



Draft Red Herring Prospectus

Dated: June 26, 2025

100% Book Built Issue

Please read Section 26 and 32 of the Companies Act, 2013

This Draft Red Herring Prospectus will be updated upon filing with ROC)

**K K SILK MILLS LIMITED**

Corporate Identity Numbers: U17120MH1991PLC063074

REGISTERED OFFICE		CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
314, Kewal Industrial Estate, S. B. Road, Delisle Road, Lower Parel (W)- 400013, Mumbai, Maharashtra, India		-	Ms. Saachi Rajesh Madnani Company Secretary and Compliance Officer	Tel No: +91 8879779739 Email Id: <a href="mailto:cs@kksilkmills.com">cs@kksilkmills.com</a>	<a href="http://www.kksilkmills.com">www.kksilkmills.com</a>
PROMOTERS OF OUR COMPANY: MR. MANISH KANTILAL SHAH, MR. NILESH KANTILAL JAIN AND MRS. ASHABEN MANISH SHAH					
DETAILS OF THE ISSUE					
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY	
Fresh Issue	Upto 7700000 Equity Shares aggregating to ₹ [●] Lakhs	Not Applicable	Upto 7700000 Equity Shares aggregating up to ₹ [●] Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED. For details in relation to share Reservation among QIBs, NIIs and Individual Investors, see “Issue Structure” on page 260 of this Draft Red Herring Prospectus	
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES					
RISK IN RELATION TO THE FIRST ISSUE					
The face value of the Equity Shares is ₹10.00 each. The Issue Price, Floor Price or Price Band as determined by our Company in consultation with the BRLM and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Issue Price” on page 98 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.					
GENERAL RISKS					
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in 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 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 contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to section titled “Risk Factors” appearing on page 27 of this Draft Red Herring Prospectus.					
ISSUER’S ABSOLUTE RESPONSIBILITY					
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.					
LISTING					
The Equity Shares issued through Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).					
BOOK RUNNING LEAD MANAGER TO THE ISSUE					
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE	
		Mr. Ashish Roongta		Email: <a href="mailto:info@axialcapital.in">info@axialcapital.in</a> Tel. No: 022 - 4515 3344	
AXIAL CAPITAL PRIVATE LIMITED					
REGISTRAR TO THE ISSUE					
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE	
		Ms. Shanti Gopalkrishnan		Email: <a href="mailto:Kksilk.smeipo@in.mpms.mufg.com">Kksilk.smeipo@in.mpms.mufg.com</a> Tel. No: +91 810 811 4949	
MUFG INTIME INDIA PRIVATE LIMITED (Formerly Link Intime India Private Limited)					
BID/ISSUE PERIOD					
ANCHOR INVESTOR PORTION ISSUE BID/ISSUE PERIOD*:			[●]		
BID/ISSUE OPENS ON:			[●]		
BID/ISSUE CLOSES ON:			[●]		

\*Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be One (1) Working Day prior to the Bid/ Issue Opening Date.



**K K SILK MILLS LIMITED**  
**Corporate Identity Numbers: U17120MH1991PLC063074**

Our Company was originally incorporated as “Manish Weaving Industries Private Limited” as a private limited company, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 26, 1991 issued by Registrar of Companies, Bombay having Registration Number 11-63074. The name of our company was changed to “K.K. Silk Mills Private Limited”. Consequent upon change of name a fresh Certificate of Incorporation dated June 01, 2001 was issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted from a private limited company to public limited company by Special resolution passed in the Extra-Ordinary General Meeting of the company dated May 17, 2018 and consequently, the name of our Company was changed to “K K Silk Mills Limited” and a fresh certificate of incorporation dated June 06, 2018 was issued to our Company by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U17120MH1991PLC063074. For details of change in registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page no. 143 of this Draft Red Herring Prospectus.

**Registered Office:** 314, Kewal Industrial Estate, S. B. Road, Delisle Road, Lower Parel (W)- 400013, Mumbai, Maharashtra, India  
**Website:** [www.kksilkmills.com](http://www.kksilkmills.com) ; **E-Mail:** [cs@kksilkmills.com](mailto:cs@kksilkmills.com); **Telephone No:** +91 8879779739  
**Company Secretary and Compliance Officer:** Ms. Saachi Rajesh Madnani

**PROMOTER PROMOTERS OF OUR COMPANY: MR. MANISH KANTILAL SHAH, MR. NILESH KANTILAL JAIN AND MRS. ASHABEN MANISH SHAH**

**THE ISSUE**

**INITIAL PUBLIC ISSUE OF UPTO 7700000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF K K SILK MILLS LIMITED (“KKSML” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ [●] LAKHS (“THE ISSUE”), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] CIRCULATED HINDI NATIONAL DAILY NEWSPAPER AND MARATHI EDITION OF [●] REGIONAL NEWSPAPER (MAHARASHTRA REGIONAL LANGUAGE OF MUMBAI WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED “BSE”) FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 252 OF THIS DRAFT RED HERRING PROSPECTUS.**

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least 3 (Three) additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 (Ten) Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /Issue Period for a minimum of 3 (Three) Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis (“Anchor Investor Portion”). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (“Net QIB Portion”). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Potential Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, please refer to the chapter titled “Issue Procedure” on page 264 of this Draft Red Herring 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. For details in this regard, specific attention is invited to “Issue Procedure” on page 264 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.*

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Cap Price and the Issue Price should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 27 of this Draft Red Herring Prospectus.

**COMPANY’S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

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

**BOOK RUNNING LEAD MANAGER**



**AXIAL CAPITAL PRIVATE LIMITED**

**SEBI Registration Number:** INM000013226

**Address:** 1018, 10th Floor, Omkar The Summit Business Bay, Andheri East, Mumbai – 400093, Maharashtra, India

**Telephone Number:** +91 022 - 4515 3344

**Email Id:** [mb@axialcapital.in](mailto:mb@axialcapital.in)

**Investors Grievance Id:** [investors@axialcapital.in](mailto:investors@axialcapital.in)

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

**Contact Person:** Mr. Ashish Roongta

**CIN:** U65990MH2022PTC393449

**REGISTRAR TO THE ISSUE**



**MUFG INTIME INDIA PRIVATE LIMITED**

**(Formerly Link Intime India Private Limited)**

**SEBI Registration Number:** INR000004058

**Address:** C-101, 247 Park, 1st Floor, L B S Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India

**Tel. Number:** +91 810 811 4949

**To Contact Person:** Ms. Shanti Gopalkrishnan

**Email Id:** [Kksilk.smeipo@in.mpms.mufg.com](mailto:Kksilk.smeipo@in.mpms.mufg.com)

**Investors Grievance Id:** [Kksilk.smeipo@in.mpms.mufg.com](mailto:Kksilk.smeipo@in.mpms.mufg.com)

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

**CIN:** U67190MH1999PTC118368

**BID/ISSUE PERIOD**

**ANCHOR INVESTOR BIDDING DATE**

[●]\*

**BID/ISSUE OPENS ON**

[●]

**BID/ISSUE CLOSES ON**

[●]

\*Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be One (1) Working Day prior to the Bid/ Issue Opening



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## SECTION I – DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.*

### GENERAL AND COMPANY RELATED TERMS

Term	Description
“K K Silk Mills”, “KKSML”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	K K Silk Mills Limited, a public limited company, registered under the Companies Act, 1956 and having its registered office at 314, Kewal Industrial Estate, S. B. Road, Delisle Road, Lower Parel (W)- 400013, Mumbai, Maharashtra, India.
Our Promoters	Mr. Manish Kantilal Shah, Mr. Nilesh Kantilal Jain and Mrs. Ashaben Manish Shah
Promoter’s Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “Our Promoters and Promoter’s Group”.

### COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “Our Management” on page 156 of this Draft Red Herring Prospectus.
Bankers to the Company	State Bank of India, Yes Bank, Bank of Baroda and Union Bank of India
Board of Directors / Board/BOD	The Board of Directors of K K Silk Mills Limited unless otherwise specified.
Companies Act	The Companies Act, 2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e. U17120MH1991PLC063074
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Naman Shah.
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer being Ms. Saachi Rajesh Madnani.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) on the board of our Company, as appointed from time to time.
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
ED	Executive Director
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Information as covered under the applicable accounting standards, and as disclosed in “Information with respect to Group Companies” on page 237 of this Draft Red Herring Prospectus.



Term	Description
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE0EOJ01014
Key Managerial Personnel / Key Managerial Employees	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, which includes key managerial personnel in terms of the Companies Act, as described in the chapter titled “ <i>Our Management</i> ” beginning from page no. 156 of this Draft Red Herring Prospectus.
LLP	LLP incorporated under the Limited Liability Partnership Act, 2008.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on May 30, 2025 in accordance with the requirements of the SEBI ICDR Regulations.
MD	Managing Director
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
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 “ <i>Our Management</i> ” on page 156 of this draft red herring prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRI / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Peer Reviewed Auditor	The Peer Reviewed Auditor of the Company, M/s Shambhu Gupta & Co, Chartered Accountants as mentioned in the section titled “ <i>General Information</i> ” beginning on page 49 of this Draft Red Herring Prospectus.
Registered Office	314, Kewal Industrial Estate, S. B. Road, Delisle Road, Lower Parel (W)- 400013, Mumbai, Maharashtra, India
Restated Financial Information	The Restated Financial Information of our Company, which comprises the Restated Statement of assets and liabilities, the Restated Statement of profit and loss, the Restated Statement of cash flows for the period ended on December 31, 2024 and for the year ended March 31, 2024, 2023, 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 and 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, Mumbai.
Senior Management Personnel	Senior Management Personnel of our Company in terms of Regulation 2(1)(bbbbb) of the SEBI ICDR Regulations and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 156 of this Draft Red Herring Prospectus.
Statutory Auditors	The Statutory Auditors of our Company being, M/s Borkar & Muzumdar, Chartered Accountants holding a valid Peer Review certificate as mentioned in the section titled “ <i>General Information</i> ” beginning on page 49 of this Draft Red Herring Prospectus.
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 “ <i>Our Management</i> ” on page 156 of this draft red herring prospectus.
WTD/ Whole-time director	The Whole-time director of our Company, being Mr. Nilesh Kantilal Jain

## ISSUE RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued.





Terms	Description
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
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 authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB and which includes applications made by UPI Bidders using the UPI Mechanism where the Bid Amount was blocked upon acceptance of UPI Mandate Request by the UPI Bidders.
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 and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which was blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding.
ASBA Bidders	All Bidders except Anchor Investors.
ASBA Form	A bid cum application form, whether physical or electronic, used by ASBA bidders, which will be considered as the bid for Allotment in terms of the Red Herring Prospectus and Prospectus.
Bankers to the Issue	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Issue Account Bank(s) and the Sponsor Bank(s), in this case being [●].



Terms	Description
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in paragraph titled “ <i>Basis of allotment</i> ” under chapter titled “ <i>Issue Procedure</i> ” starting from page no. 264 of this Draft Red Herring 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 a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Issue Period	<p>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 Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders.</p> <p>Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days</p>
Bid/Issue Closing Date	<p>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), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), [●] and editions of Mumbai (a widely circulated Regional language daily newspaper) (Marathi being the regional language of Mumbai, where our Registered Office is located).</p> <p>Our Company in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations</p>
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), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), [●] and editions of Mumbai (a widely circulated Regional language daily newspaper) (Marathi being the regional language of Mumbai, where our Registered Office is located).



Terms	Description
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.
Bidding Centres	Centres 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 Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Axial Capital Private Limited, SEBI Registered Category I Merchant Banker.
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
BSE SME	SME Platform of BSE Limited
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
Cash Escrow and Sponsor Banks Agreement	Agreement dated [●] amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Public Issue Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for inter alia, the appointment of the Sponsor Bank in accordance, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut-off Price	Issue Price, being ₹ [●] per Equity Shares, finalised by our Company in consultation with the Book Running Lead Manager, which shall be any price within the Price Band.  Only RIBs Bidding in the Retail Portion were entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders were not entitled to Bid at the Cutoff Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following





Terms	Description
	which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> & <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Intermediaries/Collecting Agent	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Stock Exchange	SME Platform of BSE Limited ("BSE SME")
DP ID	Depository Participant's Identity Number
Draft Red Herring Prospectus	Draft Red Herring prospectus dated June 26, 2025 issued in accordance with Section 26 and 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
Engagement Letter	The Engagement letter dated November 07, 2024 executed between Issuer and BRLM.
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 Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Escrow Account	Accounts to be opened with the Banker to the Issue
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fresh Issue	The Fresh Issue of upto 7700000 Equity Shares aggregating up to ₹ [●] Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018



Terms	Description
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number
Individual Investors	Individual investors who apply for minimum application size.
IPO/ Issue/ Issue Size/ Public Issue	Initial Public Offering
Issue Agreement	The agreement dated May 30, 2025 entered amongst our Company and the Book Running Lead Manager and includes any supplementary agreement dated [●], pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Issue.
Issue Document	Includes Red Herring Prospectus and Prospectus filed with Registrar of Companies.
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 Bidding application
Issue Proceeds	Proceeds to be raised by our Company through this Fresh Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” page 88 of this Draft Red Herring Prospectus.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Issue/ Initial Public Offering/ IPO	The initial public offering of upto 7700000 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] Lakhs comprising the Fresh Issue.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus, being ₹ [●] /- (including share premium of ₹ [●] /- per Equity Share).
KPI	Key Performance Indicator
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Making Agreement	The Market Making Agreement dated May 30, 2025 between our Company, Book Running Lead Manager and Market Maker.
Market Maker	The Market Maker to the Issue, in this case being After Trade Broking Private Limited.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue excluding the Market Maker Reservation Portion of [●] Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net Proceeds	The proceeds from the Fresh Issue less the Issue related expenses applicable to the Fresh Issue
Net QIB Portion	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Investors or NII(s) or Non-Institutional Bidders or NIB(s)	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Issue comprising of [●] Equity Shares which shall be available for allocation to NIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.



Terms	Description
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Offer Document	Offer Document includes Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the BRLMs, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Mumbai, where our Registered and Corporate Office is situated) at least two Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective website.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue consisting of [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company in consultation with BRLM), subject to valid Bids being received at or above the Issue Price.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto The Red Herring prospectus will be filed with RoC at least three Working Days prior to the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Registered Broker	Stockbrokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, with the Stock Exchanges having nationwide terminals,



Terms	Description
	other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI.
Registrar / Registrar to the Issue	Registrar to the Issue being Mufg Intime India Private Limited (Formerly known as Link Intime India Private Limited).
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Retail Portion	The portion of the Issue being not less than 35% of the Issue consisting of not less than [●] Equity Shares which was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which was not less than the minimum Bid Lot, subject to valid Bids having been received at or above the Issue Price.
Revision Form	The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion could revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date.
SCSB/ Self-Certified Syndicate Bank(s)	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and issues the facility of: (a) ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> & <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> , or such other website as may be prescribed by SEBI from time to time. Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> , as updated from time to time
Sponsor Bank	The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	Agreement to be entered into among our Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities as an underwriter.
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.



Terms	Description
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated May 30, 2025
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Wilful Defaulter	Willful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Draft Red Herring Prospectus are open for business: - <ol style="list-style-type: none"> <li>1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Prospectus are open for business.</li> <li>2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.</li> </ol>

#### TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
CAI	Cotton Association of India
CII	Confederation of Indian Industries
CITI	The Confederation of Indian Textile Industry
CoEK	Center of Excellence for Khadi





Term	Description
EMDEs	Economies and emerging market and developing economies
GeM	Government e Marketplace
HMA	Handloom Marketing Assistance
HSN codes	Harmonized System of Nomenclature codes
ICRA	Investment Information and Credit Rating Agency
KVIC	Khadi and Village Industries Commission
LICs	Low Income Countries
MHHDCL	Manipur Handloom & Handicrafts Development Corporation Limited
MITRA	Mega Integrated Textile Region and Apparel
MoU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
NHDP	National Handloom Development Programme
NIFT	National Institute of Fashion Technology
NTTM	National Technical Textile Mission
PE	Private Equity
PLFS	Periodic Labour Force Survey
PM MITRA	PM Mega Integrated Textile Region and Apparel
PPE	Personal Protective Equipment
R&D	Research & Development
RMG	Readymade Garments
RoSCTL	Rebate of State and Central Taxes and Levies
SAMARTH scheme	The Scheme for Capacity Building in Textiles Sector
SCOPE	Standing Conference of Public Enterprises
SITP	Scheme for Integrated Textile Parks
SusTex	Sustainable Textiles for Sustainable Development
TUFS	Technology Upgradation Fund Scheme

#### CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CFSS	Companies Fresh Start Scheme under Companies Act, 2013
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL



Term	Description
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director identification number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
EBIDTA	EBITDA is calculated as profit before exceptional items and tax plus finance cost, depreciation and amortization expenses less other income. For a detailed calculation of EBITDA, see "Other Financial Information" on page 202 of this Draft Red Herring Prospectus.
EBIDTA Margin	EBITDA as a percentage of total revenue from operations
ECS	Electronic Clearing System
EMDE	Emerging Market and Developing Economy
EoGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/Gol	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
KMP	Key Managerial Personnel
LIC	Low-Income Country
Ltd.	Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable



Term	Description
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PAT Margin	Profit after Tax as a percentage of total revenue from operations
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
Pvt. Ltd.	Private Limited
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoE	Return on equity
RoCE	Return on Capital Employed
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE
STT	Securities Transaction Tax



Term	Description
TDS	Tax Deducted at Source
TIN	Tax payer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCFs	<p>Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.</p> <p>In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.</p>



## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references in this Draft Red Herring Prospectus to “India” are to the Republic of India and its territories and possession 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. All references in this Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “K K Silk Mills Limited”, “KKSML”, and, unless the context otherwise indicates or implies, refers to K K Silk Mills Limited. In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in IST.

### Use of Financial Data

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year and accordingly, all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal/Fiscal Year/Financial Year are to the year ended on March 31, of that calendar year. Certain other financial information pertaining to our Group Companies are derived from their respective audited financial statements.

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and in Lakh. Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our financial statements prepared and restated for the period ended December 31, 2024 and for the year ended March 31, 2024, 2023 and 2022 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “Restated Financial Information of our Company” beginning on page 176 of this Draft Red Herring Prospectus.

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

Any percentage amounts, as set forth in “Risk Factors”, “Business Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Restated Financial Information prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “Restated Financial Information” beginning on page 176 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “Definitions and Abbreviations” on page 2 of this Draft Red Herring Prospectus. In the section titled “Description of Equity Shares and Terms of the Articles of Association”, on page 297 of this Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### Currency and Units of Presentation

All references to:

- “Rupees” or “INR” or “Rs.” Or “₹” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” are to United States Dollar, the official currency of the United States.





Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “Lakhs” units. One Lakh represents 1,00,000. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

### Exchange Rate

This Draft Red Herring Prospectus may contain conversion of certain other currency amounts into Indian Rupees that has 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. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts to Indian Rupee amounts, are as follows:

Currency	Exchange Rate as on*			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	85.62	83.37	82.22	75.81

\*If RBI Reference rate is not available on a particular date due to a public holiday, exchange rate of the previous working day has been disclosed. Source: [www.fbil.org.in](http://www.fbil.org.in).

Note: Exchange Rate is rounded off to two decimal places.

### Use of Industry & Market Data

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

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

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. The data used in these sources may have been reclassified by us for the purposes of presentation. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in section titled “*Risk Factors*” beginning from page no. 27 of this Draft Red Herring Prospectus.

In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for Issue Price*” on page 98 of this Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.



## FORWARD – LOOKING STATEMENTS

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

All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to attract, retain and manage qualified personnel;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Our ability to expand our geographical area of operation
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause our actual results to differ, see the Section titled “*Risk Factors*”; “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 27, 125 and 204 respectively of this Draft Red Herring 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 future gains or losses could materially differ from those that have been estimated.

