestone/ Achievements |
|---|---|
| 2015 | Our Company was incorporated as Autofurnish Trading Private Limited under the Companies Act 2013 as a Private Limited Company |
| 2019 | Company acquired the M/s Golden Mace, Partnership Firm and M/s Autofurnish Proprietorship Firm. |
| 2024 | Our Company was converted into Public Limited Company vide Certificate of Incorporation dated August 27, 2024 |
| 2024 | Our Company has obtained ISO 14001:2015, ISO 9001:2015, ISO 50001:2018, IATF 16949:2016, ISO 45001:2018, ISO 26262-1:2011 Certificates and Good Manufacturing Practice certificates |
| 2024 | Our Company has changed named from Autofurnish Trading Limited to Autofurnish Limited vide Certificate of Incorporation dated October 14, 2024. |

| | |
|---|---|
| 2025 | Streamlined and unified our ventures under a unified corporate umbrella whereby Golden Mace Private Limited starting operating as a wholly owned subsidiary of Autofurnish Limited. |

## DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, ANY REVALUATION OF ASSETS ETC., IF ANY, IN THE LAST TEN YEARS

Except as stated below, our Company has not undertaken any material acquisition or disinvestments of business/undertakings, mergers and amalgamations.

1. Our Company acquired the running business of M/s. Golden Mace, a partnership firm, through a Deed of Acquisition dated February 06, 2019, along with all its assets, liabilities, stock and other business assets.

2. In FY 2019, Our Company acquired the running business of M/s. Autofurnish, a Proprietorship firm*, along with all its assets, liabilities, stock and other business assets.

3. Golden Mace Private Limited was incorporated on August 24, 2016, by our Promoters, Mr. Ruppal Wadhwa and Mr. Puneet Arora. In March 2024, our Company acquired a majority stake in Golden Mace Private Limited, pursuant to which it became a subsidiary of our Company. Subsequently, Pursuant to a share swap agreement dated March 15, 2025, executed among Autofurnish Limited, Golden Mace Private Limited, Mr. Puneet Arora, and Mr. Ruppal Wadhwa, Autofurnish Limited issued 5,97,800 equity shares on a preferential basis to Golden Mace Private Limited as consideration other than cash, in exchange for equity shares of Golden Mace Private Limited, at a swap ratio of 122 equity shares of Autofurnish Limited for every 1 equity share of Golden Mace Private Limited (GMPL) held by its promoters and following the transfer of 100% of GMPL shareholding in favour of Autofurnish Limited. Subsequently, GMPL became a wholly owned subsidiary of Autofurnish Limited

***Note:** *Our Company does not have documents for acquisition of the business of M/s. Autofurnish, Proprietorship firm into our company. The said transaction has been identified based on its reflection in the Restated Financial Statements of our Company For the same purpose, please refer to relevant risk factor on page no. 33 under chapter titled "Risk Factor" of the Draft Prospectus of the Company.*

## MAIN OBJECT OF OUR COMPANY

1. To carry on the business in India and/or abroad as manufacturers, processors, designers, shapers, fitters, fabricators, converters, importers, exporters, factors, agents, buyers' sellers, distributors, stockists of and dealers in automobile accessories, parts, ancillaries, components, stamping and pressing packaging or otherwise in any metallic or non-metallic materials, electrical electronic and mechanical machineries and parts thereof

2. To take over the existing Proprietorship firm carried on under the name and style of AUTOFURNISH with all its assets, liabilities, business rights, vendor codes, quota rights, quota allotments, licences, registrations on such terms and conditions as may be mutually agreed upon.

## AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Since incorporation, the following changes have been made to the Memorandum of Association of the Company:

| Details of Shareholders Approval | Type of General Meeting | Amendments |
|---|---|---|
| December 27, 2019 | EGM | *Clause V of the MOA was amended to reflect an increase in the Authorised share capital of our Company from ₹ 100,000 consisting 10,000 equity shares of ₹ 10 each to ₹ 51,00,000 consisting of ₹ 5,10,000 equity shares of ₹ 10 each* |
| May 23, 2024 | EGM | *Clause V of the MOA was amended to reflect an increase in the Authorised share capital of our Company from ₹ 51,00,000 consisting of ₹ 5,10,000 equity shares of ₹ 10 each to ₹ 13,00,00,000 consisting of 1,30,00,000 equity shares of ₹ 10 each and Conversion of Company from Private Limited into Public Limited Company i.e. from Autofurnish Trading Private Limited to Autofurnish Trading Limited* |
| September 11, 2024 | EGM | *Clause I of the MOA was amended to reflect the Change of name from Autofurnish Trading Limited to Autofurnish Limited* |
| September 05, 2025 | EGM | *Clause V of the MOA was amended to reflect an increase in the Authorised share capital of our Company from ₹ ₹ 13,00,00,000 consisting of ₹ 1,30,00,000 equity shares of ₹ 10 each to ₹ 15,00,00,000 consisting of 1,50,00,000 equity shares of ₹ 10 each* |

## 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

As on date of this Draft Prospectus, our company has one wholly owned subsidiary company namely, Golden Mace Private Limited. For Further information, please refer to the section titled "Our Subsidiary" on page 214 of this Draft Prospectus.

## ADDRESS OF REGISTERED OFFICE AND OTHER OFFICE

| Sr.no | Particulars | Address |
|---|---|---|
| 1 | Registered Office and Manufacturing Unit | K-55 , Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi, Delhi, India,110041 |
| 2 | Branch Office | Plot No. 02, Site No. 01, Second Floor, Lajwanti Complex, Havells Chowk, Faridabad, Haryana- 121003 |

## DETAILS OF BUSINESS OF OUR COMPANY

For details on the description of our company's activity, business model, marketing strategy, strength, please see our 'Business', 'Management Discussion and Analysis of Financial Conditions' and 'Basis for Issue Price' on page 138, 253 and 110 respectively.

## CAPITAL RAISING (DEBT/EQUITY)

For details in relation to our capital raising activity through equity, please refer to the chapter titled “Capital Structure” beginning on page 81 of the Draft Prospectus.

For a description of our company’s Debt facility, see, “Financial Indebtedness” on page 252 of the Draft Prospectus.

## DEFAULT OR RESHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTION

There have been no defaults or rescheduling of borrowings with any financial institutions / Banks as on the date of the Draft Prospectus. For information related to borrowing kindly refer to section titled “Financial Indebtedness” on page 252 of this Draft Prospectus of Company.

## TIME AND COST OVERRUNS IN SETTING UP OF PROJECT

There has been no time /cost overrun in setting up of Project by our Company.

## REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation

## LOCK-OUT OR STRIKES

There have been no lock-outs or strikes in our company since incorporation.

## CHANGE IN ACTIVITIES OF OUR COMPANY SINCE INCORPORATION

There has been no change in business activities of our company since incorporation from the date of this Draft Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in Chapter titled “Management Discussion and Analysis of Financial Conditions & Result of Operations” beginning on page 253 of the Draft Prospectus.

## INJUNCTIONS OR RESTRAINING ORDERS

Our Company is not operating under any injunctions or restraining orders.

## DETAILS OF PROMOTER AND PROMOTER GROUP

As on the date of Draft Prospectus, Our Company has two promoters. For more information, please refer chapter titled “Our Promoter and Promoter Group” on page 205 of this Draft Prospectus of company.

## AGEEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTERS OR ANY OTHER EMPLOYEEOF THE COMPANY

There are no arrangements entered into key managerial personnel or a director or promoters or any other employees of the company, either by themselves or on behalf of any other person, with any shareholder or any third party with regard to compensation or profit sharing in connection with dealing in the securities of the company.

## NUMBER OF SHAREHOLDER OF OUR COMPANY

Our Company has 34 (thirty-four) 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 81 of the Draft Prospectus.

## DETAILS OF FINANCIAL PERFORMANCE

For details in relation to our financial performance in the previous three financial years, including details of non- recurring items of income, refer to section titled "Financial Information" beginning on page 216 of this Draft Prospectus.

## MATERIAL AGREEMENT

As on the date of filing of Draft Prospectus, Our Company has not entered into any specific or special agreement except that has been entered into in ordinary course of business as mentioned below: -

| S. No. | Date | Parties | Brief Description |
|---|---|---|---|
| 1. | MD Agreement dated August 23, 2024. | M/s Autofurnish Trading Limited and Mr. Puneet Arora | Agreement has been entered into in ordinary course of business for their appointment. |
| 2. | Share subscription agreement dated March 15, 2025 | M/s Autofurnish Limited, M/s Golden Mace Private Limited and Mr. Puneet Arora & Mr. Ruppal Wadhwa. | *Autofurnish Limited* issued 5,97,800 equity shares on a preferential basis to *Golden Mace Private Limited* as consideration other than cash, in exchange for equity shares of *Golden Mace Private Limited*, at a swap ratio of 122 equity shares of *Autofurnish Limited* for every 1 equity share of *Golden Mace Private Limited* held by its promoters. |
| 3. | Settlement Agreement dated June 01, 2023 | M/s. Upscalio India Private Limited, M/s. Scale Luxura India Private Limited, Mr. Puneet Arora, Mr. Ruppal Wadhwa, Mr. Chakit Khattar and Autofurnish trading Private Limited | On November 16, 2021, a Business Transfer Agreement (BTA) was executed between our company and Scale Luxura India Private Limited for the transfer of a part of our business. However, disputes subsequently arose between the parties, and in 2023, our company reacquired the said business from Scale Luxura India Private Limited in pursuant to the settlement order dated June 01, 2023. |

For details of our business agreements of our company, please refer to the section titled "Our Business" beginning on page no. 138 of this Draft Prospectus of company.

## SHAREHOLDER AGREEMENT

Our company has not entered into any shareholders agreement as on the date of filing of this Draft Prospectus.

## COLLABORATION AGREEMENT

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

## RESTRICTIVE COVENANTS IN LOAN AGREEMENTS

Our Company has taken Credit facilities from any of the Banks / Financial Institutions but no restrictive covenants applicable on company. For more information, please refer to section titled “Financial Indebtedness” beginning on page 252 of this Draft Prospectus.

## STRATEGIC / FINANCIAL PARTNERS

Our Company does not have any Strategic / Financial Partner as on the date of this Draft Prospectus.

## OTHER AGREEMENTS

- Our Company has not entered into any non-compete Agreement on the date of this Draft Prospectus.
- Our Company has not entered into any Joint Venture Agreement on the date of this Draft Prospectus.

## OTHER INFORMATION

- There are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.
- There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.
- There is no any conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries and its directors.
- There is no any conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries and its directors.

***Remainder of this page has been left blank intentionally***

## OUR MANAGEMENT

**Board of Directors**

As per the Articles of Association our Company shall not appoint less than three (3) and more than fifteen (15) Directors. Our Board of Directors presently consists of Five (5) Directors including Two (2) Executive Director, (1) One Non-Executive Director, one (1) Woman Independent Director, One (1) Independent Directors. The present composition of our Board of Directors and its committees are in accordance with the Companies Act and SEBI Listing Regulations to the extent applicable.

The following table sets forth details regarding our Board as on the date of this Draft Prospectus.

| Name, date of birth, age, designation, address, occupation, term, period of directorship and DIN | Designation | Other Directorships |
|---|---|---|
| **Puneet Arora**<br>**DIN**: 05175455<br>**Date of birth**: October 07, 1980<br>**Qualification:** Bachelor of Engineering and Master of Business Administration<br>**Experience:** 23 Years<br>**Age (years):** 44<br>**Occupation**: Business<br>**Address**: House No-A-73, Ground Floor, Malviya Nagar, Near Market, Malviya Nagar, South Delhi, Delhi-110017<br>**Term**: 5 Years w.e.f. September 30, 2024<br>**Period of directorship**: Since Incorporation i.e. May 05, 2015 | Managing Director | ***Public Limited Companies:***<br>*Nil*<br><br>***Private Limited Companies:***<br><br>*1. Convalida Technologies Private Limited*<br>*2. Golden Mace Private Limited*<br><br>***Limited Liability Partnerships:***<br><br>*Nil* |
| **Ruppal Wadhwa**<br>**DIN**: 07120919<br>**Date of birth**: August 03, 1984<br>**Qualification:** Bachelor of Commerce<br>**Experience:** 11 Years<br>**Age (years):** 41<br>**Occupation**: Business<br>**Address**: A-289, First Floor, Behind Reliance Mall, Vikas Puri, West Delhi, Delhi-110018<br>**Term**: Liable to be retire by Rotation<br>**Period of directorship**: Since Incorporation i.e. May 05, 2015 | Executive Director | ***Public Limited Companies:***<br>*Nil*<br><br>***Private Limited Companies:***<br><br>*1. Golden Mace Private Limited*<br><br>***Limited Liability Partnerships:***<br><br>*Nil* |

| Name, date of birth, age, designation, address, occupation, term, period of directorship and DIN | Designation | Other Directorships |
|---|---|---|
| **Vipul Vashisht**<br>**DIN**: 08388094<br>**Date of birth**: December 27, 1976<br>**Qualification:** Bachelor of Engineering from Nagpur University, Master of Business Administration from Indira Gandhi National Open University, Master of Science from Birla Institute of Technology and Science and Doctor of Philosophy from Indira Gandhi National Open University<br>**Experience:** 25 years<br>**Age (years):** 48<br>**Occupation**: Professional<br>**Address**: Pandit Palace, Tigaon Road, Sector 2, Ballabgarh, Faridabad, Haryana-121004<br>**Term**: Liable to be retire by Rotation<br>**Period of directorship**: September 05, 2025 | Additional Director (Non-Executive Director) | ***Public Limited Companies:***<br>*Nil*<br><br>***Private Limited Companies:***<br>*1. Lagozon Edutech Private Limited*<br>*2. Lagozon Technologies Private Limited*<br><br>***Limited Liability Partnerships:***<br><br>*Nil* |
| **Neha Sharma**<br>**DIN**: 10618068<br>**Date of birth**: January 19, 1990<br>**Qualification** Bachelor of Commerce and Company Secretary<br>**Experience:** 9 Years<br>**Age (years):** 35<br>**Occupation**: Professional<br>**Address**: MH-285, Samalkha, Gurgaon Road, South West Delhi, Delhi-110037<br>**Term:** 5 Years w.e.f. May 08, 2024<br>**Period of directorship**: Since May 08, 2024 | Independent Director | ***Public Limited Companies:***<br><br>*1. Wog Technologies Limited*<br><br>***Private Limited Companies:***<br>*Nil*<br><br>***Limited Liability Partnerships:***<br><br>*Nil* |
| **Sourav**<br>**DIN**: 10591454<br>**Date of birth**: January 11, 2003<br>**Qualification:** Bachelor of Commerce<br>**Experience:** 3 Years<br>**Age (years):** 22<br>**Occupation**: Professional<br>**Address**: 360/12, Krishna Colony, Tohana m, LSG, Fatehabad, Haryana-125120<br>**Term:** 5 Years w.e.f. May 08, 2024<br>**Period of directorship**: Since May 08, 2024 | Independent Director | ***Public Limited Companies:***<br>*Nil*<br><br>***Private Limited Companies:***<br>*Nil*<br><br>***Limited Liability Partnerships:***<br><br>*1. Startsmart Hub Consulting LLP* |

**Brief profile of our directors**

**Mr. Puneet Arora (Managing Director)**

**Mr. Puneet Arora** aged 44 years, is a promoter and a Managing Director of our company. He has been associated with our Company since inception i.e. May 05, 2015. He holds degree of Bachelor of Engineering (Computer Science and Engineering) from Maharshi Dayanand University, Rohtak and Master of Business Administration from Indira Gandhi National Open University. He also holds a Certificate of Executive General Management Programme from Indian Institute of Management Bangalore. He has an overall experience of approximately 23 years, including around 12 years in the automotive accessories industry. Mr. Puneet is currently serving as director in Convalida Technologies Private Limited and Golden Mace Private Limited. In past he was associated with V Customer Services India Private Limited, R Systems International Limited, Birlasoft India Limited, Polaris Software Labs Limited and Solidcore Techsoft Systems India Private Limited. He was appointed as Managing Director of the Company for a period of 5 years w.e.f. September 30, 2024.

**Mr. Ruppal Wadhwa (Executive Director)**

**Mr. Ruppal Wadhwa** aged 41 years, is a Promoter, Director and Chief Financial Officer of our company. He holds Degree of Bachelor of Commerce from University of Delhi. He has been associated with our company since inception i.e. May 05, 2015. He has overall experience of around 11 years in core automobile accessories of manufacturing and trading. Mr Ruppal Wadhwa is currently serving as director in Golden Mace Private Limited. He was appointed as Chief Financial Officer of the Company w.e.f. August 28, 2024.

**Mr. Vipul Vashisht (Non-Executive Director)**

**Mr. Vipul Vashisht** aged 48 Years**,** is a Non-Executive Director of our Company. He holds Bachelor of Engineering from Nagpur University, Master of Business Administration from Indira Gandhi National Open University, Master of Science from Birla Institute of Technology and Science and Doctor of Philosophy from Indira Gandhi National Open University. He has overall Experience of around 25 years. Mr. Vipul currently serving as Additional Director in Lagozon Technologies Private Limited & Director in Lagozon Edutech Private Limited. In past, he was associated with ITL Education Solutions Limited, iPolicy Networks Private Limited, Solidcore Techsoft Systems India Private Limited, Intelligence Information Systems, Polaris Consulting & Services Limited and IRT Digital Analytics Solutions Private Limited.

**Ms. Neha Sharma (Non- Executive Independent Director)**

Ms. **Neha Sharma** aged 35 years, is an independent director of our company for a period of 5 years w.e.f. May 08, 2024. She holds a Degree of Bachelor of Commerce from University of Delhi and is a qualified Company Secretary (CS), being a member of the Institute of Company Secretaries of India (ICSI). She has over 9 years of experience in corporate governance, legal compliances and secretarial functions. She is currently working as a Practising Company Secretary and was previously associated with Vista Knitberry Fashions Limited.

**Mr. Sourav (Non- Executive Independent Director)**

Mr. Sourav aged 22 years, is an Independent Director of our company for a period of 5 years w.e.f. May 08, 2024. He holds a Degree of Bachelor of Commerce from Kurukshetra University. He has approximately three years of experience with Soulguide Digital Services Private Limited, where he is presently employed. He has professional expertise in the fields of contract drafting, secretarial compliance and Corporate Governance.

## DETAILS REGARDING DIRECTORSHIPS OF OUR DIRECTORS IN LISTED COMPANIES

None of our Directors is or was, during the last five years preceding the date of this draft prospectus, a director of any listed company whose shares has been or were delisted or suspended from being traded on the stock exchanges during their tenure as a director in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange, during their tenure as a director in such company.

## 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 as on the date of filing of Draft Prospectus.

## ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

None of our Director have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

## SERVICE CONTRACTS WITH DIRECTORS

As on the date of the Draft Prospectus, our Company has not entered into any service contracts with the Directors.

## BORROWING POWERS

In term of the resolution passed at the Extra-Ordinary General Meeting of our Company held on **September 05, 2025** and pursuant to section 180(1)(c) of the Companies Act,2013 (including any statutory modification or re-enactment thereof, for the time being in force) and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors of the Company to borrow moneys whether rupee loans or foreign currency loans or other external commercial borrowings, from time to time, at their discretion together with the moneys to be borrowed/already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) either from the Company's Bankers and/or any one or more persons or Financial Institutions or from any other sources abroad, such as, Foreign Banks, Foreign Investment/Financial Institutions or Funds or other Bodies. Authorities/Entities abroad whether by way of cash credit. advance. loans or bill discounting, Issue of Non-Convertible Debentures/Fully Convertible Debentures/Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and whether unsecured or secured by mortgage. charge. hypothecation or lien or pledge on the Company's assets and properties whether movable or immovable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit) and work-in-progress of the Company on such terms and conditions as may be considered suitable by the Board of Directors up to a limit of Rs.100,00,00,000/- [Rupees Hundred Crore Only] in excess of the aggregate of the paid-up-capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose."

## CONFIRMATION

As on the date of this Draft Prospectus:

- Further, none of our directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) during the five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.
- None of our Director is declared a fugitive economic offender under section 12 of the Fugitive Economic Offender Act 2018.
- There are no arrangements or understanding 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 their senior management.

- The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of employment.
- None of the above-mentioned Directors are on the RBI List of wilful defaulters.

None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI. For further details refer chapters titled "Outstanding Litigation and Material Developments" beginning on the page 271 of this Draft Prospectus.

## CONFIRMATION IN RELATION TO RBI CIRCULAR DATED JULY 1, 2016

Neither our Company nor any of our directors have been declared as Fraudulent Borrowers by RBI in terms of the RBI circular dated July 1, 2016.

## TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS

### REMUNERATION /COMPENSATION OF MANAGING DIRECTOR

Pursuant to a resolution passed by the Board of Directors at the meeting held on August 23, 2024 and approved by the Shareholders of our Company at the AGM held on September 30, 2024. Mr. Puneet Arora was designated as the Managing Director of our Company for a period of Five (05) year with effect from September 30, 2024. The terms and conditions approved by the Board of Directors have been summarised below:

| | |
|---|---|
| **Remuneration (including Perquisites and benefits, is any)** | ₹ 3,00,000 per month |
| **Minimum Remuneration** | All perquisites and other allowances limited to remuneration as per applicable provisions of Schedule V of the Companies Act, 2013 |
| **Commission** | Nil |
| **Remuneration paid for the period from April 01, 2023 to March 31, 2024** | Nil |
| **Remuneration paid for the period from April 01, 2024 to March 31, 2025** | Rs 36,00,000/- |

### TERMS OF APPOINTMENT AND REMUNERATION OF OUR EXECUTIVE DIRECTOR

Mr. Ruppal Wadhwa was associated as Executive Director since the inception of the Company. Further he was also appointed as the Chief Financial w.e.f August 28, 2024. The terms and conditions approved by the Board of Directors have been summarised below:

| | |
|---|---|
| **Remuneration (including Perquisites and benefits, is any)** | ₹ 3,00,000 per month |
| **Minimum Remuneration** | All perquisites and other allowances limited to remuneration as per applicable provisions of Schedule V of the Companies Act, 2013 |
| **Commission** | Nil |

| | |
|---|---|
| **Remuneration paid for the period from April 01, 2023 to March 31, 2024** | Nil |
| **Remuneration paid for the period from April 01, 2024 to March 31, 2025** | Rs 36,00,000/- |

**Sitting fees to Non-Executive Director and Non-Executive Independent Directors**

Non-Executive Non-Independent Directors and Independent Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

*Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.*

## REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS FROM OUR SUBSIDIARIES OR ASSOCIATE COMPANY

Our Company has one wholly owned subsidiary, Golden Mace Private Limited. However, our directors do not receive any remuneration from the said subsidiary company.

## CONTINGENT AND/OR DEFERRED COMPENSATION PAYABLE TO OUR DIRECTORS:

Except as disclosed under "***Our Management – Terms of appointment of our Executive Director***" on page 191 there are no contingent or deferred compensation payable to our Executive Director that does not form part of his remuneration.

## BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

Our Company does not have any bonus or profit-sharing plan for the Directors.

## SHAREHOLDING OF OUR DIRECTORS

Our Articles of Association do not require our directors to hold any qualification shares.

The table below sets forth details of Equity Shares held by the Directors, as on date of filing of this Draft Prospectus:

| Sr. No. | Name of the Director | Number of Equity Shares | Percentage of the pre-offer paid up Share Capital | Percentage of the post-offer paid up Share Capital |
|---|---|---|---|---|
| 1. | Ruppal Wadhwa | 46,33,832 | 46.55% | 34.29% |
| 2. | Puneet Arora | 46,33,798 | 46.55% | 34.28% |
| **Total** | | **92,67,630** | **93.10%** | **68.57%** |

## INTEREST OF DIRECTORS

Our directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company for attending meetings of our Board or committees thereof.

Our directors may be interested to the extent of Equity Shares, if any, held by them, or held by the entities in which they are associated as partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees and any dividend and other distributions payable in respect of such Equity Shares.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a director, or otherwise for services rendered by him or by such firm or company, in connection with the promotion or formation of our Company.

Our Executive Director is interested to the extent of remuneration payable to him pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an Officer or employee of the Company.

## INTEREST IN PROPERTY

None of our Directors are interested in any property acquired or proposed to be acquired by our Company.

## INTEREST IN PROMOTION OR FORMATION OF OUR COMPANY

Mr. Puneet Arora, Managing Director and Mr. Ruppal Wadhwa, Director and Chief Financial Officer are the Promoters of our Company. None of our other Directors and Key Managerial Personnel are interested in the promotion or formation of our Company. For further details regarding our Promoter, see "***Our Promoters*** "on page 205.

## BUSINESS INTEREST

Except as stated in the sections titled "***Restated Consolidated Financial Statements – Annexure 40 – Related Party Transactions***" on page 248, our Directors do not have any other business interest in our Company.

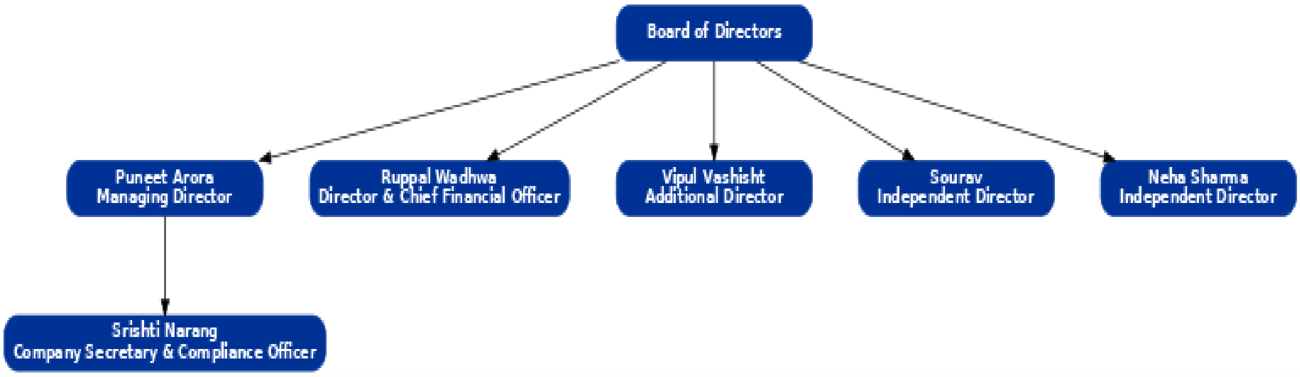
## CHANGES IN OUR BOARD DURING THE LAST THREE YEARS

The changes in our Board of our Company during the last three years till the date of this Draft Prospectus are set forth below.

| Name of Director | Date of appointment | Date of Cessation | Nature of Event | Reason |
|---|---|---|---|---|
| Ms. Neha Sharma | May 08, 2024 | - | Appointed as Non-Executive Independent Director | To comply with the provisions of law |
| Mr. Sourav | May 08, 2024 | - | Appointed as Non-Executive Independent Director | To comply with the provisions of law |
| Mr. Puneet Arora | September 30, 2024 | - | Appointed as Managing Director of the Company | To comply with the provisions of law |
| Vipul Vashisht | September 05, 2025 | - | Appointed as Additional Director (Non-Executive Director) | To comply with the provisions of law |

## MANAGEMENT ORGANIZATION STRUCTURE

**The following chart depicts our Management Organization Structure:**




## CORPORATE GOVERNANCE

As on the date of this Draft Prospectus, we have 5 directors on our Board, comprising of 1 Managing Director, 1 Executive Director, 1 Non-Executive Director and 2 Non-Executive Independent Director. The present composition of our Board of Directors and its committees are in accordance with the Companies Act, 2013, and SEBI Listing Regulations.

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 and the SEBI Listing Regulations in relation to the composition of our Board and constitution of committees thereof. Our Company undertakes to take all necessary steps to continue to comply with all applicable requirements of the SEBI Listing Regulations and the Companies Act.

## BOARD COMMITTEES

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

a. Audit Committee;
b. Nomination and Remuneration Committee;
c. Stakeholders Relationship Committee; and

Details of each of these committees are as follows:

### Audit Committee

The Audit Committee was constituted pursuant to a meeting of our Board of Directors held on September 05, 2025. As on the date of this Draft Prospectus the audit committee comprises of:

| Name | Designation | Title |
|---|---|---|
| Mr. Sourav | Chairperson | Non-Executive - Independent Director |
| Mrs. Neha Sharma | Member | Non-Executive - Independent Director |
| Mr. Puneet Arora | Member | Executive Director |

The Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The Audit Committee shall have following powers:

a. To investigate any activity within its terms of reference.
b. To seek information from any employee.
c. To obtain outside legal or other professional advice, and

d. To secure attendance of outsiders with relevant expertise if it considers necessary

The Audit Committee shall mandatorily review the following information:

a) Management discussion and analysis of financial condition and results of operations;
b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
d) Internal audit reports relating to internal control weaknesses; and
e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee
f) statement of deviations:
    i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall be incorporated in the minutes of the Board Meeting and the same shall be communicated to the shareholders. The Chairperson of the Audit committee shall attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee shall include but not be limited to:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
2. Recommending to the Board, the appointment, remuneration and terms of appointment of auditors of the listed entity
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b) Changes, if any, in accounting policies and practices and reasons for the same;
    c) Major accounting entries involving estimates based on the exercise of judgment by management;
    d) Significant adjustments made in the financial statements arising out of audit findings;
    e) Compliance with listing and other legal requirements relating to financial statements;
    f) Disclosure of any related party transactions;
    g) Modified opinion(s) in the draft audit report
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ Prospectus/ Draft 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;
7. Review and monitor the auditor's independence, performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary
11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
20. 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;
21. To investigate any other matters referred to by the Board of Directors;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

Explanation (i): The term “related party transactions” shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India

**Meeting or Audit Committee and relevant Quorum**

The audit committee shall meet in accordance with the provisions of Companies Act, 2013. The quorum shall be either two members or one third of the members of the Audit Committee whichever is greater, but there shall be a minimum of two Independent Directors present.

## Nomination and Remuneration Committee:

The Nomination and Remuneration committee was constituted pursuant to a meeting held by the Board of Directors on September 05, 2025. As on the date of this draft prospectus the Nomination and Remuneration committee shall comprises of

| Name | Designation | Title |
|---|---|---|
| Mr. Sourav | Chairperson | Non-Executive - Independent Director |
| Mrs. Neha Sharma | Member | Non-Executive - Independent Director |
| Mr. Vipul Vashisht | Member | Non-Executive - Non-Independent Director |

The Compliance Officer act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
B. Meetings: As required by section 178 of Companies Act 2013, the Nomination and Remuneration Committee shall meet at least once in a year. The quorum of the meeting shall be either two members

or one third of the members of the committee whichever is greater, including one independent director in attendance

C. Role of the Nomination and Remuneration Committee, not limited to but includes:
   1. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.
   2. Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal
   3. Formulation of criteria for evaluation of performance of independent directors and Board of Directors
   4. Devising a policy on diversity of board of directors
   5. Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
   6. Decide the. salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
   7. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
   8. Decide the amount of Commission payable to the Whole time Directors.
   9. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
   10. To formulate and administer the Employee Stock Option Scheme.

## Stakeholders’ Relationship Committee

The Stakeholders’ Relationship Committee was constituted pursuant to a meeting of our Board of Director held on September 05, 2025. As on the date of this draft prospectus the Stakeholders Relationship Committee shall consist of:

| Name | Designation | Title |
|---|---|---|
| Mr. Sourav | Chairperson | Non- Executive Independent Director |
| Mrs. Neha Sharma | Member | Non-Executive Independent Director |
| Mr. Vipul Vashisht | Member | Non-Executive -Non-Independent Director |

Any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of this committee.

The Compliance officer of the Company shall act as a Secretary to the Stakeholder’s Relationship Committee.