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

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



## SECTION II - OFFER DOCUMENT SUMMARY

### BUSINESS OF THE COMPANY

Our Company is engaged in the business of manufacturing of fabrics as well as garments. Our range of garment products covers all the age group segments such as kids wear, men's wear, women's wear. We use variety of knitted fabrics such as 100% cotton, 100% polyester, blended (cotton and polyester) and printed polyester fabrics in the production of garments. We manufacture the fabric which used in variety of products such as mens shirts wear- formal and casual wear, shervani material, ladies wear - dress material, burkha material, kushan cover material etc. We sell our knitted fabrics to domestic and international garment manufacturers. We have approximately 5422 sq.mtrs. size area manufacturing plant located at Umbergaon, Valsad.

For detailed information on our Business, please refer to Chapter titled "*Business Overview*" on page no. 125 of this Draft Red Herring Prospectus.

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

April 2025 was characterised by several geopolitical and economic developments. The United States announced, implemented, and eventually paused a targeted tariff regime, pending further bilateral negotiations. These developments engendered heightened uncertainty across the global economy. The IMF's World Economic Outlook (WEO) April 2025 has projected a marked drop in global growth rates for 2025 and 2026. Inflation trajectories towards central bank targets will now be slower and more drawn-out in advanced economies and quicker in emerging economies, compared to projections in the WEO October 2024. As a result, central bank policy rate pathways have begun to diverge, leading to potential implications for capital flows and financial markets. As countries continue to negotiate, the US announced interim trade deals with the UK and China in the first half of May 2025.

For detailed information on our Business, please refer to Chapter titled "*Industry Overview*" on page no. 112 of this Draft Red Herring Prospectus.

### NAME OF PROMOTER

Promoters of Our Company are Mr. Manish Kantilal Shah, Mr. Nilesh Kantilal Jain and Mrs. Ashaben Manish Shah. For detailed information on our Promoter and Promoter's Group, please refer to Chapter titled "*Our Promoter and Promoter's Group*" on page no. 170 of this Draft Red Herring Prospectus.

### SIZE OF THE ISSUE

Our Company is proposing the public issue of upto 7700000 equity shares of face value of ₹ 10/- each of K K Silk Mills Limited ("K K Silk Mills", "KKSML" or the "Company" or the "Issuer") for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the "issue price") aggregating to ₹ [●] lakhs ("the issue"), of which [●] equity shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs will be reserved for subscription by market maker to the issue (the "market maker reservation portion"). The issue less the market maker reservation portion i.e. Net issue of [●] equity shares of face value of ₹ 10/- each at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs is herein after referred to as the "net issue". The issue and the net issue will constitute [●] % and [●] %, respectively, of the post issue paid up equity share capital of our company. The face value of the equity shares is ₹ 10/- each. The price band will be decided by our company in consultation with the book running lead manager ("BRLM") and will be advertised in all editions of the English national newspaper, all editions of the Hindi national newspaper and regional language newspaper, each with wide circulation, at least 2 (two) working days prior to the bid/ issue opening date with the relevant financial ratios calculated at the floor price and the cap price and shall be made available to the SME platform of BSE Limited ("BSE SME", referred to as the "Stock Exchange") for the purpose of uploading on their website for further details kindly refer to chapter titled "*Terms of the Issue*" beginning on page 252 of this Draft Red Herring Prospectus.

### OBJECT OF THE ISSUE

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

The details of the proceeds of the Issue are set forth in the table below:

Particulars	Amount (₹ in) Lakhs
Gross Proceeds from the Fresh Issue <sup>#</sup>	[●]



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

*#To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the Stock Exchange*

#### UTILIZATION OF NET ISSUE PROCEEDS

Sr. No.	Particulars	Amount (₹ in Lakhs)
1.	Funding towards capital expenditure for replacement of plant & machineries including installation, mechanical and electrical work	601.15
2.	Full or part repayment and/or prepayment of certain outstanding secured borrowings availed by our Company	1,500.00
3.	General Corporate Purposes	[•]
	<b>Net Issue Proceeds</b>	<b>[•]</b>

*#To be finalized upon determination of Issue Price and will be updated in the Prospectus.*

\*The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds or ₹1,000 Lakhs, whichever is less.

#### MEANS OF FINANCE

Fund requirements for the Objects are proposed to be met from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 230(1) of the SEBI ICDR Regulations 2018 and Clause 9 of Part A of Schedule VI of the SEBI ICDR Regulations 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue or through existing identifiable internal accruals.

Further, in case of any variations in the actual utilization of funds earmarked for the above activities, increased fund deployment for a particular activity may be met with by surplus funds, if any available in our Company's internal accrual and additional capital infusion or debt that may be availed from the banks/ financial institutions. These estimates are subject to change taking into consideration variations in costs and other external factors which may not be within our control or as a result of changes in our financial condition, business or strategy. Our management will have the discretion to revise our business plans from time to time and consequently our funding requirements and deployment of funds may also change. This may result in rescheduling the proposed utilization of the proceeds and increasing or decreasing expenditure for a particular object vis-a-vis the utilization of the proceeds. The fund requirement as mentioned above is based on our current business plan and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, cost of commodities and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management.

We believe that such alternate arrangements would be available to fund any such shortfalls. Subject to applicable law, if the actual utilization towards any of the Objects, including utilization towards issue related expenses, is lower than the proposed deployment, such balance will be used for towards the objects set out herein above, including general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the Gross Proceeds from the Issue in accordance with the SEBI (ICDR) Regulations.

No part of the Issue Proceeds will be paid by us as consideration to our Promoter, Directors, Key Management Personnel or companies promoted by our Promoter, except in the course of normal business.

#### SHAREHOLDING

The shareholding pattern of our Promoter and Promoter's Group before the Issue is as under:



Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Pre-Issued Capital *	No. of equity shares	As a % of Post Issued Capital*
Promoters					
1.	Mr. Manish Kantilal Shah	3848600	25.76	[●]	[●]
2.	Mr. Nilesh Kantilal Jain	5436336	36.39	[●]	[●]
3.	Mrs. Ashaben Manish Shah	3780064	25.30	[●]	[●]
Total – A		13065000	87.45	[●]	[●]
Promoter’s Group					
1.	Mrs. Pinky Nilesh Shah	876132	5.86	[●]	[●]
2.	Mr. Harshil Manish Shah	269000	1.80	[●]	[●]
3.	Mr. Muktik Shah	586200	3.92	[●]	[●]
4.	Mr. Harshil Manish Shah and Mr. Naman Shah#	113028	0.76	[●]	[●]
Total – B		1844360	12.35	[●]	[●]
Total Promoters & Promoter Group Shareholding		14909360	99.80	[●]	[●]
Public					
1.	Mr. Prakash Prajapati	30000	0.20	[●]	[●]
2.	Public	-	-	[●]	[●]
Total – C		30000	0.20	[●]	[●]
Total (A+B+C)		14939360	100.00	[●]	[●]

\*Rounded off

# Shares were allotted to M/s. VK Silk Mills, Partnership Firm and the said shares are registered in the name Mr. Harshil Manish Shah and Mr. Naman Shah, partners of said partnership firm.

**SHAREHOLDING OF PROMOTER / PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY AS AT ALLOTMENT:**

S. No.	Pre-Issue shareholding as at the date of Advertisement			Post-Issue shareholding as at Allotment (3)			
	Shareholders	Number of Equity Shares (2)	Share holding (in %) (2)	At the lower end of the price band (₹ ● )		At the upper end of the price band (₹ ● )	
				Number of Equity Shares (2)	Share holding (in %)(2)	Number of Equity Shares(2)	Share holding (in %)(2)
Promoters:							
1.	Mr. Manish Kantilal Shah	●	●	●	●	●	●
	Mr. Nilesh Kantilal Jain	●	●	●	●	●	●
	Mrs. Ashaben Manish Shah	●	●	●	●	●	●
Promoter Group							
2.	Mrs. Pinky Nilesh Shah	●	●	●	●	●	●
	Mr. Harshil Manish Shah	●	●	●	●	●	●
	Mr. Muktik Shah	●	●	●	●	●	●
	Mr. Harshil Manish Shah and Mr. Naman Shah#	●	●	●	●	●	●





Additional Top Ten Shareholders							
1.	Mr. Prakash Prajapati						

# Shares were allotted to M/s. VK Silk Mills, Partnership Firm and the said shares are registered in the name Mr. Harshil Manish Shah and Mr. Naman Shah, partners of said partnership firm.

**Notes:**

1. The Promoter Group shareholders are as mentioned in Point No.02
2. Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of prospectus.

Based on the Issue price of ₹[●] and subject to finalization of the basis of allotment. ”

**FINANCIAL DETAILS**

**Based on Restated Financial Statements**

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended/ period ended			
		December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	746.97	746.97	746.97	746.97
2.	Net worth	3855.16	3504.09	3280.86	3176.43
3.	Revenue from operations	15831.02	19054.12	18880.69	17236.94
4.	Profit After Tax	351.06	226.20	106.10	44.19
5.	Earnings Per Share – Basic & Diluted (Post Bonus)	2.35*	1.51	0.71	0.30
6.	NAV per Equity Shares (Post Bonus)	25.81	23.46	21.96	20.97
7.	Total Borrowings (As per Balance Sheet) (Including Current Maturity of Long-Term Debt)	6067.61	5169.26	4806.17	4450.03

\*Not annualised

**AUDITORS' QUALIFICATIONS**

There is no Auditor qualification which have not been given effect to in the Restated Financial Statements.

**SUMMARY OF OUTSTANDING LITIGATIONS**

There are no pending Litigation against our Company nor against our Promoter or Directors of the company except mentioned below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs. in Lakhs)
<b>Company</b>						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil
<b>Directors</b>						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
<b>Promoters</b>						



By Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoters	Nil	Nil	Nil	Nil	Nil	Nil
<b>SMPs and KMPs</b>						
Against the SMPs and KMPs*	Nil	Not Applicable	1	Not Applicable	Not Applicable	-

\* For KMPs and SMPs only the criminal litigation and Statutory or Regulatory Proceedings have been provided/disclosed in line with SEBI ICDR Regulations, 2018, as amended from time to time.

## RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Offer Document, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Offer Document could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Offer Document may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page no. 27 of this Draft Red Herring Prospectus.

## CONTINGENT LIABILITIES

There are no contingent liabilities for the period ended December 31, 2024 and for the year ended March 31 2024, March 31 2023 and March 31 2022.

## FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group or our Directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

## COST OF ACQUISITION & WEIGHTED AVERAGE COST

**Weighted average price at which the Equity Shares were acquired by our Promoters in Last One Year:**

Sr. No.	Name of Promoters	No. of equity shares acquired	Weighted Average Cost of Acquisition per equity share (in ₹) *
1.	Mr. Manish Kantilal Shah,	2647320	0.00
2.	Mr. Nilesh Kantilal Jain	4356568	0.00
3.	Mrs. Ashaben Manish Shah	2397730	0.00

## AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTER:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Mr. Manish Kantilal Shah,	3848600	4.40
2.	Mr. Nilesh Kantilal Jain	5436336	2.68
3.	Mrs. Ashaben Manish Shah	3780064	7.90

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

## PRE-IPO PLACEMENT

Our Company has not allotted shares under Pre-IPO Placement.



## ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH IN LAST ONE YEAR

Except as disclosed below, we have not issued any Equity shares for consideration other than Cash in last year preceding the date of this Draft Red Herring Prospectus.

The details of allotment of 7469680 Bonus Equity Shares made on March 11, 2025 in ratio of 1:1 i.e., 1 (One) fully paid-up Equity Shares for every 1 (One) share held, out of free reserves, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Manish Kantilal Shah	1924300	10	Nil
2.	Mr. Nilesh Kantilal Jain	2718168		
3.	Mrs. Ashaben Manish Shah	1890032		
4.	Mrs. Pinky Nilesh Shah	438066		
5.	Mr. Harshil Manish Shah	134500		
6.	Mr. Muktik Shah	293100		
7.	Mr. Harshil Manish Shah and Mr. Naman Shah	56514		
8.	Mr. Prakash Prajapati	15000		
<b>Total</b>		<b>7469680</b>	<b>10</b>	<b>Nil</b>

For further information, please refer to Chapter titled “*Capital Structure*” on page no. 61 of this Draft Red Herring Prospectus.

## SPLIT / CONSOLIDATION

No Split or Consolidation was happened during the last one year.

For further information, please refer to the Chapter titled “*Capital Structure*” and “*History and Corporate Structure*” on pages 61 and 143 respectively of this Draft Red Herring Prospectus.

## RELATED PARTY TRANSACTIONS

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

### (i) Key Managerial Personnel & Directors

For the year ended December 31, 2024	For the year ended March 31,		
	2024	2023	2022
Manish Shah (Managing Director)	Manish Shah (Managing Director)	Manish Shah (Managing Director)	Manish Shah (Managing Director)
Nilesh Shah (Whole time director)	Nilesh Shah (Whole time director)	Nilesh Shah (Whole time director)	Nilesh Shah (Whole time director)
Asha M. Shah (Director)	Asha M. Shah (Director)	Asha M. Shah (Director)	Asha M. Shah (Director)
Pinky N. Shah	Pinky N. Shah (Director)	Pinky N. Shah (Director)	Pinky N. Shah (Director)

### (ii) Relatives of KMPs

For the year ended December 31, 2024	For the year ended March 31,		
	2024	2023	2022
Harshil M. Shah (Son of director)	Harshil M. Shah (Son of director)	Harshil M. Shah (Son of director)	Harshil M. Shah (Son of director)
Naman N. Shah (Son of director)	Naman N. Shah (Son of director)	Naman N. Shah (Son of director)	Naman N. Shah (Son of director)
Dharmidevi Shah (Mother of director)	Dharmidevi shah (Mother of director)	Dharmidevi shah (Mother of director)	Dharmidevi shah (Mother of director)

### (iii) Enterprises over which over which directors and / or their relatives has significant influence:

For the period ended December 31, 2024	For the year ended March 31,		
	2024	2023	2022



Nilesh K. HUF	Nilesh K. HUF	Nilesh K. HUF	Nilesh K. HUF
Manish K. HUF	Manish K. HUF	Manish K. HUF	Manish K. HUF
S R Textiles Industries	S R Textiles Industries	S R Textiles Industries	S R Textiles Industries
Krizz Mart Private Ltd	Krizz Mart Private Ltd	Krizz Mart Private Ltd	Krizz Mart Private Ltd
JK Fabtex Industries Pvt. Ltd	JK Fabtex Industries Pvt. Ltd	JK Fabtex Industries Pvt. Ltd	JK Fabtex Industries Pvt. Ltd

(iv) **Particulars of Transactions with Related Parties**

Particulars	For the period ended December 31,	For the year ended March 31,		
	2024	2024	2023	2022
<b><u>Purchase</u></b>				
JK Fabtex Industries Pvt. Ltd	38.39	0.02	-	612.24
<b><u>Expense</u></b>				
JK Fabtex Industries Pvt. Ltd	0.05	0.05	-	-
<b><u>Job Work Charges</u></b>				
JK Fabtex Industries Pvt. Ltd	287.98	371.54	500.05	313.83
<b><u>Rent Received</u></b>				
JK Fabtex Industries Pvt. Ltd.	3.87	3.04	8.50	7.08
<b><u>Sales</u></b>				
JK Fabtex Industries Pvt. Ltd.	103.52	523.86	-	-
Krizz mart private limited	4.95	-	-	-
Mr. Manish K Shah	0.20	-	0.15	0.04
Mr. Nilesh shah	-	0.02	0.01	-
<b><u>Remuneration</u></b>				
Mr. Manish K Shah	4.50	5.50	5.00	4.50
Mr. Nilesh Shah	4.50	5.50	5.00	6.00
Mrs. Pinky N. Shah	4.50	5.50	4.50	6.00
<b><u>Loan &amp; Advances taken</u></b>				
Mr. Manish K Shah	105.16	101.97	94.53	107.54
Manish K Shah HUF	0.97	11.74	4.00	26.55
Mr. Nilesh Shah	32.52	88.15	38.19	20.39
Mrs. Asha M. Shah	3.53	28.50	24.32	59.20
Mrs. Pinky N. Shah	10.99	10.30	0.90	24.03
S R Textiles Industries	20.20	70.00	70.00	13.60
Dharmidevi Kantilal Shah	-	-	-	67.69
Naman N Shah	0.05	-	-	-
<b><u>Loan &amp; Advance Given</u></b>				
JK Fabtex Industries Pvt. Ltd.	1,251.02	1019.33	1385.30	726.51
<b><u>Interest on Loan Taken</u></b>				
JK Fabtex Industries Pvt. Ltd	34.36	-	-	-
<b><u>Received against the loan Given</u></b>				
JK Fabtex Industries Pvt. Ltd	967.85	931.28	1,209.83	795.87
<b><u>Repayment of Loan &amp; Advances Taken</u></b>				



Particulars	For the period ended December 31,	For the year ended March 31,		
	2024	2024	2023	2022
Mr. Manish K Shah	97.83	81.29	92.79	107.44
Manish K Shah HUF	0.97	11.74	4.00	26.55
Mr. Nilesh K Shah	44.74	84.23	30.28	20.71
Mrs. Asha M. Shah	3.74	50.56	42.56	17.97
Mrs. Pinky N. Shah	24.05	0.20	7.95	13.86
S R Textiles Industries	47.19	113.01	-	13.60
Mr. Naman Shah	0.01	-	-	-

**(v) Particulars of Closing balances with Related Parties**

Particulars	For the period ended December 31,	For the year ended March 31,		
	2024	2024	2023	2022
<b><u>Loans Payables</u></b>				
Mr. Manish K Shah	29.89	22.56	1.88	0.14
Mr. Nilesh K Shah	0.48	11.7	7.78	(0.13)
Mrs. Pinky N. Shah	0.17	-	13.24	-
Mrs. Asha M. Shah	0.75	0.96	23.02	41.26
S R Textile Industries	-	26.99	70	-
Dharmidevi Kantilal shah	-	-	-	1.12
<b><u>Loans &amp; Advances</u></b>				
JK Fabtex Industries Pvt. Ltd	465.97	148.43	140.43	(15.52)
Naman N Shah	0.03	-	-	-
KDM textile	-	0.01	-	0.12
<b><u>Trade Receivable</u></b>				
JK Fabtex Industries Pvt. Ltd	351.01	263.29	(2.74)	(84.81)
Krizz mart private limited	4.95	-	-	-
Manish shah	0.16	0.15	0.15	0.04
Nilesh shah	0.03	0.03	0.01	-
Harshil shah	-	-	-	0.08
<b><u>Remuneration Payable</u></b>				
Mrs. Pinky N. Shah	-	-	-	2.51
Mr. Manish K Shah	-	-	-	0.20
Mr. Nilesh K Shah	-	-	-	2.00





### SECTION III - RISK FACTOR

*Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, “Business Overview”, “The Issue”, “Industry Overview”, “Restated Financial Information”, “Outstanding Litigation and Other Material Developments”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page nos. 125, 44, 112, 176, 219 and 204 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.*

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

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

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

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

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

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

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

1. ***We have certain outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.***

A summary of outstanding matters set out below includes details of civil and criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, Directors, Promoters, KMPs and SMPs as at the date of this Draft Red Herring Prospectus.

<b>Name of Entity</b>	<b>Criminal Proceedings</b>	<b>Tax Proceedings</b>	<b>Statutory or Regulatory Proceedings</b>	<b>Disciplinary actions by the SEBI or Stock Exchanges against our Promoters</b>	<b>Material Civil Litigations</b>	<b>Aggregate amount involved (Rs. in Lakhs)</b>
<b>Company</b>						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil
<b>Directors</b>						



By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
<b>Promoters</b>						
By Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoters	Nil	Nil	Nil	Nil	Nil	Nil
<b>SMPs and KMPs</b>						
Against the SMPs and KMPs*	Nil	Not Applicable	1	Not Applicable	Not Applicable	-

\* For KMPs and SMPs only the criminal litigation and Statutory or Regulatory Proceedings have been provided/disclosed in line with SEBI ICDR Regulations, 2018, as amended from time to time.

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

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

For further details of certain material legal proceedings involving our Company, our Promoters, our directors and Group Companies see “*Outstanding Litigations and Material Developments*” beginning on page 219.

**2. *Our revenue is concentrated in the state of Gujarat and Maharashtra and any adverse developments affecting Gujarat and Maharashtra could have an adverse effect on our business, results of operations and financial condition.***

We generate majority of our revenue from the state of Gujarat and Maharashtra. Consequently, any significant social, political or economic disruption, or natural calamities or civil disruptions in the state of Gujarat and Maharashtra or any changes in the policies of the state or local governments of this state or in the Government of India could require us to incur significant capital expenditure and change our entire business strategy in parts or in entirety. The occurrence of our inability to effectively respond to any such event or adapt to the changes in such policies could have an adverse effect on our business, results of operations, financial condition and cash flows.

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

Quality of our product is very important for our customers and their brands equity. We conduct quality tests on raw materials and final products to ensure that they meet the required specifications. Our Company is committed to provide quality products to our customers. Failure of our products to meet prescribed quality standards may results in rejection and replacement of product. Any failure on our part to successfully maintain quality standards for our products may affect our business and operations.

**4. *The Company is dependent on few numbers of customers for sales. Loss of any of this large customer may affect our revenues and profitability.***

Our top ten customers contribute 68.49%, 78.54%, 77.08% and 75.37 % of our total sales for the period year ended December 31, 2024 and for the financial year ended on March 31, 2024, 2023 and 2022, respectively. Our reliance on



a limited number of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, a failure to negotiate favourable terms with our key customers or the loss of these customers, all of which would have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company.

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.

In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows.

Further, there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. In order to retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources. Additionally, our revenues may be adversely affected if there is an adverse change in any of our customers' supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers.

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

Our top ten suppliers contribute 64.04%, 60.30%, 69.69% and 62.02 % of our total sales for the period year ended December 31, 2024 and for the financial year ended on March 31, 2024, 2023 and 2022, respectively. We cannot assure that we will be able to get the same quantum and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases of stock and ultimately our revenue and results of operations. However, the composition and amount of purchase from these suppliers might change as we continue seek new suppliers for our product for better quality and 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, there can be no assurance that we will be able to maintain long term relationships with such suppliers or find new suppliers in time.

**6. *Our Restated Financial Statements are prepared and signed by the Peer Review Auditor who is not Statutory Auditors of our Company as required under the provisions of ICDR.***

The Restated Financial Statements of our Company for the period ended December 31, 2024 and for the financial year ended March 31 2024, 2023 and 2022 respectively are prepared and signed by M/s Shambhu Gupta & Co, Chartered Accountants, the Peer Review Auditor of our Company who is not statutory auditor of our Company.

Our Statutory Auditor M/s Borkar & Muzumdar, Chartered Accountants holds Peer Reviewed Certificate number-019723 which is valid till May 31, 2028.

**7. *Our cost of production is exposed to fluctuations in the prices of raw material prices particularly yarn, fabrics and accessories and we have not entered into any agreement in respect of long-term supply for raw materials required by us.***

The raw material consumption contribution is 88.9 %, 89.9 %, 90.7 % and 91.2 % of revenue from manufacturing activities for the period ended December 31, 2024 and financial year ended March 31, 2024, 2023 and 2022 respectively. The industry in which we operate is exposed to fluctuations in the prices of yarn, fabrics and accessories and we may be unable to control factors affecting the price directly or indirectly at which we procure our raw material, particularly as we typically do not enter into any long term supply agreements with our suppliers and our major requirement is met in the spot market. We may at times also face the risks associated with compensating for or passing on such increase in our cost of production on account of such fluctuations in prices to our customers. Particularly, we face the risk of our products becoming unaffordable for a particular segment of demography, if we pass on the increase in the cost of production to our customers through a corresponding increase in the price of our products in order to maintain our historical margins. Upward fluctuations in the prices of raw material may thereby affect our margins directly or indirectly and thereby have a direct bearing on our profitability, resulting in a material adverse effect on our business, financial condition and results of operations.



- 8. Our Company's manufacturing activities are labour intensive and depend on availability of skilled and unskilled labourers in large numbers. In case of unavailability of such labourers and / or inability to retain such personnel, our business operations could be affected.**

As on March 31, 2025, our Company has employed 191 employees which includes 26 contract employees. Our operations and performance are labour intensive and depends on our ability to identify, attract and retain both skilled and unskilled labour. In case such labour is unavailable or we are unable to identify and retain such labourers our business could be adversely affected. For further details please refer human resource details in chapter titled “Business Overview” on beginning on page no 125 of this Draft Red Herring Prospectus.

Further, there are instances where we need to hire additional contract labour, either for specialised jobs or during periods of high customer orders. We have not entered into any agreement for hiring additional labourers and thus availability of appropriately skilled labour cannot be guaranteed. Any failure to hire the appropriate labour may impact the operations and impair our client relations.

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

Our business is heavily reliant on the continuous and stable demand of our products from our customers. We operate on a purchase order basis and do not have long-term contracts or exclusive marketing tie-ups for our products. Furthermore, our Company has not appointed any exclusive agents for handling its operations. Any significant change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

- 10. We have entered into a number of related party transactions and may continue to enter into such transactions under AS 18, in the future, and there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.**

We have, in the past, entered into related party transactions with various parties. While we believe that our past related party transactions have been conducted on an arm’s length basis, there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Furthermore, it is likely that we will continue to enter into related party transactions in the future. There can be no assurance to you that such transactions in the future or any other future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, cash flows, financial condition and results of operations. Further, the such transactions in the future or any future transactions with our related parties, either individually or in the aggregate, may potentially involve conflicts of interest. Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour. For further details of related party transaction please refer chapter titled “Restated Financial Information” on beginning on page no 176 of this Draft Red Herring Prospectus.

For further details please refer immovable property details in chapter titled “Offer Documents Summary” and “Restated Financial Information” on beginning on page no 19 and 176 of this Draft Red Herring Prospectus.

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

The detailed break up of cash flows based on Restated Financial Statements is summarized in below table and our Company has reported negative cash flow in the financial years is as mentioned below, which could affect our business and growth:

(₹ in Lakhs)

Particulars	For the period ended December 31, 2024	For the year ended March 31		
		2024	2023	2022
Net Cashflow from operating Activities	536.88	914.41	840.73	(458.99)
Net Cashflow from Investing Activities	32.97	(663.67)	(136.27)	1026.29
Net Cashflow from Financing Activities	(564.91)	(245.02)	(710.84)	(568.16)

- 12. Our Company depends on timely identification of evolving fashion trends and creating new designs. Any lag on the part of our Company in this regard may adversely affect our business operations.**



The key success factor in the textiles business is in creating appealing designs and colour combinations to create buyer appeal. In order to be in line with this success factor, we maintain a team of in house designers who design and develop the products as per customer's needs. This team works on the development of designs by analyzing the needs of clients by parameters like latest dyeing combinations, new printing techniques & patterns and most importantly the feedback gained from the sales of the similar products that were designed earlier. Our inability to tap the changing fashion can lead to rejection and obsolescence of our textiles thus damaging goodwill, business operations and financial conditions. Any failure to update ourselves or understand the trends in different regions of the world may result in reduction of our export sales, adversely affecting our financial condition.

**13. *We have high financial indebtedness which could adversely affect our financial condition and results of operations and further we may not be able to meet our obligations under the debt financing agreements.***

We have secured loan aggregating to Rs. 6,009.32 lakhs as on December 31, 2024 as per restated audited financial statements from commercial banks. In the event that we fail to meet our debt servicing obligations under our financing documents, the relevant lenders could declare us to be in default, accelerate the maturity of our obligations or takeover our project or even sell our Company's movable and immovable assets. We cannot assure investors that in the event of any such acceleration we will have sufficient resources to repay these borrowings. Failure to meet obligations under debt financing agreements may have an adverse effect on our cash flows, business and results of operations. Our ability to meet our debt service obligations and to repay our outstanding borrowings will depend primarily upon the cash flows generated by our business. We cannot assure you that we will generate sufficient cash to enable us to service existing or proposed borrowings. Incurring significant indebtedness may limit our flexibility in planning for or reacting to changes in our business & industry and limit our ability to borrow additional funds. For further details please refer the chapter "Restated Financial Information" on Page 176 of this Draft Red Herring Prospectus.

**14. *Delays or defaults in client payments could affect our operations.***

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

**15. *We have had made non-compliances of certain provision under Companies Act, 2013.***

Our Company has past made certain inadvertent erroneous filings under Companies Act, 2013 and 1956. Further, there have also been instances where our Company has inadvertently filed incorrect information with the RoC in its statutory filings, amended from time to time, as mentioned below:

There was typographic and clerical error in the list of allottees attached in Form 2/form PAS 3 such as number of shares allotted are incorrectly mentioned, shares were allotted in the name of proprietary concern and supposed to be allotted to individual, shares were registered in the name of partnership firm instead of name of partners of the firm.

There is clerical error in attachment of list of shareholders in the Annual Return form filed for Financial Year 2015-16, the attachment is incorrect.

Our company has taken significant steps to address above non-compliances and ensure ongoing compliance with regulatory requirements. We have filed compounding application on April 24, 2025 under section 441 of the Companies Act, 2013 and for the offence under section 75 of Companies Act, 1956 and section 450 of the Companies Act, 2013.

Our Company has, in the past, experienced delays in the filing of certain forms with the Registrar of Companies (ROC) as required under the Companies Act, 2013. These delays could potentially attract penalties, fines, and other regulatory actions against our Company, which may adversely affect our financial condition and reputation.

Although the late filing fees levied are small but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. Further no- show cause notice has been issued against our Company till date, in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected. Further we cannot assure you that we may not do delay filings in future and not be subjected to penalty or interest. Further with the expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.





**16. We intend to utilise a significant portion of the Net Proceeds for funding our capital expenditure requirements and prepayment of secured borrowings. We are yet to place orders for such capital expenditure machinery.**

We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements and prepayment of secured borrowings, which include for full or part repayment and/or prepayment of certain outstanding secured borrowings availed by our Company and the purchase (replacement) of new machinery for the manufacturing. While we have obtained quotations from vendor in relation to the major machinery and equipment required for funding such capital expenditure, we are yet to place orders for such machinery and equipment. Accordingly, estimated cost of ₹ 2077.62 lakhs, purchase of new machinery. We are yet to place orders for any of the components of the Proposed Project. There can be no assurance that we will be able to place orders for such machinery and equipment in a timely manner or at all. Further, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For further details, please refer to the chapter titled “Objects of the Issue” beginning on page 88 of this Draft Red Herring Prospectus.

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

The market for our products is competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as technical competence, quality of products, various products line, customer base, pricing and timely delivery. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive.

Moreover, the unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

**18. Under-utilization of our manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.**

We operate one manufacturing facility in Umbergaon, Valsad, Gujarat with an aggregate installed production capacity as mentioned below:


For the year/ period ended	Existing installed capacity (MTR)	Actual Production (MTR)	% of actual production to installed capacity
March 31, 2022	15000000	7660908	51.07%
March 31, 2023	15000000	12248952	81.66%
March 31, 2024	20000000	18533596	92.67%
December 31, 2024 (for 9 months)	15000000	13361247	89.07%

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at manufacturing facility, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by, our customers. In the event we face prolonged disruptions at our facilities including due to interruptions in the supply of electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facility, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition.

**19. Our Company is in use of trademark, which is not registered under the Trademarks Act, 1999 as on date of Draft Red Herring Prospectus. Thus, we may be subject to claims alleging breach of third-party intellectual property rights.**

Our Company have been using the below brands which are not registered in the name of Company and has applied by our Company :





- (i) The trademark “” was registered in the name of Late Kantilal B Shah (Father of Mr. Manish Kantilal Shah), promoter and director of the company and through a Non-Objection Certificate (NoC) vide





dated 04th April 2025, Mr. Manish Kantilal Shah (Legal Heir of Late Kantilal B Shah) has authorised the Company to use the said Intellectual Property without any special terms and conditions.

- (ii) As per a Deed of Assignment dated January 06,2023, Mr. Hirachand Sardarmal Jain had assigned and transferred trade mark Tex Tree to K K Silk Mills Limited and registration of said agreement is in process.

- (iii) Further we have applied for Trade Mark Registration of “XKIND”, “” and “” the current status of which is “Formalities Chk Pass”.

We do not enjoy the statutory protections accorded to a registered trademark as on date. There can be no assurance that we will be able to register the said trademark and the logo in future or that, third parties who have filed objection will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property. For further details, please see the chapter titled “Government Approvals” beginning on page 223 of this Draft Red Herring Prospectus.

**20. *The shortage or non-availability of power facility may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition.***

We utilize the services of Dakshin Gujarat Vij Company Limited for our power needs in the manufacturing process. We are mainly dependent on the State Government for meeting our electricity requirements, any defaults or non-compliance of the conditions may render us liable for termination of the services or any future changes in the terms of the arrangements may lead to increased costs, thereby affecting profitability.

We also require substantial electricity for our manufacturing facilities, most of which is sourced from state electricity boards. If supply is not available for any reason, we will need to rely on alternative sources, which may not be able to consistently meet our requirements. The cost of alternative sources of electricity could be significantly higher, thereby adversely affecting our cost of production and profitability. Interruptions of electricity supply can also result in production shut downs, increased costs associated with restarting production and the loss of production in progress.

Any disruption / non-availability of power and water shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company.

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

Modernization and technology upgradation is essential to provide better services to customers. Although, we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing technology employed by us. Further, the costs in up grading our technology could be significant as compared to the one that our competitors might have in place in terms of costs, efficiency and timely delivery of the final products.

**22. *Any delay in production, or shutdown, or any interruption for a significant period of time, in this facility may in turn adversely affect our business, financial condition and results of operations.***

Our Company has its manufacturing facility located at Valsad, Gujarat. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer’s demand. Our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below the expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. Further, our manufacturing facility is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company’s operations will be significantly affected, which in turn would have a material adverse effect on our business, financial condition and results of operations.

**23. *Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.***



The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture new inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture or get manufactured by third parties on our account, we may be required to write-down our inventory or pay our suppliers without new purchases or create additional vendor financing, which could have an adverse impact on our income and cash flows.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, please refer to the Chapter titled “Dividend Policy” beginning on page 175 of this Draft Red Herring Prospectus.

**25. *Our operations may be adversely affected in case of industrial accidents at our production facility.***

Usage of heavy machinery, handling of sharp parts of machinery by labour during production process or otherwise, handling process of heavy material, short circuit of power supply for machines, etc. may result in accidents and fires, which could cause indirect injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations. Further, our plant and machinery and personnel may not be covered under adequate insurance for occurrence of particular types of accidents which could adversely hamper our cash flows and profitability.

In the year 2006, there was an incident of fire at our corporate office due to defective electric circuit. It caused loss of office records and documents due to fire, heat, smoke and water. The loss of records includes accounting and financial records, bank statements, registers, forms filed with Registrar of Companies etc. maintained in physical form. Currently we do not have any insurance to cover the property of Registered office where the books of account are to be maintained. Occurrence of fire in office premises may leads to financial loss, property damage, business disruption etc.

**26. *Our insurance coverage may not be adequate.***

Our Company has obtained insurance coverage in respect of certain risks. We have taken insurance policies such as Vehicle insurance and Standard Fire Policy for our manufacturing facility, machineries, factory premises and inventories. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like loss of profits, losses due to terrorism, etc. Further, there can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. For further details, please refer chapter titled “Our Business” beginning on page 125 of this Draft Red Herring Prospectus.

**27. *Our registered office premise, manufacturing facility and godown are on a leasehold/license basis and any termination of such lease/license and/or non-renewal could adversely affect our operations.***

The property on which our registered office and godown situated are on a leave and license basis and the property on which manufacturing facility situated is on lease basis. Any termination of the licenses whether due to any breach or otherwise, or nonrenewal thereof, could temporarily disrupt our functioning and adversely affect the business operations. The registered office premise is owned by our promoter group entity. For further details, please refer to chapter titled “Our Business” beginning on page 125 of this Draft Red Herring Prospectus.

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

Our Company has allotted the following Equity Shares during the preceding one year from the date of this Draft Red Herring Prospectus which are lower than the Issue Price:



The details of allotment of 7469680 Bonus Equity Shares made on March 11, 2025 in ratio of 1:1 i.e., 1 (One) fully paid-up Equity Shares for every 1 (One) share held, out of free reserves, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Manish Kantilal Shah	1924300	10	NIL
2.	Mr. Nilesh Kantilal Jain	2718168		
3.	Mrs. Ashaben Manish Shah	1890032		
4.	Mrs. Pinky Nilesh Shah	438066		
5.	Mr. Harshil Manish Shah	134500		
6.	Mr. Muktik Shah	293100		
7.	Mr. Harshil Manish Shah and Mr. Naman Shah	56514		
8.	Mr. Prakash Prajapati	15000		
<b>Total</b>		<b>7469680</b>	<b>10</b>	<b>NIL</b>

**29. *Increases in interest rates may materially impact our cash flows and results of operations.***

All of our secured debt carries interest at floating interest rates or at rates that are subject to adjustments at specified intervals. We are exposed to interest rate risk in respect of contracts for which we have not entered into any swap or interest rate hedging transactions, although we may decide to engage in such transactions in the future. We may further be unable to pass any increase in interest expense to our existing customers. Any such increase in interest expense may have a material adverse effect on our business, financial condition, results of operations and cash flows. Furthermore, if we decide to enter into agreements to hedge our interest rate risk, there can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us fully against our interest rate risk.

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

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

**31. *Our failure to identify and understand evolving industry trends and preferences and to develop new products to meet our customers' demands may materially adversely affect our business.***

Changes in the preferences of our customers, regulatory or industry trends or requirements, or in competitive technologies may render certain of our products or business strategies obsolete or less attractive. To compete effectively in the automotive components industry, we must be able to develop, upgrade and manufacture new products to meet our customers' demand in a timely manner. In order to do so, we need to identify and understand the key market trends and address our customers' evolving needs proactively and on a timely basis. As a result, we may incur, and have in the past incurred, capital expenditures for development of products to meet the demands of our customers. We cannot assure you, however, that we will be able to install and commission the equipment needed to manufacture products for our customers on time. Our failure to successfully and timely develop and manufacture new products in order to cater to the requirements of our customers and industry trends could have a material adverse effect on our business, financial condition, cash flows, results of operations and future prospects.

**32. *We may not be successful in implementing our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.



**33. *Our business is operating under various laws which require us to obtain approvals from the concerned statutory/regulatory authorities in the ordinary course of business and our inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, results of operations and financial condition.***

Our business requires us to obtain and renew from time-to-time certain approvals, licenses, registrations and permits. For further details, see “Government Approvals” on page 223. The approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by various authorities may contain conditions, some of which could be onerous. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it will have an adverse impact on our business operations. We hold the Professional Tax Registration Certificate (PTRC), but our Professional Tax Enrolment Certificate (PTEC) for State of Maharashtra under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 is currently untraceable, though we have been filing the returns. Since we have already applied to amend the PTEC to reflect our name change from *K K Silk Mills Private Limited* to *K K Silk Mills Limited*, we will receive a copy of the PTEC certificate with the new name also.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. For further details, see “Government and Other Statutory Approvals” on page 223 of this Draft Prospectus. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected. We may be involved in any environmental legal proceedings in the course of our business due to non-compliances with terms and conditions of regulatory approvals or authorizations.