The scope and function of the Stakeholder’s Relationship Committee and its terms of reference shall include the following:

A. Tenure: The Stakeholder’s Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder’s Relationship Committee as approved by the Board.
B. Meetings: As required, the Stakeholder Relationship Committee shall meet at least once in a year. The quorum of the meeting shall be either two members or one third of the members of the committee whichever is greater. The Chairperson of the committee shall be present at the annual general meeting to answer queries of security holders.
C. Role of the Stakeholder’s Relationship Committee

The Committee shall consider and resolve grievances of security holders, including but not limited to:

1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
3. Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
4. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
5. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
6. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.
8. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

## KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

In addition to Mr. Puneet Arora, the Managing Director of our Company, whose details are provided in "Our Management-Brief biographies of our directors" on page 191, the details of our other Key Managerial Personnel as on the date of this Draft Prospectus are as set forth below:

| Name | Designation | Qualification | Term | Age | Year of Joining | Remuneration Paid for F.Y. ended on March 31, 2025 | Overall Experience | Previous Employment |
|---|---|---|---|---|---|---|---|---|
| Ruppal Wadhwa | Chief Financial Officer | Bachelor of Commerce | NA | 41 | Appointed as C.F.O. w.e.f. August 28, 2024 | Nil | 11 Years | No prior employment in any other company |
| Srishti Narang | Company Secretary and Compliance Officer | Company Secretary | NA | 34 | Appointed as Company Secretary and Compliance Officer w.e.f. September 15, 2025 | Nil | 7 years | Alstrong Enterprises India Pvt. Ltd. |

## BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Other than Mr. Puneet Arora, Managing Director and Mr. Ruppal Wadhwa, Director and Chief Financial Officer whose brief details are provided herein above, the details of our Key Managerial Personnel, as on the date of this Draft Prospectus are set forth below.

**Srishti Narang** is the Company Secretary and Compliance Officer of our Company. She was appointed as Company Secretary of the Company from September 15, 2025. She has completed the degree of Company Secretary from The Institute of Company Secretaries of India (ICSI), in the year 2016. She is an Associate Member of the Institute of Company Secretaries of India since 2016.

Prior to her current role, she was associated with Chrysalis Trading Private Limited and Alstrong Enterprises India Private Limited where she oversaw compliance for the company and its Board of Directors, implemented corporate governance policies, and managed capital raising initiatives such as rights issues, preferential issues, and private placements. Additionally, she handled key responsibilities including the preparation of board and committee meeting minutes, share transfer and transmission, and liaising with legal advisors and external stakeholders.

## ARRANGEMENTS OR UNDERSTANDING WITH MAJOR SHAREHOLDER, CUSTOMER SUPPLIERS OR OTHERS

None of our Key Managerial Personnel have any arrangement or understanding with our major Shareholders, customers, suppliers or others. For details, please see ***"History and Certain Corporate Matters"*** on page 185.

## CHANGES IN KEY MANAGERIAL PERSONNEL DURING THE LAST THREE YEARS

The changes in our Key Managerial Personnel during the last three years till the date of this Draft Prospectus are set forth below.

| Name of KMP | Date of Event | Nature of Event | Reason |
|---|---|---|---|
| Puneet Arora (Managing Director) | September 30, 2024 | Appointed as Managing Director of the Company | To comply with the provisions of law |
| Ruppal Wadhwa (Chief Financial officer) | August 28, 2024 | Appointed as Chief Financial Officer of the Company | To comply with the provisions of law |
| Devendar Agarwal (Company Secretary and Compliance Officer) | August 28, 2024 | Appointed as the Company Secretary of the Company | To comply with the provisions of law |
| Devendar Agarwal | September 05, 2025 | Resignation from the post of the Company Secretary and Compliance Officer | Resigned due to personal reasons |
| Srishti Narang | September 15, 2025 | Appointment as the Company Secretary and Compliance Officer of the Company | To comply with the provisions of law |

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.

## SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL

None of the Key Managerial Personnel has entered into any service contract with our Company that provides for benefits upon termination of employment.

## INTEREST OF KEY MANAGERIAL PERSONNEL

Except as disclosed in this Draft Prospectus, the Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

## RELATIONSHIP AMONGST KEY MANAGERIAL PERSONNEL

Except as disclosed in the "***Our Management* - Relationship between Directors and Key Managerial Personnel,** none of our Key Managerial Personnel are related to each other.

## PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

No amount or benefit, other than remuneration in the ordinary course of employment, has been paid or given to any officer of our Company, including the Key Managerial Personnel, during the two years preceding the date of filing of this Draft Prospectus, nor is any such payment or benefit proposed.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR KEY MANAGERIAL PERSONNEL

There is no contingent or deferred compensation payable to any of our Key Managerial Personnel.

## BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

There is no bonus or profit-sharing plan for the Key Managerial Personnel.

## SHAREHOLDING OF KEY MANAGERIAL PERSONNEL

Except Puneet Arora and Ruppal Wadhwa, Managing Director, none of our Key Managerial Personnel hold Equity Shares in our Company as on the date of this Draft Prospectus.

| Sr. No. | Name of the Shareholder | Number of Equity Shares | Percentage of pre- offer equity share capital |
|---|---|---|---|
| 1. | Puneet Arora | 46,33,798 | 46.55% |
| 2. | Ruppal Wadhwa | 46,33,832 | 46.55% |
| **Total** | | **92,67,630** | **93.10%** |

## LOAN GIVEN KEY MANAGERIAL PERSONNEL

No loans and advances have been given to the Key Managerial Personnel as on the date of this Draft Prospectus.

## EMPLOYEE STOCK OPTIONS AND STOCK PURCHASE SCHEMES

As on date of this Draft Prospectus, our Company does not have any Employee Stock Options and other Equity-Based Employee Benefit Schemes.

# OUR PROMOTERS AND PROMOTER GROUP

## OUR PROMOTERS

Mr. Puneet Arora and Mr. Ruppal Wadhwa are the Promoters of our Company. As on the date of this Draft Prospectus, our Promoters' shareholding in our Company is as follows:

| Sr. No. | Name of the Shareholders | Number of Equity Shares Held | % of Pre-Issue issued, subscribed and paid-up Equity Share capital* |
|---|---|---|---|
| 1. | Ruppal Wadhwa | 46,33,832 | 46.55% |
| 2. | Puneet Arora | 46,33,798 | 46.55% |
| **Total** | | **92,67,630** | **93.09%** |

**Rounded-off to the closest decimal*

For details of the build-up of the Promoters' shareholding in our Company, see "***Capital Structure – Details of Shareholding of our Promoters, members of the Promoter Group in our Company***", on page 81.

## Details of our Promoters are as follows:

**Puneet Arora**

Puneet Arora born on October 07, 1980, aged 44 years, is the founder and promoter of our Company. He is acting as Managing Director of our Company. He holds degree of Bachelor of Engineering (Computer Science and Engineering) from Maharshi Dayanand University, Rohtak and Master of Business Administration (Operations Management) from Indira Gandhi National Open University. He resides at House No-A-73, Ground Floor, Malviya Nagar, Near Market, Malviya Nagar, South Delhi, Delhi-110017. The Permanent Account Number of Puneet Arora is AFUPA6798Q

For the complete profile of Puneet Arora, along with details of his date of birth, residential address, educational qualifications, business experience, positions/ posts held in the past and other directorships, special achievements, business and other activities, see "***Our Management***" on page 191.

**Ruppal Wadhwa**

Ruppal Wadhwa, born on August 3, 1984, aged 41 years, is the founder and promoter of our Company. He is acting as Director and Chief Financial Officer of our Company. He holds Degree of Bachelor of Commerce from University of Delhi. He resides at A-289, First Floor, Behind Reliance Mall, Vikas Puri, West Delhi, Delhi-110018. The permanent Account Number of Ruppal Wadhwa is AAVPW2718A.

For the complete profile of Ruppal Wadhwa, along with details of her date of birth, residential address, educational qualifications, business experience, positions/ posts held in the past and other directorships, special achievements, business and other activities, see "***Our Management***" on page 191.

## DECLARATION BY OUR PROMOTER

Our Company confirms that the Permanent Account Number, Bank Account Number, Passport Number, Aadhaar Card Number and Driving License Number of our Individual Promoters shall be submitted to the Stock Exchange at the time of filing of this Draft Prospectus.

## CHANGES IN CONTROL OF OUR COMPANY

All our Promoters are the original promoters of our Company, except Mrs. Chavi Wadhwa, who was a subscriber to the Memorandum of Association (MOA). However, pursuant to the transfer of her shares on December 27, 2019, her status was changed to that of a non-promoter. Accordingly, as on the date of this Draft Prospectus, our Company has two (2) Promoters only. For more information, please refer chapter titled "Our History and other corporate matter" and "Capital Structure – Buildup of equity share holding of the promoters in our Company" on page 185 and 81 respectively.

## INTEREST OF OUR PROMOTERS

(a) Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) their shareholding in our Company; (iii) the dividends payable thereon; and (iv) any other distributions in respect of their shareholding in our Company.

Additionally, our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) in which our Promoters are partners or directors; or (iii) which are controlled by our Promoters. For further details of interest of our Promoters in our Company, see *"Financial Statements- Restated Consolidated Financial Statements –Note 40 – Statement of Related Party Transactions"* on page 248.

(b) Further, Mr. Puneet Arora and Mr. Ruppal Wadhwa are also interested in our Company in the capacity of our Managing Director and Executive Director respectively and may be deemed to be interested in the remuneration payable to them and the reimbursement of expenses incurred by them in the said capacity. For further details, see "Our Management" on page 191 For further details of interest of our Promoters in our Company, see "Financial Statements- Restated Consolidated Financial Statements – Notes to Restated Consolidated Financial Statements – Statement of Related Party Transactions" on page 216.

(c) Except as disclosed in "Financial Statements" and "Financial Indebtedness" on page 216 and 252, respectively in this Draft Prospectus, our Promoters and members of our Promoter Group have (i) not extended any personal guarantees and (ii) have not provided their personal properties, for securing the repayment of the bank loans obtained by our Company.

(d) Except for the interest held by our Promoters in the entities disclosed under "- Other ventures of our Promoter", our Promoters do not have any interest in any venture that is involved in activities similar to those conducted by our Company.

(e) No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a director or Promoters or otherwise for services rendered by the Promoters, or by such firm or company, in connection with the promotion or formation of our Company.

## INTEREST IN THE PROPERTIES OF OUR COMPANY

Our Promoters and members of Promoter Group do not have any interest in any property acquired by or proposed to be acquired by our Company during a period of three years prior to filing of the Draft Prospectus.

## INTEREST AS MEMBERS OF OUR COMPANY

Our Promoters are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled "Capital Structure" beginning on page 81 of this Draft Prospectus.

No sum has been paid or agreed to be paid to our Promoters and they are not interested as members of any firm or any company and hence no sum has been paid or agreed to be paid to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

## OTHER INTEREST

Our Promoters are not interested in any transaction for acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

## PAYMENT OF BENEFITS TO PROMOTERS AND PROMOTER GROUP

Except as stated in the Note 40 "Related Party Transactions" in Restated Consolidated Financial Statements on page 248 there has been no payment of benefits to our Promoters during the two years preceding the filing of this Draft Prospectus.

## GUARANTEES

Except as stated in the section titled "Restated Consolidated Financial Statements" beginning on page 216 of this Draft Prospectus, respectively, 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.

## COMPANIES OR FIRMS WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS:

Our Promoters have not disassociated themselves from any Company, Firm or entities during the last three year preceding the date of this Draft Prospectus.

## OTHER VENTURES OF PROMOTERS

Save and except as disclosed in this section titled "Our Promoter and Promoter Group", there are no ventures promoted by our promoters in which they have any business interest or any other interest as on the date.

Our Promoters are involved in other ventures and business activities in different capacities as listed below:

**Puneet Arora**

| S. No | Name of the Entity | Status | Nature of interest/position |
|---|---|---|---|
| 01. | Convalida Technologies Private Limited | Company | Shareholder and Director |
| 02. | Golden Mace Private Limited | Company | Nominee shareholder and Director |
| 03. | Convalida Technologies LLC-USA | Company | Shareholder |
| | Golden Mace Trading INC | Company | Director and Shareholder |

| | | | |
|---|---|---|---|
| | Ace Infinity Ventures | Partnership Firm | Partners |

**Ruppal Wadhwa**

| S. No | Name of the Entity | Status | Nature of interest/position |
|---|---|---|---|
| 01. | Golden Mace Private Limited | Company | Nominee Shareholder and Director |

Except as stated above and except as disclosed in "– *Promoter Group*" below and in "*Our Management*" on pages 205 and 191, our Promoters are not involved in any other ventures.

## LITIGATION INVOLVING OUR PROMOTERS

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled "Outstanding Litigation and Material Development" beginning on page no. 271 of this Draft Prospectus.

## PROMOTER'S EXPERIENCE IN THE BUSINESS OF OUR COMPANY

Our Promoters have adequate experience in the line of business of our company. For details in relation to experience of promoters in the business of our Company, please refer to the chapter titled "Our Management" on page 191.

## OTHER CONFIRMATIONS

- Our Promoters are not Wilful Defaulters or a Fraudulent Borrowers.
- Our Promoters are not Fugitive Economic Offenders.
- Our Promoters and members of the Promoter Group have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.
- Our Promoters are not, and have not been in the past, promoters or directors of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.
- None of our promoters has been refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them.

## INFORMATION OF OUR GROUP COMPANIES

For details related to our group companies please refer "Our Group Entities" on page no. 212 of this Draft Prospectus.

## PROMOTER GROUP

Persons constituting the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations except the Promoters are set out below:

*Natural persons forming part of our Promoter Group (other than our Promoter):*

| Sr. No. | Name of the Individuals | Relationships |
|---|---|---|
| **1.** | **Puneet Arora** | |
| 1. | Mr. Narinder Kumar Arora | Father |
| 2. | Rekha Arora | Mother |
| 3. | Ritu Punhani | Sister |
| 4. | Shally Arora | Spouse |
| 5. | Vanshaj Arora | Son |
| 6. | Prisha Arora | Daughter |
| 7. | Late. Vijay Raj Arora | Spouse's Father |
| 8. | Kiran Arora | Spouse's Mother |
| 9. | Shivank Arora | Spouse's Brother |
| 10. | Chavi Wadhwa | Spouse's Sister |
| **2.** | **Ruppal Wadhwa** | |
| 1. | Naresh Kumar Wadhwa | Father |
| 2. | Usha Wadhwa | Mother |
| 3. | Achla Jasuja,<br>Veenu Khurana,<br>Nandini Pahwa | Sisters |
| 4. | Chavi wadhwa | Spouse |
| 5. | Bhavik Wadhwa | Son |
| 6. | Yaashvi Wadhwa | Daughter |
| 7. | Late. Vijay Raj Arora | Spouse's Father |
| 8. | Kiran Arora | Spouse's Mother |
| 9. | Shivank Arora | Spouse's Brother |
| 10. | Shally Arora | Spouse's Sister |

## COMPANIES, PARTNERSHIP AND PROPRIETORSHIP FIRMS FORMING PART OF OUR PROMOTER GROUP ARE AS FOLLOWS:

| Particulars | Entity |
|---|---|
| Anybody 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 HUF in which the promoters or any one or more of his immediate relatives is a member. | 01. Convalida Technologies Private Limited<br>02. Convalida Technologies LLC-USA<br>03. Golden Mace Trading INC- Canada<br>04. Convalida Technologies INC- Canada |
| Any company in which a company (mentioned above) holds 20% of the total holding | NA |
| Any HUF or firm in which the aggregate share of the promoters and his relatives is equal to or more than 20% of the total holding | 01. Ace Infinity Ventures<br>02. Anant Shashi Plastic & Engineering Company |

## DECLARATIONS

- None of the entities in the Promoter Group Companies is restrained by any SEBI Order or have ever become defunct.
- None of the entities in the Promoter Group Companies is listed at any Stock Exchange nor have such entities made any public issue or right issue in the preceding three years.
- None of the entities in the Promoter Group Companies has become a sick company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up or liquidation.

## LITIGATIONS

For details on litigations and disputes pending against our Promoter Group and Group Companies please refer to the section titled "Outstanding Litigations and Material Developments" on page 271 of the Draft Prospectus.

***Remainder of this page is left blank intentionally***

## RELATED PARTY TRANSACTIONS

Except as disclosed in the "Summary of offer documents - Related Party Transactions" beginning on page 248 of this Draft Prospectus, our Company has not entered into any related party transactions with our Promoters.

***Remainder of this page is left blank intentionally***

## OUR GROUP COMPANIES / ENTITIES

As per the SEBI ICDR Regulations, group companies of a company include such companies (other than promoter(s) and subsidiary(ies) of such company) (i) with which there are related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards; and (ii) other companies considered material by the board of directors of the relevant issuer company.

Accordingly, for (i) above such companies with which there were related party transactions during the period as covered by the Restated Consolidated Financial Information, as covered under the relevant accounting standards and with respect to point (ii) above, for the purposes of disclosure in this Draft Prospectus, a company is considered "material" and disclosed as a group company, if it is a member of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, with which our Company has entered into one or more transactions during the last completed Financial Year, which individually or cumulatively in value exceeds 5% of the revenue from operations of our Company for the last completed Financial Year as per the Restated Consolidated Financial Information.

Based on the above, our Company does not have any group company as on the date of this Draft Prospectus.

***Remainder of this page is left blank intentionally***

## 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.

Our Company has not paid/ declared any dividend in last three years from date of this Draft Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

***Remainder of this page is left blank intentionally***

## OUR WHOLLY OWNED SUBSIDIARY

As on the date of this Draft Prospectus, our Company has one (1) Wholly Owned Subsidiary Company, namely, *Golden Mace Private Limited*. Set out below are details of our wholly owned Subsidiary Company:

### 1. Corporate Information

Golden Mace Private Limited (GMPL) was incorporated as a private company under the Companies Act, 2013, pursuant to a certificate of incorporation dated August 24, 2016, issued by the RoC, Delhi. The company's Corporate Identification Number (CIN) is U51909DL2016PTC304912. Its registered office is located at K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi- 110041.

In FY 2024, Autofurnish Limited acquired 51% of the equity shareholding of Golden Mace Private Limited ("GMPL"), thereby making GMPL a subsidiary of our Company. Subsequently, pursuant to a share swap agreement dated March 15, 2025, executed among Autofurnish Limited, Golden Mace Private Limited, Mr. Puneet Arora, and Mr. Ruppal Wadhwa, and following the transfer of 100% of its shareholding in favour of Autofurnish Limited, GMPL became a wholly owned subsidiary of Autofurnish Limited. Consequently, GMPL is classified as a deemed public company under Section 2(71) of the Companies Act, 2013.

### 2. Nature of Business

The main objects of GMPL, as contained in our Memorandum of Association, are as set forth below:

1. To carry on the business in India and/or abroad as manufacturers, processors, designers, shapers, fitters, fabricators, converters, importers, exporters, factors, agents, buyers sellers, distributors, stockists of and dealers in automobile accessories, parts, ancillaries, components, stamping and pressing packaging or otherwise in any metallic or non-metallic materials, electrical, electronic and mechanical machineries and parts thereof.
2. To take over the existing Partnership firm carried on under the name and style of Golden Mace with all its assets, liabilities, business rights, vendor codes, quota rights, quota allotments, licenses, registrations on such terms and conditions as may be mutually agreed upon.

### 3. Capital Structure

Following is the capital structure of GMPL as on the date of this Draft Prospectus:

*(Rs. in Lakh)*

| Particulars | Aggregate Nominal Value |
|---|---|
| Authorized Share Capital | 1.00 |
| Issued, subscribed and paid-up capital | 1.00 |

### 4. Shareholding Pattern

Following is the shareholding pattern of GMPL as on the date of this Draft Prospectus:

| S. No. | Name | No. of Shares | Percentage |
|---|---|---|---|
| 1. | Autofurnish Limited | 10,000 | 100.00 |
| **TOTAL** | | **10,000** | **100.00** |

*Note: Ruppal Wadhwa and Puneet Arora are holding one (1) equity share each in their name as a nominee shareholder of Autofurnish Limited.*

### 5. Board of Directors

Following are the Directors of GMPL as on the date of this Draft Prospectus:

| S. No. | Name | DIN | Designation |
|---|---|---|---|
| 1. | Puneet Arora | 05175455 | Director |
| 2. | Ruppal Wadhwa | 07120919 | Director |

**6. Financial Performance**

The brief financial details of GMPL derived from its audited financial statements for FY 2024-25, FY 2023-24 and FY 2022-23 is set forth below:

*(Rs. in Lakh, except per share data)*

| Audited Financial Information | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|
| Equity Share Capital | 1.00 | 1.00 | 1.00 |
| Reserves & Surplus | 73.82 | 23.37 | 0.88 |
| Net Worth | 74.82 | 24.37 | 1.88 |
| Revenue from Operations | 151.64 | 54.31 | 1.51 |
| Profit / (Loss) after tax | 49.87 | 4.92 | 0.05 |
| Basic & Diluted Earnings per share | 498.69 | 49 | 0.00 |

**<u>Other Confirmations</u>**

**1. Accumulated profits or losses**

As on the date of this Draft Prospectus, there are no accumulated profits or losses of GMPL which have not been accounted for by our Company.

**2. Listing**

The equity shares of GMPL are not listed on any Stock Exchange. None of the securities of GMPL have been refused listing by any stock exchange in India or abroad or failed to meet the listing requirements of any stock exchange in India or abroad.

**3. Business Interest**

GMPL do not have any business or other interest in our Company other than as stated in "*Our Business*", and transactions disclosed in "*Restated Consolidated Financial Statements – Annexure 40 – Related Party Disclosures*", on page 248 and  respectively of this Draft Prospectus.

**4. Common Pursuits**

As on the date of this Draft Prospectus, GMPL has common pursuits with our Company and is authorized to engage in similar business to that of our Company.

***Remainder of this page has been left blank intentionally***

# SECTION VI – FINANCIAL INFORMATION

## Independent Auditors' Report on the Restated Consolidated Financial Statements

To
The Board of Directors,
**M/s Autofurnish Limited**
**(formerly known as Autofurnish Trading Limited)**
K-55, Udyog Nagar, Peeragarhi,
Nangloi, West Delhi
New Delhi, 110041

Dear Sirs,

1. We, **NYS & Company**. ("we", "us" or "NYS & Co.") have examined the attached Restated Consolidated Statements of Assets & Liabilities Autofurnish Limited (hereinafter referred to as "**the Company**") and its subsidiaries (the company, its subsidiaries referred to as "**Group**"), as at March 31, 2025, March 31, 2024, March 31, 2023, Restated Consolidated Statement of Profit and Loss and Restated Consolidated Statement of Cash Flows for the financial year ended on March 31, 2025, March 31, 2024, March 31, 2023 (collectively referred to as the "**Consolidated Restated Summary Statements**" or "**Consolidated Restated Financial Statements**") annexed to this report and initialled by us for identification purposes. These Consolidated Restated Financial Statements have been prepared by the management of the Company and approved by the board of directors at their meeting held on September 25, 2025, for the proposed Initial Public Offering ("**SME IPO**") of Equity Shares on Emerge Platform of Bombay Stock Exchange ("**BSE SME**") of the Company.

2. The Restated Consolidated Financial Statements have been prepared in accordance with the requirements of:

   - section 26 of the Companies Act, 2013 (herein after referred to as "**the Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014 as amended from time to time;
   - The Securities and Exchange Board of India ["**SEBI**"] (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") and related amendments / clarifications from time to time issued by the SEBI
   - The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

3. The Company's Board of Directors is responsible for the preparation of the Restated Consolidate Financial Statements for the purpose of inclusion in the Draft Prospectus / Prospectus to be filed with Securities and Exchange Board of India, Emerge Platform of Bombay Stock Exchange and Registrar of Companies in connection with the proposed SME IPO. The Restated Consolidated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Note No. 1 to the Restated Financial Statements. The respective Board of Directors of the companies responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statement. The respective Board of Directors are also responsible for identifying and ensuring that the company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Consolidated Financial Statements taking into consideration:
   - The terms of reference to our engagement letter with the Company requesting us to carry out the assignment, in connection with the proposed IPO of Equity Shares on Emerge Platform of Bombay Stock Exchange ("IPO" or "SME IPO"); and
   - The Guidance Note also requires that we comply with ethical requirements of the Code of ethics issued by ICAI;

- Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information;
- the requirement of Section 26 of the Act, and the SEBI ICDR Regulations.
- Our work was performed solely to assist you in meeting your responsibility in relation to your compliance with the Act, SEBI ICDR and the Guidance Note in connection with the issue.

5. We did not audit the Financial Statements of the Wholly Owned Subsidiary Company for the year ended on at March 31, 2025, March 31, 2024, and March 31, 2023, whose share of profit/(losses) included in the Restated Consolidated Financial Statements for the relevant years is tabulated below which have been audited by other auditor for Golden Mace Private Limited (Wholly Owned Subsidiary Company) and have been certified by management of the Company and in our opinion on the Restated Consolidated Financial Statements in so far as it related to amounts and disclosures included in respect of Wholly Owned Subsidiary Company is based on the report of such other auditor/ management certified financials.

**(Rs. in Lakhs)**

| **Particulars** | **For the year ended 31st March, 2025** | **For the year ended 31st March, 2024** | **For the year ended 31st March, 2023** |
|---|---|---|---|
| Profit after tax* | 345.76 | 160.44 | 15.78 |

*The above figures reflects the consolidated group's share of profits/(losses).

6. The Restated Consolidated Summary Statements in relation to an Wholly Owned Subsidiary Company, Golden Mace Private Limited, was examined by us, whose reports have been received and included in the Restated Consolidated Summary Statements and it is also confirmed that the restated financial information of such Wholly Owned Subsidiary Company:

    - have been made after incorporating adjustments for changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the respective financial periods to reflect the same accounting treatment as per the accounting policies and groupings/classifications as at March 31, 2025;
    - does not contain any qualifications requiring adjustments; and
    - have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note;

7. Based on our examination and according to the information and explanations given to us we report that the Restated Consolidated Financial Information:
    - have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the financial years ended March 31, 2025, March 31, 2024, March 31, 2023;
    - have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
    - an extra-ordinary item that needs to be disclosed separately in the accounts and have been disclosed accordingly.
    - There are no qualification in the Special Purpose Audit Report which required any adjustments.

8. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:

    - The "**Restated Consolidated Statement of Asset And Liabilities**" of the Company for the financial year ended on March 31, 2025, March 31, 2024, and March 31, 2023 examined by us, as set out in **Annexure 1** to this report read with **Significant Accounting Policies** in **Note No. 1** has been arrived at after making such adjustments and regroupings to the consolidated financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the Restated Consolidated Summary Statements to this report.

- The "**Restated Consolidated Statement of Profit and Loss**" of the Company for the financial year ended on at March 31, 2025, March 31, 2024 and March 31, 2023 examined by us, as set out in **Annexure 2** to this report read with **Significant Accounting Policies** in **Note No. 1** has been arrived at after making such adjustments and regroupings to the consolidated financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the Restated Consolidated Summary Statements to this report.
- The "**Restated Consolidated Statement of Cash Flows**" of the Company for the financial period/year ended on at March 31, 2025, March 31, 2024 and March 31, 2023 examined by us, as set out in **Annexure 3** to this report read with **Significant Accounting Policies** in **Note No. 1** has been arrived at after making such adjustments and regroupings to the consolidated financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the Restated Consolidated Summary Statements to this report.

9. The Restated Consolidated Financial Statements of the Company have been compiled by the management from the consolidated financial statements of the Company for the financial year ended on March 31, 2025, March 31, 2024 and March 31, 2023.
10. We have also examined the following other financial information relating to the Company prepared by the management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial year ended on at March 31, 2025, March 31, 2024 and March 31, 2023 proposed to be included in the Draft Prospectus / Prospectus ("**Offer Document**").

11. Annexures to the Restated Consolidated Financial Statements of the Company:

| Particulars | Annexures |
|---|---|
| Restated Consolidated Statement of Assets and Liabilities | 1 |
| Restated Consolidated Statement of Profit & Loss | 2 |
| Restated Consolidated Statement of Cash Flows | 3 |
| Statement Of Capitalisation | 4 |
| Statement of Restatement Adjustments to Audited Consolidated Financial Statements | 5 |
| Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statement | Note No. 1 |
| Restated Consolidated Statement of Share Capital | Note No. 2 |
| Restated Consolidated Statement of Reserves and Surplus | Note No. 3 |
| Restated Consolidated Statement of Long Term Borrowings | Note No. 4 |
| Restated Consolidated Statement of Non Current Provisions | Note No. 5 |
| Restated Consolidated Statement of Short Term Borrowings | Note No. 6 |
| Restated Consolidated Statement of Trade Payables | Note No. 7 |
| Restated Consolidated Statement of Other Current Liabilities | Note No. 8 |
| Restated Consolidated Statement of Current Provisions | Note No. 9 |
| Restated Consolidated Statement of Current Tax Liabilities | Note No. 10 |
| Restated Consolidated Statement of Property, Plants and Equipment & Intangible Assets | Note No. 11 |
| Restated Consolidated Statement of Non Current Investments | Note No. 12 |
| Restated Consolidated Statement of Long Term Loans and Advances | Note No. 13 |
| Restated Consolidated Statement of Deferred Tax Assets/Liabilities | Note No. 14 |
| Restated Consolidated Statement of Inventory | Note No. 15 |
| Restated Consolidated Statement of Trade Receivables | Note No. 16 |
| Restated Consolidated Statement of Cash and Bank Balance | Note No. 17 |
| Restated Consolidated Statement of Short Term Loans and Advances | Note No. 18 |
| Restated Consolidated Statement of Other Current Assets | Note No. 19 |
| Restated Consolidated Statement of Revenue from Operations | Note No. 20 |
| Restated Consolidated Statement of Other Income | Note No. 21 |

| Particulars | Annexures |
|---|---|
| Restated Consolidated Statement of Cost of Material consumed | Note No. 22 |
| Restated Consolidated Statement of Purchase of Stock in Trade | Note No. 23 |
| Restated Consolidated Statement of Change in Inventory | Note No. 24 |
| Restated Consolidated Statement of Employee Benefit Expenses | Note No. 25 |
| Restated Consolidated Statement of Finance Cost | Note No. 26 |
| Restated Consolidated Statement of Other Expenses | Note No. 27 |
| Restated Consolidated Statement of Exceptional Items | Note No. 28 |
| Restated Consolidated Statement of EPS | Note No. 29 |
| Restated Consolidated Statement of Reconciliation of Effective Tax Rate | Note No. 30 |
| Restated Consolidated Statement of Employee Benefits | Note No. 31 |
| Restated Consolidated Statement of Regrouping of Balances | Note No. 32 |
| Restated Consolidated Statement of Operating Lease | Note No. 33 |
| Restated Consolidated Statement of Capital Management | Note No. 34 |
| Restated Consolidated Statement of Liquidity Risk | Note No. 35 |
| Restated Consolidated Statement of Segment Reporting | Note No. 36 |
| Restated Consolidated Statement of Contingent Liabilities & Commitments | Note No. 37 |
| Restated Consolidated Statement of Key Financial Ratios | Note No. 38 |
| Restated Consolidated Statement of Other Financial Information | Note No. 39 |
| Restated Consolidated Statement of Related Party Transaction | Note No. 40 |
| Additional Regulatory Information | Note No. 41 |

12. The Report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. In our opinion, the above financial information contained in Annexure 1 to 47 of this report read with the respective Significant Accounting Policies and Notes to Restated Consolidated Summary Statements as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

15. Our report is intended solely for use of the management and for inclusion in the offer document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

**For NYS & Company**
**Chartered Accountants**
**Firm's Registration No. 017007N**

**SD/-**

**CA Niitesh N Agrawal**
**Partner**
Membership No.: 527125
Peer Review Certificate No. 015270
Place: New Delhi
Date: September 25, 2025
UDIN: 25527125BMONSF2514

Annexure -I

**AUTOFURNISH LIMITED**
**CIN:U51101DL2015PTC279742**
**K-55.UDYOG NAGAR.PEERAGARHI.NANGLOI.NEW DELHI.WEST DELHI.DL**
**Restated Consolidated Statement of Assets and Liabilities as at 31st March, 2025, March 31, 2024 and March 31,2023**