**34. *We have not entered into any technical support service for the maintenance and smooth functioning of our equipment’s and machineries, which may affect our performance.***

Our manufacturing processes involve daily use of technical equipment’s and machineries. They require periodic maintenance checks and technical support in an event of technical breakdown or malfunctioning. Our Company has not entered into any technical support service agreements with any competent third party. However, we have in-house technical support team which maintain the equipment’s and machineries on regular basis. Our failure to reduce the downtime in as such events occur may adversely affect our productivity, business and results of operations.

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

Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, cash flows, financial condition and results of operations. We do not have firm commitment long term supply agreements with our customers and instead rely on short term purchase orders to govern the volume and other terms of the sales of products. Accordingly, we plan our production volumes based on our forecast of the demand for our products. Any error in forecasting could result in surplus stock which would have an adverse effect on our profitability.

On the other hand, in the event that the demand we have forecasted is lower than the actual demand of our products, and we are unable to ramp up production to match such demand, we may be unable to supply the requisite quantity of products to our customers in a timely manner. Any increase in our turn-around time could affect our production schedules and disrupt our supply, which could have an adverse effect on our business, cash flows, financial condition and results of operations.

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

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. We may not be able to execute our strategies in the future. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long term business outlook.



Further, we operate in a highly dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. Our inability to implement our business strategies and sustain our growth may impair our financial growth and thus result in an adverse impact on our Company's share price.

**37. *We rely on third-party transportation providers for procurement of raw materials and for supply of our products and failure by any of our transportation providers could result in loss in sales.***

We depend on road transportation to deliver our finished products to our customers. We use commercial vehicles and third-party transportation providers for procuring our raw materials as well as for distributing our products to our customers. This makes us dependent on various intermediaries such as domestic logistics companies and container freight station operators. Weather-related problems, strikes, or other events could impair our ability to procure raw materials from our suppliers or the ability of our suppliers to deliver raw materials to us which may in turn delay the process of manufacturing and supplying our products to our customers, leading to cancellation or non-renewal of purchase orders, and this could adversely affect the performance of our business, results of operations and cash flows. We have not entered into formal agreement with any of our transportation provider. Additionally, if we lose one or more of our third-party transportation providers, we may not be able to obtain terms as favourable as those we receive from the third-party transportation providers that we currently use, which in turn would increase our costs and thereby adversely affect our operating results.

**38. *There may be potential conflicts of interest if our Promoters, Promoters' Group entities who are involved in same business activities that compete with or are in the same line of activity as our business operations.***

Any conflict of interest which could occur between our business and any other similar business activities pursued by our Director, Promoter and Promoter Group entity, could have a material adverse effect on our business and results of operations. Our Group Companies, Krizz Mart Private Limited, JK Fabtex Industries Private Limited are engaged in same line of business. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and in circumstances where our respective interests diverge. Further, our Company has not entered into separate non-compete agreement in order to avoid the conflict of interest envisaged with our group company. We cannot assure you that a conflict will not arise, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations. For further details of conflict of interest please refer chapter titled "Information with respect to Group Companies" on beginning on page no 237 of this Draft Red Herring Prospectus.

**39. *Fluctuation in the exchange rate between the Indian rupee and foreign currencies may have an adverse effect on our business.***

Although we follow established risk management policies, including the use of derivatives, such as foreign exchange forward contracts to hedge our exposure to foreign currency risks, we are nevertheless exposed to risks from foreign exchange rate fluctuations since our business is dependent on exports entailing large foreign exchange transactions, in currencies including the USD. Exchange rates between some of these currencies and the Indian rupee in recent years have fluctuated significantly and may do so in the future, thereby impacting our results of operations and cash flows in Indian rupee terms.

The exchange rate between the Rupee and other currencies is variables and may continue to fluctuate in future. Fluctuations in the exchange rates may affect the Company to the extent of cost of goods traded in foreign currency terms. Any adverse fluctuations with respect to the exchange rate of any foreign currency for Indian Rupees may affect the Company's profitability, since a significant part of trading is done in foreign currency.

**40. *Our promoters will continue to retain significant control over our Company after the Public Issue.***

Our Promoters and the members of the Promoter Group will continue to own majority of our Equity Shares constituting [●] % of the paid-up equity share capital of our Company. As a result, our promoters will be in a position to influence any shareholder action or approval requiring a majority vote, except where it is required otherwise by applicable laws or where they abstain from voting. Our promoters will also have the ability to control our business including matters relating any sale of all or substantially all its assets, the timing and distribution of dividends and the election or termination or appointment of its officers and directors. Further, the extent of the promoters' shareholding in the Company may result in the delay or prevention of a change of management or control of the Company, even if such a transaction may be beneficial to the other shareholders of the Company.





**41. *Our Promoters Directors may have interest in our Company other than normal remuneration or benefits and reimbursement of expenses incurred.***

Our Promoters Directors may be deemed to be interested in our Company, in addition to normal remuneration or benefits and reimbursements of expenses, to the extent of Equity Shares or other securities, held by them and their relatives (if any) and their dividend or bonus entitlement, and benefits arising from their directorship in our Company and are also interested to the extent of sitting fee payable to them for attending each of our Board and Committee Meetings.

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

Our success heavily depends upon the continued services of our Directors and Key Managerial Personnels. We depend significantly on them for executing our day-to-day activities. The loss of any of our Director or Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Director and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section “Our Management” on page 156 of this Draft Red Herring Prospectus.

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

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

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *#
1.	Mr. Manish Kantilal Shah,	3848600	4.40
2.	Mr. Nilesh Kantilal Jain	5436336	2.68
3.	Mrs. Ashaben Manish Shah	3780064	7.90

For further details regarding the average cost of acquisition of Equity Shares by our Promoter in our Company and build-up of Equity Shares of our Promoter in our Company, please see Chapter titled “Capital Structure” beginning on page 61 of this Draft Red Herring Prospectus.

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

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

**45. *Our Promoters, members of Promoter Group and director have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities.***

Our Promoters, members of promoter group and director have provided personal guarantees in relation to certain loan facilities availed of by us. In the event that any of these guarantees are revoked by promoters, members of Promoter group or third party, the lenders for such facilities may require alternate properties as mortgages/guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative properties/guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

**46. *Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Issue. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being





unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “Objects of the Issue” beginning on page 88 of this Draft Red Herring Prospectus.

**47. *The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the issue price and you may not be able to sell your Equity Shares at or above the Issue Price.***

The issue price of the equity shares has been based on many factors and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled “Basis for Issue Price” beginning on page 98 of this Draft Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

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

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ ₹ 5000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

We intend to deploy the Net Issue Proceeds in financial year 2025-26, 2026-27 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled “Objects of the Issue” on page 88 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in chapter titled “Objects of the Issue” on page 88 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue, subject to approval from Shareholders of the Company. Our Board of Directors will monitor the proceeds of this Issue.

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

The funds that we receive would be utilized for the objects of the Issue as has been stated in the chapter titled “Objects of The Issue” on Page no. 88 of this Draft Red Herring Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, it may adversely affect our revenues and results of operations.

**51. *Our funding requirements and the proposed deployment of Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution or any other independent agency and may be subject to change based on various factors, some of which may be beyond our control. We have not entered into any definitive agreements to utilise certain portions of the Net Proceeds of the Issue.***

Our Company has not identified any alternate source of funding for our object of the Issue and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds or may result in borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and



financial performance of the company. Further the deployment of the funds raised in the issue will be entirely at the discretion of the management and any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings. For further details of Please refer chapter titled “*Object for the Issue*” beginning on page 88 of this Draft Red Herring Prospectus.

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

Any future equity issuances by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

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

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

**54. *Third party statistical and financial data in this Draft Red Herring Prospectus may be incomplete or unreliable.***

None of the Company, the BRLMs or any other person connected with the Issue has independently verified the third party statistical and financial data in this Draft Red Herring Prospectus which has been sourced from various public and private publications. Industry sources and publications generally state that the information contained therein has been obtained from sources 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. There is no assurance that such information obtained from third party sources and publications will be current or reflect current trends. Further, such industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect.

## **EXTERNAL RISK FACTORS**

**1. *The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.***

Since first being reported in December 2019, the outbreak of COVID-19 has spread globally. The World Health Organization declared the outbreak of COVID-19 to be a public health emergency of international concern on January 30, 2020, and a global pandemic on March 11, 2020.

The COVID-19 pandemic has had, and any future pandemic or widespread public health emergency could have, repercussions across regional and global economies and financial markets. The outbreak of COVID-19 in many countries, including India has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally.

The global impact of the outbreak has been rapidly evolving. As cases of COVID-19 have continued to be identified in additional countries, many jurisdictions, including the governments of India, have reacted by instituting restrictive measures including invoking lock downs and quarantines, requiring the closure of non-essential businesses and placing restrictions on the types of businesses that may continue to operate, mandating restrictions on travel, implementing “shelter-in-place” rules and “stay-at-home” orders, and enforcing remote working regulations. No prediction can be made of when any of the restrictions currently in place will be relaxed or expire, or whether or when further restrictions



will be announced. Although some governments are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy or localized lockdowns remain unknown.

On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Our business was determined to be operating in an essential industry, which allowed us to continue our operations after the introduction of the lockdown in India, subject to certain adjustments in working patterns.

There can be no assurance that there will not be any material impact on our operations if the outbreak of COVID-19 is not effectively controlled. Although some restrictions have been eased, it is not yet clear when the lockdown conditions will be fully lifted in India. Further, although we were declared an essential business and were able to adjust our business to continue operating during the lockdown, there can be no assurance that further restrictions will not be introduced or that we will continue to retain such essential status. Further, we may be required to quarantine employees that are suspected of being infected of COVID-19, as well as others that have come into contact with those employees or shut down our manufacturing facilities as a health measure, which could have an adverse effect on our business operations or result in a delay in the production and supply of products to our customers in a timely manner. If any of our suppliers are affected by COVID-19 to the extent our supply chain is disrupted, this may affect our ability to meet the demand of our customers.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the disruptions or restrictions on our employees' and suppliers' ability to work and travel; volatility in foreign exchange rates; any extended period of remote work arrangements; and strain on our or our customers' business continuity plans, and resultant operational risk.

The COVID-19 pandemic, or any future pandemic or widespread public health emergency could therefore materially and adversely impact our business, financial condition, cash flows and results of operations.

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

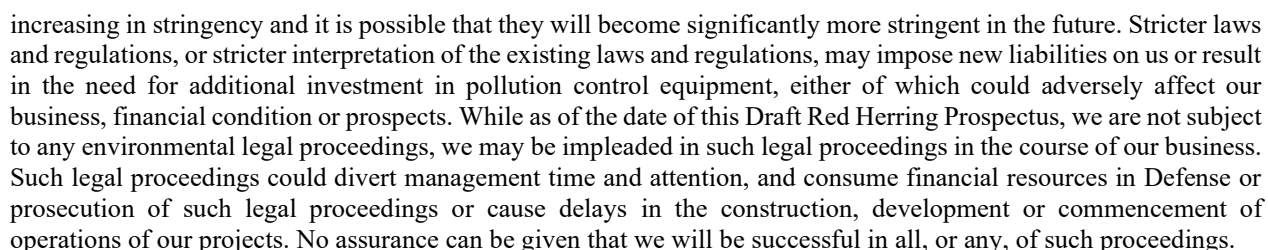
Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Book Running Lead Manager has appointed After Trade Broking Private Limited as Designated Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

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

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

**4. *Our operations are subject to environmental, health and safety laws and regulations.***

Our operations are subject to various Central and State environmental laws and regulations relating to the control of pollution in the various locations in India where we operate. In particular, the discharge or emission of chemicals, dust or other pollutants into the air, soil or water that exceed permitted levels and cause damage to others may give rise to liability to the Government and third parties, and may result in our incurring costs to remedy such discharge or emissions. There can be no assurance that compliance with such environmental laws and regulations will not result in a curtailment of operations, or a material increase in the costs of operations, or otherwise have a material adverse effect on the financial condition and results of our operations. Environmental laws and regulations in India have been



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.

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

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

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

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

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist



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attacks in India, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.





## SECTION IV – INTRODUCTION

### THE ISSUE

Present Issue in terms of this Draft Red Herring Prospectus:

Particulars	Details
<b>Equity Shares Issued*</b>	Issue of upto 7700000 Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Of which:</b>	
<b>Reserved for Market Makers</b>	[●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Net Issue to the Public</b>	[●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Of which</b>	
<b>A. Allocation to Qualified Institutional Buyers</b>	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>of which:</b>	
i) Anchor Investor Portion	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
ii) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>of which:</b>	
a) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion))	Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
b) Balance of QIB Portion for all QIBs including Mutual Funds.	Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>B. Allocation to Non-Institutional Investors</b>	Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>C. Allocation to Individual Investors</b>	Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Equity Shares outstanding prior to the Issue	14939360 Equity Shares of ₹ 10/- each
Equity Shares outstanding after the Issue	[●] Equity Shares of ₹ 10/- each
Use of Proceeds	For details, please refer chapter titled “Objects of The Issue” beginning on Page no. 88 of this Draft Red Herring Prospectus for information on use of Issue Proceeds.

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

#### Notes:

- (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 of 229 (2) and Regulation 253 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated April 23, 2025 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on April 24, 2025.
- (3) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Individual Investor and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.





- (4) Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received within the offer price band. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “*Issue Procedure*” beginning on page 264 of this Draft Red Herring Prospectus.
- (5) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (6) Not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price and not less than 35% of the Issue will be available for allocation to Individual Investor, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All Bidders, other than the Anchor Investors, are mandatorily required to participate in this Issue only through an Application Supported by Blocked Amount (“ASBA”) process, providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) in which the Bid amount will be blocked by the Self Certified Syndicate Banks or the Sponsor Bank. The Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, please see “*Issue Procedure*” beginning on page no 264 of this Draft Red Herring Prospectus.
- (7) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Individual Investor Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Individual Investor Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.



## SUMMARY OF FINANCIAL INFORMATION

### ANNEXURE 1: RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

₹ in Lakhs

Particulars	For the period ended December 31, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>Equity and Liabilities</b>				
<b>Shareholders' Funds</b>				
Share Capital	746.97	746.97	746.97	746.97
Reserves and Surplus	3108.19	2757.12	2533.90	2429.46
<b>Total Equity</b>	<b>3855.16</b>	<b>3504.09</b>	<b>3280.86</b>	<b>3176.43</b>
<b>Non-Current Liabilities</b>				
Long-Term Borrowings	571.00	709.90	471.67	699.81
Long-Term Provisions	15.33	11.26	6.77	4.58
Deferred Tax Liabilities (Net)	190.47	147.61	141.98	151.53
<b>Total Non- Current Liabilities</b>	<b>776.80</b>	<b>868.77</b>	<b>620.42</b>	<b>855.91</b>
<b>Current liabilities</b>				
Short-term borrowings	5469.61	4456.70	4334.50	3750.22
Trade payables				
i) Total outstanding dues of micro enterprise and small enterprise	107.94	91.91	-	3.52
ii) Total outstanding dues other than micro enterprise and small enterprise	5344.89	2092.35	1866.51	2227.37
Other current liabilities	51.78	119.75	171.66	220.73
Short-term provisions	93.18	29.37	1.25	8.63
<b>Total Current Liabilities</b>	<b>11067.40</b>	<b>6790.08</b>	<b>6373.92</b>	<b>6210.47</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>	<b>15699.36</b>	<b>11162.95</b>	<b>10275.20</b>	<b>10242.82</b>
<b>Assets</b>				
<b>Non-Current Assets</b>				
Property, Plant and Equipment and Intangible Assets				
(i) Property, Plant & Equipment	1973.86	2109.24	1663.79	1729.18
(ii) Intangible Asset	-	-	-	-
(iii) Capital Work In Progress	-	-	-	-
Long-term loans and advances	12.10	-	410.52	-
Other Non-Current Assets	32.15	27.25	25.10	21.74
<b>Total Non-Current Assets</b>	<b>2018.10</b>	<b>2136.49</b>	<b>2099.41</b>	<b>1750.92</b>
<b>Current Assets</b>				
Inventories	5839.40	4311.15	4877.82	4854.17
Trade Receivables	6555.15	4070.30	2949.01	3365.07
Cash and Cash Equivalents	21.16	16.22	10.50	16.89
Short-Term Loans and Advances	1,088.59	471.07	230.11	109.49
Other Current Assets	176.95	157.72	108.35	146.30
<b>Total Current Assets</b>	<b>13520.74</b>	<b>9026.45</b>	<b>8175.79</b>	<b>8491.91</b>
<b>Total Assets</b>	<b>15699.36</b>	<b>11,162.95</b>	<b>10,275.20</b>	<b>10,242.82</b>

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure I



## ANNEXURE 2: RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

₹ in Lakhs

Particulars	For the period ended December 31, 2024	For the year ended March 31,		
		2024	2023	2022
<b>INCOME</b>				
Revenue from Operations	15,831.02	19,054.12	18,880.69	17,236.94
Other Income	43.54	83.06	47.57	20.04
<b>Total Income (A)</b>	<b>15,874.56</b>	<b>19,137.18</b>	<b>18,928.26</b>	<b>17,256.98</b>
<b>EXPENDITURE</b>				
Cost of Material Consumed	3,144.24	4,074.56	3,877.41	2,456.28
Purchase of Stock in trade	11,875.36	12,512.70	13,328.28	13,874.20
Changes in inventories of finished goods and Stock-in-trade	(950.07)	542.12	(78.31)	(615.36)
Employee benefit expenses	472.13	636.35	620.95	545.73
Finance costs	443.51	518.60	520.21	478.71
Depreciation and Amortization	156.03	195.65	213.37	243.91
Other Expenses	217.17	355.14	257.92	150.10
<b>Total Expenses (B)</b>	<b>15,358.36</b>	<b>18,835.13</b>	<b>18,739.83</b>	<b>17,133.57</b>
<b>Profit before exceptional, extraordinary items and tax (A-B)</b>	<b>516.20</b>	<b>302.05</b>	<b>188.43</b>	<b>123.41</b>
Exceptional items	-	-	43.50	84.69
<b>Profit before extraordinary items and tax</b>	<b>516.20</b>	<b>302.05</b>	<b>144.93</b>	<b>38.72</b>
Extraordinary items	-	-	-	-
<b>Profit before tax (C)</b>	<b>516.20</b>	<b>302.05</b>	<b>144.93</b>	<b>38.72</b>
<i>Tax expense:</i>				
(i) Current tax	122.28	70.21	48.37	53.84
(ii) Deferred Tax	42.86	5.63	(9.55)	(59.31)
<b>Total Tax Expense (D)</b>	<b>165.14</b>	<b>75.85</b>	<b>38.82</b>	<b>(5.47)</b>
<b>Profit for the year (C-D)</b>	<b>351.06</b>	<b>226.20</b>	<b>106.10</b>	<b>44.19</b>
<b>Earnings per equity share:</b>				
<b>(1) Basic</b>	2.35*	1.51	0.71	0.30
<b>(2) Diluted</b>	2.35*	1.51	0.71	0.30

\*Not annualised

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure II.



### ANNEXURE 3: RESTATED SUMMARY STATEMENT OF CASH FLOWS

₹ in Lakhs

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2022
<b>A. Cash Flow from Operating Activities</b>				
Profit /(Loss) before taxation	516.20	302.05	144.93	38.72
Adjustments for:-				
Depreciation & amortization	156.03	195.65	213.37	243.91
Interest income	(38.59)	(37.54)	(19.93)	(13.68)
Tax Expense of Earlier Years	-	(2.97)	(1.67)	(5.14)
Interest Expenditure	426.01	483.25	482.71	451.66
(Profit)/Loss on Sale of Fixed Asset	-	(4.30)	(10.76)	9.69
<b>Operating profit/ (Loss) before</b>	<b>1,059.65</b>	<b>936.14</b>	<b>808.65</b>	<b>725.16</b>
<b>Changes in Working Capital:</b>				
Increase/(Decrease) in Trade Payables	3,268.58	317.74	(364.37)	436.18
Increase/(Decrease) in Other Current Liabilities	(67.98)	(51.91)	(49.08)	4.46
Increase/(Decrease) in Short Term Provisions	63.81	28.12	(7.38)	(28.30)
Increase/(Decrease) in Long Term Provisions	4.06	4.49	2.19	2.13
Increase/(Decrease) in Short Term Borrowings	1,012.91	122.20	584.28	(416.28)
(Increase)/Decrease in trade receivables	(2,484.85)	(1,121.29)	416.06	(611.78)
(Increase)/Decrease in inventories	(1,528.25)	566.67	(23.66)	(823.07)
(Increase)/Decrease in short term loans and advances	(617.52)	(240.96)	(120.62)	89.75
(Increase)/Decrease in Long term loans and advances	(12.10)	410.52	(410.52)	4.32
(Increase)/Decrease in other current assets	(38.55)	12.90	53.55	212.29
	<b>(399.89)</b>	<b>48.48</b>	<b>80.45</b>	<b>(1,130.30)</b>
Taxes paid (net of refunds)	(122.28)	(70.21)	(48.37)	(53.84)
<b>Net Cash generated / (used) from Operating Activities</b>	<b>537.48</b>	<b>914.41</b>	<b>840.73</b>	<b>(458.99)</b>
<b>B. Cash flow from Investing Activities</b>				
Sale of Fixed Assets	-	46.92	343.81	1,068.90
Purchase of tangible/intangible assets	(20.64)	(683.71)	(481.05)	(52.31)
Fixed Deposit	19.32	(62.27)	(15.60)	(3.81)
Interest received	38.59	37.54	19.93	13.68
Increase in Other Non-Current Assets	(4.90)	(2.15)	(3.36)	(0.17)
<b>Net Cash generated / (used) from investing activities</b>	<b>32.37</b>	<b>(663.67)</b>	<b>(136.27)</b>	<b>1,026.29</b>
<b>C. Cash flow from Financing Activities</b>				
Interest paid	(426.01)	(483.25)	(482.71)	(451.66)
Repayment of borrowings	(138.90)	238.23	(228.14)	(116.50)
<b>Net Cash generated / (used) from financing activities</b>	<b>(564.91)</b>	<b>(245.02)</b>	<b>(710.84)</b>	<b>(568.16)</b>
<b>Net increase / (Decrease) in cash and cash equivalents</b>	<b>4.94</b>	<b>5.72</b>	<b>(6.39)</b>	<b>(0.86)</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>16.22</b>	<b>10.50</b>	<b>16.89</b>	<b>17.75</b>
<b>Cash and Cash equivalents at the end of the year</b>	<b>21.16</b>	<b>16.22</b>	<b>10.50</b>	<b>16.89</b>

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure III.



## SECTION V – GENERAL INFORMATION

Our Company was originally incorporated as “Manish Weaving Industries Private Limited” as a private limited company, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 26, 1991 issued by Registrar of Companies, Bombay having Registration Number 11-63074. The name of our company was changed to “K.K. Silk Mills Private Limited”. Consequent upon change of name a fresh Certificate of Incorporation dated June 01, 2001 was issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted from a private limited company to public limited company by Special resolution passed in the Extra-Ordinary General Meeting of the company dated May 17, 2018 and consequently, the name of our Company was changed to “K K Silk Mills Limited” and a fresh certificate of incorporation dated June 06, 2018 was issued to our Company by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U17120MH1991PLC063074. For details of change in registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page no. 143 of this Draft Red Herring Prospectus.

### BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details
<b>Name of Issuer</b>	K K Silk Mills Limited
<b>Registered Office</b>	314, Kewal Industrial Estate, S. B. Road, Delisle Road, Lower Parel (W)-400013, Mumbai, Maharashtra, India; <b>Telephone No.:</b> +91 88797779739; <b>Web site:</b> <a href="http://www.kksilkmills.com">www.kksilkmills.com</a> <b>E-Mail:</b> <a href="mailto:cs@kksilkmills.com">cs@kksilkmills.com</a> <b>Contact Person:</b> Ms. Saachi Rajesh Madnani
<b>Date of Incorporation</b>	August 26, 1991
<b>Company Identification Number</b>	U17120MH1991PLC063074
<b>Company Registration Number</b>	063074
<b>Company Category</b>	Company Limited by Shares
<b>Registrar of Company</b>	ROC- Mumbai
<b>Address of the RoC</b>	100, Everest, Marine Drive, Mumbai- 400002, Maharashtra, India. <b>Phone:</b> 022-22812627/22020295/22846954
<b>Company Secretary and Compliance Officer</b>	<b>Ms. Saachi Rajesh Madnani</b> <b>K K Silk Mills Limited</b> 314, Kewal Industrial Estate, S. B. Road, Delisle Road, Lower Parel (W)-400013, Mumbai, Maharashtra, India; <b>Telephone No.:</b> +91 88797779739; <b>Web site:</b> <a href="http://www.kksilkmills.com">www.kksilkmills.com</a> <b>E-Mail:</b> <a href="mailto:cs@kksilkmills.com">cs@kksilkmills.com</a>
<b>Chief Financial Officer</b>	<b>Mr. Naman Shah</b> <b>K K Silk Mills Limited</b> 314, Kewal Industrial Estate, S. B. Road, Delisle Road, Lower Parel (W)-400013, Mumbai, Maharashtra, India; <b>Telephone No.:</b> +91 022 49791298; <b>Web site:</b> <a href="http://www.kksilkmills.com">www.kksilkmills.com</a> <b>E-Mail:</b> <a href="mailto:cfo@kksilkmills.com">cfo@kksilkmills.com</a>
<b>Designated Stock Exchange</b>	SME Platform of BSE Limited <b>Address:</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India
<b>Issue Programme</b>	<b>Issue Opens On:</b> [●] <b>Issue Closes On:</b> [●]



## Investor Grievances

Investors may contact our Company Secretary and Compliance Officer and/ or the Registrar to the Issue and/ or the Book Running Lead Manager, in case of any pre issue or post issue related problems such as non-receipt of letter of allotment non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.

All grievances relating to the ASBA process including UPI may be addressed to the Registrar to the Issue, with a copy to the Designated Intermediary with whom the ASBA Form was submitted, giving full name of the sole or First Applicant, ASBA Form number, Applicant's DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of Application Form, address of Applicant, the name and address of the relevant Designated Intermediary, where the Application Form was submitted by the Applicant, ASBA Account number (for Applicants other than Individual Investors bidding through the UPI mechanism) in which the amount equivalent to the Application Amount was blocked or UPI ID in case of Individual Investors bidding through the UPI mechanism. Further, the Applicant shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. Further, the Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.

For all Issue related queries, and for Redressal of complaints, applicant may also write to the Book Running Lead Manager and Company. All complaints, queries or comments received by Stock Exchange shall be forwarded to Book Running Lead Manager, who shall respond to the same.



## BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of following Directors.

Sr. No.	Name	Designation	Address	DIN
1.	Mr. Manish Kantilal Shah	Managing Director	32 <sup>th</sup> Floor Tower, 3203, Tower No. 4 Crescent Bay, Jerbai Wadia Road, Near Mahatma Phula Educational Society, Parel, Mumbai, Maharashtra - 400012, India.	00040966
2.	Mr. Nilesh Kantilal Jain	Whole Time Director	24 Floor, 2403 Tower No.4, Crescent Bay, Jerbaiwadi Road, Near Mahatma Phule Education Society, Parel, Mumbai, Maharashtra – 400012, India.	00040930
3.	Mrs. Asha Manish Shah	Non-Executive Director	32 <sup>th</sup> Floor Tower 4 Crescent Bay, Jerbai Wadia Road, Mahatma Phula Educational Society, Mumbai, Maharashtra - 400012, India.	00041005
4.	Ms. Naina Israni	Independent Director	9/526, Chopasani Housing Board, Jodhpur, Nandanwan, Rajasthan-342008	10410689
5.	Ms. Priyanka Mayuresh Oka	Independent Director	102 B Wing, Dhanashree CHS, M G Road, Naupada, VTC: Thane, Maharashtra-400602	08066379

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled “Our Management” beginning on Page no. 156 of this Draft Red herring Prospectus.

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

BOOK RUNNING LEAD MANAGER TO THE ISSUE AND UNDERWRITER	REGISTRAR TO THE ISSUE
	
<b>AXIAL CAPITAL PRIVATE LIMITED</b> <b>SEBI Registration Number: INM000013226</b>	<b>MUFG INTIME INDIA PRIVATE LIMITED</b> <b>(Formerly Link Intime India Private Limited)</b> <b>SEBI Registration Number: INR000004058</b>





<b>Address:</b> 1018, 10th Floor, Omkar The Summit Business Bay, Andheri East, Mumbai – 400093, Maharashtra, India <b>Telephone Number:</b> +91 022 - 4515 3344 <b>Email Id:</b> <a href="mailto:mb@axialcapital.in">mb@axialcapital.in</a> <b>Investors Grievance Id:</b> <a href="mailto:investors@axialcapital.in">investors@axialcapital.in</a> <b>Website:</b> <a href="http://www.axialcapital.in">www.axialcapital.in</a> <b>Contact Person:</b> Mr. Ashish Roongta <b>CIN:</b> U65990MH2022PTC393449	<b>Address:</b> C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083, Maharashtra, India <b>Tel. Number:</b> +91 810 811 4949 <b>Contact Person:</b> Ms. Shanti Gopalkrishnan <b>Email Id:</b> <a href="mailto:kksilk.smeipo@in.mpms.mufg.com">kksilk.smeipo@in.mpms.mufg.com</a> <b>Investors Grievance Id:</b> <a href="mailto:kksilk.smeipo@in.mpms.mufg.com">kksilk.smeipo@in.mpms.mufg.com</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>CIN:</b> U67190MH1999PTC118368
STATUTORY AUDITORS OF THE COMPANY	PEER REVIEW AUDITORS OF THE COMPANY
<b>M/S. BORKAR &amp; MUZUMDAR</b> <b>Chartered Accountants</b> <b>Address:</b> 21/168, Anand Nagar, OM CHS, off Nehru Road, Vakola, Santacruz East, Mumbai-400055, Maharashtra, India <b>Tel. No.:</b> +91 8879328807 <b>Email Id:</b> <a href="mailto:deepak@bnmca.com">deepak@bnmca.com</a> <b>Membership No.:</b> 154390 <b>Firm Registration No:</b> 101569W <b>Peer Review No.:</b> 019723	<b>M/S SHAMBHU GUPTA &amp; CO.</b> <b>Chartered Accountants</b> <b>Address:</b> 512-513, Manish Chamber, Opp. Hotel Karan Palace, Sonawala Lane, Goregaon (East), Mumbai-400063 <b>Tel. No.:</b> +91 22 4021 4937 / 4266 1638 <b>Email Id:</b> <a href="mailto:shambhu.gupta@gmail.com">shambhu.gupta@gmail.com</a> / <a href="mailto:mumbai@casgc.in">mumbai@casgc.in</a> <b>Peer Review No.:</b> 014782 <b>Firm Registration No:</b> 007234C <b>Contact Person:</b> Parwati Singh
LEGAL ADVISOR TO THE COMPANY	MARKET MAKER
<b>ZENITH INDIA LAWYERS</b> <b>Address:</b> D-49, Sushant Lok-III, Sector-57, Gurugram, Haryana-122003 <b>Telephone:</b> +91 0124-4240681 <b>Tel No.:</b> +91 9899016169 <b>Email:</b> <a href="mailto:raj@zilawyers.com">raj@zilawyers.com</a> <b>Contact Person:</b> Raj Rani Bhalla <b>Website:</b> <a href="http://www.zilawyers.com">www.zilawyers.com</a>	<b>AFTERTRADE BROKING PRIVATE LIMITED (Formerly known as RCSPL Share Broking Private Limited)</b> <b>Address:</b> 206, 2 <sup>nd</sup> floor, Time Square, beside Pariseema Complex, C G Road, Navrangpura, Ahmedabad-380 009 <b>Tel No.:</b> +91 7801918080 <b>Email id:</b> <a href="mailto:compliance@aftertrade.in">compliance@aftertrade.in</a> <b>Contact Person:</b> Mr. Tanmay Trivedi <b>SEBI Registration No.:</b> INZ000155638 <b>BSE Member Code:</b> 6669
BANKERS TO THE COMPANY	
<b>STATE BANK OF INDIA</b> <b>Address:</b> SME Backbay Reclamation Branch, Mittal Court, 'B' Wing, Ground Floor, Nariman Point, Mumbai-400 021 <b>Tel. No.:</b> +91 22 4619 2559/2554 <b>Email:</b> <a href="mailto:sbi.11688@sbi.co.in">sbi.11688@sbi.co.in</a> <b>Website:</b> <a href="http://www.sbi.co.in">www.sbi.co.in</a> <b>Contact Person:</b> Mr. Pravin Kumar	<b>BANK OF BARODA</b> <b>Address:</b> SME Branch, Mumbai, Bank of Baroda Building, 10/12, Mumbai Samachar Marg, Fort, Mumbai-400 023 <b>Tel. No.:</b> +91 022 4046 8522/26/27/44 <b>Email:</b> <a href="mailto:smebranch.mumbai@bankofbaroda.com">smebranch.mumbai@bankofbaroda.com</a> <b>Website:</b> <a href="http://www.bankofbaroda.com">www.bankofbaroda.com</a> <b>Contact Person:</b> Mr. Arun Gopal
BANKERS TO THE COMPANY	
<b>YES BANK LIMITED</b> <b>Address:</b> YES BANK House, off Western Express Highway, Santacruz (E), Mumbai-400 055	<b>UNION BANK OF INDIA</b> <b>Address:</b> Silver Court, M. G. Road, Ghatkopar (East), Mumbai-400077



<b>Tel. No.:</b> +91 022 5091 9800/6507/9800 <b>Email:</b> <a href="mailto:communications@yesbank.in">communications@yesbank.in</a> <b>Website:</b> <a href="http://www.yesbank.in">www.yesbank.in</a> <b>Contact Person:</b> Mr. Rohan Chauhan	<b>Tel. No.:</b> +91 022 2102 8147 <b>Email:</b> <a href="mailto:ghatkopar@unionbankofindia.com">ghatkopar@unionbankofindia.com</a> <b>Contact Person:</b> Mr. Ram Krishna Paramhansa
<b>BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK</b>	<b>SYNDICATE MEMBER</b>
<b>[•]</b>	<b>[•]</b>

#### SELF CERTIFIED SYNDICATE BANKS (“SCSBS”) AND SYNDICATE SCSB BRANCHES

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on [www.sebi.gov.in/pmd/scsb.pdf](http://www.sebi.gov.in/pmd/scsb.pdf). For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

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

In relation to Applicants (other than Applications by Anchor Investors and Individual Investors) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the Members of the Syndicate is available on the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35>, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35> or any such other website as may be prescribed by SEBI from time to time.

#### SELF-CERTIFIED SYNDICATE BANKS ELIGIBLE AS ISSUER BANKS FOR UPI MECHANISM AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 and SEBI circular No SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, UPI Applicants using the UPI mechanism may only apply through the SCSBs and mobile applications (apps) using the UPI handles whose name appears on the SEBI website, which may be updated from time to time. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. A list of SCSBs and mobile applications, which are live for applying public issues using UPI mechanism is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43), respectively and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

#### INVESTORS BANKS OR ISSUER BANKS FOR UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.



## **BROKERS TO THE ISSUE**

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

## **REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS**

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

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

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%20forhttps://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

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

Since Axial Capital Private Limited is the sole Book Running Lead Manager to this Issue, and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter se allocation of responsibilities among Book Running Lead Managers is not required.

## **CREDIT RATING**

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

## **IPO GRADING**

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

## **DEBENTURE TRUSTEES**

As the Issue is of Equity Shares, the appointment of Debenture Trustees is not required.

## **TRUSTEES**

As the Issue is of Equity Shares, the appointment of Trustees is not mandatory.

## **MONITORING AGENCY**

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018 as amended, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 5000.00 Lakhs.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus.

## **APPRAISING ENTITY**

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

## **FILING OF THE OFFER DOCUMENT**



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

The Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus are being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001.

A copy of the Red Herring Prospectus/Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be filed online for registration to the Registrar of Companies, Mumbai at 100, Everest, Marine Drive, Mumbai- 400002, Maharashtra, India.

#### CHANGES IN AUDITORS

No changes have taken place in the Auditors during the last three years preceding the date of this Draft Red Herring Prospectus, except as disclosed below:

Particulars	Date of Change	Reason for change
<b>M/s. A. P. Sanzgiri &amp; Co.</b> <b>Chartered Accountants</b> <b>Address:</b> Plot No. 22, House No. 174, Anand Nagar Lane, Behind Vakola Police Station, Santacruz (East), Mumbai-400055, India. <b>Tel. No.:</b> +91 -22-2669-1232 <b>Fax No.:</b> +91 -22-2669-1233 <b>Email Id:</b> contact@ca-aps.com <b>Contact Person:</b> Satish Kumar Gupta <b>Membership No.:</b> 101134 <b>Firm Registration No:</b> 116293W	September 30, 2024	Expiry of two term of five years as a Statutory Auditors of the company.
<b>M/s. Borkar &amp; Muzumdar.</b> <b>Chartered Accountants</b> <b>Address:</b> 21/168, Anand Nagar, Om CHS, Off Nehru Road, Vakola, Santacruz East, Mumbai-400055, India. <b>Tel. No.:</b> +91 668999999 <b>Email Id:</b> contact@bnmca.com <b>Contact Person:</b> Deepak Jain <b>Membership No.:</b> 154390 <b>Firm Registration No:</b> 101569W	September 30, 2024	Appointment of Statutory Auditors

#### BOOK BUILDING PROCESS

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

Principal parties involved in the Book Building Process are: -

Our Company;

- The Book Running Lead Manager in this case being Axial Capital Private Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with BSE and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue;
- The Escrow Collection Banks/ Bankers to the Issue and



- The Designated Intermediaries and Sponsor bank

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

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “Anchor Investor Portion”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15 % of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation to Individual Investors, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non- Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor 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. For details in this regards, specific attention are invited to the chapter titled “*Issue Procedure*” beginning on page 264 of this Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 264 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below





shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company in consultation with the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 264 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

#### Bid/Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date	[●]
Bid/Issue 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	[●]

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Bid/Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application





Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for Individual Investors and Non- Individual Investors. The time for applying for Individual Investors on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

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

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Investors can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Offer Closing Date. Allocation to Individual Investors, in this Issue will be on a proportionate basis.

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

#### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the BRLM, 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 BRLM, 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 approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

#### **UNDERWRITING AGREEMENT**

The Company and the Book Running Lead Manager to the issue hereby confirm that the issue is 100% Underwritten by Axial Capital Private Limited in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated May 30, 2025 entered into by Company and Underwriter Axial Capital Private Limited, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

<b>Details of the Underwriter</b>	<b>No. of shares underwritten</b>	<b>Amount Underwritten (₹ in Lakh)</b>	<b>% of the total Issue Size Underwritten</b>
<b>AXIAL CAPITAL PRIVATE LIMITED</b> <b>SEBI Registration Number: INM000013226</b>	[●]	[●]	100%



Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
<b>Address:</b> 1018, 10th Floor, Omkar The Summit Business Bay, Andheri East, Mumbai - 400093 <b>Telephone Number:</b> +91 022 - 4515 3344 <b>Email Id:</b> <a href="mailto:mb@axialcapital.in">mb@axialcapital.in</a> <b>Investors Grievance Id:</b> <a href="mailto:investors@axialcapital.in">investors@axialcapital.in</a> <b>Website:</b> <a href="http://www.axialcapital.in">www.axialcapital.in</a> <b>Contact Person:</b> Mr. Ashish Roongta			

*\*Includes [●] Equity shares of ₹10.00 each for cash of ₹ [●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

As per Regulation 260(2) of SEBI (ICDR) Regulations, the Book Running Lead Manager has agreed to underwrite to a minimum extent of Issue out of its own account.