**(Amount in Lakhs)**

| Particulars | Note No. | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|---|
| **I. EQUITY AND LIABILITIES** | | | | |
| **1) Equity** | | | | |
| a) Equity Share Capital | 2 | 995.45 | 51.00 | 51.00 |
| b) Other Equity ( Reserve & Surplus ) | 3 | 475.58 | 856.17 | 698.63 |
| c) Minority Interest | | - | 11.94 | - |
| **Total Equity** | | **1,471.03** | **919.11** | **749.63** |
| | | | | |
| **LIABILITIES** | | | | |
| **2) Non-Current Liabilities** | | | | |
| (i) Borrowings | 4 | 112.27 | 41.34 | - |
| (ii) Provisions | 5 | 5.44 | - | - |
| **Total Non-current Liabilities** | | **117.71** | **41.34** | **-** |
| | | | | |
| **3) Current Liabilities** | | | | |
| (i) Borrowings | 6 | 420.69 | 255.58 | 298.37 |
| (ii) Trade Payables | | | | |
| - Total outstanding dues of Micro & Small Enterprises | 7 | - | - | - |
| - Total outstanding dues of creditors other than Micro & Small Enterprises | | 121.90 | 260.46 | 203.68 |
| (iii) Other Current Liabilities | 8 | 78.05 | 52.80 | 151.01 |
| (iv) Provisions | 9 | 0.01 | - | - |
| (v) Current Tax Liabilities (Net) | 10 | 118.26 | 71.58 | 8.00 |
| **Total current Liabilities** | | **738.91** | **640.42** | **661.06** |
| | | | | |
| **Total Equity and Liabilities** | | **2,327.65** | **1,600.88** | **1,410.69** |
| | | | | |
| **II. ASSETS** | | | | |
| **1) Non Current Assets** | | | | |
| **a) Fixed Assets** | | | | |
| (i) Property, Plant and Equipment | 11 | 69.02 | 46.52 | 101.13 |
| (ii) Other Intangible Assets | 11 | 45.50 | 50.22 | 0.06 |
| **b) Financial Assets** | | | | |
| (i) Investments | 12 | - | - | - |
| (ii) Long term Loans and Advances | 13 | 13.16 | 40.14 | 23.02 |
| (iii) Deferred Tax Asset(Net) | 14 | 8.44 | 8.66 | 6.20 |
| **Total Non-Current Assets** | | **136.12** | **145.54** | **130.41** |
| | | | | |
| **2) Current Assets** | | | | |
| (i) Inventories | 15 | 965.32 | 701.55 | 607.02 |
| (ii) Trade Receivables | 16 | 1,076.33 | 511.08 | 367.96 |
| (iii) Cash and Bank Balances | 17 | 41.01 | 2.87 | - |
| (iv) Short Term Loans and Advances | 18 | 32.24 | 80.15 | 274.87 |
| (v) Other Current Assets | 19 | 76.63 | 159.69 | 30.43 |
| **Total Current Assets** | | **2,191.53** | **1,455.34** | **1,280.29** |
| | | | | |
| **Total Assets** | | **2,327.65** | **1,600.87** | **1,410.69** |
| | | 0.00 | 0.00 | (0.00) |

**The accompanying Notes 1 to 41 forms integral part of these Financial Statements**
**As per our report of even date attached**

**For NYS & Company**
**Chartered Accountants**
**FRN :017007N**

**For & on behalf of the Board of Directors**

SD/-
**PUNEET ARORA**
(Managing Director)
**DIN : 05175455**

SD/-
**RUPPAL WADHWA**
(Director & CFO)
**DIN : 07120919**

SD/-
**CA Niitesh N Agrawal**
Membership No. 527125
Place: Delhi

**UDIN :25527125BMONSF2514**
**Date: 25/09/2025**

SD/-
**CS SRISHTI NARANG**
(Company Secretary)
**Membership No. 45898**

**Annexure -II**

**AUTOFURNISH LIMITED**
**CIN:U51101DL2015PTC279742**
**K-55.UDYOG NAGAR.PEERAGARHI.NANGLOI.NEW DELHI.WEST DELHI.DL**

**Restated Consolidated Statement of Profit & Loss Account for the period ended 31st March, 2025, March 31, 2024 and March 31,2023**

**(Amount in Lakhs, Except EPS)**

| Sr. No. | Particulars | Note No. | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|---|---|
| 1 | Revenue from Operations | 20 | 3,336.01 | 1,591.00 | 1,058.86 |
| 2 | Other Income | 21 | 52.29 | 1.42 | 1.15 |
| **3** | **Total Income (1+2)** | | **3,388.30** | **1,592.42** | **1,060.01** |
| **4** | **EXPENSES :** | | | | |
| a. | Cost of Materials Consumed | 22 | 1,969.90 | - | 889.26 |
| b. | Purchases of Stock-in-Trade | 23 | 557.98 | 1,078.25 | 462.82 |
| c. | Change in inventory of finished goods, work in progress and stock in trade | 24 | (52.08) | 167.51 | (607.02) |
| d. | Employee Benefits Expense | 25 | 188.50 | 2.86 | 119.28 |
| e. | Finance Costs | 26 | 64.58 | 34.05 | 31.18 |
| f. | Depreciation and Amortisation Expense | 11 | 18.59 | 17.35 | 35.27 |
| g. | Other Expenses | 27 | 157.58 | 59.90 | 108.34 |
| | **Total Expenses** | | **2,905.05** | **1,359.91** | **1,039.12** |
| **5** | **Profit Before Exceptional Items and Tax (3-4)** | | **483.26** | **232.50** | **20.89** |
| 6 | Exceptional Items | 28 | 10.04 | - | - |
| **7** | **Profit/ (Loss) Before Tax (5-6)** | | **473.22** | **232.50** | **20.89** |
| **8** | **Tax Expense/(Benefits):** | | | | |
| | i. Current Tax | | 122.51 | 72.12 | 8.00 |
| | ii. Deferred Tax | 14 | 0.22 | (2.46) | (2.89) |
| | **Total Tax Expense (i+ii)** | | 122.73 | 69.66 | 5.11 |
| **9** | **Profit/(Loss) Before Extraordinary Items (7-8)** | | **350.49** | **162.85** | **15.78** |
| **10** | Extraordinary Exps. / (Income) | | **-** | **-** | **-** |
| **11** | **Profit/(Loss) for the period (9-10)** | | **350.49** | **162.85** | **15.78** |
| **12** | Transferred to Minority Interest | | 4.73 | 2.41 | - |
| **13** | **Profit & Loss for the Period (11-12)** | | **345.76** | **160.44** | **15.78** |
| **14** | **Earnings per Equity Share of Rs. 10 each** | | | | |
| | Basic | 29 | 3.85 | 1.85 | 0.18 |
| | Diluted | 29 | 3.85 | 1.85 | 0.18 |

**The accompanying Notes 1 to 41 forms integral part of these Financial Statements**
**As per our report of even date attached**

**For NYS & Company**
**Chartered Accountants**
**FRN :017007N**

**For & on behalf of the Board of Directors**

SD/-
**PUNEET ARORA**
(Managing Director)
**DIN : 05175455**

SD/-
**RUPPAL WADHWA**
(Director & CFO)
**DIN : 07120919**

SD/-
**CA Niitesh N Agrawal**
**Membership No. 527125**
**Place: Delhi**
**UDIN :25527125BMONSF2514**

**Date: 25/09/2025**

SD/-
**CS SRISHTI NARANG**
(Company Secretary)
**Membership No. 45898**

Annexure - III

**AUTOFURNISH LIMITED**

**CIN:U51101DL2015PTC279742**

**K-55.UDYOG NAGAR.PEERAGARHI.NANGLOI.NEW DELHI.WEST DELHI.DL**

**Restated Consolidated Statement of Cash Flows for the period ended 31st March, 2025, March 31, 2024 and March 31,2023**

**(Amount in Lakhs)**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|
| **A. Cash Flow from Operating Activities** | | | |
| Net Profit/(Loss) before Tax | 473.22 | 232.50 | 20.89 |
| Adjustment for : | | | |
| Adjustment wrt Reserves & Surplus (Lease Equilisation) | 2.28 | | |
| Adjustment wrt to Opening Reserves & Surplus of Subsidiary | | 18.74 | |
| Depreciation & Amortisation Expense | 18.59 | 17.35 | 35.27 |
| Interest Income | (0.01) | (1.42) | (1.15) |
| Provisions W/O and other appropriations | | | (10.86) |
| Interest Expense | 64.58 | 34.05 | 31.18 |
| **Operating Profit before working Capital Changes :** | **558.66** | **301.23** | **75.33** |
| **Movements in Working Capital :** | | | |
| (Increase)/ Decrease in trade receivables | (565.24) | (143.12) | (44.96) |
| (Increase)/ Decrease in inventories | (263.78) | (94.53) | (323.21) |
| (Increase)/ Decrease in other current assets | 130.97 | 65.47 | 460.92 |
| Increase/ (Decrease) in payables | (138.56) | 56.78 | 53.47 |
| Increase/ (Decrease) in provisions | 5.45 | - | - |
| Increase/ (Decrease) in other current liabilities | 25.25 | (98.21) | (69.09) |
| **Cash generated from Operations :** | **(247.25)** | **87.62** | **152.46** |
| Direct Taxes Paid | 75.82 | 8.34 | 180.59 |
| **Net Cash flow from/(used in) Operating Activities [A]** | **(323.08)** | **79.28** | **(28.13)** |
| **B. Cash Flow from Investing Activities** | | | |
| Purchase of Property, Plant and equipment | (36.38) | (50.28) | - |
| Purchase for purchase of investment | - | - | - |
| Loans and Advances | 26.98 | (17.12) | (23.02) |
| Proceeds from sale of Property, Plant and equipment | | 25.07 | - |
| Proceeds from sale of invesment | | - | - |
| Repayment of loans by employee and related parties | | - | - |
| Proceeds from Long term and Short term Advances | | | |
| Interest Income | 0.01 | 1.42 | 1.15 |
| **Net Cash flow from/(used in) Investing Activities [B]** | **(9.39)** | **(40.92)** | **(21.87)** |
| **C. Cash Flow from Financing Activities** | | | |
| Proceeds (Repayment) from Long term borrowings | 70.92 | 41.34 | - |
| Proceeds (Repayment) from Short term borrowings | 165.11 | (42.79) | 34.79 |
| (Increase)/decrease in Financial Assets | - | - | - |
| Money received against Right Issue | - | - | - |
| Capital Gain on Sale of Intangible Assets Rights | - | - | - |
| Inflow from issue of share capital | 199.14 | - | - |
| Loan raised Net of Repayment | | - | - |
| Right Issue Expenses | | - | - |
| Interest Paid | (64.58) | (34.05) | (31.18) |
| **Net Cash flow from/(used) in Financing Activities [C]** | **370.60** | **(35.49)** | **3.61** |
| Net Increase/Decrease in Cash & Cash Equivalents [A+B+C] | 38.13 | 2.87 | (46.40) |
| Cash & Cash equivalents at the beginning of the year | 2.87 | - | 46.39 |
| **Cash & Cash equivalents at the end of the year** | **41.00** | **2.87** | **(0.00)** |
| **Components of Cash and Cash Equivalents** | **41.01** | **2.87** | **-** |
| | -0.01 | -0.00 | -0.00 |

**As per our report of even date attached**
**For NYS & Company**
**Chartered Accountants**
**FRN :017007N**

0

**For & on behalf of the Board of Directors**

SD/-
**CA Niitesh N Agrawal**
**Membership No. 527125**
**Place: Delhi**
**UDIN :25527125BMONSF2514**

**Date: 25/09/2025**

SD/-
**PUNEET ARORA**
(Managing Director)
**DIN : 05175455**

SD/-
**RUPPAL WADHWA**
(Director & CFO)
**DIN : 07120919**

SD/-
**CS SRISHTI NARANG**
(Company Secretary)
**Membership No. 45898**

**Annexure IV:STATEMENT OF CAPITALISATION**
**(All amounts in Indian Rupees in Lakhs, unless otherwise stated)**

| Particulars | Pre Issue 31.03.2025 | Post Issue |
|---|---|---|
| **Debt** | | |
| Short Term Debt | 420.69 | [•] |
| Long Term Debt | 112.27 | [•] |
| **Total Debt** | **532.96** | **[•]** |
| | | |
| **Shareholders' Fund (Equity)** | | |
| Share Capital | 995.45 | [•] |
| Reserves & Surplus | 475.58 | [•] |
| Total Shareholders' Fund (Equity) | **1,471.03** | **[•]** |
| Long Term Debt/Equity | 0.08 | [•] |
| Total Debt/Equity | 0.36 | [•] |

**Notes:**
1. Short term Debts represent which are expected to be paid/payable within 12 months
2. Long term Debts represent debts other than Short term Debts as defined above
3.The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2025.

Annexure-V

**AUTOFURNISH LIMITED**

**CIN:U51101DL2015PTC279742**

**Statement of Restatement Adjustments to Consolidated Financial Statements for the year ended March 31, 2025, March 31, 2024 and March 31,2023**

**PART A: Statement of Restatement Adjustments to Audited Financial Statements**

**Reconciliation between Audited Total Comprehensive Income and Restated Total Comprehensive Income**

(Amount in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|
| Audited Net Profit | 355.50 | 164.25 | 32.52 |
| | | | |
| **Restated Adjustments:** | | - | - |
| Depriciation | - | -7.94 | -22.62 |
| Prior Period Taxes | - | 0.26 | |
| DefferedTax | -9.74 | 3.87 | 5.87 |
| **Restated Net P{rofit** | **345.76** | **160.44** | **15.78** |

**Reconciliation between Audited Shareholder's Funds and Restated Shareholder's Funds**

**(Amount in Lakhs)**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|
| Audited Shareholder's Funds | 1,471.03 | 928.41 | 767.92 |
| | | | |
| **Restated Adjustments:** | | - | - |
| Changes in Reserves & Surplus | 0.00 | -9.29 | -18.28 |
| | | | |
| | | | |
| **Restated Equity** | **1,471.03** | **919.11** | **749.63** |

**PART B: Regrouping**

Appropriate regroupings have been made in the Restated Financial Information, wherever required, by reclassification of the corresponding terms of income, expense, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per latest financial statements of the Company for the period ended March 31, 2025, March 31, 2024 & March 31, 2023

**Note 1**
**Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statement**
**All amounts are in INR Lacs unless otherwise stated**

**1. Corporate Information**

Autofurnish Limited ("AFL" or "the Holding Company" or "the Parent Company") is a public limited Company domiciled in India and has its registered office K-55,Udyog Nagar,Peeragarhi,Nangloi,West Delhi,New Delhi,Delhi,India,110041.

The Holding Company together with its wholly owned subsidiary M/s Golden Mace Private Limited (collectively referred as "Group") and its associates are principally engaged in Auto Components Manufacturing & Trading.

**2. Basis of consolidation and significant accounting policies**

**2.1 Basis of accounting and preparation of financial statements**

The consolidated restated financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The consolidated restated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**2.2 Principles of consolidation**

The consolidated restated financial statements relates to Autofurnish Limited (the 'Company'), its subsidiary entities and the Group's share of profit / loss in its associates. The consolidated restated financial statements have been prepared on the following basis:

**(i)** The financial statements of the subsidiaries and associates used in the consolidation are drawn upto the same reporting date as that of the Company.

**(ii)** The financial statements of the Company and its subsidiary entities have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intragroup balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered in accordance with Accounting Standard (AS) 21-"Consolidated Financial Statements".

**(iii)** The consolidated financial statements include the share of profit / loss of the associate entities which have been accounted for using equity method as per AS 23 Accounting for Investments in Associates in Consolidated Financial Statements. Accordingly, the share of profit/ loss of each of the associate entity ( the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments.

**(iv)** The excess of cost to the Group of its investments in the subsidiary entities over its share of equity of the subsidiary entity , at the dates on which the investments in the subsidiary entities were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary entity as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary entity and such amounts are not set off among different entities.

**Note 1**
**Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statement**
**All amounts are in INR Lacs unless otherwise stated**

**(v)** Minority Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.

**(vi)** The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the consolidated financial statements as Goodwill or Capital reserve as the case may be.

**(vii)** The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

**(viii)** Goodwill arising on consolidation is not amortised but tested for impairment.

**2.3 Summary of significant accounting policies**

**(a) Use of estimates**

The preparation of consolidated restated 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.

**(b) Property, Plant and Equipment**

Property, plant and equipment 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 property, plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised 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 recognised in profit or loss as incurred.

**Note 1**
**Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statement**
**All amounts are in INR Lacs unless otherwise stated**

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 Group 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.

**(a) Depreciation on property, plant and equipment**

Depreciation on property, plant and equipment is calculated on a written down value basis using the rates arrived at, based on the useful lives estimated by the management. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. The Group has used the rates prescribed under Schedule II to the Companies Act, 2013, which interalia are based on the estimated useful life of the assets. The Group has used the following rates to provide depreciation on its property, plant and equipment

Useful lives estimated by the management (years) as per Schedule II of Companies act, 2013

| Assets | Useful Life |
|---|---|
| Plant & Machinery | 6 Years |
| Furniture and Fixtures | 10 years |
| Office Equipments | 8 years |
| Software | 15 year |
| Vehicles | 10 years |
| Computer | 3 years |

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Note 1**
**Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statement**
**All amounts are in INR Lacs unless otherwise stated**

**(b) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Intangible assets are amortized on a straight line basis over the useful life of the as under-

| | |
|---|---|
| Computer software | 5 years |

Intangible assets internally generated are measured at the cost that can be directly attributed, or allocated on a resonable and consistent basis. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

**(c) Leases**

Where the Group is a lessee:
Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term, if the lease agreement contains a specific lock-in-period otherwise expense is recognised as per lease terms.

**(d) Impairment of fixed assets**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses, including impairment on inventories, are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

**Note 1**
**Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statement**
**All amounts are in INR Lacs unless otherwise stated**

**(e) Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Income from services

The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Interest income

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**(f) Retirement and other employee Benefits**

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due.

The Group operates a defined benefit plans for its employees, viz., gratuity. The costs of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for plan using the projected unit credit method. Actuarial gains and losses for defined benefit plan is recognized in full in the period in which they occur in the statement of profit and loss.

**(g) Foreign currency translation**

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences

The Group accounts for exchange differences arising on translation/ settlement of foreign currency monetary items as income or as expenses in the period in which they arise.

**(h) Income taxes**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

**Note 1**
**Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statement**
**All amounts are in INR Lacs unless otherwise stated**

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

**(i) 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 (if any)) by the weighted average number of equity shares outstanding during the 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.

**(j) Provisions & Contingencies**

A provision is recognized when the Group 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.

**(k) 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 Group 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 Group does not recognize a contingent liability but discloses its existence in the financial statements.

**(l) 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.

**(m) Current and non current classification**

**Note 1**
**Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Summary Statement**
**All amounts are in INR Lacs unless otherwise stated**

Group presents assets and liabilities in the balance sheet based on current/non-current classification.
An asset is treated as current when it is:
- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting

All other assets are classified as non-current

A liability is treated as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current assets/liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation/settlement in cash and cash equivalents. The companies have identified twelve months as their operating cycle for classification of their current assets and liabilities.

NOTE NO. 2 Equity Share Capital

[Rs in Lakhs]

| PARTICULARS | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|
| **Share Capital Authorised** | | | |
| 1,30,00,000 Equity shares of Rs. 10 each (Previous year 5,10,000 Equity shares of Rs 10 Each) | 1,300.00 | 51.00 | 51.00 |
| | | | |
| **Issued, Subscribed and Paid up** | | | |
| 9954508 Equity Shares of Rs 10.00 each (Previous year 5,10,000 Equity shares of Rs 10.00 each) | 995.45 | 51.00 | 51.00 |
| | | | |
| | **995.45** | **51.00** | **51.00** |

**Reconciliation of number of Ordinary (Equity) Shares and amount outstanding :**

| Particulars | As at 31st March 2025 | | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount | No. of Shares | Amount |
| Equity Share: | | | | | | |
| Balance as at the beginning of the year | 510,000 | 51.00 | 510,000 | 51 | 510,000 | 51 |
| Add: Issued during the year for Cash | 686,708 | 68.67 | | - | | |
| Add: Issued during the year as Bonus | 8,160,000 | 816.00 | | | | |
| Add: Issued during the year For Consideration Other than Cash | 597,800 | 59.78 | | | | |
| **Balance as at the end of the year** | **9,954,508** | **995.45** | **510,000** | **51** | **510,000** | **51** |

**Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company**

| Name of Shareholder | As at 31st March 2025 | | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|---|---|
| | No. of Shares | % of Holding | No. of Shares | % of Holding | No. of Shares | % of Holding |
| Puneet Arora | 4633798 | 46.55% | 255,000 | 50.00% | 255,000 | 50.00% |
| Ruppal Wadhwa | 4633832 | 46.55% | 255,000 | 50.00% | 255,000 | 50.00% |
| **Total** | **9267630** | **93.10%** | **510,000** | **100%** | **510,000** | **100.00%** |

**Disclosure of Shareholding of Promoter**

| Name of Promoter | As at 31st March 2025 | | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|---|---|---|---|---|---|
| | **No. of Shares** | **% of Holding** | **No. of Shares** | **% of Holding** | **No. of Shares** | **% of Holding** |
| Puneet Arora | 4633798 | 46.55% | 255,000 | 50 | 255,000 | 50 |
| Ruppal Wadhwa | 4633832 | 46.55% | 255,000 | 50 | 255,000 | 50 |
| **Total** | **9267630** | **93.10%** | **510,000** | **100** | **510,000** | **100** |

**Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend, if proposed by the Board of Directors, will be paid in Indian Rupees and will be subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

5,17,690 equity shares of Rs. 10/- each were issued on October 30, 2024 and 1,69,018 equity shares of Rs. 10/- each were issued on December 18 , 2024, each at a premium of Rs. 19/- per share, fully paid up.

**Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash :**
The company had acquired 4,900 equity shares @Rs. 5,002 per share of Golden Mace Private Limited in exchange of it's own shares issued to transferor of the shares.

| | |
|---|---|
| Year | 2024-25 |
| No. of shares | 597800 |

**Aggregate number and class of shares allotted as fully paid up by way of bonus shares during the previous 3 years:**
Equity share allotted as fully paid up by way of bonus shares

| | |
|---|---|
| Year | 2024-25 |
| No. of shares | 8160000 |

81,60,000 Bonus shares of 10/- were issued for consideration other than cash each fully paid up (in ratio of 16:1 i.e. 16 shares for every 1 equity share) on 01.09.2024

**NOTE NO. 3 Reserves & Surplus** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| | | | |
| **a) Capital Reserve** | | | |
| Opening Balance | 0.45 | - | - |
| Additions during the period | | 0.45 | - |
| Less : Goodwill towards acquisition | 0.45 | - | |
| Bonus Shared Issue | | - | - |
| Closing Balance | **-** | **0.45** | **-** |
| **b) Profit & Loss Account** | | | |
| Opening balance | 855.72 | 698.63 | 694.53 |
| Adjustment wrt Reserves & Surplus of Subsidiary | | 8.96 | |
| Loss on sale of Assets | | (12.31) | |
| Profit /(Loss) for theyear | 345.76 | 160.44 | 15.78 |
| Provision Writtenoff and other Appropriations | | | (10.86) |
| Prior Period Adjustments Due to Restatement | | | (0.81) |
| Less: Issue of Bonus Shares | 816.00 | | |
| Closing Balance | **385.49** | **855.72** | **698.63** |
| **b) Security Premium** | | | |
| Opening balance | | | |
| Additions during the period on account of issue of equity shares | 315.79 | | |
| Less : Goodwill towards acquisition | 227.98 | - | |
| Right issue Expenses | | - | - |
| Bonus Shared Issue | - | | |
| Closing Balance | **87.81** | **-** | **-** |
| | | | |
| **d) Other Comprehensive Income** | | | |
| Opening balance | | - | |
| Lease Equilisation Reserve | 2.28 | - | - |
| **Closing Balance** | **2.28** | **-** | - |
| | | | |
| | | | |
| **Total** | **475.58** | **856.17** | **698.63** |

**Nature and Purpose of Reserve**

**a) General Reserve**

General Reserve has been created on account of the Scheme of Amalgamation.

**b) Profit and loss account**

Profit and loss account are the losses which company incurred till date.

**c) Security Premium -** Security Premium is the amount received over and above the Face Value of the Shares Issued.

NOTE NO. 4 Non Current Borrowings [Rs in Lakhs]

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| **Vehicle Loan** | | | |
| Loan From Bank | 20.24 | 9.21 | - |
| **Unsecured Loan** | | | |
| From Banks | 92.03 | 32.13 | |
| Loan From Others | | - | - |
| **Total** | **112.27** | **41.34** | **-** |

| Particulars | [Rs in Lakhs] | | | |
|---|---|---|---|---|
| Lender Name | HDFC Bank (XUV 700) | HDFC Bank (Thar roxx) | Standard Chartered Bank | Unity Small Finance Bank |
| Sanctioned Amount (Rs. In Lakhs) | 20.01 | 19.00 | 109.30 | 51.00 |
| Outstanding Balance Rs. In Lakhs) | 9.20 | 18.49 | 98.81 | 40.41 |
| Rate of Interest | 7.10% | 11.91% | 15.00% | 16.00% |
| Tenure | 60 months | 60 months | 36 Months | 36 Month |
| Nature of Security | Auto Loan | Auto Loan | Unsecured Business Loan | Unsecured Business Loan |

NOTE NO. 5 Non Current Provisions [Rs in Lakhs]

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Provision For Gratuity | 5.44 | - | - |
| | **5.44** | **-** | **-** |

**NOTE NO. 6 Short Term Borrowings** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| **Other Loans** | | | |
| Loan from Related Party | 16.28 | 17.28 | 7.52 |
| Term Loan | 0.00 | 24.47 | 94.95 |
| Current Maturities of long term loans | 54.65 | 18.61 | 0.00 |
| Bank OD* | 349.76 | 195.22 | 195.90 |
| | **420.69** | **255.58** | **298.37** |

*(Overdraft facility from HDFC Bank Ltd. is unsecured . ROI- 8.75 % p.a.)

**NOTE NO. 7 Trade Payable** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Outstanding dues of micro enterprises and small enterprises | | | |
| Outstanding dues of creditors other than micro enterprises and small enterprises | 121.90 | 260.46 | 203.68 |
| | **121.90** | **260.46** | **203.68** |

**Trade payables ageing schedule for the year ended as on 31st March, 2025, March 31, 2024 & March 31, 2023** **[Rs in Lakhs]**

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 1 year | 1 to 2 year | 2 to 3 year | More than 3 years | Not Due | Total |
| **Outstanding dues to MSME** | | | | | | |
| 31st March, 2025 | - | - | - | | - | - |
| 31st March, 2024 | - | - | - | | - | - |
| 31st March, 2023 | - | - | - | | - | - |
| | | | | | | |
| **Others** | | - | | | | |
| 31st March, 2025 | 118.39 | 3.51 | | | | **121.90** |
| 31st March, 2024 | 220.10 | 25.47 | 14.89 | | - | **260.46** |
| 31st March, 2023 | 188.79 | 14.89 | - | | - | **203.68** |
| | | - | | | | |
| **Total trade payables** | | - | | | | |
| **31st March, 2025** | 118.39 | 3.51 | | | | **121.90** |
| **31st March, 2024** | 220.10 | 25.47 | 14.89 | | - | **260.46** |
| **31st March, 2023** | 188.79 | 14.89 | - | | - | **203.68** |
| | | | | | | |

**NOTE NO. 8 Other Current Liabilities** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Advance from Customers | 2.41 | 17.41 | 141.39 |
| Audit Fee Payable | 3.00 | 0.40 | 0.30 |
| GST Payable (Net of Input Tax credit) | 14.32 | 13.20 | |
| Other Statutory Dues | 20.26 | 0.10 | 0.94 |
| Employees Benefit Payable | 28.90 | 7.32 | |
| Other Payables | 9.16 | 14.39 | 8.39 |
| | **78.05** | **52.80** | **151.01** |

**NOTE NO. 9 Provisions** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Provision For Gratuity | 0.01 | | |
| | **0.01** | **-** | **-** |

**NOTE NO. 10 Current Tax Liabilities (Net)**

**[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Provisions for Income Tax | 118.26 | 71.58 | 8.00 |
| | **118.26** | **71.58** | **8.00** |

**NOTE NO. 11**

**Property, Plant & Equipment as on 31st Macrh 2025** **[Rs. in Lakhs]**

| Particulars | Useful Life | Gross Block: As at April 1, 2024 | Gross Block: Additions during the year | Gross Block: Deletions during the year * | Gross Block: As at 31st March, 2025 | Depreciation: As at April 1, 2024 | Depreciation: Charge for the Year | Depreciation: Deduction during the year | Depreciation: Other Adjustments | Depreciation: As at 31st March, 2025 | Net Block: As at 31st March, 2025 | Net Block: As at 31st March, 2024 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Property Plant & Equipments** | | | | | | | | | | | | |
| Office Equipment | 8 | 7.77 | 1.06 | - | 8.83 | 6.96 | 0.60 | - | - | 7.56 | 1.27 | 0.81 |
| Computers | 3 | 1.85 | - | - | 1.85 | 1.75 | | - | - | 1.75 | 0.10 | 0.10 |
| Plant & Machinery | 6 | 58.93 | 1.92 | - | 60.85 | 27.48 | 5.88 | - | - | 33.36 | 27.48 | 31.44 |
| Vehicles | 10 | 35.76 | 25.09 | - | 60.85 | 22.59 | 6.17 | - | - | 28.76 | 32.09 | 13.17 |
| Furniture & Fixtures | 10 | 4.60 | 7.93 | - | 12.53 | 3.61 | 0.84 | - | - | 4.45 | 8.08 | 0.99 |
| | | **108.91** | **35.99** | **-** | **144.90** | **62.39** | **13.49** | **-** | **-** | **75.88** | **69.02** | **46.52** |
| **Intangible Assets** | | | | | | | | | | | | |
| Software | | 0.34 | 0.38 | - | 0.72 | 0.30 | 0.08 | - | - | 0.38 | 0.34 | 0.04 |
| Trademark | | 50.18 | - | | 50.18 | - | 5.02 | | | 5.02 | 45.16 | 50.18 |
| **Total** | | **50.52** | **0.38** | **-** | **50.90** | **0.30** | **5.10** | **-** | **-** | **5.40** | **45.50** | **50.22** |
| **Total Assets** | | **159.43** | **36.38** | **-** | **195.81** | **62.69** | **18.59** | **-** | **-** | **81.28** | **114.52** | **96.74** |

**Property, Plant & Equipment as on 31st March, 2024** **[Rs. in Lakhs]**

| Particulars | Useful Life | Gross Block: As at April 1, 2023 | Gross Block: Additions during the year | Gross Block: Deletions during the year * | Gross Block: As at 31st March, 2024 | Depreciation: As at April 1, 2023 | Depreciation: Charge for the Year | Depreciation: Deduction during the year | Depreciation: Other Adjustments | Depreciation: As at 31st March, 2024 | Net Block: As at 31st March, 2024 | Net Block: As at 31st March, 2023 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Property Plant & Equipments** | | | | | | | | | | | | |
| Office Equipment | 8 | 7.77 | - | - | 7.77 | 6.39 | 0.57 | - | - | 6.96 | 0.81 | 1.39 |
| Computers | 3 | 1.85 | - | - | 1.85 | 1.61 | 0.14 | - | - | 1.75 | 0.10 | 0.24 |
| Plant & Machinery | 6 | 81.85 | 0.10 | 23.02 | 58.93 | 33.20 | 8.65 | 14.38 | - | 27.48 | 31.44 | 48.64 |
| Vehicles | 10 | 81.16 | - | 45.40 | 35.76 | 31.64 | 7.61 | 16.67 | - | 22.59 | 13.17 | 49.52 |
| Furniture & Fixtures | 10 | 4.60 | - | - | 4.60 | 3.27 | 0.34 | - | - | 3.61 | 0.99 | 1.34 |
| | | **177.23** | **0.10** | **68.43** | **108.91** | **76.11** | **17.33** | **31.04** | **-** | **62.39** | **46.52** | **101.13** |
| **Intanginble Assets** | | | | | | | | | | | | |
| Software | | 0.34 | - | - | 0.34 | 0.28 | 0.02 | - | - | 0.30 | 0.04 | 0.06 |
| Trademark | | - | 50.18 | | 50.18 | - | - | | | - | 50.18 | 50.18 |
| **Total** | | **-** | **50.18** | **-** | **50.52** | **0.28** | **0.02** | **-** | **-** | **0.30** | **50.22** | **50.24** |
| **Total Assets** | | **177.23** | **50.28** | **68.43** | **159.43** | **76.39** | **17.35** | **31.04** | **-** | **62.69** | **96.74** | **151.37** |

**Property Plant & Equipments As on 31 March 2023**

| Particulars | | Gross block: As at April 1, 2022 | Gross block: Additions/ adjustments | Gross block: Deductions/ adjustments | Gross block: As at March 31, 2023 | Accumulated depreciation: As at April 1, 2022 | Accumulated depreciation: Charge for the year | Accumulated depreciation: Deductions/ adjustments | Accumulated depreciation: Other Adjustments | Accumulated depreciation: As at March 31, 2023 | Net block: As at March 31, 2023 | Net Block: As at 31st March, 2022 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Office Equipment | | 7.77 | - | - | 7.77 | 5.27 | 1.11 | - | - | 6.39 | 1.39 | 3.97 |
| Computers | | 1.85 | - | - | 1.85 | 1.20 | 0.41 | - | - | 1.61 | 0.24 | - |
| Plant & Machinery | | 81.85 | - | | 81.85 | 22.45 | 10.75 | | | 33.20 | 48.64 | 57.59 |
| Vehicles | | 81.16 | | - | 81.16 | 9.15 | 22.49 | - | - | 31.64 | 49.52 | 72.88 |
| Furniture & Fixture | | 4.60 | | | 4.60 | 2.80 | 0.46 | | | 3.27 | 1.34 | 2.75 |
| **Total** | | **177.23** | **-** | **-** | **177.23** | **40.88** | **35.23** | **-** | **-** | **76.11** | **101.13** | **137.19** |
| **Intangible Assets** | | | | | | | | | | | | |
| Software | | 0.34 | - | - | 0.34 | 0.24 | 0.04 | - | - | 0.28 | 0.06 | 0.08 |
| **Total** | | **0.34** | **-** | **-** | **0.34** | **0.24** | **0.04** | **-** | **-** | **0.28** | **0.06** | **0.08** |
| **Total Assets** | | **177.57** | **-** | **-** | **177.57** | **41.12** | **35.27** | **-** | **-** | **76.39** | **101.19** | **137.27** |

**NOTE NO. 12 Investments** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Long Term Investment<br>In Subsidiary<br>- Equity Shares of Golden Mace Private Limited<br>(10,000 equity shares of Rs. 10 each, (PY- 5,100 equity shares of Rs. 10 each) | - | - | - |
| | - | - | - |

Note 12.1 - The company had acquired 4,900 equity shares @Rs. 5,002 per share of Golden Mace Private Limited in exchange of it's own shares issued to transferor of the shares. The Valuation of shares acquired of Golden Mace Private Limited and shares issued by the company have been valued by the Registered Valuers.
Note 12.2 - Pursuant to the above acquisition, Golden Mace Private Limited has become 100% subsidiary of the Company.

**NOTE NO. 13 Long term Loans and Advances** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Security Deposits | 13.16 | 40.14 | 23.02 |
| **Total** | **13.16** | **40.14** | **23.02** |

***Note 13.1 - Security Deposit has been given towards securing of lease properties and margin money for loan.**

**NOTE NO. 14 Deferred Tax Assets/ Liabilities** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| WDV as per Companies Act,2013 | 114.52 | 96.74 | 101.19 |
| WDV as per Income Tax Act,1961 | 139.38 | 131.14 | 125.82 |
| Closing Balance | (24.86) | (34.41) | (24.63) |
| **Disallowance** | | | |
| Bonus | (0.96) | | |
| Gratuity | (5.45) | | |
| Lease Equilisation Reserve | (2.28) | | |
| **Net Disallowance** | **(8.69)** | | |
| **Deferred Tax Liability/(Assets)** | **(8.44)** | **(8.66)** | **(6.20)** |

**Reconciliation of Deferred Tax Assets/Liabilities** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Opening balance** | **(8.66)** | **(6.20)** | **(3.31)** |
| Tax Expense during the year recognised in Statement of profit and loss | 0.22 | -2.46 | -2.89 |
| **Closing Balance Net Liability / (Asset)** | **(8.44)** | **(8.66)** | **(6.20)** |

**NOTE NO. 15 Inventories** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Raw Material | 462.21 | 250.52 | - |
| Stock in Trade | 229.51 | 451.03 | 256.67 |
| Stock in Trade | 273.60 | - | 350.35 |
| **Total** | **965.32** | **701.55** | **607.02** |

**NOTE NO. 16 Trade Receivable** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| **Trade Receivable considered good - Unsecured** | 1076.33 | 511.08 | 367.96 |
| **Total** | **1076.33** | **511.08** | **367.96** |

Trade receivables ageing schedule for the period ended as on 31st March, 2025: [Rs in Lakhs]

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months to 1 year | 1 to 2 year | 2 to 3 year | More than 3 year | Total |
| i) Undisputed Trade Receivables-Considered Good | 862.28 | 89.49 | 123.28 | - | 1.28 | 1,076.33 |
| ii) Undisputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| iii) Undisputed Trade Receivables- credit impaired | - | - | - | - | - | - |
| iv) Disputed Trade Receivables-Considered Good | - | - | - | - | - | - |
| v) Disputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| vi) Disputed Trade Receivables- credit impaired | - | - | - | - | - | - |
| **Total** | **862.28** | **89.49** | **123.28** | **-** | **1.28** | **1,076.33** |

Trade receivables ageing schedule for the period ended as on 31st March, 2024: [Rs in Lakhs]

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months to 1 year | 1 to 2 year | 2 to 3 year | More than 3 year | Total |
| i) Undisputed Trade Receivables-Considered Good | 375.35 | 123.28 | - | - | 12.45 | 511.08 |
| ii) Undisputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| iii) Undisputed Trade Receivables- credit impaired | - | - | - | - | - | - |
| iv) Disputed Trade Receivables-Considered Good | - | - | - | - | - | - |
| v) Disputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| vi) Disputed Trade Receivables- credit impaired | - | - | - | - | - | - |
| **Total** | **375.35** | **123.28** | **-** | **-** | **12.45** | **511.08** |

Trade receivables ageing schedule for the period ended as on March 31, 2023: [Rs in Lakhs]

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months to 1 year | 1 to 2 year | 2 to 3 year | More than 3 year | Total |
| i) Undisputed Trade Receivables-Considered Good | 355.51 | - | - | 12.45 | - | 367.96 |
| ii) Undisputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| iii) Undisputed Trade Receivables- credit impaired | - | - | - | - | - | - |
| iv) Disputed Trade Receivables-Considered Good | - | - | - | - | - | - |
| v) Disputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| vi) Disputed Trade Receivables- credit impaired | - | - | - | - | - | - |
| **Total** | **355.51** | **-** | **-** | **12.45** | **-** | **367.96** |

**NOTE NO. 17 Cash & Cash Equivalents** [Rs in Lakhs]

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Cash & Cash Equivalents | 4.71 | 2.58 | - |
| Balance With Bank | 36.30 | 0.29 | - |
| **Total** | **41.01** | **2.87** | **-** |

**NOTE NO. 18 Loans and Advances** [Rs in Lakhs]

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Other Advances - Unsecured & Considered Good | 32.24 | 35.64 | 274.87 |
| Advance to Related Party | | 44.51 | - |
| **Total** | **32.24** | **80.15** | **274.87** |

**NOTE NO. 19 Other Current Assets** [Rs in Lakhs]

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Balance with Government Authorities | | 3.95 | 14.58 |
| Advance to Staff | | 6.35 | |
| Prepaid Expenes | 2.44 | | |
| Advance to Suppliers | 63.68 | 149.40 | |
| Other Advances Related to IPO | 10.52 | | |
| Other Financial Assets | | | 15.85 |
| **Total** | **76.63** | **159.69** | **30.43** |

**NOTE NO. 20 Revenue From Operation** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| | | | |
| Domestic Sales of Goods | | | |
| a) Manufactured goods | 2,433.55 | 400.23 | 777.10 |
| b) Traded goods | 871.86 | 1,190.77 | 281.77 |
| **Other operating Revenue** | | | |
| a) E-commerce Webportal Support Services | 30.60 | | |
| | | | |
| **Revenue from operations** | **3,336.01** | **1,591.00** | **1,058.86** |

**NOTE NO. 21 Other Income** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Interest on FDR | 0.01 | 1.42 | 1.15 |
| Other Income | 52.28 | 0.00 | |
| | **52.29** | **1.42** | **1.15** |

**NOTE NO. 22 Material Consumed** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Opening Stock | 250.52 | - | 283.81 |
| Add: Purchases | 2181.60 | 250.52 | 605.45 |
| Less: Closing Stock | 462.21 | 250.52 | - |
| **Cost of Goods Consumed** | **1,969.90** | **-** | **889.26** |

**NOTE NO. 23 Purchase of Stock in Trade** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| | | | |
| Purchase of Stock in Trade | 557.98 | 1078.25 | 462.82 |
| | **557.98** | **1,078.25** | **462.82** |

**NOTE NO. 24 Change in inventory of finished goods**

**[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| **Opening Stock** | | | - |
| Stock In Trade | 451.03 | 256.67 | - |
| Finished Goods | 0.00 | 361.87 | 0.00 |
| **Closing Stock** | | | |
| Stock In Trade | 229.51 | 451.03 | 256.67 |
| Finished Goods | 273.60 | 0.00 | 350.35 |
| Net (Increase) / Decrease | **-52.08** | **167.51** | **-607.02** |

**NOTE NO. 25 Employee Benefit Expenses** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Salary & Wages | 108.19 | 2.86 | 97.52 |
| Directors Remuneration | 72.00 | - | 20.00 |
| Contibution to Staff Welfare Funds | 2.86 | - | 1.76 |
| Gratuity Expenses | 5.45 | - | - |
| **Total** | **188.50** | **2.86** | **119.28** |

**NOTE NO. 26 Finance Cost** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| **Interest payable on:** | | | |
| Term Loan | 60.97 | 34.04 | 30.36 |
| Interest on Taxes | 3.61 | 0.01 | 0.83 |
| | **64.58** | **34.05** | **31.18** |

**NOTE NO. 27 Other Expenses** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Audit Fees | 3.10 | 0.40 | 0.30 |
| Bank Charges | - | - | 0.23 |
| Business Promotion Expenses | 8.98 | 1.47 | 3.30 |
| Commission Expenses | 35.59 | 17.76 | |
| Conveyance Expenses | 4.33 | 1.58 | 0.16 |
| Consumable Expenses | - | | 9.51 |
| Demat Expenses | 0.75 | | |
| Repair & Maintenance-Computer | 0.20 | 0.16 | 0.09 |
| Internet Charges | - | | 0.17 |
| IT Related Expenses | 1.17 | | |
| Legal & Professional Fee | 8.75 | 2.06 | 7.14 |
| Courier Charges | 0.21 | 0.07 | 7.75 |
| Office Expenses | 19.66 | 13.31 | 26.87 |
| Refund To Customer | - | - | 1.10 |
| Security Expenses | - | - | 2.65 |
| Water Charges | - | - | 0.65 |
| Repair & Maintenance-others | - | - | 0.02 |
| * Rent & Electricity | 38.37 | 14.33 | 35.28 |
| Discount Given/Received | 0.97 | 0.03 | - |
| Insurance Expenses | 0.69 | 2.42 | 1.78 |
| Travelling Expenses | 5.75 | - | - |
| Miscellaneous Expenses | 0.15 | 0.71 | 2.23 |
| Server | - | - | 1.33 |
| Vehicle Repair& Maintenance | - | - | 0.11 |
| Retention | - | | 2.62 |
| Payment Gateway Charges | 0.50 | | |
| Petrol/Diesel | 0.73 | 2.64 | 3.27 |
| Paper Label | - | | 1.04 |
| Telephone Expenses | 1.07 | 0.77 | 0.73 |
| Advertisement Expense | 6.98 | 0.01 | - |
| Transportation Charges | 12.27 | 1.97 | - |
| Rates & Taxes | 6.60 | | |
| GST and TDS Expenses | 0.77 | 0.24 | - |
| **Total** | **157.58** | **59.90** | **108.34** |

* The Company has incurred Electricity Expense in the year 23-24. Although the company was involved only in trading activity during the said financial year electricity expense were incurred by virtue of MOU dt. 01 November,2022 with Sahaprut Corporation.

**NOTE NO. 28 Exceptional Cost** **[Rs in Lakhs]**

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at 31st March 2023 |
|---|---|---|---|
| Balances Written Off | 10.04 | - | - |
| | **10.04** | **-** | **-** |

(Amount in Lakhs, except No. of Shares)

| NOTE NO. 29: Earning Per Share | As at 31st March 2025 | As at 31st March, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Basic EPS: Post Bonus** | | | |
| Profit for the year | 345.76 | 160.44 | 15.78 |
| Weighted number of shares outstanding | 8,987,573 | 8,670,000 | 8,670,000 |
| Basic and Diluted EPS (Rs.) | 3.85 | 1.85 | 0.18 |
| **Diluted EPS** | | | |
| Profit for the year | 345.76 | 160.44 | 15.78 |
| Weighted number of shares outstanding | 8,987,573 | 8,670,000 | 8,670,000 |
| Basic and Diluted EPS (Rs.) | 3.85 | 1.85 | 0.18 |

**NOTE NO. 30: Reconciliation of Effective Tax Rate** [Rs in Lakhs]

| Particulars | As at 31st March 2025 | As at 31st March, 2024 | As at March 31, 2023 |
|---|---|---|---|
| Net income before tax | 473.22 | 232.50 | 20.89 |
| Enacted tax rate in India | 25.17% | 25.17% | 25.17% |
| **Computed tax expense** | 119.11 | 58.52 | 5.26 |
| **Increase/ decrease in taxes on account of:** | | | |
| Tax effect on exempted income under Income-tax Act | | - | - |
| Adjustment on account of Demerger | | | |
| Tax impact of restatement of Prior period items | | - | - |
| Adjustment on account of brought forward losses/unabsorbed Dep. | | - | - |
| Adjustment on account of other than permanent difference | 3.4 | 13.60 | 2.74 |
| Adjustment on account of permanent difference | | - | - |
| Excess/ Short provision relating earlier year tax | | - | - |
| Income tax expense recognised in the statement of profit and loss | **122.51** | **72.12** | **8.00** |

**NOTE NO. 31: Employee Benefits**

**i) Employees' benefit:**

The table below shows a summary of the key results of the report including past results as applicable.

**a) Employee Benefit – Grauity**

**The amount to be recognized in Balance Sheet**

| All Figures in INR | 31-Mar-2025 | 31-Mar-24 | 31-Mar-23 |
|---|---|---|---|
| Present Value of Obligation as at the end of the year | 5.45 | NA | NA |
| Fair Value of Plan Assets as at the end of the year | 0.00 | NA | NA |
| Funded Status | -5.45 | NA | NA |
| Unrecognized Actuarial (gains) / losses | 0.00 | NA | NA |
| **Net Asset / (Liability) Recognized in Balance Sheet** | **-5.45** | NA | NA |

**Expense Recognized in Statement of Profit and Loss**

| All Figures in INR | 31-Mar-25 | 31-Mar-24 | 31-Mar-23 |
|---|---|---|---|
| Current Service Cost | 5.45 | NA | NA |
| Past Service Cost | 0.00 | NA | NA |
| Interest Cost | 0.00 | NA | NA |
| Expected Return on Plan Assets | 0.00 | NA | NA |
| Curtailment Cost / (Credit) | 0.00 | NA | NA |
| Settlement Cost / (Credit) | 0.00 | NA | NA |
| Net actuarial (gain)/ loss recognized in the year | 0.00 | NA | NA |
| **Expenses Recognized in the statement of Profit & Loss** | **5.45** | NA | NA |

*The company has recognized gratuity provision for the first time as on 31-03-2025.

**a) Summary of membership data**

| Particulars | 3/31/2025 | 3/31/2024 | 3/31/2023 |
|---|---|---|---|
| a) Number of employees | 27 | NA | NA |
| b) Total Monthly Salary (in 000's) Basic Salary | 1,457 | NA | NA |
| c) Average Past Service (Years) | 0.85 | NA | NA |
| d) Average Age (Years) | 36.52 | NA | NA |
| e) Average remaining (Years) working life | 23.48 | NA | NA |

**b) Employee Benefit – Leave Encashment**

The company do not provide for any leave encashment as the same is paid during the period of accrual.

****Company has obtained Acturial report from Ms. Sapna Malhotra dated September 06, 2025 for the period April 01, 2024 to March 31, 2025**

**Based on the Report Gratuity Expense & Provisions has been recognised in the Financial Statements.**

**NOTE NO. 32: Balances of Trade Receivables and Trade Payables as at the balance sheet are subject to confirmation and reconciliation.**

**Note No. 33 : Operating lease** **Rs. In Lakhs**

**1) Autofurnish Limited**

**Property at Delhi**

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| **Lease Rent per month** | 2.62 | **Year 1** | **Year 2** | **Year 3** | **Year 4** | **Year 5** | **Total** |
| **Lease Rent per annum** | 31.44 | 31.44 | 33.01 | 34.66 | 36.40 | 38.22 | **173.73** |
| **Lease Equalisation** | | 34.75 | 34.75 | 34.75 | 34.75 | 34.75 | **173.73** |
| | | **3.31** | **1.73** | **0.08** | **(1.65)** | **(3.47)** | 0.00 |

| | | | |
|---|---|---|---|
| Lease Rent A/c | Dr | 15.92 | |
| To Rajiv Diwan | Cr | | 7.21 |
| To Sanjeev Diwan | Cr | | 7.21 |
| To Rent Equalisation Reserve | Cr | | 1.51 |

**Property at Faridabad**

| | | | | | |
|---|---|---|---|---|---|
| **Lease Rent per month** | 0.62 | **Year 1** | **Year 2** | **Year 3** | **Total** |
| **Lease Rent per annum** | 7.44 | 7.44 | 7.89 | 8.36 | **23.69** |
| **Lease Equalisation** | | 7.90 | 7.90 | 7.90 | **23.69** |
| | | **0.46** | **0.01** | **(0.46)** | **0.00** |

| | | | |
|---|---|---|---|
| Lease Rent A/c | Dr | 3.29 | |
| To Anhad Udyog | Cr | | 3.10 |
| To Rent Equalisation Reserve | Cr | | 0.19 |

**2) Golden Mace Private Limited**

**Property at Delhi**

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| **Lease Rent per month** | 1.00 | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Total |
| **Lease Rent per annum** | 12.00 | 12.00 | 12.60 | 13.23 | 13.89 | 14.59 | **66.31** |
| **Lease Equalisation** | | 13.26 | 13.26 | 13.26 | 13.26 | 13.26 | **66.31** |
| | | 1.26 | 0.66 | 0.03 | -0.63 | -1.32 | **0.00** |

| | | | |
|---|---|---|---|
| Lease Rent A/c | Dr | 6.08 | |
| To Rajiv Diwan | Cr | | 2.75 |
| To Sanjeev Diwan | Cr | | 2.75 |
| To Rent Equalisation Reserve | Cr | | 0.58 |

| | |
|---|---|
| **Total Rent Equalisation Reserve (in rs. Lakhs)** | **2.28** |

**NOTE NO. 34 CAPITAL MANAGEMENT:** Equity share capital and other equity are considered for the purpose of Company's capital management. The Company's objective for capital management is to manage its capital to safeguard all stakeholders The funding requirements are met through loans.

**NOTE NO. 35 Liquidity Risk:** Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company will continue to consider borrowing options to maximize liquidity and supplement cash requirements as necessary.

**NOTE NO.36** The Company is engaged in manufacture & sales of auto spare parts which is considered as the only reportable business segment.

**NOTE NO. 37. Contingent Liabilities & Commitments**

| Particulars | As at 31st March 2025 | As at 31st March 2024 | As at 31st Mar 2023 |
|---|---|---|---|
| Claims against the Company, not acknowledged as debts *<br>(Amount paid to statutory authorities) | - | - | - |

**NOTE NO.38. Key Financial Ratios**

| S.No. | Particulars | Numerator | Denominator | Numerator | Denominator | 2024-2025 | Numerator | Denominator | 2023-2024 | Numerator | Denominator | 2022-23 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Current Ratio | Current Assets | Current Liabilities | 2,191.53 | 738.91 | 2.97 | 1,455.34 | 640.42 | 2.27 | 1,280.29 | 661.06 | 1.94 |
| 2 | Debt-Equity Ratio | Total Debt | Total shareholder`s Equity | 532.96 | 1,471.03 | 0.36 | 296.92 | 907.17 | 0.33 | 298.37 | 749.63 | 0.40 |
| 3 | Debt Service Coverage Ratio | EBITDA | Interest+ Instalment | 510.53 | 115.62 | 4.42 | 282.48 | 52.65 | 5.37 | 85.36 | 30.36 | 2.81 |
| 4 | Return On Equity | Net Income | Shareholder`s Equity | 345.76 | 1,471.03 | 23.50% | 160.44 | 907.17 | 17.69% | 15.78 | 749.63 | 2.10% |
| 5 | Inventory Turnover Ratio | Cost of Goods Sold | Average Inventories | 2,475.80 | 833.44 | 2.97 | 1,245.76 | 654.28 | 1.90 | 745.06 | 445.41 | 1.67 |
| 6 | Trade Receivable Turnover Ratio | Net Credit Sale | Average account Receivable | 3,336.01 | 793.70 | 4.20 | 1,591.00 | 439.52 | 3.62 | 1,058.86 | 345.48 | 3.06 |
| 7 | Trade Payable Turnover Ratio | Net Credit Purchase | Average account Payabe | 2,739.58 | 191.18 | 14.33 | 1,328.76 | 232.07 | 5.73 | 1,068.27 | 176.94 | 6.04 |
| 8 | Net Capital Turnover Ratio | Total Sale | Average Working Capital | 3,336.01 | 1,452.62 | 2.30 | 1,591.00 | 814.92 | 1.95 | 1,058.86 | 619.23 | 1.71 |
| 9 | Net Profit Ratio | Net Profit | Revenue | 350.49 | 3,336.01 | 10.51% | 162.85 | 1,591.00 | 10.24% | 15.78 | 1,058.86 | 1.49% |
| 10 | Return On Capital Employed | Earning Before Interest & Tax | Capital Employed | 534.19 | 1,583.30 | 33.74% | 266.55 | 948.52 | 28.10% | 51.24 | 749.63 | 6.84% |
| 11 | Return on Investment | Profit from Investment | Cost of Investment | - | - | - | - | - | - | - | - | - |
| 12 | Return on Networth | PAT | Shareholder Fund | 345.76 | 1,471.03 | 23.50% | 160.44 | 907.17 | 17.69% | 15.78 | 749.63 | 2.10% |
| 13 | NAV Per Share Pre Bonus | Net Assets | No. of shares | 1,471.03 | 99.55 | 14.78 | 919.11 | 5.10 | 180.22 | 749.63 | 5.10 | 146.99 |
| 14 | NAV Per Share Post Bonus | Net Assets | No. of shares | 1,471.03 | 99.55 | 14.78 | 919.11 | 86.70 | 10.60 | 749.63 | 86.70 | 8.65 |

**NOTE NO. 39 : Other Financial Information**

(Amount in Rs. Lakhs)

| Particulars | Financial Year ended March 31, 2025 | Financial Year ended March 31, 2024 | Financial Year ended March 31, 2023 |
|---|---|---|---|
| Revenue from operations [(1)] | 3,336.01 | 1,591.00 | 1,058.86 |
| Growth in Revenue from Operations [(2)] | 109.68% | 50.26% | -53.94% |
| EBITDA[(3)] | 510.53 | 282.48 | 85.36 |
| EBITDA (%) Margin[(4)] | 653.44% | 563.23% | 1240.44% |
| EBITDA Growth Period on Period[(5)] | 80.73% | 230.92% | -114.90% |
| ROCE (%)[(6)] | 33.74% | 28.10% | 6.84% |
| Current Ratio[(7)] | 2.97 | 2.27 | 1.94 |
| Operating Cash flow[(8)] | (323.08) | 79.28 | (28.13) |
| PAT[(9)] | 345.76 | 160.44 | 15.78 |
| ROE/ RONW[(10)] | 23.50% | 17.69% | 2.10% |
| EPS[(11)] (after considering bonus) | 3.85 | 1.85 | 0.18 |

**Restated Notes forming part Consolidated of Financial Statements for the period and year ended March 31, 2025, March 31, 2024 and March 31, 2023**

**Note 40: Related Party Transaction**

| Relationship | Name of KMP |
|---|---|
| Director & MD | PUNEET ARORA |
| Director & CFO | RUPPAL WADHWA |
| Independent Director | Sourav |
| Independent Director | Neha Sharma |
| Company Secretary | Devender Agarwal |
| *Wholly Owned Subsidiary | Golden Mace Private Limited |

***Note**: Effective **28th February 2025**, **Golden Mace Private Limited** became a wholly owned subsidiary of the company. This change is reflected in the restated financials in accordance with applicable accounting standards.

| Relatives of Directors |
|---|
| 1. Chavi Wadhwa |
| 2. Shally Wadhwa |
| 3. Naresh Kumar Wadhwa |
| 4. Shashank Arora |

| Other Organisations with Common Control |
|---|
| 1. Convalida Technologies Private Limited |
| 2. Convalida Technologies LLC - USA |
| 3. Convalida Technologies INC - Canada |
| 4. Golden Mace Trading INC - Canada |
| 5. ACE Infinity Ventures |
| 6. Anant Shashi Plastic & Engineering Company |

Summary of Significant related parties' transactions carried out in ordinary course of business are as under: **Rs. In Lakhs**

| Sr No. | Description | Key Management Personnel including Relative | | |
|---|---|---|---|---|
| | | FY 2024-25 | FY 2023-24 | FY 2022-23 |
| 1 | Director Remuneration Puneet Arora | 36.00 | - | 10.00 |
| 2 | Director Remuneration Ruppal Wadhwa | 36.00 | | 10.00 |
| | | | | |
| 3 | Salary to Directors Relative - Chavi Wadhwa | 12.00 | - | 5.57 |
| 4 | Salary to Directors Relative - Shally Arora | 12.00 | - | 5.57 |
| 5 | Salary to Company Secretary | 2.45 | | |
| | | | | |
| 6 | Loan repaid by Directors Relative - Shashank Arora | 9.93 | - | - |
| 7 | Loan repaid by Directors Relative - Naresh Kumar | 34.58 | | |
| | | | | |
| 8 | Loan Repaid to Director - Puneet Arora | 1.00 | - | - |
| 9 | Loan Repaid to Director - Ruppal Wadhwa | | 1.69 | |
| | | | | |
| 10 | Loan Received from Director - Puneet Arora | - | 11.45 | - |
| | | | | |
| 11 | Shares Issued to Promoters - Puneet Arora | 122.55 | - | - |
| 12 | Shares Issued to Promoters - Ruppal Wadhwa | 122.55 | | |
| | | | | |
| | **Balance as on 31st March** | | | |
| 1 | Remuneration Payable to Directors - Puneet Arora | 10.12 | - | - |
| 2 | Remuneration Payable to Directors - Ruppal Wadhwa | 1.40 | | |
| 3 | Salary payable to relative - Chavi Wadhwa | 4.20 | - | - |
| 4 | Salary payable to relative - Shally Arora | 6.16 | 5.82 | 5.82 |
| 5 | Loan to Relatives - Shashank Arora | - | 9.93 | 9.93 |
| 6 | Loan to Relatives - Naresh Kumar | | 34.58 | 34.58 |
| 7 | Loan from Director - Puneet Arora | 16.28 | 17.28 | 5.83 |
| 8 | Loan from Director - Ruppal Wadhwa | - | - | 1.69 |

**NOTE NO. 41 : ADDITIONAL REGULATORY INFORMATION**

**During the Period or previous years**

(i) All the immoveable properties held by the company are in the name of the company (where the company is the lesse and the lease arrangements are duly executed in favour of lessee) as on the balance sheet date.

(ii) Company not provided any loans to Promoters, Directors, Key Managerial Persons or related parties. The loans provided to other body corporates are repayble on demand. However Loans have been given to Relatives of Directors

(iii) Company doesn't have any Capital-Work-in Progress.

(iv) Company doesn't have any intangible assets under developments.

(v) No benami property held by company, No proceedings has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(vi) Company has borrowings from banks or financial institutions on the basis of security of current assets.

(vii) Company not been declared as wilful defaulter by any bank or financial Institution or other lender.

(viii) Company has not done any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

(ix) Company has not any charges or satisfaction yet to be registered with ROC beyond the statutory period.

(x) Section 135 of Companies Act, 2013 relating to CSR Policy is not applicable on the Company.

(xi) Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act' 2013 read with Companies (Restriction on Number of Layers) Rules' 2017

(xii) The additional information pursuant to Schedule III to the Companies Act, 2013 are either nil or not applicable.

(xiii) The Minority Interest has been calculated for Subsidiary till 28 February,2025. However, Golden Mace Private Limited become wholly owned subsidiary on 27 March.,2025 which is as per the share purchase agreement dated 15 March,2025.

**The accompanying Notes 1 to 41 forms integral part of these Financial Statements**

**As per our report of even date attached**

**For NYS & Company**

**Chartered Accountants**

**FRN :017007N**

SD/-

**CA Niitesh N Agrawal**

**Membership No. 527125**

**Place: Delhi**

**UDIN :25527125BMONSF2514**

**Date: 25/09/2025**

SD/-

**PUNEET ARORA**

**(Managing Director)**

**DIN : 05175455**

SD/-

**RUPPAL WADHWA**

**(Director & CFO)**

**DIN : 07120919**

SD/-

**CS SRISHTI NARANG**

**(Company Secretary)**

**Membership No. 45898**

## OTHER FINANCIAL INFORMATION

The accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

**Amt. in Lakhs**

| Particulars | As at and for the year ended March 31, 2025 | As at and for the year ended March 31, 2024 | As at and for the year ended March 31, 2023 |
|---|---|---|---|
| Earnings per share (basic) (in Rs.)[1] | 3.85 | 1.85 | 0.18 |
| Earnings per share (Diluted) (in Rs.)[2] | 3.85 | 1.85 | 0.18 |
| Return on Net worth (%)[3] | 23.50% | 17.69% | 2.10% |
| Net Asset Value per Equity Share (in Rs.)[4] | 14.78 | 180.22 | 146.99 |
| Net Asset Value per Equity Share (post bonus adjustment) (in Rs.)[5] | 14.78 | 10.60 | 8.65 |
| EBITDA (in Lakhs)[5] | 510.53 | 282.48 | 85.36 |

***Notes:-***

*[1]Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.*

*[2]Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares during the year.*

*[3]Return on net worth is calculated as restated profit for the year(after transfer to minority interest) divided by total shareholder's fund.*

*[4]Net asset value per equity share is calculated as total shareholder's fund divided by number of equity shares.*

*[5]Net asset value per equity share is calculated as total shareholder's fund divided by weighted average number of equity shares post bonus.*

*[6]EBITDA is calculated as profit for the year minus other income plus finance costs, depreciation and amortization, total income tax expenses.*

For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 253.