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

#### DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Book Running Lead Manager have entered into an agreement dated May 30, 2025 with the following Market Maker to fulfil the obligations of Market Making:

<b>Name</b>	After Trade Broking Private Limited
<b>Correspondence Address:</b>	206, 2nd Floor, Time Square, Besides Pariseema Building, C. G.Road, Navrangpura, Ahmedabad 380009
<b>Tel No.:</b>	+91 97250 09939
<b>E-mail:</b>	<a href="mailto:mb@aftertrade.in">mb@aftertrade.in</a>
<b>Website:</b>	<a href="http://www.aftertrade.in">www.aftertrade.in</a>
<b>Contact Person:</b>	Mr. Vanesh Panchal
<b>SEBI Registration No.:</b>	INM000013110

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the BSE and SEBI in this regard from time to time.

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of SME Platform of BSE Limited (BSE SME) and SEBI from time to time
3. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME Platform of BSE from time to time).
5. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide



quote if the Shares of Market Maker in our company reaches to 25% of Issue Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.

6. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE Limited (BSE SME) i.e. BSE Limited (“BSE”) from time to time.
7. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
8. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
9. 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.
10. 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.
11. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
12. 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.
13. The Market Maker(s) shall have the right to terminate said arrangement by giving a one months’ notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running 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 the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 11.00 a.m. to 5.00 p.m. on working days.

14. Risk containment measures and monitoring for Market Makers: BSE SME Exchange 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.
15. 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.
16. 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 Offer price.

Additionally, the trading shall take place in Trade for Trade (TFT) segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.



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

17. **Punitive Action in case of default by Market Makers:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

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

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

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.



## SECTION VI - CAPITAL STRUCTURE

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

(₹ In Lakh except per share amount)

Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at issue price
A.	<b>AUTHORIZED SHARE CAPITAL</b> 23000000 Equity Shares having face value of ₹ 10/- each	2300.00	-
B.	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE</b> 14939360 Equity Shares having Face Value of Rs.10/- each issued fully paid up before the Issue.	1493.93	-
C.	<b>PRESENT ISSUE IN TERMS OF THE DRAFT RED HERRING PROSPECTUS</b> Issue of upto 7700000 Equity Shares having Face Value of ₹ 10/- each at a price of ₹ [●]/- per Equity Share.	[●]	[●]
	<b>Which comprises</b>		
I.	<b>RESERVATION FOR MARKET MAKER PORTION</b> [●] Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
II.	<b>NET ISSUE TO THE PUBLIC</b> Net Issue to Public of [●] Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share to the Public	[●]	[●]
	<b>of which <sup>(2)</sup></b>		
	Not more than [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds	[●]	[●]
	At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Individual investors who applies for minimum application size.	[●]	[●]
	At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
D.	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE ISSUE</b> [●] Equity Shares of ₹ 10/- each	[●]	-
E.	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue	265.06	
	After the Issue	[●]*	

<sup>(1)</sup>The Present Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated April 23, 2025 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of the members held on April 24, 2025.

<sup>(2)</sup> The allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running 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.

\*The amount disclosed is prior to deduction of Issue expenses.

### CLASS OF SHARES

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

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



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

#### **NOTES TO THE CAPITAL STRUCTURE:**

##### **1. Changes in the Authorized Share Capital of our Company:**

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

<b>Sr. No.</b>	<b>Particulars of Increase</b>	<b>Cumulative no. of Shares</b>	<b>Cumulative Authorized Share Capital (₹ in Lakh)</b>	<b>Date of Meeting</b>	<b>Whether AGM/ EGM</b>
1.	On incorporation	100000	10.00	N.A.	N.A.
2.	Increase in authorized capital from ₹ 10.00 Lakhs to ₹ 30.00 Lakhs divided into 3.00 Lakhs Equity Share Capital	300000	30.00	February 08, 1993	EGM
3.	Increase in authorized capital from ₹ 30.00 Lakhs to ₹ 70.00 Lakhs divided into 7.00 Lakhs Equity Share Capital	700000	70.00	October 30, 1998	EGM
4.	Increase in authorized capital from ₹ 70.00 Lakhs to ₹ 200.00 Lakhs divided into 20.00 Lakhs Equity Share Capital	2000000	200.00	August 27, 2001	EGM
5.	Increase in authorized capital from ₹ 200.00 Lakhs to ₹ 203.00 Lakhs divided into 20.30 Lakhs Equity Share Capital	2030000	203.00	December 10, 2003	EGM
6.	Increase in authorized capital from ₹ 203.00 Lakhs to ₹ 207.00 Lakhs divided into 20.70 Lakhs Equity Share Capital	2070000	207.00	July 14, 2004	EGM
7.	Increase in authorized capital from ₹ 207.00 Lakhs to ₹ 222.00 Lakhs divided into 22.20 Lakhs Equity Share Capital	2220000	222.00	October 19, 2005	EGM
8.	Increase in authorized capital from ₹ 222.00 Lakhs to ₹ 237.00 Lakhs divided into 23.70 Lakhs Equity Share Capital	2370000	237.00	December 23, 2006	EGM
9.	Increase in authorized capital from ₹ 237.00 Lakhs to ₹ 237.24 Lakhs divided into 23.72 Lakhs Equity Share Capital	2372400	237.24	March 10, 2009	EGM
10.	Increase in authorized capital from ₹ 237.24 Lakhs to ₹ 247.24 Lakhs divided into 24.72 Lakhs Equity Share Capital	2472400	247.24	March 26, 2009	EGM
11.	Increase in authorized capital from ₹ 247.24 Lakhs to ₹ 263.94 Lakhs divided into 26.39 Lakhs Equity Share Capital	2639400	263.94	May 30, 2009	EGM





Sr. No.	Particulars of Increase	Cumulative no. of Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
12.	Increase in authorized capital from ₹ 263.94 Lakhs to ₹ 273.94 Lakhs divided into 27.39 Lakhs Equity Share Capital	2739400	273.94	March 10, 2010	EGM
13.	Increase in authorized capital from ₹ 273.94 Lakhs to ₹ 288.94 Lakhs divided into 28.89 Lakhs Equity Share Capital	2889400	288.94	February 25, 2011	EGM
14.	Increase in authorized capital from ₹ 288.94 Lakhs to ₹ 290.44 Lakhs divided into 29.04 Lakhs Equity Share Capital	2904400	290.44	November 29, 2011	EGM
15.	Increase in authorized capital from ₹ 290.44 Lakhs to ₹ 305.44 Lakhs divided into 30.54 Lakhs Equity Share Capital	3054400	305.44	March 20, 2012	EGM
16.	Increase in authorized capital from ₹ 305.44 Lakhs to ₹ 330.44 Lakhs divided into 33.04 Lakhs Equity Share Capital	3304400	330.44	February 07, 2013	EGM
17.	Increase in authorized capital from ₹ 330.44 Lakhs to ₹ 355.44 Lakhs divided into 33.54 Lakhs Equity Share Capital	3554400	355.44	June 6, 2013	EGM
18.	Increase in authorized capital from ₹ 355.44 Lakhs to ₹ 375.00 Lakhs divided into 37.50 Lakhs Equity Share Capital	3750000	375.00	August 28, 2013	EGM
19.	Increase in authorized capital from ₹ 375.00 Lakhs to ₹ 1125.00 Lakhs divided into 112.50 Lakhs Equity Share Capital	11250000	1125.00	June 14, 2018	EGM
20.	Increase in authorized capital from ₹ 1125.00 Lakhs to ₹ 2250.00 Lakhs divided into 225.00 Lakhs Equity Share Capital	22500000	2250.00	November 05, 2024	EGM
21.	Increase in authorized capital from ₹ 2250.00 Lakhs to ₹ 2300.00 Lakhs divided into 230.00 Lakhs Equity Share Capital	23000000	2300.00	April 23, 2025	EGM

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

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



Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Share Premium (In ₹ Lakhs)
August 26, 1991	Subscription to Memorandum of Association <sup>(1)</sup>	500	10	10	Cash	500	0.05	NIL
March 01, 1993	Further Issue <sup>(2)</sup>	105500	10	10	Cash	106000	10.60	NIL
August 25, 1993	Further Issue <sup>(3)</sup>	50000	10	10	Cash	156000	15.60	NIL
March 3, 1995	Further Issue <sup>(4)</sup>	132000	10	10	Cash	288000	28.80	NIL
December 07, 2000	Further Issue <sup>(5)</sup>	162000	10	10	Cash	450000	45.00	NIL
September 18, 2001	Further Issue <sup>(6)</sup>	241100	10	10	Cash	691100	69.11	NIL
October 22, 2001	Further Issue <sup>(7)</sup>	178000	10	10	Cash	869100	86.91	NIL
January 04, 2002	Further Issue <sup>(8)</sup>	280000	10	10	Cash	1149100	114.91	NIL
March 02, 2002	Further Issue <sup>(9)</sup>	95000	10	10	Cash	1244100	124.41	NIL
March 20, 2002	Further Issue <sup>(10)</sup>	152000	10	10	Cash	1396100	139.61	NIL
May 09, 2002	Further Issue <sup>(11)</sup>	116500	10	10	Cash	1512600	151.26	NIL
January 13, 2003	Further Issue <sup>(12)</sup>	140000	10	10	Cash	1652600	165.26	NIL
December 11, 2003	Further Issue <sup>(13)</sup>	375000	10	10	Cash	2027600	202.76	NIL
September 09, 2004	Further Issue <sup>(14)</sup>	37240	10	100	Cash	2064840	206.48	33.52
December 16, 2005	Further Issue <sup>(15)</sup>	150000	10	100	Cash	2214840	221.48	135.00
March 23, 2007	Further Issue <sup>(16)</sup>	150000	10	100	Cash	2364840	236.48	135.00
March 31, 2009	Further Issue <sup>(17)</sup>	100000	10	150	Cash	2464840	246.48	140.00
August 18, 2009	Further Issue <sup>(18)</sup>	73167	10	150	Cash	2538007	253.80	102.43
March 30, 2010	Further Issue <sup>(19)</sup>	101100	10	150	Cash	2639107	263.91	141.54
March 31, 2011	Further Issue <sup>(20)</sup>	134233	10	150	Cash	2773340	277.33	187.92



Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Share Premium (In ₹ Lakhs)
December 12, 2011	Further Issue <sup>(21)</sup>	125500	10	150	Cash	2898840	289.88	175.70
March 30, 2013	Further Issue <sup>(22)</sup>	373000	10	50	Cash	3271840	327.18	149.20
September 26, 2013	Further Issue <sup>(23)</sup>	463000	10	50	Cash	3734840	373.48	185.20
August 01, 2018	Bonus Issue <sup>(24)</sup>	3734840	10	Nil	Other than Cash	7469680	746.97	Nil
March 11, 2025	Bonus Issue <sup>(25)</sup>	7469680	10	Nil	Other than Cash	14939360	1493.93	Nil

(1) The details of Initial Subscription to Memorandum of Association of 500 Equity Shares on August 26, 1991, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Manish Kantilal Shah	100	10	10
2.	Ms. Shefali Kantilal Shah	100		
3.	Mrs. Ashaben Manish Shah	100		
4.	Mr. Kantilal Shah	100		
5.	Mrs. Dharmiben Kantilal Shah	100		
<b>Total</b>		<b>500</b>	<b>10</b>	<b>10</b>

(2) The details of allotment of 105500 Equity Shares made on March 01, 1993 by way of Further Issue, are as follows:

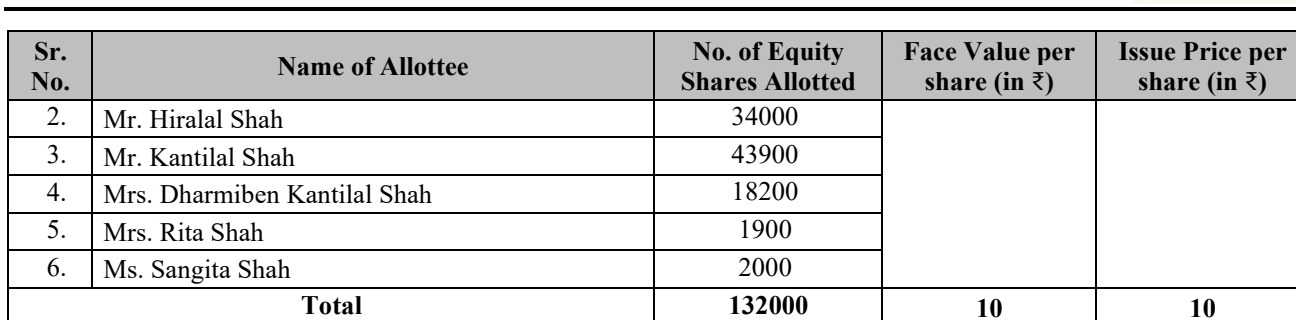
Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Manish Kantilal Shah	25400	10	10
2.	Ms. Shefali Kantilal Shah	14900		
3.	Mrs. Ashaben Manish Shah	14900		
4.	Mr. Kantilal Shah	25400		
5.	Mrs. Dharmiben Kantilal Shah	24900		
<b>Total</b>		<b>105500</b>	<b>10</b>	<b>10</b>

(3) The details of allotment of 50000 Equity Shares made on August 25, 1993 by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Hiralal Shah	25000	10	10
2.	Mr. Sharad Shah	25000		
<b>Total</b>		<b>50000</b>	<b>10</b>	<b>10</b>

(4) The details of allotment of 132000 Equity shares made on March 3, 1995, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Sharad Shah	32000	10	10



Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Ashaben Manish Shah	6000	10	10
2.	Mrs. Rita Shah	54000		
3.	Mrs. Pinky Nilesh Shah	67000		
4.	Mr. Nilesh Kantilal Jain	35000		
<b>Total</b>		<b>162000</b>	<b>10</b>	<b>10</b>

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Dharmiben Kantilal Shah	50000	10	10
2.	Ms. Shefali Kantilal Shah	15000		
3.	Mrs. Ashaben Manish Shah	42500		
4.	Ms. Sangita Shah	10000		
5.	Mrs. Pinky Nilesh Shah	57500		
6.	Mr. Nilesh Kantilal Jain	66100		
<b>Total</b>		<b>241100</b>	<b>10</b>	<b>10</b>

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Dharmiben Kantilal Shah	152500	10	10
2.	Ms. Shefali Kantilal Shah	11000		
3.	Mr. Manish Kantilal Shah	14500		
<b>Total</b>		<b>178000</b>	<b>10</b>	<b>10</b>

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Dharmiben Kantilal Shah	186500	10	10
2.	Ms. Shefali Kantilal Shah	11000		
3.	Mr. Manish Kantilal Shah	12500		
4.	M/s Rachit Investment	70000		
<b>Total</b>		<b>280000</b>	<b>10</b>	<b>10</b>

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Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Dharmiben Kantilal Shah	95000	103	10
<b>Total</b>		<b>95000</b>	<b>10</b>	<b>10</b>

<sup>(10)</sup> The details of allotment of 152000 Equity Shares made on March 20, 2002, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Dharmiben Kantilal Shah	17000	10	10
2.	Mrs. Pinky Nilesh Shah	20000		
3.	Mrs. Ashaben Manish Shah	25000		
4.	Mr. Nilesh Kantilal Jain	35000		
5.	Mr. Kantilal Shah	20000		
6.	Mr. Manish Kantilal Shah,	20000		
7.	Mr. Prakash Prajapati	15000		
<b>Total</b>		<b>152000</b>	<b>10</b>	<b>10</b>

<sup>(11)</sup> The details of allotment of 116500 Equity Shares made on May 09, 2002, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Dharmiben Kantilal Shah	116500	10	10
<b>Total</b>		<b>116500</b>	<b>10</b>	<b>10</b>

<sup>(12)</sup> The details of allotment of 140000 Equity Shares made on January 13, 2003, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Dharmiben Kantilal Shah	140000	10	10
<b>Total</b>		<b>140000</b>	<b>10</b>	<b>10</b>

<sup>(13)</sup> The details of allotment of 375000 Equity Shares made on December 11, 2003, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	M/s Rachit Investment	100000	10	10
2.	Mrs. Ashaben Manish Shah	215000		
3.	Kantilal B Shah (HUF)	20000		
4.	Manish Kantilal Shah HUF	20000		
5.	Mr. Nilesh Kantilal Jain	20000		
<b>Total</b>		<b>375000</b>	<b>10</b>	<b>10</b>

<sup>(14)</sup> The details of allotment of 37240 Equity Shares made on September 09, 2004, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Nilesh Kantilal Jain	2000	10	100
2.	Manish Kantilal Shah HUF	6250		
3.	Roopa Traders	7750		
4.	S.M. Shah & Co.	4500		
5.	Sharda Traders	10750		
6.	PCCP Traders	2000		
7.	Payal Enterprises	3990		



Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
<b>Total</b>		<b>37240</b>	<b>10</b>	<b>100</b>

(15) The details of allotment of 150000 Equity Shares made on December 16, 2005, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Ashaben Manish Shah	20000	10	100
2.	Mr. Kantilal Shah	20000		
3.	Kantilal B. Shah (HUF)	10000		
4.	Mr. Manish Kantilal Shah	20000		
5.	Nilesh Kantilal Jain HUF	11000		
6.	Mrs. Pinky Nilesh Shah	15000		
7.	Mr. Nilesh Kantilal Shah	17000		
8.	Mrs. Shefali Kantilal Shah	9000		
9.	Ms. Arushi M Shah	8000		
10.	Ms. Krunshangani M Shah	5000		
11.	Ms. Sangita Shah	5000		
12.	Mrs. Rita Shah	5000		
13.	Mrs. Dharmiben Kantilal Shah	5000		
<b>Total</b>		<b>150000</b>	<b>10</b>	<b>100</b>

(16) The details of allotment of 150000 Equity Shares made on March 23, 2007, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Kantilal Shah	57500	10	100
2.	Mr. Ketan Mehta	10000		
3.	Mr. Vicky Shah	15000		
4.	Mr. Sukanraj Shah	12000		
5.	Mr. Manish Kantilal Shah	12000		
6.	Nilesh Kantilal Jain HUF	20000		
7.	Mrs. Pinky Nilesh Shah	15000		
8.	Kantilal B. Shah (HUF)	8500		
<b>Total</b>		<b>150000</b>	<b>10</b>	<b>100</b>

(17) The details of allotment of 100000 Equity Shares made on March 31, 2009, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Kantilal B. Shah (HUF)	9633	10	150
2.	Mrs. Dharmiben Kantilal Shah	40367		
3.	Mrs. Ashaben Manish Shah	10000		
4.	Mrs. Pinky Nilesh Shah	10000		
5.	Nilesh Kantilal Jain HUF	13333		
6.	SKS Textile Pvt Ltd	16667		
<b>Total</b>		<b>100000</b>	<b>10</b>	<b>150</b>

(18) The details of allotment of 73167 Equity Shares made on August 18, 2009, by way of Further Issue, are as follows:





Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Kantilal B. Shah (HUF)	16667	10	150
2.	Mr. Nilesh Kantilal Shah	6667		
3.	Mrs. Ashaben Manish Shah	38000		
4.	Mrs. Pinky Nilesh Shah	11833		
<b>Total</b>		<b>73167</b>	<b>10</b>	<b>150</b>

(19) The details of allotment of 101100 Equity Shares made on March 30, 2010, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Ashaben Manish Shah*	19267	10	150
2.	Kantilal B. Shah (HUF)	25300		
3.	Mr. Manish Kantilal Shah	3533		
4.	Mr. Manish Kumar Nilesh Kumar	2667		
5.	Nilesh Kantilal Jain HUF	16967		
6.	Mrs. Pinky Nilesh Shah	19367		
7.	Sharada Traders	10666		
8.	Manish Kantilal Shah HUF	3333		
<b>Total</b>		<b>101100</b>	<b>10</b>	<b>150</b>

\*There was typographic error in the list of allottees attached in Form 2, the shares allotted to Mrs. Ashaben Manish Shah erroneously written as 21267 Equity shares instead of 19267.