***The remainder of this page has been left blank intentionally.***

## CAPITALISATION STATEMENT

The Capitalisation Statement derived from Restated Financial Statements and changed as per the current shareholding pattern is required to be disclosed under the SEBI ICDR Regulations are set forth below:

***Amount (Rs. In Lakhs)***

| ***Particulars*** | ***Pre-Issue*** | ***Post Issue*** |
|---|---|---|
| **Borrowings** | | |
| **Short term debt (A)** | 420.69 | * |
| **Long Term Debt (B)** | 112.27 | * |
| **Total debts (C)** | **532.96** | * |
| **Shareholders' funds** | | |
| **Equity share capital** | 995.45 | * |
| **Reserve and surplus - as restated** | 475.58 | * |
| **Total shareholders' funds** | **1,471.03** | * |
| | | |
| **Long term debt / shareholders funds** | 0.08 | * |
| **Total debt / shareholders funds** | 0.36 | * |

***(*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.***

***Notes:***

*1. Short term Debts represent which are expected to be paid/payable within 12 months*

*2. Long term Debts represent debts other than Short-term Debts as defined above*

*3.The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2025.*

***The remainder of this page has been left blank intentionally.***

## FINANCIAL INDEBTEDNESS

*Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the issuer Company, Autofurnish Limited (Formerly known as Autofurnish Trading Limited) and further explanations and information provided by the management of the Companies, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at March 31, 2025 are as mentioned below:*

(All amounts in ₹ lakhs, unless otherwise stated)

| Nature of Borrowing | Outstanding as on 31/03/2025 |
|---|---|
| Secured Loan (A) | 27.69 |
| Unsecured Loan (B) | 505.26 |
| **Total** | **532.95** |

**A. SECURED LOANS**

**STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

| Name of Lender | Purpose | Sanctioned Amount (In Lakhs) | Rate of Interest | Primary & Collateral Security | Tenure (in Months) | Amount of EMI (in Lakhs) | Outstanding amount as of 31 March 2025 (In Lakhs) |
|---|---|---|---|---|---|---|---|
| HDFC Bank | Car Loan | 19.00 | 11.91% | Vehicle | 60 | 0.39 | **18.49** |
| HDFC Bank | Car Loan | 20.01 | 7.10% | Vehicle | 60 | 0.40 | **9.20** |
| **TOTAL** | | **39.01** | | | | **0.79** | **27.69** |

**B. Unsecured Loans**

(All amounts in ₹ lakhs, unless otherwise stated)

| Name of Lender | Purpose | Sanctioned Amount | Rate of Interest | Primary & Collateral Security | Tenure (in Months) | Amount of EMI | Outstanding amount as of 31 March 2025 |
|---|---|---|---|---|---|---|---|
| Standard Chartered Bank | Business Loan | 109.30 | **15.00%** | NA | 44 | 2.76 | **98.81** |
| Unity Bank | Business Loan | 51.00 | **16%** | NA | 36 | 1.79 | **40.41** |
| HDFC Bank- OD | Business Loan-OD | 450.00 | **8.75%** | NA | 12 | As Per Uses | **349.76** |
| Puneet Arora | Working Capital | NA | **NA** | NA | NA | NA | **16.28** |
| **TOTAL** | | **610.30** | | | | **4.55** | **505.26** |

**For NYS & Company**
Chartered Accountants
Firm's Registration No. 017007N

**Sd/-**

**Niitesh N Agrawal**
Partner
Membership No.: 527125
Place: New Delhi
Date: September 25, 2025
UDIN: 2552712BMONSA8150

# MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion of our financial condition and results of operations together with our Financial Statements as Restated which is included in this Draft Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Financial Statements as Restated, for the years ended March 31, 2025, 2024 and 2023 including the related notes and reports, included in this Draft Prospectus is prepared in accordance with requirements of the Companies Act, 2013 and restated in accordance with the SEBI (ICDR) Regulations, 2018, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited statutory financial statements. Accordingly, the degree to which our Financial Statements as Restated will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 28 of this Draft Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 16 of this Draft Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information.

Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Autofurnish Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for Financial Years 2025, 2024 & 2023 included in this Draft Prospectus beginning on page 216 of this Draft Prospectus.

## BUSINESS OVERVIEW

Our company was incorporated as a Private Limited Company namely "Autofurnish Trading Private Limited" under the Companies Act, 2013 vide Certificate of Incorporation dated May 05, 2015 issued by Registrar of Companies, Delhi bearing Corporate Identification Number U51101DL2015PTC279742. Thereafter, our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra-Ordinary General Meeting held on May 23, 2024. A fresh Certificate of Incorporation consequent to conversion was issued on August 27, 2024 by the Registrar of Companies, ROC CPC Manesar Haryana and consequently the name of our Company was changed from "Autofurnish Trading Private Limited" to "Autofurnish Trading Limited" bearing Company's Corporate Identification Number U51101DL2015PLC279742. The name of our company was subsequently changed to "Autofurnish Limited" and fresh certificate of Incorporation issued by the Registrar of Companies, ROC CPC Manesar Haryana dated October 14, 2024. As on the date of this Draft Prospectus, the Corporate Identification Number of our Company is U51101DL2015PLC279742

.
At present, we operate in two business segments mainly –

- Manufacturing
- Trading

*For further details of our company please refer to section titled "Our History and Certain Other Corporate Matters" and "Our Business"* beginning on page no. 185 and 138 respectively of this Draft Prospectus.

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

*In evaluating our business, we consider and use certain key performance indicators that are presented below as supplemental measures to review and assess our operating performance. The presentation of these key performance indicators is not intended to be considered in isolation or as a substitute for the Restated Financial Information included in this Draft Prospectus. We present these key performance indicators because they are used by our management to evaluate our operating performance. Further, these key performance indicators may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these matrices should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation.*
*The following table sets forth certain of our key performance indicators for the periods indicated below on Consolidated basis.*

*Amount (Rs. in Lakhs except percentages and ratios)*

| Key Financial Performance | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Revenue from operations (1) | 3,336.01 | 1,591.00 | 1,058.86 |
| EBITDA (2) | 510.53 | 282.48 | 85.36 |
| EBITDA Margin (3) | 15.30% | 17.75% | 8.06% |
| PAT (4) | 345.76 | 160.44 | 15.77 |
| PAT Margin (5) | 10.51% | 10.24% | 1.49% |
| Net Worth (6) | 1,471.03 | 907.17 | 749.63 |
| Return on Net Worth (7) | 23.50% | 17.69% | 2.10% |
| RoCE (8) | 33.74% | 28.10% | 6.84% |

***Notes:***

*(1) Revenue from operations' means the Revenue from operations as appearing in the Consolidated Restated Financial Statement.*
*(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income*
*(3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations*
*(4) PAT is mentioned as profit after tax for the period and after adjusting minority interest*
*(5) PAT Margin is calculated as PAT for the year (before transfer to minority interest) divided by revenue from operations.*
*(6) Net Worth means the aggregate value of the paid-up share capital and reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss). of the company.*
*(7) ROE/RONW: Return on Equity is calculated as PAT divided by closing shareholders' fund.*
*(8) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus Long Term-borrowings.*

For further detail on Key Performance Indicators of our company, please refer Chapter Titled "Basis of Offer Price" on page 110 of this Draft Prospectus.

## SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

As per mutual discussion between the Board of the Company and Lead Manager, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Draft Prospectus and which materially and adversely affect or is likely to affect within the Previous twelve months except as follows:

- The board of directors in its meeting held on August 28, 2024 appointed Mr. Ruppal Wadhwa as Chief Financial Officer of the Company.
- The shareholders of our Company appointed Mr. Sourav as Independent Director in the Extra-Ordinary General Meeting held May 08, 2024.
- The shareholders of our Company appointed Mr. Vipul Vashisht as Non-Executive Director as on September 05, 2025.
- The Board of Directors of our Company has approved and passed resolution on September 05, 2025 to authorize the Board of Directors to raise the funds by way of Initial Public Offering.
- The shareholder of our Company has approved and passed resolution on September 05, 2025 to authorize the Board of Directors to raise the funds by way of Initial Public Offering.
- Increase in Authorised Share Capital: The Company has increased its authorised share capital from INR 1,300.00 Lakhs (1,30,00,000 equity share of INR 10 each) to INR 1,500.00 Lakhs (1,50,00,000 equity share of INR 10 each) pursuant to a resolution passed at the Extraordinary General Meeting (EGM) of shareholders held on September 05, 2025.
- The Company has approved the Restated Financial Statements for the financial year ending March 31 2025, March 31, 2024 and March 31, 2023 in the Board meeting dated September 25, 2025.
- Our Company has approved the Draft Prospectus vide resolution in the Board Meeting dated September 30, 2025.

## SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factor"* beginning on page 28 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India.
- Substantial portion of our revenues has been dependent upon few customers. The loss of any one or more of our major customers would have a material adverse effect on our business, cash flows, results of operations and financial condition.
- Our manufacturing activity is subject to availability of raw material and the costs of the raw materials. Any shortage in availability or fluctuations in raw material prices, may have a material adverse effect on our business, financial condition, results of operations and cash flows.
- Our ability to grow our business.
- Our business and financial performance is particularly based on market demand and supply of our products/services; The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Failure to adapt to the changing needs of industry may adversely affect our business and financial condition;
- Inflation, deflation, unanticipated turbulence in interest rates,
- Our dependence on our key personnel, including our directors and senior management;

- Our ability to successfully implement our business strategy and plans;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control.

## DISCUSSION ON RESULT OF OPERATION

***The following discussion on results of operations should be read in conjunction with the Consolidated Restated Financial Statements for the financial years ended on March 31, 2025, March 31, 2024 March 31, 2023***

*Amount (₹ in Lakhs unless stated otherwise)*

| Particulars | For the year ended 31 March, 2025 | %age of Total Income | For the year ended 31 March, 2024 | %age of Total Income | For the year ended 31 March, 2023 | %age of Total Income |
|---|---|---|---|---|---|---|
| **Income** | | | | | | |
| Revenue from Operations | 3,336.01 | 98.46% | 1,591.00 | 99.91% | 1,058.86 | 99.89% |
| Other Income | 52.29 | 1.54% | 1.42 | 0.09% | 1.15 | 0.11% |
| **Total Income (I + II)** | **3,388.30** | **100.00%** | **1,592.42** | **100.00%** | **1,060.01** | **100.00%** |
| | | | | | | |
| **Expenditure** | | | | | | |
| Cost of Material Consumed | 1,969.90 | 58.14% | - | - | 889.26 | 83.89 |
| Purchases of Stock in Trade | 557.98 | 16.47% | 1,078.25 | 67.71% | 462.82 | 43.66 |
| Changes in inventories | (52.08) | -1.54% | 167.51 | 10.52% | (607.02) | -57.27% |
| Employee benefits expenses | 188.50 | 5.56% | 2.86 | 0.18% | 119.28 | 11.25% |
| Financial Charges (Finance cost) | 64.58 | 1.91% | 34.05 | 2.14% | 31.18 | 2.94% |
| Depreciation & Amortization Expenses | 18.59 | 0.55% | 17.35 | 1.09% | 35.27 | 3.33% |
| Other expenses | 157.58 | 4.65% | 59.90 | 3.76% | 108.34 | 10.22% |
| **Total expenses** | **2,905.05** | **85.74%** | **1,359.91** | **85.40%** | **1,039.13** | **98.03%** |
| | | | | | | |
| **Profit before Taxation & Exceptional Item** | **483.25** | **14.26%** | **232.50** | **14.60%** | **20.89** | **1.97%** |
| Exceptional Items | 10.04 | 0.30% | - | - | - | - |
| **Profit Before Taxation** | **473.21** | **13.97%** | **232.50** | **14.60%** | **20.88** | **1.97%** |
| | | | | | | |
| Current Tax | 122.51 | 3.62% | 72.12 | 4.53% | 8.00 | 0.75% |
| Deferred Tax | 0.22 | 0.01% | (2.46) | -0.15% | (2.89) | -0.27% |
| Earlier Years Tax Expense | - | - | - | - | - | - |
| **Total tax expense** | **122.73** | **3.62%** | **69.66** | **4.53%** | **5.11** | **0.48%** |
| | | | | | | |
| **Profit After Tax but Before Extra-ordinary Items** | **350.49** | **10.34%** | **162.85** | **10.23%** | **15.78** | **1.49%** |
| Extraordinary Items | 4.73 | 0.14% | 2.41 | 0.15% | - | - |
| **Net Profit Transferred to Balance Sheet** | **345.76** | **10.20%** | **160.44** | **10.08%** | **15.78** | **1.49%** |

## *Our Significant Accounting Policies*

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled "Financial Statements" beginning on page 216 of this Draft Prospectus.

## *Reservations, Qualifications and Adverse Remarks*

The Examination Report issued by our Statutory Auditors has no reservations, qualifications and adverse remarks.

## *Revenue Recognition Method adopted by the company*

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

**Income of Services:**
The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

**Interest Income:**
Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

## *Overview of Revenue & Expenditure*

The following discussion on results of operations should be read in conjunction with the Restated Financial statements for the Financial Year 2025, 2024 & 2023. Our revenue and expenses are reported in the following manner:

## *Revenue Bifurcation*

**Product wise bifurcation**

Product wise bifurcation is mentioned under chapter titled 'our business' on page 138 of this Draft Prospectus under the head 'Product wise revenue breakup'.

**Geographical bifurcation**

Geographical bifurcation is mentioned under chapter titled 'our business' on page 138 of this Draft Prospectus under the head 'Geographical wise revenue breakup'.

## *Revenues*

- **Total Income:**
  Our total income comprises of revenue from operations and other income.

- **Revenue of operations**
  Our Company's revenue is primarily generated from sale of bike accessories such as Towel Cloths, Round polishing pads, Bike body covers, Bike seat covers, Scooty Mats, Car Body Covers, car foot mats, car cushions, car display protectors, car organizers, and other such automobile accessories.

- **Other Income**
  Other Income includes interest income, and other miscellaneous income.

## *Expenditure*

Our total expenditure primarily consists of purchase of stock in trade, cost of material consumed, Change in inventories, Employee benefit expenses, other expenses. We also have incurred financial charges and depreciation as expenditure.

- **Cost of Material Consumed**
  Represents the cost of raw materials and components used in production. It includes purchases such as Rexine, EVA Sheets, Velcro Jalli, Thread, Fabric and other such material which undergoes cutting, Stitching, finishing and other treatments to be converted into the finished product.

- **Purchase of Stock in Trade**
  Represents the cost of goods purchased for resale without processing. Such purchases include car accessories, such as tire inflators, car vacuum cleaners, subwoofers, car speakers, amplifiers, mud flaps, wipers, horns, car interior accessories.

- **Change in Inventory**
  It means the difference between total of opening and closing inventories. This includes finished goods of inventory and inventory of stock in trade.

- **Employment Benefit Expenses**
  Our employee benefits expense primarily comprises of Salaries and Wages, Staff welfare expenses and Gratuity and Other Benefits etc.

- **Finance Cost**
  It includes Interest Expense on term loans and interest on taxes.

- **Depreciation and Amortization Expenses**
  Depreciation includes depreciation on office equipment, computers, plant and machinery, vehicles and Furniture and Fixtures.

- **Other Expenses**
  Other Expenses includes expenses such as Audit fees, business promotion expenses, office expenses, Rent and electricity expenses, and other such expenses.

- **Tax Expenses**
  Income taxes are accounted for in accordance with Accounting Standard – 22 on "Accounting for Taxes on Income" ("AS-22"), prescribed under the Companies (Accounting Standards) Rules, 2006. Our Company provides for current tax as well as deferred tax, as applicable.

Provision for current taxes is made at the current tax rates after taking into consideration the benefits available to our Company under the provisions of the Income Tax Act, 1961.

Deferred tax arises from the timing differences between book profits and taxable profits that originate in one period and are capable of reversal in one or more subsequent periods and is measured using the tax rates and laws applicable as of the date of the financial statements. Our Company provides for deferred tax asset / liability on such timing differences subject to prudent considerations in respect of deferred tax assets.

## DETAILS OF FINANCIAL YEAR ENDING MARCH 31, 2025 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2024 (BASED ON RESTATED FINANCIAL STATEMENTS)

*Amount (₹ in Lakhs unless stated otherwise)*

| Particulars | For the year ended 31 March, 2025 | For the year ended 31 March, 2024 | Change in ₹ Lakhs | Change in % |
|---|---|---|---|---|
| **Income** | | | | |
| Revenue from Operations | 3,336.01 | 1,591.00 | 1,745.01 | 109.68% |
| Other Income | 52.29 | 1.42 | 50.87 | 3586.78% |
| **Total Income (I + II)** | **3,388.30** | **1,592.42** | **1,795.88** | **112.78%** |
| | | | | |
| **Expenditure** | | | | |
| Cost of Material Consumed | 1,969.90 | - | 1,969.90 | - |
| Purchases of Stock in Trade | 557.98 | 1,078.25 | (520.27) | (48.25)% |
| Changes in inventories | -52.08 | 167.51 | (219.59) | (131.09)% |
| Employee benefits expenses | 188.5 | 2.86 | 185.64 | 6498.30% |
| Financial Charges (Finance cost) | 64.58 | 34.05 | 30.53 | 89.65% |
| Depreciation & Amortization Expenses | 18.59 | 17.35 | 1.24 | 7.16% |
| Other expenses | 157.58 | 59.9 | 97.67 | 163.06% |
| **Total expenses** | **2,905.05** | **1,359.91** | **1,545.14** | **113.62%** |
| | | | - | - |
| **Profit before Taxation & Exceptional Item** | **483.25** | **232.5** | **250.75** | **107.85%** |
| Exceptional Items | 10.04 | - | 10.04 | - |
| **Profit Before Taxation** | **473.21** | **232.5** | **240.71** | **103.53%** |
| | | | | |
| Current Tax | 122.51 | 72.12 | 50.39 | 69.87% |
| Deferred Tax | 0.22 | -2.46 | 2.68 | -108.82% |
| Earlier Years Tax Expense | - | - | - | - |
| **Total tax expense** | **122.73** | **69.66** | **53.07** | **76.19%** |
| | | | | |
| **Profit After Tax but Before Extra-ordinary Items** | **350.49** | **162.85** | **187.64** | **115.22%** |
| Transferred to Minority interest | 4.73 | 2.41 | 2.32 | 96.21% |
| **Net Profit Transferred to Balance Sheet** | **345.76** | **160.44** | **185.32** | **115.51%** |

## Revenues

- **Total Income**
  Total Income for the Financial Year 2024–25 stood at ₹3,388.30 lakhs, compared to ₹1,592.42 lakhs in the Financial Year 2023–24, registering a sharp increase of **112.78%**, due to the following factors:

**1. Revenue from operations**

Revenue from operations for FY 2024–25 stood at ₹3,336.01 lakhs, as against ₹1,591.00 lakhs in FY

2023–24, showing a strong growth of **109.68%**. The company resumed in-house manufacturing under its own brand with product customisation, which enabled significant business expansion. In FY 2023–24, an ongoing dispute had compelled the company to operate solely as a trader, adversely affecting product quality and limiting revenue. The resolution of this issue and the return to manufacturing contributed to the higher revenue in FY 2024–25.

**2. Other Income**

Other Income for FY 2024–25 stood at ₹52.29 lakhs compared to ₹1.42 lakhs in FY 2023–24, representing a growth of Rs. 50.87 lakhs. This increase was primarily on account of a one-time transaction in the wholly owned subsidiary, GMPL, wherein certain creditor balances and expenses payable were written back during FY 2024–25 due to operational disputes.

## Expenditure

♦ **Total Expenses**

Total Expenses for FY 2024–25 amounted to ₹2,905.05 lakhs, compared to ₹1,359.91 lakhs in FY 2023–24, reflecting a growth of **113.62%**. The increase can be attributed to the following key components:

**1. Cost of Material Consumed**

The cost of materials consumed rose to ₹1,969.90 lakhs in FY 2024–25 nil in FY 2023–24. During FY 2023–24, an ongoing dispute forced the company to operate solely as a trader, resulting in no material consumption. Although raw materials worth ₹250.52 lakhs were purchased in the last quarter of FY 2023–24, manufacturing commenced in FY 2024–25, leading to the recorded nil material consumption for FY 2023–24.

**2. Purchase of Stock in Trade**

Purchases of stock-in-trade decreased to ₹557.98 lakhs in FY 2024–25 from ₹1,078.25 lakhs in FY 2023–24, recording decrease of 48.25**%**. The higher trading volumes in FY 2023–24 were primarily driven by the company's reliance on trading activity due to the temporary closure of its manufacturing facility amid an ongoing dispute. As a result, the business was predominantly trade-driven during that period. In contrast, during FY 2024–25, with the resolution of the dispute and the resumption of in-house manufacturing, trading activity was limited to specific customer orders. This shift marks the company's renewed focus on manufacturing-led operations, leading to higher manufacturing sales and a corresponding reduction in stock-in-trade purchases.

**3. Change in Inventories**

Changes in inventories for FY 2024–25 stood at ₹(52.08) lakhs compared to ₹167.51 lakhs in FY 2023–24, showing a negative movement of **131.09%**. The positive change in FY 2023–24 was primarily due to the conversion of finished goods inventory—carried over as closing stock from FY 2022–23—into opening stock for the year. This inventory accumulation resulted from the temporary closure of the company's manufacturing facility in mid-FY 2022–23. Additionally, with the business being purely trade-focused during FY 2023–24, there was limited production activity, leading to lower closing inventory at year-end. In contrast, FY 2024–25 saw a negative change in inventories due to resumed manufacturing operations, resulting in higher consumption of raw materials and a relatively lean closing stock position.

4. **Employment Benefit Expenses**

   Employee benefit expenses for FY 2024-25 stood at ₹188.50 lakhs, whereas in Financial Year 2023-24 it stood as Rs. 2.86 lakh. The low expense in FY 2023–24 was due to the suspension of manufacturing operations during the trademark dispute, resulting in no labour costs. In addition, the company's Key Managerial Personnel did not withdraw any salary in that year, further reducing expenses.

5. **Other Expenses**

   Other expenses stood at ₹157.58 lakhs in FY 2024–25 as against ₹59.90 lakhs in FY 2023–24, marking an increase of **163.06%**. primarily due to the company's shift from pure trading to a mix of manufacturing and trading. With the resumption of in-house production, the company incurred additional factory overheads such as production-related consumables, Rent expenses, transportation, packaging, and higher professional and compliance costs, all of which were largely absent in FY 2023–24 when operations were limited to trading

   .

6. **Depreciation and Amortization Expenses**

   Depreciation and amortization expenses increased modestly to ₹18.59 lakhs in FY 2024–25 from ₹17.35 lakhs in FY 2023–24, a growth of 7.15%. The same is calculated for the period and values, as per the utilization of assets for the Company's business. The increase is primarily attributable to the purchase of property, plant and equipment worth ₹35.99 lakhs during FY 2024–25, which added to the depreciable asset base.

7. **Finance Cost**

   Finance costs rose to ₹64.58 lakhs in FY 2024–25 from ₹34.05 lakhs in FY 2023–24, reflecting an increase of **89.66%.**

   The rise was mainly due to higher short-term borrowings from Rs. 255.58 lakhs in FY 2023-24 to Rs. 420.69 lakhs in FY 2024-25, this lead to higher interest expenses on bank borrowings.

8. **Restated Profit before Tax**

   The restated profit before tax increased to ₹473.21 lakhs in FY 2024–25 from ₹232.50 lakhs in FY 2023–24, reflecting a growth of 103.53%. This growth was primarily driven by the significant increase in revenue from operations as the company resumed in-house manufacturing under its own brand and introduced product customisation. While expenses such as employee benefits, factory overheads, and finance costs increased with the expansion of operations, the overall margins remained broadly similar to the previous year, indicating that the increase in profit before tax was largely a result of higher scale of operations rather than improvement in profitability ratios.

9. **Restated Profit after Tax**

   The restated profit after tax for FY 2024–25 stood at ₹345.76 lakhs, compared to ₹160.44 lakhs in FY 2023–24, an increase of **115.51%**. The increase is in line with the growth in PBT, reflecting better operational performance.

**Conclusion for increase in PAT margin:**

*Amount (₹ in Lakhs unless stated otherwise)*

| Particulars | FY 2024-25 | FY 2023-24 |
|---|---|---|
| **Revenue from Operations (A)** | 3,336.01 | 31591.00 |
| **Profit After Tax (B)*** | 350.49 | 162.85 |
| **Profit Margin** | 10.51% | 10.24% |

**PAT is considered before transfer to minority interest as Revenue from operations considers 100% consolidation of Subsidiary*

This growth is in line with the rise in profit before tax, driven primarily by higher revenue from operations as the company resumed in-house manufacturing under its own brand with product customisation. In addition, the cost of materials consumed and purchases of stock-in-trade were managed efficiently relative to the scale of operations, contributing to maintaining overall margins. While employee benefits, factory overheads, and finance costs increased due to the expansion of operations, the proportionate management of material and trading costs ensured that the PAT margin improved slightly to 10.51% in FY 2024–25 from 10.24% in FY 2023–24.

## FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023 (BASED ON RESTATED FINANCIAL STATEMENTS)

*Amount (₹ in Lakhs unless stated otherwise)*

| Particulars | For the year ended 31 March, 2024 | For the year ended 31 March, 2023 | Change in ₹ Lakhs | Change in % |
|---|---|---|---|---|
| **Income** | | | | |
| Revenue from Operations | 1,591.00 | 1,058.86 | 532.14 | 50.26% |
| Other Income | 1.42 | 1.15 | 0.27 | 23.48% |
| **Total Income (I + II)** | **1,592.42** | **1,060.01** | **532.41** | **50.23%** |
| | | | | |
| **Expenditure** | | | | |
| Cost of Material Consumed | - | 889.26 | (800.36) | (100.00)% |
| Purchases of Stock in Trade | 1,078.25 | 462.82 | 615.43 | 132.97 |
| Changes in inventories | 167.51 | -607.02 | 774.53 | -127.60% |
| Employee benefits expenses | 2.86 | 119.28 | -116.42 | -97.60% |
| Financial Charges (Finance cost) | 34.05 | 31.18 | 2.87 | 9.20% |
| Depreciation & Amortization Expenses | 17.35 | 35.27 | -17.92 | -50.81% |
| Other expenses | 59.9 | 108.34 | -48.44 | -44.71% |
| **Total expenses** | **1,359.91** | **1,039.13** | **320.79** | **30.87%** |
| | | | | |
| **Profit before Taxation & Exceptional Item** | **232.5** | **20.88** | **211.62** | **1013.51%** |
| Exceptional Items | - | - | - | - |
| **Profit Before Taxation** | **232.5** | **20.88** | **211.62** | **1013.30%** |
| | | | | |
| Current Tax | 72.12 | 8 | 64.12 | 801.46% |
| Deferred Tax | -2.46 | -2.89 | 0.43 | 14.84% |

| | | | | |
|---|---|---|---|---|
| Earlier Years Tax Expense | - | - | | |
| **Total tax expense** | **69.66** | **5.11** | **64.55** | **1263.13%** |
| | | | | |
| **Profit After Tax but Before Extra-ordinary Items** | **162.85** | **15.77** | **147.08** | **932.37%** |
| Extraordinary Items | 2.41 | 0 | 2.41 | - |
| **Net Profit Transferred to Balance Sheet** | **160.44** | **15.77** | **144.67** | **917.09 %** |

## Revenues

- **Total Income**
  Total income for the Financial Year 2023–24 stood at **₹1,592.42 lakhs**, compared to **₹1,060.01 lakhs** in the Financial Year 2022–23, reflecting a robust increase of **50.23%,** this is due to the reasons mentioned below:

1. **Revenue from operations**
   Revenue from operations for the Financial Year 2023–24 stood at ₹1,591.00 lakhs, compared to ₹1,058.86 lakhs in FY 2022–23, reflecting an increase of 50.26%. Pursuant to the Business Transfer Agreement (BTA) executed on November 16, 2021, between the company, Scale Luxura India Private Limited (SLIPL), and other parties, the company manufactured goods exclusively for SLIPL. However, due to low demand for these products, the arrangement was discontinued effective October 29, 2022. Consequently, in FY 2022–23, the company's sales to SLIPL were limited to seven months as per orders received, while in the remaining five months, it sold some goods from existing stock to other parties without using its own brand. Further, Manufacturing was hampered due to this dispute with SLIPL, marking the beginning of trading activities. In FY 2023–24, the company operated entirely as a trading business. This transition enabled expansion to a broader customer base and reduced dependence on a single client, contributing to the increase in revenue from operations.

2. **Other Income**
   Other income for FY 2023–24 was **₹1.42 lakhs**, compared to **₹1.15 lakhs** in FY 2022–23, representing an increase of **23.48%**. This increase was primarily due to increase on Fixed Deposit Interest.

## *Expenditure*

- **Total Expenses**
  Total Expenses for the Financial Year 2023-24 stood at Rs. 1,359.91 Lakhs. Whereas for the Financial Year 2022-23, it stood at Rs. 1,039.12 Lakhs representing an increase of 30.87% due to factors mentioned below:

1. **Cost of Material Consumed**
   The cost of materials consumed for the Financial Year 2023–24 stood at nil, compared to ₹889.26 lakhs in FY 2022–23, representing a substantial decrease. This was primarily due to the dispute with SLIPL, which led the company to halt its manufacturing operations and shift its focus entirely to trading. From April 1, 2022, to October 29, 2022, the company's manufacturing facility was operational only for SLIPL, and no independent production for other customers was carried out.

2. **Purchases of Stock in Trade**
Purchases of stock-in-trade were Rs. 1,078.25 lakhs in Financial Year 2023–24, compared to Rs. 462.82 lakhs in FY 2022–23, representing an increase of 132.97%. This increase was primarily due to the complete suspension of the Company's manufacturing operations until 31st March 2024, following the halt in production from November 2022. In the absence of in-house manufacturing, the Company shifted its focus entirely to trading activities to fulfill customer orders and maintain business continuity. As a result, purchases of stock-in-trade increased significantly, forming the core of the Company's operations during the year and supporting its revenue generation strategy.

3. **Change in Inventories**
The change in inventories for FY 2023–24 stood at ₹167.51 lakhs, compared to ₹(607.02) lakhs in FY 2022–23, reflecting a favorable movement of 127.60%. At the beginning of FY 2022–23, the company had no opening stock pursuant to the BTA dated November 16, 2021, as it was manufacturing solely for SLIPL on an order basis. During FY 2023–24, manufacturing was halted due to the dispute, and the company shifted to trading. The inventory from prior manufacturing, which remained in the company's stock, was subsequently sold during FY 2023–24, contributing to the positive change in inventories.

4. **Employee Benefit Expenses**
Employee benefit expenses decreased sharply to ₹2.86 lakhs, from ₹119.28 lakhs in FY 2022–23, a reduction of 97.60%. This was due to the halt of manufacturing in FY 2023-24, no labour cost was incurred leading to negligible expenses for the FY 2023-24.

5. **Other Expenses**
Other operating expenses for FY 2023–24 stood at ₹59.90 lakhs, compared to ₹108.34 lakhs in FY 2022–23, reflecting a reduction of 44.71%. The decrease was primarily due to lower rent and production-related expenses under a Memorandum of Understanding (MOU) dated November 1, 2022, with Shahprut Corporation, whereby the company's machinery was used by a third-party manufacturer to produce automotive accessories supplied exclusively to the company. As per the MOU, labour costs, rent, and other production-related expenses were borne by the third party, with the company responsible only for electricity charges, resulting in significantly lower other expenses in FY 2023–24 compared to FY 2022–23.

6. **Depreciation and Amortization Expenses**
Depreciation and Amortization Expenses for the Financial Year 2023-24 stood at Rs. 17.35 lakhs, whereas in Financial Year 2022-23 it stood at Rs. 35.27 lakhs. The same is calculated for the period and values, as per the utilization of assets for the Company's business. The company sold machinery and vehicles of gross value of Rs. 68.43 lakhs in FY 2023-24, which reduced the depreciable asset base and consequently lowered the depreciation expense for the year.

7. **Finance Cost**
Finance costs for the Financial Year 2023-24 stood at Rs. 34.05 lakhs whereas in Financial Year 2022-23 it stood at Rs. 31.18 lakhs representing an increase of 9.20%, primarily due to unsecured loans from bank availed in FY 2023-24 for which outstanding balance as on March 31, 2024 was Rs. 32.31 lakhs. Leading to higher interest cost in FY 2023-24.

8. **Restated Profit before Tax**
Restated profit before tax for FY 2023–24 stood at ₹232.50 lakhs, compared to ₹20.88 lakhs in FY 2022–23, reflecting an increase of ₹211.62 lakhs. Under the Business Transfer Agreement (BTA) executed on November 16, 2021, the company sold products exclusively to Scale Luxura India Private Limited (SLIPL). However, due to low demand, this arrangement was discontinued effective October 29, 2022. During FY 2022–23, sales to SLIPL were made at lower profit margins, and with the sudden disruption of orders, the company had to sell existing inventory to outside customers while simultaneously building a new customer base. This transition required competitive pricing and resulted in very low margins in FY 2022–23. By FY

2023–24, with trading operations established and a broader customer base, profitability improved significantly, driving the sharp increase in profit before tax.

**9. Restated Profit after Tax**

The restated Profit after tax for FY 2023–24 stood at Rs. 160.44 lakhs, compared to ₹15.77 lakhs in FY 2022–23, representing an increase of Rs. 144.67 lakhs. Reasons for increase is as follows:

**Reasons for increase in PAT margins**

*Amount (₹ in Lakhs unless stated otherwise)*

| Particulars | FY 2023-24 | FY 2022-23 |
|---|---|---|
| **Revenue from operations** | 1,591.00 | 1,058.86 |
| **PAT*** | 162.85 | 15.78 |
| **PAT Margin** | 10.24% | 1.49% |

**for PAT margin, PAT is considered before transferred to Minority Interest*

- **Shift from Low-Margin Manufacturing:**
  Discontinuation of the exclusive low-margin supply arrangement with SLIPL reduced dependence on a single customer and allowed more profitable trading.
- **Nil Material Consumption Cost:**
  With manufacturing halted, there were no raw-material expenses, directly improving gross margins.
- **Lower Employee Costs:**
  Manufacturing stoppage led to a sharp drop in labour and related employee expenses.
- **Reduced Operating Overheads:**
  Under the MOU with Shahprut Corporation, rent and other production costs were borne by the third party, leaving only electricity expenses for the company.
- **Diversified Customer Base:**
  Transition to trading enabled sales to multiple customers at better pricing, supporting stronger overall profitability.

***Relevant Balance Sheet Items***

*Amount (₹ in Lakhs unless stated otherwise)*

| Particulars | FY 2024-25 | FY 2023-24 | FY 2022-23 |
|---|---|---|---|
| **Long-Term Borrowings** | 112.27 | 41.34 | - |
| **Short-Term Borrowings** | 420.69 | 255.58 | 298.37 |
| **Trade Payables** | 121.90 | 260.46 | 203.68 |
| **Trade Receivables** | 1,076.33 | 511.08 | 367.96 |
| **Inventories** | 965.32 | 701.55 | 607.02 |

**Long-Term Borrowings**

Long-term borrowings increased to ₹112.27 lakhs in FY 2024–25 from ₹41.34 lakhs in FY 2023–24, compared with nil in FY 2022–23. The rise reflects new unsecured loans taken primarily for business purposes following the resumption of in-house manufacturing. These borrowings indicate the company's investment in vehicles and other fixed assets to sustain higher production and sales volumes.

**Short-Term Borrowings**

Short-term borrowings rose to ₹420.69 lakhs in FY 2024–25 from ₹255.58 lakhs in FY 2023–24, after standing at ₹298.37 lakhs in FY 2022–23. The increase was due to higher bank Overdraft limit availed by the company driven by higher working-capital needs stemming from growth in trading and manufacturing operations. Greater inventory buildup and higher trade receivables required additional short-term funding to ensure liquidity and maintain uninterrupted operations as the business scale expanded.

**Trade Payables**

Trade payables decreased to ₹121.90 lakhs in FY 2024–25 from ₹260.46 lakhs in FY 2023–24, compared with ₹203.68 lakhs in FY 2022–23. The decline reflects improved cash flows and more efficient supplier payment practices, allowing the company to settle dues more promptly. This reduction also highlights better working-capital management and stronger relationships with vendors as operations stabilised and internal processes became more streamlined.

**Trade Receivables**

Trade receivables increased significantly to ₹1,076.33 lakhs in FY 2024–25 from ₹511.08 lakhs in FY 2023–24 and ₹367.96 lakhs in FY 2022–23. The sharp growth corresponds to higher revenue and an expanding customer base after the company resumed manufacturing and broadened its trading activities. Extended credit terms to attract and retain customers also contributed to the higher receivable balance, reflecting the company's growth-driven sales strategy.

**Inventories**

Inventories rose to ₹965.32 lakhs in FY 2024–25 from ₹701.55 lakhs in FY 2023–24 and ₹607.02 lakhs in FY 2022–23. This increase was due to greater stocking of raw materials and finished goods to meet rising order inflows and ensure smooth production cycles. The higher inventory levels demonstrate the company's preparation for increased demand and its focus on maintaining adequate supplies for both manufacturing and trading activities.

**Conclusion**: Overall, the consolidated figures for FY 2024–25 reflect a company in a clear growth phase, supported by stronger manufacturing activity and wider trading operations. Higher **long-term and short-term borrowings** underscore the need for capital to fund expansion and rising working-capital requirements. While **trade payables** declined due to faster vendor settlements, the sharp rise in **trade receivables** and **inventories** highlights increased sales volumes and the need to maintain adequate stock for a growing customer base. Together, these movements indicate deliberate investment in capacity and operational scale, balanced by improved supplier management and strong demand for the company's products.

## *Property Plant and Equipment*

*Amount (₹ in Lakhs unless stated otherwise)*

| Particulars | FY 2024-25 | FY 2023-24 | FY 2022-23 |
|---|---|---|---|
| Gross Block- Opening Balance | 108.91 | 177.23 | 177.23 |
| Addition/(sale) during the year | 35.99 | 0.10 | 0 |
| Deductions and Other Adjustments | 0 | 68.43 | 0 |
| **Gross Block- Closing Balance** | **144.90** | **108.91** | **177.23** |
| Accumulated Depreciation- opening balance | 62.39 | 76.11 | 40.88 |
| Depreciation during the year | 13.49 | 17.33 | 35.23 |
| Deletion during the year | | 31.04 | - |
| Accumulated Depreciation- Closing balance | 75.88 | 62.39 | 76.11 |
| **Total Net block of Tangible assets** | **69.02** | **46.52** | **101.13** |

## *Cash Flows*

The table below summarize our cash flows from our Restated Financial Information for the financial year ended on March 2025, 2024 and 2023.

*Amount (₹ in Lakhs unless stated otherwise)*

| Particulars | FY 2024-25 | FY 2023-24 | FY 2022-23 |
|---|---|---|---|
| Net cash (used in)/ generated from operating activities | (323.08) | 79.28 | (28.14) |
| Net cash (used in)/ generated from investing activities | (9.39) | (40.92) | (21.87) |
| Net cash (used in)/ generated from financing activities | 370.60 | (35.49) | 3.61 |
| **Net increase/(decrease) in cash and cash equivalents** | 38.13 | 2.87 | (46.40) |
| Cash and Cash Equivalents at the beginning of the Year | 2.87 | - | 46.39 |
| **Cash and Cash Equivalents at the end of the Year** | **41.00** | **2.87** | **(0.01)** |

***Net cash from/(used in) Operating Activities***

For the fiscal year ending March 31, 2025, net profit before tax stood at ₹473.21 lakhs. Adjusting for non-cash items such as depreciation and amortization of ₹18.59 lakhs, interest expense of ₹64.58 lakhs, and minor adjustments for reserves, the operating profit before working capital changes amounted to ₹558.66 lakhs. During FY 2024–25, working capital movements comprised an increase in trade receivables of ₹565.24 lakhs, an increase in inventories of ₹263.78 lakhs, and a decrease in other current assets of ₹130.97 lakhs. These were partially offset by a reduction in trade payables of ₹138.56 lakhs and an increase in other current liabilities of ₹25.25 lakhs. These changes resulted in cash used in operations of ₹247.25 lakhs, and after payment of direct taxes of ₹75.82 lakhs, the net cash used in operating activities was ₹323.08 lakhs.

For FY 2023–24, net profit before tax stood at ₹232.50 lakhs. Adjusting for non-cash items such as depreciation and amortization of ₹17.35 lakhs, interest expenses of ₹34.05 lakhs, and minor adjustments for reserves, the operating profit before working capital changes amounted to ₹301.23 lakhs. During the FY 2023-24, working capital movements comprised an increase in trade receivables of ₹143.12 lakhs, an increase in inventories of ₹94.53 lakhs, and a decrease in other current assets of ₹65.47 lakhs. These were partially offset by a increase in trade payables of ₹56.78 lakhs and a decrease in other current liabilities of ₹98.21 lakhs. These changes resulted in cash used in operations of ₹87.62 lakhs, and after payment of direct taxes of ₹8.34 lakhs, the net cash generated in operating activities was ₹79.28 lakhs

For FY 2022–23, net profit before tax stood at ₹20.88 lakhs. Adjusting for non-cash items such as depreciation and amortization of ₹35.27 lakhs, interest expenses of ₹31.18 lakhs, and minor adjustments for provisions and other income, the operating profit before working capital changes amounted to ₹75.33 lakhs. During the FY 2022-23, working capital movements comprised an increase in trade receivables of ₹44.96 lakhs, an increase in inventories of ₹323.21 lakhs, and a decrease in other current assets of ₹460.92 lakhs. These were partially offset by a increase in trade payables of ₹53.47 lakhs and a decrease in other current liabilities of ₹69.09 lakhs. These changes resulted in cash used in operations of ₹152.45 lakhs, and after payment of direct taxes of ₹180.59 lakhs, the net cash used in operating activities was ₹28.14 lakhs.

***Net cash from/(used in) Investing Activities***

For FY 2024–25, net cash used in investing activities was ₹9.39 lakhs, primarily due to purchase of property, plant and Equipment of ₹36.58 lakhs, and loans and advances received of ₹26.98 lakhs.

For FY 2023–24, net cash used in investing activities was ₹40.92 lakhs, primarily due to purchase of property, plant and Equipment of ₹17.12 lakhs and proceeds received from sale of property, plants and equipments of ₹25.07 lakhs, with interest income of ₹1.42 lakhs.

For FY 2022–23, net cash used was ₹21.87 lakhs, largely from loans and advances of ₹23.02 lakhs and interest income of ₹1.15 lakhs.

***Net cash Flow from/(used in) Financing Activities***

In FY 2024–25, net cash from financing activities was ₹370.60 lakhs, driven by, proceeds from long-term borrowings of ₹70.92 lakhs, Increase in short-term borrowings of ₹165.11 lakhs to support working capital requirements, proceeds from share capital issue: ₹199.14 lakhs and Interest paid of ₹64.58 lakhs, reflecting cost of borrowings.

In FY 2023–24, net cash used in financing activities was ₹35.49 lakhs, mainly due to net repayment of short-term borrowings of ₹42.79 lakhs, proceeds from long term borrowings of ₹41.34 lakhs and interest expenses of ₹34.05 lakhs.

In FY 2022–23, net cash from financing activities was ₹3.61 lakhs, proceeds from short term borrowings is ₹34.79 lakhs with interest expenses of ₹31.18 lakhs.

***Conclusion:***

The Company's cash flows in FY 2024–25 indicate effective management of operating, investing, and financing activities. Despite higher working capital requirements, the Company maintained positive cash balances by balancing borrowings, operational cash generation, and modest capital expenditure. This reflects a sound liquidity position and prudent financial management aligned with the company's operational growth.

## ***Financial Indebtedness***

Please see "Financial Indebtedness" for a description of broad terms of our indebtedness on page 252 of this Draft Prospectus. The company has an impeccable record of servicing its debts and has consistently reduced its dependence on institutional finance, there are negligible chances of any default. In the event our lenders declare an event of default, such current and any future defaults could lead to acceleration of our obligations, termination of one or more of our financing agreements or force us to sell our assets, which may adversely affect our business, results of operations and financial condition.

## ***Off-balance Sheet Commitments and Arrangements***

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements along with contingent liabilities as of **March 31, 2025.**

## ***Outstanding Dues to Trade Payables***

For purposes of the disclosure in Issue Document pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, the Board of Directors of the Company has identified a materiality threshold of **in excess 5% of total trade payables of the Company** as per the Restated Financial Statements of the company for the year ended March 31, 2025, pursuant to a resolution dated September 05, 2025; and the amounts owed as of March 31, 2025 by the Company to any small scale undertaking and any other creditor equal to or exceeding such materiality threshold is identified in summary form as brought out in the tables below.

**Creditors of amount more than threshold limit***

| ***Name of Material Creditor*** | ***Amount (Rs. Lakhs)*** |
|---|---|
| Creditor 1 | 16.43 |
| Creditor 2 | 15.00 |
| Creditor 3 | 14.28 |
| Creditor 4 | 13.62 |
| Creditor 5 | 9.27 |
| Creditor 6 | 7.53 |
| **Total** | **76.12** |

(***Amount in Lakhs***)

| **Particulars** | **FY 2025** | **FY 2024** | **FY 2023** |
|---|---|---|---|
| **Trade Payables** | **121.90** | **260.46** | **203.68** |
| - MSME | 0 | 0 | 0 |
| - Others | 121.90 | 260.46 | 203.68 |

## *INFORMATION REQUIRED AS PER ITEM (II) (C) (iv) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:*

1. **Unusual or infrequent events or transactions**

   Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent other than Preferential allotment of 5,97,800 Equity Shares of face value Rs. 10 each issued at Rs. 41/- per share pursuant to a share swap agreement dated March 15, 2025, executed among Autofurnish Limited, Golden Mace Private Limited (GMPL), Mr. Puneet Arora, and Mr. Ruppal Wadhwa for consideration other than cash, being swap of equity share at a ratio of 122 equity share of Autofurnish Limited in lieu of every 1 equity share of the GMPL issued to promoters of GMPL.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations**

   Other than as described in the section titled Risk Factors beginning on page 28 of this Draft Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

   Other than as described in this Draft Prospectus, particularly in the sections Risk Factors and Management ‘s Discussion and Analysis of Financial Condition and Results of Operations on pages 28 and 253, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations

4. **Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are known.**

   Our Company’s future costs and revenues can be impacted by an increase in labor costs as the company looks to hire talent with new skills and capabilities for the digital economy who may be in short supply.

5. **Future relationship between Costs and Income**

   Our Company's future costs and revenues will be determined by competition, demand/supply situation, Indian Government Policies, and interest rates quoted by banks & others.

6. **Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

   Increases in our revenues are by and large linked to increases in the volume of business.

7. **Total turnover of each major industry segment in which the issuer company operates.**

   The Company is operating in automotive accessories industry. Relevant industry data, as available, has been included in the chapter titled "Our Industry" beginning on page 119 of this Draft Prospectus.

8. **Status of any publicly announced new products or business segments**

   Our Company has not announced any new services and product and segment / scheme, other than disclosure in this Draft Prospectus.

9. **The extent to which the business is seasonal.**

   Our business is not seasonal in nature.

10. **Competitive Conditions**

    We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "Our Business" on page 138 of this Draft Prospectus.

***Remainder of this page is left blank intentionally***

## SECTION VII -LEGAL AND OTHER INFORMATION

## OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except, as stated in this section and mentioned elsewhere in this Draft Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors and Promoters against anyother company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.*

Except as disclosed below there are no:

a) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years;
b) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
c) pending proceedings initiated against our Company for economic offences;
d) default and non-payment of statutory dues by our Company;
e) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies' law in the last five years against our Company, including fines imposed or compounding of offences done in those five years;
f) material frauds committed against our Company in the last five years.

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies/entities, would be considered material for the purposes of disclosure based on lower of threshold criteria mentioned below:

A) As per the policy of materiality defined by the board of directors:

Any pending litigation would be considered material-

If the aggregate amount involved in such individual litigation, to the extent quantifiable, exceeds 5% of the Company's profit after tax for the most recently completed fiscal year, as per the Restated Consolidated Financial Statements; or

Where the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but where an adverse outcome in any litigation would materially and adversely affect our Company's business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

OR

B) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:

| Sr. no. | Particulars | Amt. (₹) in lakhs |
|---|---|---|
| 1. | two percent of turnover, as per the latest annual restated consolidated financial statements of the issuer, or | 66.72 |
| 2. | two percent of net worth, as per the latest annual restated consolidated financial statements of the issuer, except in case the arithmetic value of the net worth is negative, | 29.42 |
| 3. | five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements of the issuer | 8.70 |

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors, KMPs and Subsidiary which are considered to be material. In case of pending civil litigation proceedings where in the monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to contrary, the information provided is as of date of this Draft Prospectus.

***Remainder of this page has been left blank intentionally***

**I. Litigations involving the Company**

**A. Against the Company**

1. **Litigation involving Criminal Matters: NIL**
2. **Litigation involving Civil Matters: NIL**
3. **Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
4. **Litigation/Matters involving Tax Liabilities: NIL**

**B. By the Company**

1. **Litigation involving Criminal Matters:**

**i. Autofurnish Limited Versus Oruga Enterprises (CC NI Act/85825/2025)**

The complainant, engaged in the business of automobile spare parts, supplied goods to the accused against confirmed purchase orders under proper invoices and delivery notes. Against an outstanding liability of Rs. 1,07,994, the accused issued cheque no. 401164 dated 09.05.2025, drawn on Axis Bank, Rashbehari Avenue Branch, Kolkata, in favour of the complainant. On presentation through the complainant's banker, HDFC Bank, Vikas Puri Branch, Delhi, the cheque was dishonoured on 13.05.2025 with the remarks "Funds Insufficient".

Despite repeated assurances and the issuance of a statutory legal notice dated 02.06.2025, duly served via email and speed post, the accused failed to make payment within the stipulated time. The complainant alleges that the accused knowingly and dishonestly issued the cheque without sufficient funds, thereby committing offences under Section 138 of the Negotiable Instruments Act, 1881 (as amended) and other relevant provisions of law. The matter is currently pending and the first hearing in the matter is on 04.10.2025.

2. **Litigation involving Civil Matters: NIL**.
3. **Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
4. **Litigation/Matters involving Tax Liabilities: NIL**

**II. Litigations involving our Promoters/Directors**

**A. Against Promoters/Directors**

1. **Litigation involving Criminal Matters:**
   a. **Aeroids Corporation vs Ruppal Wadhwa (Ct. Cases/516/2018)**

The complainant allegedly supplied goods on credit to the accused. Between April 2017 and August 2017, it was alleged that the accused purchased goods worth several lakhs and made only partial payments, leaving an outstanding liability of Rs. 6,38,508/-. Against this liability, the accused instructed the complainant to present cheque no. 826599 dated 29.11.2017, drawn on Punjab National Bank, Vikas Puri, New Delhi, for the said amount. When presented, the cheque was dishonoured with the remark "Exceeds Arrangement" vide return memo dated 04.12.2017.

Despite repeated reminders, emails, and a statutory legal notice dated 14.12.2017, the accused failed to clear the outstanding dues. Instead, she attempted to evade liability by returning certain goods worth Rs. 2,93,546/- on 01.12.2017 without prior consent, contrary to the complainant's explicit policy that "goods once sold cannot be taken back." The accused further replied to the legal notice stating the poor quality of goods and mischaracterizing the cheque as only a "security cheque." In light of the dishonour of the cheque, the complainant has filed the present complaint under Section 138 of the Negotiable Instruments Act, 1881 seeking prosecution of the accused. The matter is currently pending for complainant evidence and the next date in the matter is 29.01.2026**.**

**3. Litigation involving Civil Matters: NIL**
**4. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
**5. Litigation/Matters involving Tax Liabilities: NIL**

**B. By Promoters/Directors**

1. **Litigation involving Criminal Matters: NIL**
2. **Litigation involving Civil Matters: NIL**
3. **Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
4. **Litigation/Matters involving Tax Liabilities: NIL**

**III. Litigations involving our Group Entities**

**A. Against the Group Entities: NIL**
**B. By the Group Entities: NIL**

**IV. Litigations relating to the Subsidiary Company**

**A. Against Directors of the Subsidiary Company: NIL**
**B. By Directors of the Subsidiary Company: NIL**
**C. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
**D. Litigation/Matters involving Tax Liabilities: NIL**

**V. Litigations relating to KMP – NIL**

Note: The Key Managerial Personnels (KMPs) confirm that there are no pending litigations, defaults, or statutory dues, and no criminal or civil proceedings against them. They have not been subject to any action or investigation by SEBI, any Stock Exchange, or other regulatory authorities. Neither they nor any associated entities have been prohibited from accessing capital markets or penalized by any regulator in India or abroad.

**VI. Other litigations involving any other entities which may have a material adverse effect on the Company**

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of the Companies Act, show cause notices or legal notices pending against the company whose outcome could affect the operation or finances of the Company or have a material adverse effect on the position of the Company.

**VII. Details of the past penalties imposed on our Company / Directors**

Except as disclosed above as on the date of this Draft Prospectus, there are no cases in the last five years in which penalties have been imposed on our Company or our Directors.

**VIII. Outstanding dues to Creditors**

As per the materiality policy of the Company for disclosing outstanding amounts to creditors. Based on the same, as on 31.03.2025 our Company had outstanding dues to creditors as follows:

***(Amount in Lakhs)***

| Particulars | 31.03.2025 |
|---|---|
| **Trade Payables** | |
| Micro, Small and Medium Enterprises | - |
| Others | 121.90 |
| **Total** | 121.90 |

Except as disclosed in the section titled –Management‘s Discussion and Analysis of Financial Condition and Results of Operations of our Company beginning on page number 253 of this Draft Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this Draft Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its assets or its ability to pay its material liabilities within the next 12 months.

**We certify that except as stated herein above:**

a. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, promoters, group entities, companies promoted by the promoters during the past three years.
b. There are no other cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
c. There are no other pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
f. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
g. There is no material regulatory or disciplinary action by SEBI, stock exchange or regulatory authority in the past five year in respect of the promoters, group company’s entities, entities promoted by the promoters of the company.
h. There are no criminal cases filed or any investigation being undertaken with regard to alleged commission of any offence by any of the Directors. Further, none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.

i. The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.
j. Neither the Company nor any of its promoters or directors is a wilful defaulter.

***Remainder of this page is left blank intentionally***

## GOVERNMENT AND OTHER APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively "Authorizations") listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled "Key Industry Regulation and Policies" beginning on page 169 of the Draft Prospectus.

## CORPORATE APPROVALS FOR THIS ISSUE

1. The Board of Directors have, pursuant to resolutions passed at its meeting held on September 05, 2025 has approved the Issue, subject to the approval by the shareholders of the Company under Section 62 (1) (c) of the Companies Act 2013.

2. The Shareholders have, pursuant to the resolution dated September 05, 2025 under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

## IN-PRINCIPAL APPROVAL

The Company has obtained approval from BSE vide its letter dated [●] to use the name of BSE SME in this Offer document for listing of equity shares on SME Platform of BSE Limited i.e. "BSE SME". BSE Limited is the Designated Stock Exchange.

## AGREEMENTS WITH NSDL AND CDSL

**1.** The Company has entered into an agreement dated November 21, 2024 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.** The Company has also entered into an agreement dated October 09, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited, for the dematerialization of its shares.

**3.** The Company's International Securities Identification Number (ISIN) is **INE18HI01019.**

## INCORPORATION DETAILS OF OUR COMPANY

| S. No. | Authorisation granted | Issuing Authority | CIN | Date of Issue | Valid upto |
|---|---|---|---|---|---|
| 1. | Certificate of Incorporation in the name of "*Autofurnish* | Assistant Registrar of Companies, Delhi | U51101DL2015PTC279742 | May 05, 2015 | Perpetual |

| | | | | | |
|---|---|---|---|---|---|
| | *Trading Private Limited"* | | | | |
| 2. | Certificate of Incorporation for Conversion from *"Autofurnish Trading Private Limited"* to *"Autofurnish Trading Limited"* | Registrar of Companies, Central Processing Centre | U51101DL2015PLC279742 | August 27, 2024 | Perpetual |
| 3. | Certificate of Incorporation for Conversion from *"Autofurnish Trading Limited"* to *"Autofurnish Limited"* | Registrar of Companies, Central Processing Centre | U51101DL2015PLC279742 | October 14, 2024 | Perpetual |

## TAX RELATED AUTHORISATIONS OF COMPANY

| S. No | Authorization granted | Issuing Authority | Registration No. /Reference No. /License No. | Date of Issue | Validity |
|---|---|---|---|---|---|
| 1. | Permanent Account Number | Income Tax Department, GOI | AANCA4607K | 05.05.2015 | Perpetual |
| 2. | Tax Deduction Account Number | Income Tax Department, GOI | DELA42582B | 16.01.2017 | Perpetual |
| 3. | Details of GST registration of the Company | | | | |
| | GST Registration Certificate (Delhi) | Centre Goods and Services Tax Act, 2017 | 07AANCA4607K1ZH | 01.07.2017 | Valid until cancellation |
| | GST Registration Certificate (Haryana) | Centre Goods and Services Tax Act, 2017 | 06AANCA4607K1ZJ | 22.03.2022 | Valid until cancellation |

## BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant government and other approvals pertaining to our business:

| S. No. | Authorization granted | Issuing Authority | Registration No./ Reference No./ License No. | Date of Issue | Valid Upto |
|---|---|---|---|---|---|
| 1. | Import Export Code | Ministry of Commerce & Industry | AANCA4607K | 28.06.2019 | Valid until cancellation |
| 2. | Udyam Registration Certificate (MSME) | Ministry of Micro, Small, & Medium Enterprises | UDYAM-DL-11-0006024 | 02.12.2020 | Valid until cancellation |
| 3. | Employees Provident Fund Organization | Ministry of Labour and Employment | DLCPM3495499000 | 15.02.2025 | Valid until cancellation |
| 4. | Employees State Insurance Corporation | Ministry of Labour | 22201299620011099 | 15.02.2025 | Valid until cancellation |
| 5. | Registration and license to work as Factory under the factories act, 1948 | Department of Labour, Government of NCT Of Delhi | 50550000000779 | 22.09.2025 | 21.09.2030 |
| 6. | Factory License | Municipal Corporation of Delhi | MFL1202414707 | 12.12.2024 | 31.03.2027 |
| 7. | Consent to Operate under White Category | Delhi Pollution control committee | DPCC/CMC/WHITE/2018/11887200 | 22.07.2024 | 31.03.2029 |
| 8. | ISO 14001:2015 (Environment management system) | ICV Assessments Private Limited | IN/76215590/7896 | 18.11.2024 | 17.11.2027 |
| 9. | ISO 9001:2015 (Quality management system) | ICV Assessments Private Limited | IN/60415589/4586 | 18.11.2024 | 17.11.2027 |
| 10. | ISO 50001:2018 (Energy Management system) | IAB accreditation | US-ASTE-24-1810129 | 18.11.2024 | 17.11.2027 |
| 11. | IATF 16949:2016 | IAB accreditation | US-ASTE-24-1810127 | 18.11.2024 | 17.11.2027 |
| 12. | ISO 45001:2018 (Occupational health and safety | ICV Assessments Private Limited | IN/46215591/9006 | 18.11.2024 | 17.11.2027 |

| | | | | | |
|---|---|---|---|---|---|
| | management system) | | | | |
| 13. | ISO 26262-1:2011 (Road vehicle - functional safety) | IAB accreditation | US-ASTE-24-1810128 | 18.11.2024 | 17.11.2027 |
| 14. | Goods manufacturing practice | International Standards Certification | GMP/230620/3170 | 16.11.2024 | 15.11.2027 |

## NO OBJECTION CERTIFICATE (NOC) FROM AUTHORITIES

| S. No. | Particulars | Issuing Authority | Issue Date |
|---|---|---|---|
| N.A. | | | |

## APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR WHOLLY OWNED SUBSIDIARY

Our wholly owned subsidiary, Golden Mace Private Limited, requires various approvals and/ or licenses under various rules and regulations to conduct the business. Some of the material approvals required by our wholly owned subsidiary to undertake business activities are set out below**:**

| S. No. | Authorisation granted | Issuing Authority | CIN | Date of Issue | Valid upto |
|---|---|---|---|---|---|
| 1. | Certificate of Incorporation in the name of "*Golden Mace Private Limited*" | Assistant Registrar of Companies, Delhi | U51909DL2016PTC304912 | 24/08/2016 | Perpetual |

## TAX RELATED AUTHORISATIONS OF COMPANY

| S. No | Authorization granted | Issuing Authority | Registration No. /Reference No. /License No. | Date of Issue | Validity |
|---|---|---|---|---|---|
| 1. | Permanent Account Number | Income Tax Department, GOI | AAGCG6683A | 24.08.2016 | Perpetual |
| 2. | Tax Deduction Account Number | Income Tax Department, GOI | DELG19083B | 02.05.2017 | Perpetual |
| 3. | Details of GST registration of the Company | | | | |
| | GST Registration Certificate (Delhi) | Centre Goods and Services Tax Act, 2017 | 07AAGCG6683A1ZN | 01.07.2017 | Valid until cancellation |

| | | | | | |
|---|---|---|---|---|---|
| | GST Registration Certificate (Kolkata) | Centre Goods and Services Tax Act, 2017 | 19AAGCG6683A1ZI | 15.03.2024 | Valid until cancellation |
| | GST Registration Certificate (Telangana) | Centre Goods and Services Tax Act, 2017 | 36AAGCG6683A1ZM | 23.05.2024 | Valid until cancellation |
| | GST Registration Certificate (Karnataka) | Centre Goods and Services Tax Act, 2017 | 29AAGCG6683A1ZH | 22.05.2024 | Valid until cancellation |
| | GST Registration Certificate (Maharashtra) | Centre Goods and Services Tax Act, 2017 | 27AAGCG6683A1ZL | 13.03.2024 | Valid until cancellation |
| | GST Registration Certificate (Haryana) | Centre Goods and Services Tax Act, 2017 | 06AAGCG6683A1ZP | 09.03.2024 | Valid until cancellation |

## BUSINESS RELATED CERTIFICATIONS

Our wholly owned company has received the following significant government and other approvals pertaining to our business:

| S. No. | Authorization granted | Issuing Authority | Registration No./ Reference No./ License No. | Date of Issue | Valid Upto |
|---|---|---|---|---|---|
| 1. | Certificate of Importer-Exporter code | Director General of Foreign Trade | 0517509814 | 19.04.2017 | Valid until cancellation |
| 2. | Udyam Registration Certificate (MSME) | Ministry of Micro, Small, & Medium Enterprises | UDYAM-DL-08-0028898 | 28.03.2022 | Valid until cancellation |

## INTELLECTUAL PROPERTY APPROVALS

For details regarding Intellectual property rights of the Company, please see Chapter titled "Our Business" on page no. 138 of this Draft Prospectus.

## Licenses / Approvals which are required but not yet applied for by our Company:

There are no material licenses or statutory approvals that our Company is yet to apply for in connection with the proposed expansion, except for the Fire NOC, which has not yet been applied for.

### Licenses / approvals which have expired and for which renewal applications have not been made by our Company

Nil

**It must, however be, distinctly understood that in granting the above-mentioned approvals, the Central government, state government and other authorities do not take any responsibility for the financial soundness of the company or for the correctness of any of the statements.**

*Remainder of this page has been left blank intentionally*

# OTHER REGULATORY AND STATUTORY DISCLOSURES

## AUTHORITY FOR THE ISSUE

1. This Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on September 05, 2025.

2. The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013, at its EGM held on September 05, 2025, and authorised the Board to take decisions in relation to this Issue.

3. The Company has obtained approval from BSE vide its letter dated [•] to use the name of BSE Limited in this Offer document for listing of equity shares on BSE SME Platform. BSE is the Designated Stock Exchange.

4. Our Board has approved this Draft Prospectus through its resolution dated September 30, 2025.

5. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled "*Government and Other Approvals*" beginning on page number 277 of this Draft Prospectus.

## PROHIBITION BY SEBI

Our Company, Directors, Promoters, members of the Promoter Group and subsidiary or the Director and Promoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

## PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Our Company, our Promoters or their relatives (as defined under the Companies Act) and our subsidiary and Group Entities have confirmed that they have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereofare pending against them.

Our directors have not been declared as wilful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.

## COMPLIANCE WITH THE SIGNIFICANT BENEFICIAL OWNERS RULES, 2018

Our Company, our Promoters and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018 as amended from time to time, to the extent in force and applicable, as on the date of this Draft Prospectus.

## CONFIRMATIONS

1. 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 in the past five years.

2. 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.

## DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

We confirm that none of our directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Draft Prospectus.

## ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Offer in accordance with Regulation 229 (2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the post-issue face value capital is more than ten crore rupees and up to twenty-five crore rupees. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for the listing of our Equity Shares.

**We confirm that:**

a) In accordance with Regulation 228 (a) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board;

b) In accordance with Regulation 228 (b) of the SEBI (ICDR) Regulations, none of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board;

c) In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a willful defaulter or fraudulent borrower.

d) In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, None of the Issuer 's promoters or directors is a fugitive economic offender.

e) In accordance with Regulation 228 (e) there are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

f) In accordance with Regulation 229 (4) In case of an issuer, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document - The provision is not applicable to the company as the company was originally incorporated as a Private Limited Company.

g) In accordance with Regulation 229 (5) there is no complete change in promoters neither there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer

h) In accordance with Regulation 229 (6) An issuer may make an initial public offer, only if the issuer had minimum operating profits (earnings before interest, depreciation and tax) of ₹1 crore from operations for atleast two out of the three previous financial years.