(20) The details of allotment of 134233 Equity Shares made on March 31, 2011, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Manish Kantilal Shah	32167	10	150
2.	Manish Kantilal Shah HUF	21333		
3.	Mr. Nilesh Kantilal Jain	58900		
4.	Nilesh Kantilal Jain HUF	8500		
5.	Kantilal B. Shah (HUF)	13333		
<b>Total</b>		<b>134233</b>	<b>10</b>	<b>150</b>

(21) The details of allotment of 125500 Equity Shares made on December 12, 2011, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Ashaben Manish Shah	38667	10	150
2.	Mr. Kantilal Shah	28000		
3.	Kantilal B. Shah (HUF)	6500		
4.	KDM Textile	24667		
5.	Manish Kantilal Shah HUF	3333		
6.	Nilesh Kantilal Jain HUF	13000		
7.	Mr. Manish Kumar Nilesh Kumar	3333		
8.	Mr. Nilesh Kantilal Jain	4667		
9.	Mrs. Pinky Nilesh Shah	3333		
<b>Total</b>		<b>125500</b>	<b>10</b>	<b>150</b>

(22) The details of allotment of 373000 Equity Shares made on March 30, 2013, by way of Further Issue, are as follows:



Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Ashaben Manish Shah	18000	10	50
2.	KDM Textile	157000		
3.	Kantilal B. Shah (HUF)	98000		
4.	Manish Kantilal Shah HUF	80000		
5.	Mr. Manish Kantilal Shah	20000		
<b>Total</b>		<b>373000</b>	<b>10</b>	<b>50</b>

<sup>(23)</sup> The details of allotment of 463000 Equity Shares made on September 26, 2013, by way of Further Issue, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Ashaben Manish Shah	89000	10	50
2.	Mrs. Dharmiben Kantilal Shah	20000		
3.	Mr. Manish Kantilal Shah	114800		
4.	Manish Kantilal Shah HUF	119600		
5.	Kantilal B. Shah (HUF)	119600		
<b>Total</b>		<b>463000</b>	<b>10</b>	<b>50</b>

<sup>(24)</sup> The details of allotment of 3734840 Bonus Equity Shares made on August 01, 2018 in ratio of 1:1 i.e., 1 (One) fully paid-up Equity Shares for every 1 (One) share held, out of free reserves, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Dharmiben Kantilal Shah	944200	10	Nil
2.	Mrs. Ashaben Manish Shah	691167		
3.	Mr. Manish Kantilal Shah	486690		
4.	Manish Kantilal Shah HUF	253849		
5.	Mr. Nilesh Kantilal Jain	425934		
6.	Mrs. Pinky Nilesh Shah	219033		
7.	Mr. Kantilal Shah	221900		
8.	KDM Textile	236510		
9.	Nilesh Kantilal Jain HUF	146550		
10.	Mr. Harshil Manish Shah and Mr. Naman Shah#	28257		
11.	Mr. Harshil Manish Shah	65750		
12.	Mr. Prakash Prajapati	15000		
<b>Total</b>		<b>3734840</b>	<b>10</b>	<b>Nil</b>

# Shares were originally allotted to M/s. VK Silk Mills, Partnership Firm and currently the said shares are registered in the name Mr. Harshil Manish Shah and Mr. Naman Shah, partners of said partnership firm. We have taken significant steps to address above non-compliances and ensure ongoing compliance with regulatory requirements. We have filed compounding application under section 441 of the Companies Act, 2013 and for the offence under section 75 of Companies Act, 1956 and section 450 of the Companies Act, 2013.

<sup>(25)</sup> The details of allotment of 7469680 Bonus Equity Shares made on March 11, 2025 in ratio of 1:1 i.e., 1 (One) fully paid-up Equity Shares for every 1 (One) share held, out of free reserves, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Manish Kantilal Shah	1924300	10	Nil
2.	Mr. Nilesh Kantilal Jain	2718168		
3.	Mrs. Ashaben Manish Shah	1890032		



Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
4.	Mrs. Pinky Nilesh Shah	438066		
5.	Mr. Harshil Manish Shah	134500		
6.	Mr. Muktik Shah	293100		
7.	Mr. Harshil Manish Shah and Mr. Naman Shah#	56514		
8.	Mr. Prakash Prajapati	15000		
<b>Total</b>		<b>7469680</b>	<b>10</b>	<b>Nil</b>

# Shares were originally allotted to M/s. VK Silk Mills, Partnership Firm and currently the said shares are registered in the name Mr. Harshil Manish Shah and Mr. Naman Shah, partners of said partnership firm. We have taken significant steps to address above non-compliances and ensure ongoing compliance with regulatory requirements. We have filed compounding application under section 441 of the Companies Act, 2013 and for the offence under section 75 of Companies Act, 1956 and section 450 of the Companies Act, 2013.

Except as disclosed below, we have not issued any Equity shares for consideration other than Cash.

The details of allotment of 3734840 Bonus Equity Shares made on August 01, 2018 in ratio of 1:1 i.e., 1 (One) fully paid-up Equity Shares for every 1 (One) share held, out of free reserves, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Dharmiben Kantilal Shah	944200	10	Nil
2.	Mrs. Ashaben Manish Shah	546600		
3.	Mr. Manish Kantilal Shah	486690		
4.	Manish Kantilal Shah HUF	253849		
5.	Mr. Nilesh Kantilal Jain	425934		
6.	Mrs. Pinky Nilesh Shah	219033		
7.	Mr. Kantilal Shah	221900		
8.	KDM Textile	236510		
9.	Nilesh Kantilal Jain HUF	146550		
10.	SR Textile Industries	144567		
11.	Mr. Harshil Manish Shah and Mr. Naman Shah*	28257		
12.	Mr. Harshil Manish Shah	65750		
13.	Mr. Prakash Prajapati	15000		
<b>Total</b>		<b>3734840</b>	<b>10</b>	<b>Nil</b>

The details of allotment of 7469680 Bonus Equity Shares made on March 11, 2025 in ratio of 1:1 i.e., 1 (One) fully paid-up Equity Shares for every 1 (One) share held, out of free reserves, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Manish Kantilal Shah	1924300	10	Nil
2.	Mr. Nilesh Kantilal Jain	2718168		
3.	Mrs. Ashaben Manish Shah	1890032		
4.	Mrs. Pinky Nilesh Shah	438066		
5.	Mr. Harshil Manish Shah	134500		
6.	Mr. Muktik Shah	293100		
7.	Mr. Harshil Manish Shah and Mr. Naman Shah	56514		
8.	Mr. Prakash Prajapati	15000		
<b>Total</b>		<b>7469680</b>	<b>10</b>	<b>Nil</b>



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

3. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
4. Our Company has not made allotment at price lower than the Issue Price during past one year from the date of this Draft Red Herring Prospectus except mentioned below:

The details of allotment of 7469680 Bonus Equity Shares made on March 11, 2025 in ratio of 1:1 i.e., 1 (One) fully paid-up Equity Shares for every 1 (One) share held, out of free reserves, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Manish Kantilal Shah	1924300	10	Nil
2.	Mr. Nilesh Kantilal Jain	2718168		
3.	Mrs. Ashaben Manish Shah	1890032		
4.	Mrs. Pinky Nilesh Shah	438066		
5.	Mr. Harshil Manish Shah	134500		
6.	Mr. Muktik Shah	293100		
7.	Mr. Harshil Manish Shah and Mr. Naman Shah	56514		
8.	Mr. Prakash Prajapati	15000		
<b>Total</b>		<b>7469680</b>	<b>10</b>	<b>Nil</b>

Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2021.

## 5. Our Shareholding Pattern:

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

### Declaration

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

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



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

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. Shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held	No. (a)	As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total								
(A)	Promoter & Promoter Group	7	14909360	0	0	14909360	99.80	14909360	0	14909360	99.80	0	99.80	0	0	0	0	14909360
(B)	Public	1	30000	0	0	30000	0.20	30000	0	30000	0.20	0	0.20	0	0	0	0	30000
(C)	Non-Promoter-Non-Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	8	14939360	0	0	14939360	100.00	14939360	0	14939360	100.00	0	100.00	0	0	0	0	14939360
Note:																		
1.	C=C1+C2																	
2.	Grand Total=A+B+C																	



6. The shareholding pattern of our Promoter and Promoters' Group and public before and after the Issue:

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Pre-Issued Capital*	No. of equity shares	As a % of Post Issued Capital*
Promoter					
1.	Mr. Manish Kantilal Shah	3848600	25.76	[●]	[●]
2.	Mr. Nilesh Kantilal Jain	5436336	36.39	[●]	[●]
3.	Mrs. Ashaben Manish Shah	3780064	25.30	[●]	[●]
Total - A		13065000	87.45	[●]	[●]
Promoter’s Group					
1.	Mrs. Pinky Nilesh Shah	876132	5.86	[●]	[●]
2.	Mr. Harshil Manish Shah	269000	1.80	[●]	[●]
3.	Mr. Muktik Shah	586200	3.92	[●]	[●]
4.	Mr. Harshil Manish Shah and Mr. Naman Shah#	113028	0.76	[●]	[●]
Total - B		1844360	12.35	[●]	[●]
Total Promoter & Promoter Group Shareholding		14909360	99.80	[●]	[●]
Public					
1.	Mr. Prakash Prajapati	30000	0.20	[●]	[●]
2.	Public	-	-	[●]	[●]
Total - C		30000	0.20	[●]	[●]
Total (A+B+C)		14939360	100.00	[●]	[●]

\* Rounded off

# Shares were allotted to M/s. VK Silk Mills, Partnership Firm and the said shares are registered in the name Mr. Harshil Manish Shah and Mr. Naman Shah, partners of said partnership firm.

7. Details of Major Shareholders:

1. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid-up Capital**#
1.	Mr. Manish Kantilal Shah	3848600	25.76
2.	Mr. Nilesh Kantilal Jain	5436336	36.39
3.	Mrs. Ashaben Manish Shah	3780064	25.30
4.	Mrs. Pinky Nilesh Shah	876132	5.86
5.	Mr. Harshil Manish Shah	269000	1.80
6.	Mr. Muktik Shah	586200	3.92
<b>Total</b>		<b>14796332</b>	<b>99.04</b>

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

\*\* Rounded off

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

2. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of this Draft Red Herring Prospectus:





Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid-up Capital**#
1.	Mr. Manish Kantilal Shah	3848600	25.76
2.	Mr. Nilesh Kantilal Jain	5436336	36.39
3.	Mrs. Ashaben Manish Shah	3780064	25.30
4.	Mrs. Pinky Nilesh Shah	876132	5.86
5.	Mr. Harshil Manish Shah	269000	1.80
6.	Mr. Muktik Shah	586200	3.92
<b>Total</b>		<b>14796332</b>	<b>99.04</b>

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

\*\* Rounded off

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

**3. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on One year prior to the date of this Draft Red Herring Prospectus:**

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid-up Capital**#
1.	Mr. Manish Kantilal Shah	1201280	16.08
2.	Mr. Nilesh Kantilal Jain	1079768	14.46
3.	Mrs. Ashaben Manish Shah	1382334	18.51
4.	Mrs. Pinky Nilesh Shah	438066	5.86
5.	Mr. Harshil Manish Shah	134500	1.80
6.	K D M Textiles	473020	6.33
7.	Manish Kantilal Shah HUF	507698	6.80
8.	Nilesh Kantilal Jain HUF	293100	3.92
9.	Mr. Dharmiben Kantilal Shah	1888400	25.28
<b>Total</b>		<b>7398166</b>	<b>99.04</b>

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

\*\* Rounded off

# the % has been calculated based on then existing Paid up Capital of the Company.

**4. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on Two years prior to the date of this Draft Red Herring Prospectus:**

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid-up Capital**#
10.	Mr. Manish Kantilal Shah	1201280	16.08
11.	Mr. Nilesh Kantilal Jain	1079768	14.46
12.	Mrs. Ashaben Manish Shah	1382334	18.51
13.	Mrs. Pinky Nilesh Shah	438066	5.86
14.	Mr. Harshil Manish Shah	134500	1.80
15.	K D M Textiles	473020	6.33
16.	Manish Kantilal Shah HUF	507698	6.80
17.	Nilesh Kantilal Jain HUF	293100	3.92
18.	Mr. Dharmiben Kantilal Shah	1888400	25.28
<b>Total</b>		<b>7398166</b>	<b>99.04</b>



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

\*\* Rounded off

# The % has been calculated based on then existing Paid up Capital of the Company.

8. Except as disclosed below, no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing the Draft Red Herring Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre- issue share capital of our Company.

Sr. No	Name of Shareholders	Date of Transaction	Promoter/ Promoter Group/Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
1.	Mr. Manish Kantilal Shah	March 11, 2025	Promoter and Director	1924300	-	Bonus Issue
2.	Mr. Nilesh Kantilal Jain		Promoter and Director	2718168	-	Bonus Issue
3.	Mrs. Ashaben Manish Shah		Promoter and Director	1890032	-	Bonus Issue
4.	Mrs. Pinky Nilesh Shah		Promoter Group	438066	-	Bonus Issue
5.	Mr. Harshil Manish Shah		Promoter Group	134500	-	Bonus Issue
6.	Mr. Muktik Shah		Promoter Group	293100	-	Bonus Issue
7.	Mr. Harshil Manish Shah and Mr. Naman Shah		Promoter Group	56514	-	Bonus Issue
8.	Mr. Manish Kantilal Shah	October 01, 2024	Promoter and Director	473020	-	Gift of shares by Mrs. Dharmiben Kantilal Shah via KDM Textile
9.	Mr. Manish Kantilal Shah		Promoter and Director	250000	-	Gift of shares by Mrs. Dharmiben Kantilal Shah
10.	Mr. Nilesh Kantilal Jain		Promoter and Director	1638400	-	Gift of shares by Mrs. Dharmiben Kantilal Shah
11.	Mrs. Ashaben Manish Shah		Promoter and Director	507698	-	Gift of shares by Manish Kantilal Shah HUF
12.	Mr. Muktik Shah		Promoter Group	293100	-	Gift of shares by Nilesh Kantilal Jain HUF

9. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Draft Red Herring Prospectus.

As on the date of filing the Draft Red Herring Prospectus document, our Company does not have any such plan for altering the capital structure by way of split or consolidation of the denomination of the shares, or issue of specified securities on a



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preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement. Further, our Company may alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutions placement, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or for any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.



#### 10. Shareholding of the Promoter of our Company:

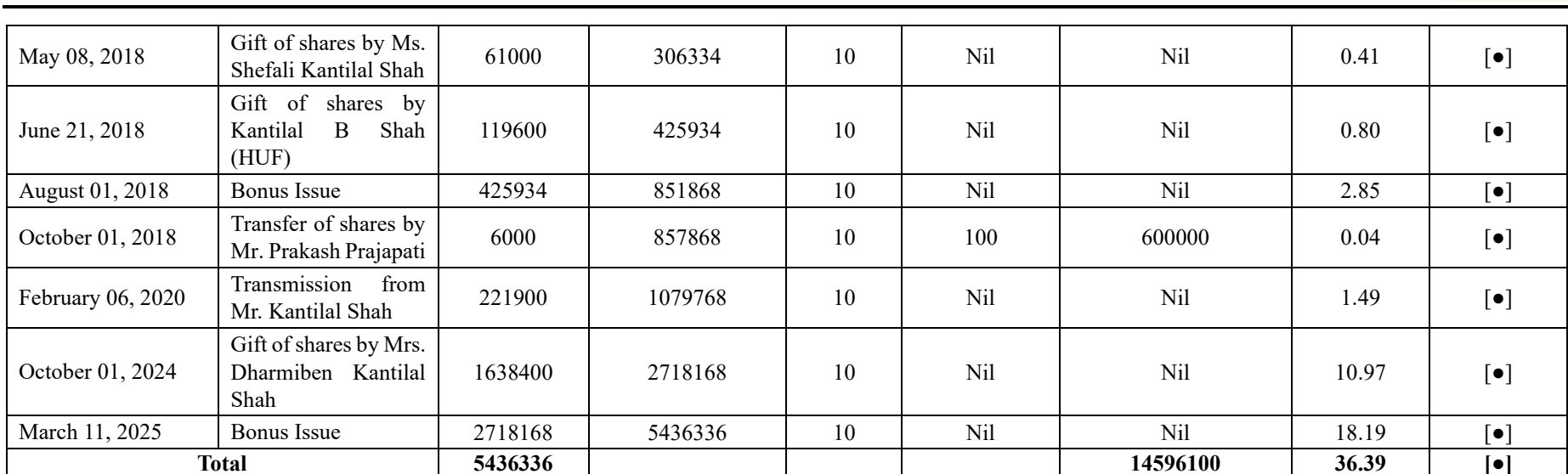
As on the date of the Draft Red Herring Prospectus, our Promoters Mr. Manish Kantilal Shah, Mr. Nilesh Kantilal Jain and Mrs. Ashaben Manish Shah hold total 13065000 equity Shares respectively representing 87.45 % of the pre-issue paid up equity share capital of our Company. None of the Equity Shares held by our Promoters are subject to any pledge. The build-up of equity shareholding of Promoter of our Company is as follows:

MR. MANISH KANTILAL SHAH								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre-Issue Capital	% of post issue Capital
On Incorporation	Subscription to Memorandum of Association	100	100	10	10	1000	Negligible	[●]
March 01, 1993	Further Issue	25400	25500	10	10	254000	0.17	[●]
October 22, 2001	Further Issue	14500	40000	10	10	145000	0.10	[●]
January 04, 2002	Further Issue	12500	52500	10	10	125000	0.08	[●]
March 20, 2002	Further Issue	20000	72500	10	10	200000	0.13	[●]
December 16, 2005	Further Issue	20000	92500	10	100	2000000	0.13	[●]
March 23, 2007	Further Issue	12000	104500	10	100	1200000	0.08	[●]
March 30, 2010	Further Issue	3533	108033	10	150	529950	0.02	[●]
March 31, 2011	Further Issue	32167	140200	10	150	4825050	0.22	[●]
March 30, 2013	Further Issue	20000	160200	10	50	1000000	0.13	[●]
September 26, 2013	Further Issue	114800	275000	10	50	5740000	0.77	[●]
May 08, 2018	Gift of shares by Ms. Sangita Shah	17000	292000	10	Nil	Nil	0.11	[●]
May 08, 2018	Gift of shares by Ms. Rita Shah	60900	352900	10	Nil	Nil	0.41	[●]
May 09, 2018	Transfer of shares by M/s Payal Enterprise	3990	356890	10	81	323190	0.03	[●]