Our Company has operating profits in last three financial years as described below:

(Amt. in lakhs)

| Particulars | FY 2024-25 | FY 2023-24 | FY 2022-23 |
|---|---|---|---|
| EBIDTA | 510.53 | 282.48 | 85.36 |

i) In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, an application is being made to SME Platform of BSE Limited (BSE SME) and BSE is the Designated Stock Exchange.

j) In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into an agreement with depositories for the dematerialization of specified securities already issued and proposed to be issued.

k) In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid Up.

l) In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.

m) In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of the offer document with the Registrar of Companies, however, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document. Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per Form A of Schedule V to which the site visit report will also be annexed, including additional confirmations as provided in Form G of Schedule V along with the draft offer document to the SME Exchange(s), where the specified securities are proposed to be listed

n) Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the Lead Manager and SME Platform of BSE Limited.

o) In accordance with Regulation 247(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the offer document filed with the SME exchange will be made available to public for comments for a period of at least twenty-one days from the date of filing, by hosting it on the websites of the issuer, SME exchange, and the Book Running Lead Manager.

p) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the Lead Manager to the Offer will underwrite at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to "General Information" Underwriting on page no. 70 of this Draft Prospectus.

q) 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 arrangements, please refer to the section titled "General Information", "Details of the Market Making Arrangements for this Issue" on page 70 of this Draft Prospectus.

r) 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 two hundred, 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, on and from expiry of fourth (4) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.

## BSE ELIGIBILITY NORMS

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the Company's post issue paid-up capital is less than ₹ 25 Crore Rupees. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares

**1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

Our Company is incorporated on May 05, 2015 under the Companies Act, 2013.

**2. The post issue paid up capital of the company shall not be more than ₹ 25.00 Crore.**

The post issue paid up capital of the Company will not be more than Rs. 25.00 Crore Rupees.

**3. The net worth shall be at least ₹ 1 crore for 2 preceding full financial years**

**(Amount in Lakhs)**

| Particulars | As at 31.03.2025 | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|---|
| **Net worth** | 1,471.03 | 907.17 | 749.63 |

**4. Net tangible assets of ₹ 3 crores in last preceding (full) financial year**

The Net Tangible Assets of the Company as per the restated consolidated financials of our Company as at March 31, 2025 is ₹ 1425.53 lakhs.

**5. Track Record**

**A. The company should have a track record of at least 3 years.**

Our Company was incorporated as a limited Company on May 05, 2015 under the Companies Act, 2013, therefore we are in compliance of the track record.

**B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application**

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|

| | | | |
|---|---|---|---|
| **Operating profit (earnings before interest, depreciation and tax and other income) from operations.** | 510.53 | 282.48 | 85.36 |

**6. Leverage ratio of not more than 3:1**

Leverage ratio (Total Debt to Equity) of the Company as on March 31, 2025 is 0.36.

**7. Name change**

Our Company has changed its name from 'Autofurnish Trading Limited' to 'Autofurnish Limited' on October 14, 2024. Since incorporation, our Company has primarily generated revenue from manufacturing activities, with manufacturing contributing more than 50% of our total revenue in most years. During FY 2023–24, our Company was engaged only in trading operations; however, approximately 25% of our total revenue during that year was derived from manufacturing, attributable to the sale of finished goods inventory carried forward from the previous financial year. The word "Trading" was therefore removed from our Company's name to more accurately reflect the overall nature of our business. There is no change in object clause of company pursuant to the change of name.

**Other Requirements**

i. The Company confirms that no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any Stock Exchange having nationwide trading terminals.

ii. The Company further confirms that the Promoters or directors are not the promoters or directors of compulsory delisted companies by the Exchange and neither they are the promoters or directors of such companies on which the consequences of compulsory delisting is applicable/attracted or companies that are suspended from trading on account of noncompliance.

iii. None of the Directors of our company are disqualified/ debarred by any of the Regulatory Authority.

iv. The company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Also, the Equity Shares allotted through this Issue will be in dematerialized mode.

v. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.

vi. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.

vii. The application of the applicant company has not been rejected by the Exchange in the last 6 months.
viii. There is no Offer for sale (OFS) in this SME IPO.
ix There are 1 IPO Draft Offer Documents of Fast Track Finsec Private Limited, which has been returned by BSE in the past 6 months from the date of application. Details of the returned IPOs are as follows:

| S. No. | Name of Entity | Date of Return |
|---|---|---|

| | | |
|---|---|---|
| 1. | Twinkle Papers Limited | August 18, 2025 |

**5. The Company has a live and operational website: www.autofurnish.com**

**6. Disclosures:**

We confirm that:

i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/promoting company(ies), companies promoted by the Promoters/promoting companies of the Company.

ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks by the Company, Promoters/promoting company(ies), companies promoted by the Promoters/promoting Company(ies) during the past three years.

iii. There are no litigations record against the applicant, Promoters/promoting company(ies), companies & promoted by the Promoters/promoting company(ies) except as disclosed below.

iv. There are no criminal cases/investigation/offences filed against the director of the Company.

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, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the BSE SME.

## DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT 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 THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT PROSPECTUS. THE LEAD MANAGER FAST TRACK FINSEC PRIVATE LIMITED 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 AN 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, FAST TRACK FINSEC 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, FAST TRACK FINSEC PRIVATE LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 30, 2025 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 DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS.**

***Note:***
*The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Draft Prospectus.*

## DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.ftfinsec.com & www.autofurnish.com would be doing so at his or her 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. Our Company, our Directors and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *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.

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.

## 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 (who are competent to contract under the Indian Contract Act, 1872), HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakh, pension funds with minimum corpus of Rs. 2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft 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 Delhi, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Prospectus had been filed with BSE SME for its observations and BSE SME gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Draft Prospectus in each jurisdiction, including India.

## DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED (BSE SME)

BSE has given vide its letter dated [●] permission to this Company to use its name in this offer document as one of the stock exchange on which this company's securities are proposed to be listed on the BSE SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE Limited does not in any manner -

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
ii. warrant that this Company‘s securities will be listed on completion of Initial Public Offer or will continue to be listed on BSE SME; or
iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company; or
iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every

person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE, whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The Company has chosen the BSE SME platform on its own initiative and at its own risk, and is responsible forcomplying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE / other regulatory authority. Any use of the SME platform and the related services are subject to Indian Laws and Courts exclusively situated in Delhi.

## 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 of 1933, as amended (U.S. 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), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to "Annexure A" to the Draft Prospectus and the website of the Lead Manager at www.ftfinsec.com.

**Price Information and the Track Record of the Past Issues Handled by the Lead Manager:**

**ANNEXURE-A**

**Disclosure of Price Information of Past Issues Handled by Merchant Banker(s)**

**TABLE 1**

| S. No. | Issuer Name | Issue Size (Rs. in Cr.) | Issue Price (Rs.) | Listing Date | Opening Price on Listing Date | +/-% change in closing price, [+/-% change in closing benchmark]- 30th calendar | +/-% change in closing price, [+/-% change in closing benchmark]- 90th calendar | +/-% change in closing price, change in closing benchmark]- 180th calendar | SME/ Main Board |
|---|---|---|---|---|---|---|---|---|---|

| | | | | | | days from listing | days from listing | days from listing | |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Snehaa Organics Limited | 32.68 | 122 | September 05, 2025 | 122.00 | NA | NA | NA | SME |
| 2 | Mahendra Realtors & Infrastructure Limited | 49.44 | 85 | August 20, 2025 | 68.00 | (16.33)<br>1.10 | NA | NA | SME |
| 3 | Medistep Healthcare Limited | 16.09 | 43 | August 18, 2025 | 53.00 | (33.47)<br>1.82 | NA | NA | SME |
| 4 | Cedaar Textile Limited | 60.90 | 140 | July 07, 2025 | 119.00 | 5.17<br>3.48 | NA | NA | SME |
| 5 | Jainik Power Cables Limited | 51.29 | 110 | June 17, 2025 | 82.00 | 17.98<br>1.03 | 67.71<br>0.87 | NA | SME |
| 6 | Nikita Papers Limited | 67.54 | 104 | June 03, 2025 | 90.00 | 0.55<br>(3.52) | 37.81<br>0.34 | NA | SME |
| 7 | Gajanand International Limited | 20.64 | 36 | September 16, 2024 | 42.00 | (42.60)<br>(1.62) | (50.13)<br>(4.12) | (61.40)<br>13.33 | SME |
| 8 | Ambey Laboratories Limited | 42.55 | 68 | July 11, 2024 | 89.25 | (26.16)<br>0.13 | (29.94)<br>2.74 | (35.41)<br>5.41 | SME |
| 9 | Akiko Global Services Limited | 23.11 | 77 | July 02, 2024 | 93.35 | (18.80)<br>3.68 | (14.30)<br>3.55 | (14.68)<br>(1.29) | SME |
| 10 | Enser Communications Limited | 16.17 | 70 | March 22, 2024 | 70.1 | (2.99)<br>1.08 | 146.36<br>6.65 | 195.86<br>10.91 | SME |
| 11 | Sungarner Energies Limited | 5.31 | 83 | August 31, 2023 | 250 | (17.66)<br>(0.95) | (27.57)<br>4.37 | 23.91<br>15.29 | SME |
| 12 | Pearl Green Clubs and Resorts Limited | 11.71 | 186 | July 07, 2022 | 198.50 | 3.27<br>11.95 | (0.50)<br>45.52 | (2.92)<br>102.80 | SME |
| 13 | Globesecure Technologies Limited | 10.12 | 29 | June 02, 2022 | 37.10 | 212.94<br>(5.35) | 313.07<br>14.94 | 125.47<br>38.57 | SME |
| 14 | Jeena Sikho Lifecare Limited | 55.50 | 150 | April 19,2022 | 173.35 | (12.69)<br>(2.42) | (18.16)<br>(7.09) | (15.17)<br>22.78 | SME |
| 15 | SBL Infratech Limited | 2.37 | 111 | September 28, 2021 | 125.00 | (55.20)<br>(0.53) | (64.8)<br>(3.77) | (47.72)<br>(3.48) | SME |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 16 | Kranti Industries Limited | 2.09 | 37 | February 28, 2019 | 36.95 | (1.22) | 2.84 | (12.04) | SME |
| | | | | | | (8.38) | 1.62 | (3.16) | |
| 17 | Goblin India Limited | 15.20 | 52 | October 15, 2019 | 56.60 | 125.71 | 80.21 | (27.20) | SME |
| | | | | | | 4.62 | 8.70 | (20.29) | |
| 18 | Ascom Leasing and Investments Limited | 6.32 | 30 | December 06, 2019 | 30.00 | 5.00 | 0.00 | 15.83 | SME |
| | | | | | | (0.60) | (5.47) | (15.60) | |
| 19 | Trekkingtoes. Co. Limited | 4.54 | 105 | August 28, 2020 | 99.75 | (55.59) | (59.90) | (67.92) | SME |
| | | | | | | (3.77) | 12.14 | 28.67 | |

All share price data is from www.bseindia.com and www.nseindia.com

**Note:**

- The S&P, SME IPO, Sensex and CNX Nifty are considered as the Benchmark Index
- Prices on BSE/NSE are considered for all of the above calculations.
- In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

**TABLE 2**

**Summary Statement of Disclosure**

| Financial Year | Total no. of IPOs | Total Amount of Funds raised (Rs. Cr.) | No. of IPOs trading at discount-30th calendar days from listing | | | No. of IPOs trading at premium-30th calendar days from listing | | | No. of IPOs trading at discount-180th calendar days from listing | | | No. of IPOs trading at premium-180th calendar days from listing | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25 - 50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2025-26 | 6 | 277.94 | - | - | 4 | - | 1 | - | - | - | - | - | - | - |
| 2024-25 | 3 | 88.44 | - | 2 | 1 | - | - | - | 1 | 1 | 1 | - | - | - |
| 2023-24 | 1 | 21.48 | - | - | - | 1 | - | - | - | - | - | - | - | - |
| 2022-23 | 3 | 77.32 | - | - | 1 | 1 | - | 1 | - | - | 2 | 1 | - | - |
| 2021-22 | 1 | 2.37 | 1 | - | - | - | - | - | - | 1 | - | - | - | - |
| 2020-21 | 1 | 4.54 | 1 | - | - | - | - | - | 1 | - | - | - | - | - |

| | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 2019-20 | 2 | 21.52 | 1 | - | 1 | - | - | - | - | 1 | 1 | - | - | - |
| 2018-19 | 1 | 2.09 | - | - | 1 | - | - | - | - | - | 1 | - | - | - |

Note:

*1)Benchmark Index considered as Sensex Index and Nifty 50 Index.*
*2) Prices on NSE/BSE are considered for all of the above calculations.*
*3) In case the 30th/90th/180th day is a holiday, the closing price on NSE/BSE of the previous trading day has been considered.*
*4) In case the 30th/90th/180th day, scrips are not traded then the closing price on NSE/BSE of the previous trading day has been considered*

*For details regarding the track record of the Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, please see the website of the Lead Manager as set forth in the table below*:

| **Sr. no.** | **Name of the Lead Manager** | **Website** |
|---|---|---|
| 1. | Fast Track Finsec Private Limited | www.ftfinsec.com |

## 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 Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, 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 SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Applicant.

## DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Applicant shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mr. Srishti Narang as the Company Secretary and Compliance Officer and he may be contacted at the following address:

**K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi, India, 110041**
**Tel.:** +91 8375818888
**E-mail**: corporate@autofurnish.com
**Website**: www.autofurnish.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-offer or post-offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

## LISTING

Application will be made to the BSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE SME, our Company will forthwith repay, without interest, all money received from the Applicant in pursuance of the Draft Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within three 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, 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

Consents in writing of:(a) the Promoter, Directors, Peer Reviewed Auditor, Statutory Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) Lead Manager, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing final Prospectus to ROC) and will be filed along with a copy of the Prospectus with the ROC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC. Our Auditors have given their written consent for the inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Prospectus with BSE.

## EXPERT OPINION

Our Company has obtained the expert opinions as detailed description please refer to the section titled "*General Information*" beginning on page 70 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 81 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 this Draft Prospectus.

## PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY

None of our Group Companies and Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Draft Prospectus.

## PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF OUR COMPANY

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.

## 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 this Draft Prospectus can be applied for in dematerialized form only.

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

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

***Remainder of this page has been left blank intentionally***

## SECTION VIII – ISSUE INFORMATION

## TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the applicants have to compulsorily apply through the ASBA Process 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 though 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 Individual Bidders through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and IIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+3 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. However, due to the outbreak of COVID19 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, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 ("UPI Phase III"). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

## THE ISSUE

The Offer comprises a Fresh Issue of 35,61,000 Equity Shares of Face value ₹10 each by our Company. The fees and expenses relating to the Offer shall be borne by our Company in accordance with applicable law. For details in relation to the sharing of Offer expenses amongst our Company, see "Objects of the Offer" on page no 97 of this Draft Prospectus.

## RANKING OF EQUITY SHARES

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares being offered and allotted shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and

Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled "Main Provisions of the Articles of Association" beginning on page 345 of this Draft Prospectus.

## MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the transferee who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, please refer to the chapter titled Dividend Policy beginning on page 213 of this Draft Prospectus.

## FACE VALUE AND ISSUE PRICE

The face value of each Equity Share is Rs.10/-. The Issue Price of Equity Shares is Rs. [●]/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "Basis for Issue Price" beginning on page 110 of this Draft Prospectus. At any given point of time there shall be only one (1) denomination of Equity Shares of our Company, subject to applicable law.

## RIGHTS OF THE EQUITY SHAREHOLDER

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association ofour Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the CompaniesAct and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "Main Provisions of Articles of Association" on page 345 of this Draft Prospectus.

## ALLOTMENT ONLY IN DEMATERIALISED FORM

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialized form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Prospectus:

- Tripartite agreement dated November 21, 2024 among CDSL, our Company and the Registrar to the Issue; and

- Tripartite agreement dated October 09, 2024 among NSDL, our Company and the Registrar to the Issue.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## MARKET LOT AND TRADING LOT

Since the trading of Equity shares is in dematerialized form, the tradable lot is One Equity Share. Allotment in this offer will be in multiples of one Equity Share subject to minimum Allotment of [●] Equity Shares. For further details, see “Issue Procedure” on page 308 of this Draft Prospectus.

In accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 and SEBI ICDR (Amendment) Regulations, 2025, the minimum application size in terms of number of specified securities shall not be less than 2 lots per application, provided that the minimum application size shall be above ₹2 lakhs.

## JURISDICTION

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## 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 THE INVESTOR

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating.

A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.
Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

## OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI (ICDR) Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the StockExchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

## WITHDRAWAL OF THE ISSUE

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

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 applicant within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

In case our Company withdraws the Issue after the Offer 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, this 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 issue/offer for sale of the Equity Shares, our Company shall file a fresh Draft Prospectus with Stock Exchange.

## BID/OFFER PROGRAMME

**Period of Subscription List of the Public Issue**

| Event | Indicative Date |
|---|---|
| Offer Opening Date | [●] |
| Offer Closing Date | [●] |
| Finalization of Basis of Allotment with the Designated Stock Exchange | [●] |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account* | [●] |
| Credit of Equity Shares to Demat Accounts of Allottees | [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange | [●] |

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 02, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company and 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 the Stock Exchange are taken within 3 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue 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.
Any circulars or notifications from the SEBI after the date of the Draft Prospectus may result in changes to the above- mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

**In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.**

## SUBMISSION OF BIDS

| **Bid/ Offer Period (except the Bid/ Offer Closing Date)** | |
|---|---|
| Submission and Revision in Bids | Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time ("IST") |

| **Bid/Offer Closing Date*** | |
|---|---|
| Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For IIs, other than QIBs and NIIs | Only between 10.00 a.m. and up to 5.00 p.m. IST |
| Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications) | Only between 10.00 a.m. and up to 4.00 p.m. IST |
| Submission of Electronic Applications (Syndicate Non-Individual, Non-Individual Applications) | Only between 10.00 a.m. and up to 3.00 p.m. IST |
| Submission of Physical Applications (Bank ASBA) | Only between 10.00 a.m. and up to 1.00 p.m. IST |
| Submission of Physical Applications (Syndicate Non-Individual, Non-Individual Applications) | Only between 10.00 a.m. and up to 12.00 p.m. IST |
| **Modification/ Revision/cancellation of Bids** | |
| Upward Revision of Bids by QIBs and Non-Institutional Bidders categories# | Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date |
| Upward or downward Revision of Bids or cancellation of Bids by IBs | Only between 10.00 a.m. and up to 5.00 p.m. IST |

** UPI mandate and time and date shall be at 5:00 p.m. on Bid/Offer Closing Date*
*# QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays) On the Bid/Offer Closing Date, the Bids shall be uploaded until:*

- *4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and*
- *until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by IIs*

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Bidders after taking into account the total number of Bids received and as reported by the LM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the LM and the RTA on a daily basis.
To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Prospectus is Indian Standard Time. Bidders are cautioned that, in the event, large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions
from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.
In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken.

**In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our**

**Company in consultation with the LM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the LM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

## MINIMUM SUBSCRIPTION

In terms of Regulation 260 of the SEBI ICDR Regulations, 2018, this Issue is not restricted to any minimum subscription level and is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled "General Information" on page 70 of this Draft Prospectus.

If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Offer, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the issuer fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, it shall refund through verifiable means the entire monies received within four (4) 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 (4) 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 fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, 2018, the minimum application size shall be two lots per application, provided that the minimum application size shall be above ₹2 lakhs.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 200 (Two Hundred).

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.

## ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the equity shares will happen in the minimum contract size of [●] Equity 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 contract size allowed for trading on the SME Platform of BSE LIMITED.

## NEW FINANCIAL INSTRUMENTS

There are no new financial instruments issued by our Company. It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

## RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for the lock-in of the pre-Issue capital of our Company, Promoters' minimum contribution as provided in Capital Structure on page 81 of this Draft Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer Main Provisions of Articles of Association on page 345 of this Draft Prospectus.

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 the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

**Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

## MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) of closure of Issue. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

## MIGRATION TO MAIN BOARD

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

*If the Paid-up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters 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 for which the company has obtained in-principal approval from the main board), our Company shall apply to BSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

*OR*

*If the Paid-up Capital of our company is more than Rs. 10 crores and the capitalization of our equity is more than Rs. 25 crores and our company have been listed on SME Platform for at least two years, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

*Provided that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the issuer may undertake further issuance of capital without migration from SME exchange to the main board, subject to the issuer undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).*

*As per BSE Circular dated November 24, 2023, our Company may migrate its securities from SME Platform of BSE Limited to main board platform of the BSE Limited as per the criteria specified hereunder:*

| Sr. no. | Eligibility Criteria | Details |
|---|---|---|
| 1. | Paid up capital and market capitalization | Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores |
| 2. | Promoter holding | Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application. |
| 3. | Financial Parameters | • The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange.<br>• The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years. |
| 4. | Track record of the company in terms of listing/ regulatory actions, etc. | The applicant company is listed on SME Exchange/ Platform having nationwide terminals for at least 3 years. |
| 5. | Regulatory action | • No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals.<br>• No Debarment of company, promoters/promoter group, subsidiary company by SEBI.<br>• No Disqualification/Debarment of directors of the company by any regulatory authority.<br>• The applicant company has not received any winding up petition admitted by a NCLT. |
| 6. | Public Shareholder | The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern. |
| 7. | Other parameters like No. of shareholders, utilization of funds | • No proceedings have been admitted under the Insolvency and Bankruptcy Code against the Applicant Company and Promoting companies.<br>• No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders |

| | | |
|---|---|---|
| | | by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies.<br>• The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform.<br>• The applicant company has no pending investor complaints.<br>• Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action. |

*Notes:*
*1. Net worth definition to be considered as per definition in SEBI ICDR.*
*2. Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.*
*3. The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.*
*4. If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.*
*5. The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange.*

## MARKET MAKING

The shares issued and transferred through this Offer are proposed to be listed on the BSE SME (SME Platform of BSE Limited) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the BSE SME. For further details of the market making arrangement please refer to chapter titled General Information beginning on page [70 of this Draft Prospectus.

***Remainder of this page has been left blank intentionally.***

# ISSUE PROCEDURE

*All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchange and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism.*

*The investors should note that the details and process provided in the General Information Document should be read along with this section. 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 the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Prospectus.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v)issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall be not less than 50% of the Net Issue who applies for minimum application size, The allotment to each Individual Investors (who applies for minimum application size) shall not be less than the minimum application size applied by such individual investors (who applies for minimum application size), subject to availability of Equity Shares in the Individual Investor Portion and the remaining available Equity Shares, shall be allocated to individual investors other than individual investors who applies for minimum application size and investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.*

*Further, SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025, our Company shall ensure that the minimum application size shall be two lots per application:*

*"Provided that the minimum application size shall be above ₹ 2 lakhs."*

*Pursuant to the SEBI ICDR Regulations, the ASBA process is mandatory for all investors excluding Anchor Investors and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Application forms. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the Application. Applicants applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs.*

*ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs,* *Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by exchange to act as intermediaries for submitting Application Forms are provided on https://www.bseindia.com/. For details on their designated branches for submitting Application Forms, please refer the above mentioned BSE website.*

## FIXED PRICE ISSUE PROCEDURE

This Issue is being made in terms of Chapter IX of SEBI (ICDR) Regulations, 2018 via Fixed Price Process. Wherein a minimum 50% of the Net Issue is allocated for Individual Investors who applies for minimum application size and the balance shall be Issued to individual applicants who applies for more than minimum application size and other investors including Corporate Bodies or Institutions, i.e. QIBs and Non-Institutional Investors. However, if the aggregate demand from the Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the other portion issued to the remaining investors including QIBs and NIIs and vice-versa subject to valid applications being received from them at or above the Issue Price.

Additionally, if the Individual Investors category who applies for minimum application size is entitled to more than 50% on proportionate basis, the Individual Investors who applies for minimum application size shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Applicants are required to submit their Applications to the SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to an Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

Subject to the valid Applications being received at the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Individual Investor Portion (who applies for minimum application size) where Allotment to each such Investors shall not be less than the minimum lot, subject to availability of Equity Shares in such Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM and the Stock Exchange.

In case of Non-Institutional Applicants and Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

***As per the provisions Section 29(1) of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Application Forms which do not have details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for UPI Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI***.

Our Company or the Lead Managers will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

## PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI 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 theASBA) for applications by Individual bidders 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 Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

a. Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase,a Individual applicant, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

b. Phase II: This phase commenced on completion of Phase I i.e. with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

c. Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering the facility of making applications in public issues are required to provide a facility to make applications using the UPI Mechanism. Further, in accordance with the UPI Circulars, our Company has appointed [●] as the Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Investors into the UPI mechanism.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – Offer LM will be required to compensate the concerned investor.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Application Form used by ASBA applicants. Upon completing and submitting the Application Form for Applicants to the SCSB, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

For further details, refer to the "General Information Document" available on the websites of the Stock Exchange and the BRLM.

## BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

All Bidders shall mandatorily participate in the Offer only through the ASBA process. The Individual Investor's Bidding in the Individual Investor Portion can additionally Bid through the UPI Mechanism.

An Individual Investor making applications using the UPI Mechanism shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in the Issue. The SCSBs, upon receipt of the Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchange. Applications made by the Individual Investors using third party bank accounts or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. The Bankers to the Issue shall provide the investors' UPI linked bank account details to the RTA for the purpose of reconciliation. Post uploading of the Bid details on the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Individual Investors with the Depositories.

ASBA Bidders shall submit a Bid cum Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Bid cum Application Form used by ASBA Bidders.

ASBA Bidders (other than Individual Investor bidder using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Individual Investor Bidder's Bidding in the Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. IBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed color of the Application Form for various categories is as follows:

| Category | Color of Application Form |
|---|---|
| Resident Indians and Eligible NRIs applying on a non-repatriation basis | White |
| Non-Residents including Eligible NRIs, FII', FVCIs etc. applying on a repatriation basis | Blue |

*Electronic Bid Cum Application Forms will also be available for download on the website of the BSE Limited (https://www.bseindia.com/)*

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus.

Note:

- Details of depository account are mandatory and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.
- The shares of the Company, on allotment, shall be traded on stock exchanges in demat mode only.
- Single bid from any investor shall not exceed the investment limit/maximum number of specified securities that can be held by such investor under the relevant regulations/statutory guidelines.
- The correct procedure for applications by Hindu Undivided Families and applications by HinduUndivided Families would be treated as on par with applications by individuals;

Designated Intermediaries (other than SCSBs) after accepting application form submitted by UPI applicants (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

For UPI applicants using UPI mechanism, the Stock Exchanges shall share the application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI applicants, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every application entered in the Stock Exchanges bidding platform, and the liability to compensate UPI applicants (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.
Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

## ELECTRONIC REGISTRATION OF APPLICATIONS

The Designated Intermediary may register the Applications using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities on a regular basis before the closure of the issue.

On the Issue Closing Date, the Designated Intermediaries may upload the applications till such time as may be permitted by the Stock Exchange.

Only Applications that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. In the Phase 1, the Designated Intermediaries are given till 1:00 pm on the day following the Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange send the application information to the Registrar to the Issue for further processing.
The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,

i. the applications accepted by them,
ii. the applications uploaded by them
iii. the applications accepted but not uploaded by them or
iv. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
(i) The applications accepted by any Designated Intermediaries
(ii) The applications uploaded by any Designated Intermediaries or
(iii) The applications accepted but not uploaded by any Designated Intermediaries

The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.

With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
a) Name of the Applicant;
b) IPO Name:
c) Application Form Number;
d) Investor Category;
e) PAN (of First Applicant, if more than one Applicant);
f) DP ID of the demat account of the Applicant;
g) Client Identification Number of the demat account of the Applicant;

h) Number of Equity Shares Applied for;
i) Bank Account details;
j) Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
k) Bank account number

In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind. In case of Non- Institutional Investors and Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

## PARTICIPATION BY ASSOCIATES AFFILIATES OF LEAD MANAGER, PROMOTER, PROMOTER GROUP AND PERSONS RELATED TO PROMOTER/PROMOTER GROUP

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. The Promoters, Promoter Group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Issue. All categories of Applicants, including associates and affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

## APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. 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 single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. 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 NRI

Eligible NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (NRE) accounts, or Foreign Currency Non-Resident (FCNR) ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (NRO) accounts for the full Application Amount, at the time of the submission of the Application Form.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to non-residents Indians shall be subject to the prevailing Reserve Bank of India guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with a 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 issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multi-lateral and Bi-lateral development financial institutions.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in color).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-residents (blue in color).

Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment. For details of restrictions on investment by NRIs, please refer to the chapter titled "Restrictions on Foreign Ownership of Indian Securities" beginning on page 338 of this Draft Prospectus.

## APPLICATION BY HUF

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

## APPLICATIONS BY ELIGIBLE FIIs/FPIs

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations.

An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivate instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations.

An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Offer.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations ("Operational FPI Guidelines"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids

("MIM Bids"). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "MIM Structure"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

## APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged 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, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of 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 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.**

## APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "SEBI VCF Regulations") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "SEBI AIF Regulations") prescribe, amongst others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.
All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account
of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

## APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the rightto reject any application, without assigning any reason thereof. Limited Liability Partnerships can participate in the Issue only through the ASBA Process.

## APPLICATIONS BY BANKING COMPANIES

**Applications by Banking Companies:** In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders 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, and the 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 banks' 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.

## APPLICATIONS BY SCSBS

**Applications by SCSBs:** SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

## ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

**In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

## APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the IRDA Investment Regulations), are broadly set forth below:

1. 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;
2. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. The industry sector in which the investee company 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 Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

## APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, 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 INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's application shallbe made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

## GENERAL INSTRUCTIONS

***Do's:***

*1. Check if you are eligible to apply as per the terms of this Draft Prospectus and under applicable law,rules, regulations, guidelines and approvals; All Applicants should submit their applications through the ASBA process only;*
*2. Ensure that you have apply at Issue Price.*
*3. Read all the instructions carefully and complete the Application Form in the prescribed form;*
*4. Ensure that the details about the PAN, DP ID, Client ID and Bank Account Number (UPI ID, as applicable) are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;*
*5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic applications) within the prescribed time. UPI Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;*
*6. Ensure that you have mentioned the correct ASBA Account number and such ASBA account belongs to you and no one else if you are not an II Applicant using the UPI Mechanism in the Application Form (with maximum length of 45 characters) and if you are an II using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;*
*7. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Mechanism for an application size of up to ₹5,00,000 for UPI Applicants) to make an application in the Issue. Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Application Amount are available for blocking, is UPI 2.0 certified by NPCI;*
*8. If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form (for all Applicants other than Individual Investors, applying using the UPI Mechanism);*
*9. All Applicants should submit their Applications through the ASBA process only;*
*10. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application*

*Forms;*

*11.Individual Investors submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application is listed on the website of SEBI at www.sebi.gov.in;*

*12. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;*

*13. Ensure that you request for and receive a stamped acknowledgement of your application;*

*14. Investors using the UPI mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;*

*15. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;*

*16. Submit revised Applications to the same Designated Intermediary, through whom the original application was placed and obtain a revised acknowledgment;*

*17. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;*

*18. Ensure that the Demographic Details are updated, true and correct in all respects;*

*19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;*

*20. Ensure that the correct investor category and the investor status is indicated in the Application Form;*

*21. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;*

*22. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;*

*23. Ensure that you use only your own bank account linked UPI ID (only for Individual Investors using the UPI Mechanism) to make an application in the Issue;*

*24. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;*

*25. Applicants, other than Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;*

*26. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;*

*27. In case of ASBA Applicants (other than Individual Investors using UPI Mechanism), ensure that while Applying through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of*

*such branches is available on the website of SEBI at http://www.sebi.gov.in);*
*28. Once the Sponsor Bank Issues the UPI Mandate Request, the Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;*
*29. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;*
*30. Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Individual Investors ASBA Account.*
*31. Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Investor shall be deemed to have verified the attachment containing the application details of the Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;*
*32. Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;*
*33. Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;*
*34. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;*
*35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;*
*36. Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date.*
*37. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.*
*38. UPI Applicants using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Applicants shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019.*

***The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.***

**Don'ts**

***1.*** *Do not apply for lower than the minimum Application size;*
*2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;*
*3. Do not apply by another Application Form after submission of Application to the Designated Intermediary.*
*4. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;*
*5. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;*
*6. Do not submit the Application Forms to any non-SCSB bank or our Company;*
*7. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;*
*8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;*
*9. Do not submit more than one Application Forms per ASBA Account;*
*10. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;*

*11. Do not apply for an Application Amount below Rs. 200,000 (for Applications by Individual Investors);*
*12. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Prospectus;*
*13. Do not submit the General Index Register number instead of the PAN;*
*14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;*
*15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;*
16. If you are a Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
*17. If you are an Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;*
*18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;*
*19. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;*
*20. Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);*
*21. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;*
*22. Do not apply for shares more than specified by respective Stock Exchanges for each category;*
*23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Investor using the UPI mechanism;*
*24. Do not submit incorrect UPI ID details, if you are a Investors applying through UPI Mechanism;*
*25. If you are a Non-Institutional Investor or Individual Investor, do not submit your application after 3.00 p.m. on the Issue Closing Date;*
*26. Do not apply if you are an OCB.*

**The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

## GROUNDS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
- Bids submitted on a plain paper;
- Bids submitted by Individual Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
- Bids under the UPI Mechanism submitted by Individual Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
- ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

- Bids submitted without the signature of the First Bidder or sole Bidder;
- The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
- GIR number furnished instead of PAN;
- Bids by Individual Bidders with Bid Amount of a value of more than ₹ 2,00,000;
- Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
- Bids accompanied by stock invest, money order, postal order or cash; and
- Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by Individual Bidders uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.
- For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

## NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

## METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

Our Company will not make any allotment in excess of the Equity Shares offered through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Issue to public may be made for the purpose of making Allotment in minimum lots. The allotment of Equity Shares to Applicants other than to the Individual Investors, Non-Institutional Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The allotment of Equity Shares to each Individual Investors shall not be less than the minimum lot, subject to the availability of shares in Individual Investors Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allotment to each Non- Institutional Investors shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

## ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Individual Investors may be on proportionate basis. No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

**Flow of Events from the closure of bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allotees as per process mentioned below:

**Process for generating list of allotees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

## MAXIMUM AND MINIMUM APPLICATION SIZE

**a) For Individual investors (who applies for minimum application size)**

The Application must be for a minimum application size i.e. of 2 lots of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder exceed ₹ 2,00,000 and in two lots.
In case of revision of Applications, the Individual Investors have to ensure that the Application Amount remains equal to or above ₹2,00,000 and in multiples of 2 lots thereafter.

**b) For Individual Investors who applies for more than minimum application size and other Investors:**

The Application must be more than Minimum Bid Lot Size of such number of Equity Shares that the

Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus**.

**The above information is given for the benefit of the Bidders. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Bidders 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.**

## TERMS OF PAYMENT

The entire Issue price of Rs. [●]/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs or Sponsor Bank to unblock the excess amount paid on Application to the Applicants.

SCSBs or Sponsor Bank will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs or Sponsor Bank.

The applicants should note that the arrangement with Banker to the Issue or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

## PAYMENT MECHANISM FOR APPLICANTS

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form sent by the Sponsor Bank. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However non-individual investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, may use UPI.

## PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or banks for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

## PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, theCompany shall, after filing the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

## SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement **[●]** this issue is 100% Underwritten.

## IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) 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 subscribingfor, 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, orto any other person a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

## UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall begiven as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre- Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. 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 ROC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within three (3) Working Days of Issue Closing Date or such time as prescribed;

5. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
6. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within two (2) Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
7. That no further Issue of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.
8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
9. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the ICDR Regulations and applicable law for the delayed period;
10. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time;
11. That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations;
12. That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and
13. That neither our promoter nor the directors of the Company are willful defaulter under Section 5(c) of SEBI (ICDR) Regulations, 2018, as amended.

## UTILIZATION OF ISSUE PROCEEDS

Our Board 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 Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. Our Company undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

## 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. The application forms may also be downloaded from the website of BSE Limited i.e. https://www.bseindia.com/ . Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

## SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

a. An SCSB, with whom the bank account to be blocked, is maintained;
b. A syndicate member (or sub-syndicate member);
c. A stock broker registered with a recognized stock exchange (and whose name is mentioned on thewebsite of the stock exchange as eligible for this activity) (broker);
d. A depository participant (DP) (Whose name is mentioned on the website of the stock exchange as eligible for this activity);
e. 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)

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.

The upload of the details in the electronic bidding system of stock exchange will be done by:

| | |
|---|---|
| **For Applications submitted by investorsto SCSB:** | After accepting the form, SCSB shall capture and upload the relevant details in theelectronic 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. |
| **For Applications submitted by investors to intermediaries otherthan SCSBs:** | After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). 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 the of funds within one day of closure of Issue. |
| **For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:** | After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account. |

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants 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?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian nationals' resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- 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;
- 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;
- Mutual Funds registered with SEBI;
- 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;
- 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);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the non-institutional applicants' category;
- Venture Capital Funds registered with SEBI;
- Foreign Venture Capital Investors registered with SEBI;
- State Industrial Development Corporations;
- 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;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs. 2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs. 2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- 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;
- Insurance funds set up and managed by army, navy or air force of the Union of India
- Any other person eligible to applying in the Issue, under the laws, rules, regulations, guidelines andpolicies applicable to them.

Applications shall not be made by:

a. Minors (except through their Guardians)
b. Partnership firms or their nominations
c. Foreign Nationals (except NRIs)
d. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the**

**investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

## AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Draft Prospectus together with the Application Forms and copies of the Draft Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and The Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. https://www.bseindia.com/.

## OPTION TO SUBSCRIBE IN THE ISSUE

a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.

b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.

c) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

## ASBA PROCESS

A Resident 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 LM.

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. 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.

**Who can apply?**

In accordance with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors have to compulsorily apply through the ASBA Process.

**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. Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted. After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date. 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 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. The entire Application Amount, as per the Application Form submitted bythe respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

**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 Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account 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, as the case may be.

## INFORMATION FOR THE APPLICANTS:

a) Our Company will file the Prospectus with the Registrar of Companies, Delhi, at least 3 (three) working days before the Issue Opening Date.

b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office or from the office of the LM.

c) Applicants who are interested in subscribing for the Equity Shares should approach the LM or theirauthorized agent(s) to register their applications.

d) Applications made in the name of minors and/ or their nominees shall not be accepted.

## INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at Mumbai.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.
With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

## APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as Demographic Details). 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. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

## OTHER INSTRUCTIONS

***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

(i) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.

(ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

(iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client's norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the 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 bythe Registrar to the Issue to detect multiple applications is given below:

2. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
3. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

## PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

## RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Individual investors who applied, the Company has a right to reject applications based on technical grounds.

## BASIS OF ALLOCATION

a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DP. For details in relation to allocation, the Bidder may refer to the Prospectus.

b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Prospectus**.**

## FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the Registrar of Companies, Delhi and in terms of Section 26 of Companies Act, 2013.

## ISSUANCE OF CONFIRMATION ON ALLOCATION NOTE AND ALLOTMENT IN THE ISSUE

Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

## DESIGNATED DATE

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

## DISPOSAL OF APPLICATION AND APPLICATION MONIES AND INTEREST IN CASE OF DELAY

The company shall ensure the dispatch of allotment advice, instruction 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 (1) working day of the date of allotment of equity shares.

The company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE Limited, where the equity shares are proposed to be listed are taken with three (3) working days of the closure of the issue.

## MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS

The payment of refund, if any, may be done through various modes as mentioned below:

(i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the applicant as obtained from the Depository

(ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants' through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(iii) Direct Credit – Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(iv) RTGS – Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the applicant, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Investors' account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the Lead Manager or the Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any liability for the same;

(v) Please note that refunds, on account of our Company not receiving the minimum subscription, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank. For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Investors may refer to Prospectus.

## INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

## COMMUNICATIONS

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated intermediary to the Issue where the Application 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.

***Remainder of this page has been left blank intentionally***.

## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company. 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**"). For details, see "***Key Industry Regulations and Policies***" on page 169.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidates FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular. The 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 July 01, 2015 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 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 FEM (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 upto 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.

***i.Investment by FPIs under Portfolio Investment Scheme (PIS):***

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.

***ii.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 FEM (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 373 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.

***iii.Investment by NRI or OCI on non-repatriation basis:***

As per current FDI Policy 2020, FEM (Non-Debt Instruments) Rules, 2019- 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.

***Remainder of this page has been left blank intentionally***

# ISSUE STRUCTURE

This Offer has been made in terms of Regulation 229(2) of Chapter IX of SEBI ICDR Regulations whereby, our post-offer face value capital does not exceed twenty-five 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 SME platform of BSE Limited (BSE SME). For further details regarding the salient features and terms of such Offer, please refer to the chapter titled "Terms of the Issue" and "Issue Procedure" beginning on page 298 and 308 of this Draft Prospectus.

## PRESENT ISSUE STRUCTURE

Initial Public Offering of up to 35,61,000 Equity Shares of Rs. 10/- each ("Equity Shares") of Autofurnish Limited' ("company") for cash at a price of Rs. [●]/- per equity share (the "Issue Price"), aggregating to Rs. [●] Lakhs ("The Issue"). Out of the Issue, [●] equity shares aggregating to Rs. [●] Lakhs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion"). The offer less the Market Maker Reservation Portion i.e. Issue of [●] equity shares of face value of Rs. 10.00/- each at an issue price of Rs. [●] /- per equity share aggregating to Rs. [●] Lakhs is hereinafter referred to as the "Net Issue". The offer and the net offer will constitute [●] % and [●] %, respectively of the Post Issue paid up equity share capital of our company. The Issue is being made through the Fixed Price Process.

| Particulars of the Issue | Net Issue to Public | Market Maker Reservation Portion |
|---|---|---|
| Number of Equity Shares available for allocation | [●] | [●] |
| Percentage of Issue Size available for allocation | [●] (50% to Individual Investors and the balance 50% to Non-Individual Investors) | [●] |
| Basis of Allotment | Proportionate subject to minimum allotment of 2 lots and further allotment in multiples of [●] Equity Shares each | Firm Allotment |
| Mode of Application | All the Applicants must compulsorily apply through the ASBA Process or through UPI for Individual Investors. | Through ASBA Process Only. |
| Minimum Application Size | **For Individuals Investors who applies for minimum application size:**<br>two lots (Each lot size consists [●] equity share) Equity Shares at an offer price of Rs. [●] each<br><br>**For Other than Individual Investors who applies for minimum application size:**<br>Such Number of Equity Shares in multiples of [●] equity shares such that the application value exceeds Rs. 2,00,000. | [●] Equity Shares |
| Maximum Application Size | **For Other than Individual Investors who applies for minimum application size:** | [●] Equity Shares |

| | | |
|---|---|---|
| | Not exceeding the size of the Issue, subject to limits as applicable to the Bidder<br><br>**For Individuals Investors who applies for minimum application size:**<br>Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount shall not be less than ₹ 2,00,000 and in two lots. | |
| Mode of Allotment | Dematerialized Form | Dematerialized Form |
| Trading Lot | [●] Equity Shares | [●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018. |
| Terms of Payment | The entire Application Amount will be payable at the time of submission of the Application Form. | The entire Application Amount will be payable at the time of submission of the Application Form. |

**Note:**

*1. In case of joint application, 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.*

*2. Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*

*3. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB. In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

*The Present Issue is a fixed price issues the allocation in the Net Issue to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations will be made as follows:*

*a. Minimum 50% to Individual Investors who applies for minimum application size; and*
*b. Remaining to*
- *individual applicants who applies for more than minimum application size; and*
- *other investors, including corporate bodies or institutions, irrespective of the number of specified securities applied for;*

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

*Explanation. - For the purpose of sub-regulation (3), if the category of Individual Investor who applies for minimum application size is entitled to more than fifty percent of the issue size on a proportionate basis, such individual investors shall be allocated that higher percentage.*

## LOT SIZE

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the Circular) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

| Issue Price (in Rs. ) | Lot Size (No. of shares) |
|---|---|
| Upto 14 | 10000 |
| More than 14 upto 18 | 8000 |
| More than 18 upto 25 | 6000 |
| More than 25 upto 35 | 4000 |
| More than 35 upto 50 | 3000 |
| More than 50 upto 70 | 2000 |
| More than 70 upto 90 | 1600 |
| More than 90 upto 120 | 1200 |
| More than 120 upto 150 | 1000 |
| More than 150 upto 180 | 800 |
| More than 180 upto 250 | 600 |
| More than 250 upto 350 | 400 |
| More than 350 upto 500 | 300 |
| More than 500 upto 600 | 240 |
| More than 600 upto 750 | 200 |
| More than 750 upto 1000 | 160 |
| Above 1000 | 100 |

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.

## ISSUE PROGRAMME:

| | |
|---|---|
| **ISSUE OPENING DATE** | [●] |
| **ISSUE CLOSING DATE** | [●] |

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue closing date when applications will be accepted only between 10.00 a.m. to 2.00 p.m.

In case of discrepancy in the data entered in the electronic book vis a vis the data contained in the physical bidform, for a particular bidder, the detail as per physical application form of that bidder may be taken as the final data for the purpose of allotment.

Standardization of cut-off time for uploading of applications on the issue closing date:

(a) A standard cut-off time of 3.00 PM for acceptance of applications.
(b) A standard cut-off time of 4.00 PM for uploading of applications received from non-Individual Investors i.e.QIBs, HNIs and employees (if any).

A standard cut-off time of 5.00 PM for uploading of applications received from only Individual Investors, which may be extended up to such time as deemed fit by Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by Lead Manager to the Exchange within half an hour of such closure.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

It is clarified that Bids 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 Bid-Cum- Application Form, for a particular bidder, the details as per physical Bid- Cum-application form of that Bidder may be taken as the final data for the purpose of allotment.

***Remainder of this page has been left blank intentionally.***

## SECTION IX- MAIN PROVISIONS OF ARTICLE OF ASSOCIATION

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

We confirm that there are no material clauses of Article of Association that have been left out from disclosure having bearing on the Issue.

| |
|---|
| **I. PRELIMINERY** |
| 1. The Regulations contained in Table 'F" in the Schedule I to the Companies Act, 2013. shall apply to the Company except in as far as otherwise expressly incorporated hereinafter. |
| |
| **II. INTERPRETATION** |
| 2.(1) In these Regulations: - |
| (a) "the Act" means the Companies Act, 2013. |
| (b) "the seal" means the common seal of the company. |
| 2(ii) Unless the context otherwise requires, words or expression contained in these Regulations shall bear the same meaning as in the Act or any Statutory modification thereof in force. |
| |
| **III. PUBLIC COMPANY** |
| |
| 3.Public Company'' means a company which- |
| (i) is not a private company and; |
| (ii) has a minimum paid-up share capital as may be prescribed: |
| Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be a public company for the purpose of this Act even where such subsidiary company continues to be a private company in its articles. |
| |
| **IV. CAPITAL** |
| 4. The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate and increase and with power from time to time, Issue any shares of the original capital with and subject to any preferential qualified or special rights, privileges or conditions as may be, thought fit and upon the sub-division of shares apportion the right to participate in profits in any manner as between the shares resulting from sub-division |
| 5. 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 of otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and ether at a prem am of at par and at such time as they may from time to time think fit. |
| 6. The Directors may allot and Issue shares in the Capital of the Company on full payment or part payment or for any property, goods or machinery supplied, sold or transferred or for services rendered to the Company. |
| 7.(1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, |
| (a) one certificate for all his shares without payment of any charges; or |
| (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate |

after the first.

(c) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(d) 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

**8.** (*i*) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(*ii*) The provisions of Articles 7 and 8 shall mutatis mutandis apply to debentures of the company.

## V. TRANSFER AND TRANSMISSION OF SHARES

**9.** Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee, and the Board of Directors must offer to the other shareholders the shares offered at the fair value, and if the offer is accepted, the shares shall be transferred to the acceptor, and if the shares or any of them are not so accepted within one month from the date of notice to the Board of Directors the members proposing transfers shall, at any time within three months, afterwards, be at liberty, subject to Article 10 and 11 hereof, to sell and transfer the shares to any person at the same or at higher price.

In case of any dispute, regarding the fair value of the shares it shall be decided and fixed the Company's Auditor whose decision shall be final.

**10.** No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs, and the Directors may decline to give such sanction without assigning any reason, subject to Section 58 of the Companies Act, 2013.

**11.** The Directors may refuse to register any transfer of share

(1) where the Company has a lien on the share, or

(2) where the share is not a fully pald-up share, subject to Section 58 of the Companies Act, 2013

## VI. GENERAL MEETING

**12**. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings

**13**.(i) The Board of Directors may, whenever it deems fit, call an Extraordinary General Meeting, subject to the provision laid down in Section 100 of the Companies Act, 2013

(ii) if at any time they are not within India, Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an Extraordinary General Meeting In the same manner, as nearly as possible, as that in which such a meeting may be called by the Board of Directors

(iii) Any General Meeting may be called by giving to the members clear Twenty-One days' notice or a shorter notice, if consent thereto is given by members in accordance with the provisions laid down under section 101 and 102 of the Companies Act, 2013.

(iv)The Notice of general meeting may be given either in writing or through electronic mode.

## VII. PROCEEDINGS AT GENERAL MEETING

**14**. (i) No business shall be transacted at any General Meeting unless quorum of members as specified. under section 103 of the Companies Act, 2013 is present at the time when the meeting proceed transact business

(ii) Minimum Five members present in person shall be a quorum

**15**.The Chairman, any, of the Board of Directors shall preside as Chairman at every General Meeting at the

| |
|---|
| Company. |
| **16**.If there is no such Chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting |
| **17**. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 (Fifteen) minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairman of the meeting |
| **18**. (1) The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meetings, 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 the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. |
| **19**. In case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll Is demanded, shall be entitled to a second or casting vote. |
| **20**. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. |
| |
| **VIII. DIRECTORS** |
| **21**. The business of the Company shall be managed by the Directors who may pay all expenses Incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the Company in general meeting, subject nevertheless, to any regulations of these Articles, to the provisions of the Act, and to such regulations not being inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting. Nothing shall Invalidate any prior act of the Directors which would have been valid if that regulation had not been made. |
| **22**. The following shall be the first Directors of the Company |
| 1. Chavi Wadhwa    2. Rupal Wadhwa    3. Puneet Arora |
| **23**. The number of Directors shall not be less than three and not more than fifteen. |
| **24**. No person shall be elected as Director (except as first Director or a Director appointed by Directors) unless seven days' notice shall have been left at the Registered Office of the Company of the intention to propose him together with a notice in writing signed by himself signifying his willingness to be elected |
| **25**. The Directors need not hold any qualification shares in the Company, |
| **26**. (a) Subject to the provisions of the Companies Act, 2013 and the Rules framed there under, each Director shall receive out of the funds of the Company by way of sitting fees for his services a sum not exceeding the sum prescribed under the Act for every meeting of the Board of Directors or Committee thereof attended by him |
| (b) The Directors shall also be paid traveling and other expenses for attending and returning from meetings of the Board of Directors (including hotel expenses) and any other expenses properly Incurred by them in connection with the business of the Company. |
| (c) The Directors may also be remunerated for any extra services done by them outside their ordinary duties. |
| **27**. Subject to the provisions in the Companies Act, 2013, if any Director, being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Directors by Such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above. |
| **28**. Subject to the provisions of Companies Act, 2013 the remuneration of Directors may be a fixed or a particular sum or a percentage of the net profits or otherwise. The said sum shall be fixed by the Board of Directors, from time to time. |
| **29**. Subject to the compliance of the provisions of disclosure of Interest as provided under the Companies Act, 2013, no Directors shall be disqualified by his office from contracting with the Company, nor shall any such contract entered Into by or on behalf of the Company In which any Director shall be in any way |

| |
|---|
| Interested nor shall any Director contracting or being so Interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established but it is declared that the nature of his/her Interest must be disclosed by him/her at the meeting of the Directors at which the contract is determined if his/her interest then exists or in any other case, at the first meeting of the Directors after he/she acquires such Interest. |
| **30**. The Directors may appoint any person to be an alternate Director to act for a Director (hereinafter in this Articles called the original Director) during his absence for a period not less than three months from the State in which meetings of the Directors are ordinary held, but such alternate Director shall, Ipso facto vacate office if and when the original Director returns to the State in which the meetings of the Directors are ordinarily held, subject to Section 161 of the Companies Act, 2013. |
| **31**. The Directors shall not be liable to retire from the office by rotation. |
| **32**. The Board of Directors may, from time to time, by ordinary resolution Increase or reduce the number of Directors within the limits specified in Article 23 |
| **33**. Subject to Sections 161 of the Companies Act, 2013 the Directors shall have the power, at any time and from time to time, to appoint any person as Additional Directors in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. |
| Any Director so appointed, shall hold office only until the next following Annual General Meeting, but shall be eligible thereat for election as Director |
| **34**. Subject to the provisions in Section 169 of the Companies Act, 2013 the Company may remove any Director including the Managing Director, if any, before the expiration of the period of his office, notwithstanding anything contained in these regulations or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company. |
| **35**. If a Director appointed by the Company in general meeting, vacates office as a Director before his term of office would expire in the normal course, the resulting casual vacancy may be filled up by the Board of Directors at a meeting of the Board of Directors but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if vacancy had not occurred, provided that the Board of Directors may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Article 33, |
| **36**. In the event of the Company borrowing any money from any financial corporation or institution or Government or any Government body or a collaborator, bank, person or persons or from any other source, while any money remains due to them or any of them, the lender concerned may have and may exercise the right and power to appoint, from time to time, any person or persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Companies Act, 1956. Any person so appointed may at any time be removed from the office by the appointing authority that may from the time of such removal or in case of death or resignation of person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointer and served on the Company. Such Director need not hold any qualification shares. |
| 37. Section 167/168 of the Companies Act, 2013 shall apply, regarding vacation of office by Director. A Director shall also be entitled to resign from the office of Directors from such date as he may specify while so resigning. |
| |
| **IX. MANAGING DIRECTOR OR WHOLE TIME DIRECTOR** |
| 38. The Board of Directors may, from time to time, appoint one or more of their bodies to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment will be automatically terminated if he ceases to be a director. |
| 39. A Managing or whole time Director may be paid such remuneration (whether by way of salary commission or participation in profits of partly in one way and partly in other) as the Board of Directors |

| |
|---|
| may determine. |
| 40. The Board of Directors, subject to Section 180 of the Companies Act, 2013, may entrust to and confer upon a Managing or whole time Director any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they play think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers. |
| |
| **X. PROCEEDINGS OF THE BOARD** |
| 41. The quorum necessary for the transaction of the business of Directors shall be minimum two or one third of the total numbers of Directors whichever is higher, subject to section 174 of the Companies Act, 2013 |
| 42. In terms of the provisions in the Companies Act, 2013, the first meeting of the Board of Directors within thirty days of the date of its incorporation and thereafter hold a minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall Intervene between two consecutive meetings of the Board. The Directors may meet together for the discharge of the business, adjourn and otherwise regulate their meetings and proceedings, as they think. |
| 43. Notice whether or not in electronic form, of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director. |
| 44. A meeting of the Directors for the time being at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by law or under the Articles and regulations for the time being vested in or exercisable by Directors. |
| 45. The Managing Director or a Director or a Secretary upon the requisition of Directors), may at any time convene a meeting of the Directors. |
| 46. The questions arising at any meeting of the Directors shall be decided by a majority of votes and in case of any equality of vote, the Chairman shall have a second or casting vote. |
| 47. The Directors may elect a chairman of their meeting and determine a period for which he is to hold office, if at any meeting the Chairman is not present within fifteen minutes of the time appointed for holding the same or is unwilling to preside, the Directors present may choose one of their members to be the Chairman of such a meeting. |
| 48. Subject to the provisions of Section 180 of the Act. the Directors may delegate any of their powers, other than the power to borrow and to make calls, to issue debentures and any other powers which by reason of the provision of the Act cannot be delegated to Committees consisting of such member or members of their body as they may think fit and they may, from time to time, revoke and discharge any such Committee either wholly or in part and either as to persons or person. Every Committee so formed, in exercise of powers so delegated, shall conform to any regulations that may, from time to time, be Imposed on it by the Directors and all acts done by any such Committee in the conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise shall have the like force and effect as if by the Board of Directors. |
| 49. A resolution not being a resolution required by the Act or by these Articles to be passed only at a meeting of the Directors, may be passed without the meeting of the Directors or a Committee of Directors, provided that the resolution has been circulated in the draft together with necessary papers, if any, to all the Directors or to all the members of the Committee then in India (not less than the quorum fixed for a meeting of the Board or Committee, as the case may be) and to all other Directors or members at their usual addresses in India, and has been approved by such of the Directors as then in India or by a majority of such of them as are entitled to vote on the resolution. |
| 50. All acts done by a person shall be valid, notwithstanding that it may be afterwards discovered that his appointment was Invalid by reason of any defect or disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles. Provided that these Articles shall not give validity to the acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated. |
| |

| |
|---|
| **XI. POWERS OF THE DIRECTORS** |
| 51. Subject to Section 180 of the Act, the Directors shall have the right to delegate any of their powers to such managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers |
| 52. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks, workers and assistants and shall have power of general direction, management and superintendence of the business of the Company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company, and to make and sign all such contracts and to draw and accept on behalf of the Company all such bills of exchanges, hundis, cheques, drafts and other Government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these presents are expressly directed to be exercised by shareholders in the general meeting. |
| |
| **XII. BALANGE SHEET AND PROFIT AND LOSS ACCOUNT** |
| 53. Balance Sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for certification of correctness as per provisions of the Companies Act, 2013, |
| |
| **XIII. AUDIT** |
| 54. The first auditors of the Company shall be appointed by the Board of Directors within one month after Its incorporation who shall hold office till the conclusion of the first annual general meeting. |
| 55. The directors may fill up any casual vacancy in the office of the auditors. |
| 56. The remuneration of the auditors shall be fixed by the Company in Annual general meeting except that remuneration of the first or any auditors appointed by the directors may be fixed by the Board of Directors. |
| |
| **XIV. CAPITALISATION OF PROFITS** |
| 57. (i) The company in general meeting may, upon the recommendation of the Board, resolve |
| (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and |
| (b) that such sum be accordingly set free for distribution in the manner specified in clause (i) amongst the members who would have been entitled thereto, il distributed by way of dividend and in the same proportions. |
| (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (1), either in or towards- |
| (iii) (A) paying up any amounts for the time being unpaid on any shares held by such members respectively, |
| (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid- up, to and amongst such members in the proportions aforesaid; |
| (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); |
| (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; |
| (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation. |
| 58. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall- |
| (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares if any: and |
| (b) generally, do all acts and things required to give effect thereto. |
| (ii) the Board shall have such 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 se fully paid-up, of any further shares to which they may be ended upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their |

| |
|---|
| respective proportions of profits resolved to be capitalised, of the amount of 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. |
| |
| **XV. BUY-BACK OF SHARES** |
| 59. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities |
| |
| **XVI. INSPECTION OF ACCOUNTS** |
| 60. (1) The Board of Directors shall cause proper books of account to be maintained under Section 206 of the Companies Act, 2013. |
| (ii) Subject to the provisions of Section 206 of the Companies Act, 2013, the Board of Directors shall also, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations account books of tire Company or any of them, shall be open to the inspection of members not being Directors |
| (iii) Subject to the provisions of Section 206 of the Companies Act, 2013, no member (not being the Director) or other person shall have any right of Inspecting any account book or document of the Company except as conferred by law or Authorised by the Board of Directors or by the Company In general meetings. |
| |
| **XVII. SECRECY** |
| 61. Every manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, If so required by the Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all bonafide transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any general meeting or by the law of the country and except so far as may be necessary in order to comply with any of the provisions in these presents and the provisions of the Companies Act. 2013 |
| |
| **XVIII. BORROWING POWERS** |
| 62. Subject to the provisions of Section 180 of the Companies Act, 2013 and Regulations made thereunder and directions issued by R.B.I, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think it and in particular by the issue of debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital for the time being |
| |
| **XIX. OPERATION OF BANK ACCOUNTS** |
| 63. The Board of Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the company and to receive payments, make endorsements, draw and accept negotiable Instruments, hundis and bills or may authorize any other person or persons to exercise such powers |
| 64. Subject to the provisions of Section 205 of the Companies Act, 2013 the Chairman, Directors, Auditors, Managing Directors and other officer for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs and executors, shall be Indemnified out of the assets and funds of the Company from or against all bonafide suits, proceedings costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done, through their willful neglect or default. Any such officer or trustee shall not be answerable for acts, omissions, neglects or defaults of any other officer or trustees. |
| |

| XX. THE SEAL |
|---|
| 65. (i) The Board of Directors shall provide for the safe custody of the seal of the Company. |
| (1) The seal shall not be affixed to any instrument except by the authority of résolution of the Board of Directors or a committee of the Board Authorised by it in that behalf and except in the presence of at least one director and that one director shall sign every instrument to which the seal of the Company is so affixed in his presence. |
| |
| **XXI. WINDING UP** |
| 66. (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 in 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 of 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 as the liquidator shall think fit but so that no member shall be compelled to accept any shares or such other securities whereon there is any liability. |

***Remainder of this page has been left blank intentionally***

# SECTION X- 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 Prospectus to be delivered to the ROC for filing and the documents for inspection referred to hereunder, may be inspected at the Registered office: K-55, Udyog Nagar, Peeragarhi, Nangloi, West Delhi, New Delhi, India – 110041 from the date of filing this Draft prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.*

## MATERIAL CONTRACTS

1. Issue Agreement dated September 23, 2025 between our Company and the Lead Manager.
2. Agreement dated [•] between our company and the Registrar to the Issue.
3. Escrow Agreement [•] among our Company, the Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated **[•]** between our company and the Underwriters.
5. Market making Agreement dated [•] between our company, the Lead Manager and the Market Maker.
6. Tripartite agreement dated October 09, 2024 entered between NSDL, our Company and Registrar to the issue.
7. Tripartite agreement dated November 21, 2024 entered between CDSL, our Company and Registrar to the issue.

## MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended from time to time.
2. Certificate of Incorporation dated May 05, 2015 issued by the Registrar of Companies, Delhi.
3. Certificate of Incorporation dated August 27, 2024 issued by the Registrar of Companies, Central Processing Centre, consequent upon conversion from private company to public company
4. Certificate of Incorporation dated October 14, 2024 issued by the Registrar of Companies, Central Processing Centre, pursuant to Change of name.
5. Resolutions of the Board of Directors dated September 05, 2025 in relation to the Issue and other related matters.
6. Shareholders' resolution dated September 05, 2025 in relation to the Issue and other related matters.
7. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Lead Manager, Registrar to the Issue, Peer review Auditor, Banker to the issue*, Legal Advisor, Underwriter* and Market Maker* to act in their respective capacities.

8. Capacity utilization certificate dated September 16, 2025 from the Chartered Engineer, Mr. Sanjeev Kumar Gupta certifying existing capacity utilization of the Company.
9. Resolution of the Board of Directors of the Company dated September 30, 2025 taking on the record and approving this Draft Prospectus
10. Examination report of the Peer Review Auditor dated September 25, 2025, on the Restated Consolidated Financial Statements of our company for financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 included in this Draft Prospectus.
11. Copy of Restated Consolidated Financial Statement for the Financial Year ended on March 31, 2025, 2024 and 2023 included in this Draft Prospectus.
12. Peer Review Auditors Certificate for the Key performance Indicators dated September 25, 2025.
13. Copy of the resolution dated September 25, 2025 passed by the Audit Committee approving the key performance

indicators for disclosure.

14. The Report dated September 25, 2025 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company.
15. The Certificate of working capital dated September 25, 2025 issued by Peer review Auditor, M/s NYS & Company, Chartered Accountants
16. The Report dated September 25, 2025 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
17. Copy of approval from SME Platform of BSE vide letter dated [•] to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE.
18. Due Diligence Certificate dated September 30, 2025 which includes the site visit report of issuer prepared by the lead manager(s), submitted to BSE SME issued by the Lead Manager.

** Consents to be taken before filing Prospectus*

*Any of the contracts or documents mentioned in this Draft prospectus may be amended or modified at anytime 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.*

***Remainder of this page is left blank intentionally***

## SECTION XI - DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the 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 statements made in this Draft prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

| NAME OF DIRECTOR | SIGNATURE |
|---|---|
| Mr. PUNEET ARORA<br>DIN: 05175455<br>Designation: Managing Director | Sd/- |
| Mrs. RUPPAL WADHWA<br>DIN: 07120919<br>Designation: Executive Director | Sd/- |
| Mr. SOURAV<br>DIN: 10591454<br>Designation: Independent Director | Sd/- |
| Ms. NEHA SHARMA<br>DIN: 10618068<br>Designation: Independent Director | Sd/- |
| Mr. VIPUL VASHISHT<br>DIN: 08388094<br>Designation: Non- Executive Director | Sd/- |

**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER**

**Sd/-**
**SRISHTI NARANG**

**SIGNED BY THE CHIEF FINANCIAL OFFICER (CFO)**

**Sd/-**
**RUPPAL WADHWA**

**Date:** September 30, 2025
**Place:** New Delhi