June 21, 2018	Gift of shares by Kantilal B Shah (HUF)	129800	486690	10	Nil	Nil	0.87	[●]
August 01, 2018	Bonus Issue	486690	973380	10	Nil	Nil	3.26	[●]
October 01, 2018	Transfer of shares by Mr. Prakash Prajapati	6000	979380	10	100	600000	0.04	[●]
February 06, 2020	Transmission from Mr. Kantilal Shah	221900	1201280	10	Nil	Nil	1.49	[●]
October 01, 2024	Gift of shares by Mrs. Dharmiben Kantilal Shah via KDM Textile	473020	1674300	10	Nil	Nil	3.17	[●]
October 01, 2024	Gift of shares by Mrs. Dharmiben Kantilal Shah	250000	1924300	10	Nil	Nil	1.67	[●]
March 11, 2025	Bonus Issue	1924300	3848600	10	Nil	Nil	12.88	[●]
<b>Total</b>		<b>3848600</b>				<b>16943190</b>	<b>25.76</b>	<b>[●]</b>

<b>MR. NILESH KANTILAL JAIN</b>								
<b>Date of Allotment / Transfer</b>	<b>Nature of Issue Allotment / Transfer</b>	<b>Number of Equity shares</b>	<b>Cumulative No. of Equity Shares</b>	<b>Face Value (in ₹) per share</b>	<b>Issue/ Transfer Price (in ₹) per share</b>	<b>Total Consideration Paid (in ₹)</b>	<b>% of Pre-Issue Capital</b>	<b>% of post issue Capital</b>
December 07, 2000	Further Issue	35000	35000	10	10	350000	0.23	[●]
September 18, 2001	Further Issue	66100	101100	10	10	661000	0.44	[●]
March 20, 2002	Further Issue	35000	136100	10	10	350000	0.23	[●]
December 11, 2003	Further Issue	20000	156100	10	10	200000	0.13	[●]
September 09, 2004	Further Issue	2000	158100	10	100	200000	0.01	[●]
December 16, 2005	Further Issue	17000	175100	10	100	1700000	0.11	[●]
August 18, 2009	Further Issue	6667	181767	10	150	1000050	0.04	[●]
March 31, 2011	Further Issue	58900	240667	10	150	8835000	0.39	[●]
December 12, 2011	Further Issue	4667	245334	10	150	700050	0.03	[●]

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August 30, 2006	Transfer of shares by Mr. Sharad Shah****	31273	354773	10	11.71	366040	0.21	[●]
August 30, 2006	Transfer of shares by Mr. Hiralal Shah****	1627	356400	10	11.91	19387	0.01	[●]
March 31, 2009	Further Issue	10000	366400	10	150	1500000	0.07	[●]
August 18, 2009	Further Issue	38000	404400	10	150	5700000	0.25	[●]
March 30, 2010	Further Issue	19267	423667	10	150	2890050	0.13	[●]
December 12, 2011	Further Issue*	38667	462334	10	150	5800050	0.26	[●]
March 30, 2013	Further Issue**	18000	480334	10	50	900000	0.12	
September 26, 2013	Further Issue	89000	569334	10	50	4450000	0.60	[●]
February 19, 2015	Transfer of shares by Sharda Traders****	10666	580000	10	65	693290	0.07	[●]
April 01, 2015	Transfer of shares by Rachit Investment****	35000	615000	10	10	350000	0.23	[●]
March 31, 2017	Transfer of shares by SKS Textiles Private Limited****	16667	631667	10	81	1350057	0.11	[●]
May 08, 2018	Gift of shares by Ms. Aarushi Shah****	49500	681167	10	Nil	Nil	0.33	[●]
May 09, 2018	Transfer of shares by Mr. Ketan Mehta	10000	691167	10	81	810000	0.07	[●]
August 01, 2018	Bonus Issue***	691167	1382334	10	Nil	Nil	4.63	[●]
October 01, 2024	Gift of shares by Manish Kantilal Shah HUF	507698	1890032	10	Nil	Nil	3.40	[●]
March 11, 2025	Bonus Issue	1890032	3780064	10	Nil	Nil	12.65	[●]
<b>Total</b>		<b>3780064</b>				<b>29863844</b>	<b>25.30</b>	[●]

\* Mrs. Ashaben Manish Shah was allotted 31334 Equity Shares on December 12, 2011 in the name of M/s. S.R. Textiles (proprietary concern of Mrs. Ashaben Manish Shah) of however, the said shares were supposed to be allotted in the name of Mrs. Ashaben Manish Shah



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*\*\* Mrs. Ashaben Manish Shah was allotted 18000 Equity Shares on March 30, 2013 in the name of M/s. S.R. Textiles (proprietary concern of Mrs. Ashaben Manish Shah) however, the said shares were supposed to be allotted in the name of Mrs. Ashaben Manish Shah.*

*\*\*\* Mrs. Ashaben Manish Shah was allotted 144567 Equity Shares on August 01, 2018 in the name of M/s. S.R. Textiles (proprietary concern of Mrs. Ashaben Manish Shah) however, the said shares were supposed to be allotted in the name of Mrs. Ashaben Manish Shah.*

*\*\*\*\* Since the shares were allotted and transferred to M/s. S.R. Textiles in past, later same shares were transferred or gifted by M/s. S.R. Textiles (proprietary concern of Mrs. Ashaben Manish Shah)*

*We have taken significant steps to address above non-compliances and ensure ongoing compliance with regulatory requirements. We have filed compounding application under section 441 of the Companies Act, 2013 and for the offence under section 75 of Companies Act, 1956 and section 450 of the Companies Act, 2013.*



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

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Mr. Manish Kantilal Shah	3848600	4.40
2.	Mr. Nilesh Kantilal Jain	5436336	2.68
3.	Mrs. Ashaben Manish Shah	3780064	7.90

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

12. Except as provided below there are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our directors and their immediate relatives within six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

Date of Transaction	Number of Equity Shares Allotted/ Acquired/(Sold)	Face Value (Rs.)	Issue Price/ Acquired Price (Rs.)*	Nature	Nature of Consideration	Name of the Allottees/ Transferor/transferee	Category
March 11, 2025	1924300	10.00	-	Bonus Issue	Other than Cash	Mr. Manish Kantilal Shah	Promoter and Director
	2718168	10.00	-			Mr. Nilesh Kantilal Jain	Promoter and Director
	1890032	10.00	-			Mrs. Ashaben Manish Shah	Promoter and Director
	438066	10.00	-			Mrs. Pinky Nilesh Shah	Promoter Group
	134500	10.00	-			Mr. Harshil Manish Shah	Promoter Group
	293100	10.00	-			Mr. Muktik Shah	Promoter Group
	56514	10.00	-			Mr. Harshil Manish Shah and Mr. Naman Shah	Promoter Group

\*The maximum and minimum price at which the aforesaid transaction was made is ₹10/- and nil per Equity Share.

13. Details of Promoter's Contribution locked in for three years:

Date of Allotment / Transfer of fully paid-up shares	Date when made Fully Paid-up	Nature of Issue/ Allotment / Acquired Transfer	Number of Equity shares Allotted/ Acquired/ Transferred	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	%of Pre issue Capital Shareholding	%of post issue Shareholding	Lock In period
<b>MR. MANISH KANTILAL SHAH</b>								
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	3 Years
<b>MR. NILESH KANTILAL JAIN</b>								
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	3 Years
<b>MRS. ASHABEN MANISH SHAH</b>								



[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	3 Years
<b>Total</b>			[●]			[●]	[●]	

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 236 of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

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

The 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 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.

Our Promoters, Mr. Manish Kantil Shah, Mr. Nilesh Kantil Jain and Mrs. Ashaben Manish Shah, has by a written undertaking, consented to have [●] Equity Shares held by them to be locked in as Minimum Promoter Contribution for a period of three years from the date of allotment in this Issue and will not be disposed /sold/transferred by the promoter during the period starting from the date of filing this Draft Red Herring Prospectus with SME Platform of BSE Ltd. (BSE SME) till the date of commencement of lock-in period as stated in this Draft Red Herring Prospectus. The Equity Shares under the Promoters contribution will constitute [●] % of our post-Issue paid up share capital.

Our Promoters has also consented that the Promoters contribution under Regulation 236 of the SEBI ICDR Regulations will not be less than 20% of the post Issue paid up capital of our Company.

#### **Eligibility of Share for "Minimum Promoters Contribution in terms of clauses of Regulation 237 of SEBI (ICDR) Regulations, 2018**

<b>Reg. No.</b>	<b>Promoters' Minimum Contribution Conditions</b>	<b>Eligibility Status of Equity Shares forming part of Promoter's Contribution</b>
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. <u>Hence Eligible</u>
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
237 (1) (b)	Specified securities acquired by the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer.	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>
237 (1) (c)	Specified securities allotted to the promoters and alternative investment funds 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 or limited liability partnerships, where the partners of the erstwhile	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>



Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
	partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management	
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>

#### Details of Share Capital Locked in For One Year

In terms of Regulation 236 and 237 of the SEBI ICDR Regulations, 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 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.

The entire pre-issue equity share capital held by persons other than promoters of our Company i.e. Promoter Group members and Public shall be locked in for a period of 1 (one) year from the date of allotment of Equity Shares in this Issue.

The Equity Shares which are subject to lock-in shall carry inscription '**non-transferable**' along with the duration 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:

- 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 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 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.
- 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 36 or 37 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.

Further in terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the company 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.

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

**17.** Neither, we nor our Promoter, Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back and/ or standby arrangements and / or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

**18.** As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person, any option to acquire our Equity Shares after this Initial Public Issue.

**19.** As on the date of this Draft Red Herring Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.

**20.** Our Company has not raised any bridge loan against the proceeds of the Issue.



21. Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
22. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoter / Promoters Group are subject to any pledge.
23. The Book Running Lead Manager i.e. Axial Capital Private Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus.
24. We hereby confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Draft Red Herring Prospectus until the Equity Shares Issued have been listed or application moneys refunded on account of failure of Issue.
25. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.
26. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
27. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue. In such an event, the Equity Shares held by the Promoter is used for allotment and lock-in for three years shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
28. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
29. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
30. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
31. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
33. As on the date of this Draft Red Herring Prospectus, Our Company has not issued any equity shares under any employee stock option scheme / Employees Stock Purchase Scheme.
34. There are no Equity Shares against which depository receipts have been issued.
35. Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of this Draft Red Herring Prospectus.
36. We have 8 (Eight) Shareholders as on the date of filing of this Draft Red Herring Prospectus.
37. There are no safety net arrangements for this Public Issue.
38. Our Promoter and Promoter Group will not participate in this Issue.
39. This Issue is being made through Book Building Method.
40. Except as disclosed in this Draft Red Herring Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of this Draft Red Herring Prospectus.
41. No person connected with the Issue shall issue any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
42. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.





43. Except as stated below, none of our Directors or Key Managerial Personnel holds Equity Shares in our Company.

Sr. No.	Name	Designation	No. of Equity Shares held	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Mr. Manish Kantilal Shah	Managing Director	3848600	25.76	[•]
2.	Mr. Nilesh Kantilal Jain	Whole Time Director	5436336	36.39	[•]
3.	Mrs. Ashaben Manish Shah	Non-Executive Director	3780064	25.30	[•]
4.	Mr. Naman Shah*	Chief Financial Officer	NA	Nil	[•]

\* Mr. Naman Shah is holding 113028 equity shares jointly with Mr. Harshil Manish Shah on behalf of V K Silk Mills, Partnership Firm as Partners.



## SECTION VII – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue comprises a fresh issue of up to 77,00,000 Equity Shares of ₹ [●] each by our Company aggregating up to ₹ [●] lakhs (“Fresh Issue” or “Issue”). The proceeds of the Issue, after deducting the Issue related expenses (“Net Proceeds”) are estimated to be approximately ₹ [●] lakhs. Our Company proposes to utilize the Net Proceeds from the Issue towards the following objects:

1. Funding towards capital expenditure for replacement of plant & machineries;
2. Full or part repayment and/or prepayment of certain outstanding secured borrowings availed by our Company; and
3. General Corporate Purpose

*(Collectively referred to as “Objects”)*

The main object clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us: (i) to undertake our existing business activities and activities set out therein; (ii) to undertake the activities for which funds are being raised in the Issue; and (iii) the funds earmarked towards general corporate purposes shall be used.

### ISSUE PROCEEDS & NET PROCEEDS

The details of the proceeds from the Issue are set out in the following table:

Particulars	Estimated Amount (₹ in Lakhs)
Gross Proceeds from the Fresh Issue <sup>#</sup>	[●]
Less: Issue Related Expenses	[●]
<b>Net Proceeds</b>	[●]

<sup>#</sup>To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the Stock Exchange

### UTILIZATION OF NET PROCEEDS AND SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT

The Net Proceeds are currently expected to be deployed in accordance with the details provided in the table below:

Particulars	Estimated Amount (₹ in lakhs) *
Funding towards capital expenditure for replacement of plant & machineries including installation, mechanical and electrical work	601.15
Full or part repayment and/or prepayment of certain outstanding secured borrowings availed by our Company	1,500.00
General Corporate Purposes	[●]
<b>Total</b>	[●]

<sup>#</sup>To be finalized upon determination of Issue Price and will be updated in the Prospectus.

<sup>\*</sup>The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds.

In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to availability and compliance with applicable laws. Further, in case of shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking additional equity and/or debt arrangements from existing and future lenders or any combination of them. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for (i) general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the Gross Proceeds or ₹1,000 lakhs whichever is lower in accordance with the SEBI ICDR Regulations; or (ii) towards any other object where there may be a shortfall, at the discretion of the management of our Company and in compliance with applicable laws.

### Means of finance

Fund requirements for the Objects are proposed to be met from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 230(1) of the SEBI ICDR Regulations 2018 and Clause



9 of Part A of Schedule VI of the SEBI ICDR Regulations 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue or through existing identifiable internal accruals.

Further, in case of any variations in the actual utilization of funds earmarked for the above activities, increased fund deployment for a particular activity may be met with by surplus funds, if any available in our Company's internal accrual and additional capital infusion or debt that may be availed from the banks/ financial institutions. These estimates are subject to change taking into consideration variations in costs and other external factors which may not be within our control or as a result of changes in our financial condition, business or strategy. Our management will have the discretion to revise our business plans from time to time and consequently our funding requirements and deployment of funds may also change. This may result in rescheduling the proposed utilization of the proceeds and increasing or decreasing expenditure for a particular object vis-a-vis the utilization of the proceeds. The fund requirement as mentioned above is based on our current business plan and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, cost of commodities and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management.

We believe that such alternate arrangements would be available to fund any such shortfalls. Subject to applicable law, if the actual utilization towards any of the Objects, including utilization towards issue related expenses, is lower than the proposed deployment, such balance will be used for towards the objects set out herein above, including general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the Gross Proceeds from the Issue in accordance with the SEBI (ICDR) Regulations.

No part of the Issue Proceeds will be paid by us as consideration to our Promoter, Directors, Key Management Personnel or companies promoted by our Promoter, except in the course of normal business.

#### ***Proposed schedule of implementation and deployment of net proceeds***

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

(₹ in lakhs)

Particulars	Amount to be funded from Net Proceeds	Estimated utilization of Net Proceeds in Fiscal 2026	Estimated utilization of Net Proceeds in Fiscal 2027
Funding towards capital expenditure towards replacement of plant & machineries	601.15	[●]	[●]
Full or part repayment and/or prepayment of certain outstanding secured borrowings availed by our Company	1,500.00	[●]	[●]
General Corporate Purposes*	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

*\*To be finalised upon determination of Issue Price and updated in the Prospectus. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds or ₹1,000 lakhs whichever is lower.*

*\*\*As per the certificate dated June 26, 2025 issued by the peer review auditors, M/s. Shambhu Gupta & Co., Chartered Accountants, being UDIN: 25426813BMIAUD3537.*

The fund deployment indicated above is based on management estimates, current circumstances of our business and we may have to revise our estimates from time to time on account of various factors, such as financial and market conditions, competition, interest rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable laws. For further details of factors that may affect these estimates, see to "Risk Factors" on page 27.

#### **DETAILS OF THE OBJECTS OF THE FRESH ISSUE**

##### **1. Funding towards purchase of machinery and equipment**



We intend to deploy Our Company is engaged in the business of manufacturing of fabrics as well as garments. Our range of garment products covers all the age group segments such as kids wear, men's wear, women's wear. We use variety of knitted fabrics such as 100% cotton, 100% polyester, blended (cotton and polyester) and printed polyester fabrics in the production of garments. We manufacture the fabric which used in variety of products such as mens shirts wear- formal and casual wear, shervani material, ladies wear - dress material, burkha material, kushan cover material etc. We sell our knitted fabrics to domestic and international garment manufacturers. We have approximately 5422 sq. mtrs. size area manufacturing plant located at Umbergaon, Valsad.

The textile industry is constantly evolving, and one crucial aspect of this evolution is the modernization of machinery. **We intend to upgrade our machineries by replacing the existing 26 electronic Jacquard Machines with new advanced ones.** Replacing existing Electronic Jacquard machines with new, advanced models can significantly impact production efficiency, quality, and cost-effectiveness. Here's a comprehensive overview of the benefits and considerations involved in this upgrade

Feature / Specification	Existing	Option 1 - New replacement	Option 2 - New replacement
	Bonus ASJ-200	CAM Drive 2688 Hooks Jacquard	Electronic Jacquard with 2688 Hooks (Top Buy)
Type	Electronic Jacquard	Electronic Jacquard with CAM Drive	Electronic Jacquard
Number of Hooks	Typically up to 1344 hooks	2688 hooks	2688 hooks
Lines	Fewer lines	Standard	16 lines
Speed (RPM)	400–500 RPM	Up to 500 RPM	Up to 650 RPM
Drive Mechanism	Standard electronic motor	CAM Drive with Down-side Gear Box	Direct drive
Controller	Basic PLC/digital	SJC9 Controller	Advanced controller with touch screen
Touch Screen Interface	Usually not available	Optional or add-on	Included
Gearbox Configuration	External/standard	Down-side Gear Box for stability	Integrated or top-mounted
Fabric Quality Output	Moderate (~85%)	High (~95%)	High (~95%)
Power Consumption	Standard power usage	~20% lower compared to conventional models	~20% lower compared to conventional models
Production Efficiency	Moderate	High	Very High
Maintenance Cost/Requirement	Regular service required (higher in later years)	Low for first 5 years (with basic preventive care)	Low for first 5 years (with routine checks and wear-part replacement)
Estimated Machine Life	7–10 years (depending on workload)	10–15+ years with periodic maintenance	10–15+ years with good upkeep
Technology Level	Basic to mid-level	Advanced with mechanical and electronic integration	Advanced with high-speed precision and automation
Target Use Case	Small to medium-scale operations	Medium to large textile manufacturing setups	Large-scale, high-performance textile production

The details and total estimated cost towards purchasing above Jacquard Machinery for the capital expenditure are set forth in the table below.

Name & description of the equipment	Name of Supplier	Quotation Date	Date of Expiry of Quotation	Quoted Amount per unit	Quantity (Nos)	Total price (in ₹)
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				(exclusive of all taxes)		
<b>Electronic Jacquard Machine</b>						
<b>Option 1 –</b> CAM DRIVE 2688 HOOKS ELECTRONIC JACQUARD WITH SJC9 CONTROLLER AND STANDARD SET OF ACCESSORIES	JIANGSU S&S INTELLIGENT SCIENCE AND TECHNOLOGY CO., LTD.	June 19, 2025	August 10, 2025	8.67	26	225.42
OR						
<b>Option 2-</b> ELECTRONIC JACQUARD MACHINE WITH 2688 HOOKS 16 LINES WITH TOUCH SCREEN WITH STANDARD ACCESSORIES	HANGZHOU WILTOP IMPORT & EXPORT CO., LTD	June 20, 2025	August 10, 2025	10.57	26	274.73
Custom duty (1%), Social welfare charge, CHS & transportation, loading & unloading and installation fee (exclusive of GST)						40.00
<b>Total cost of Electronic Jacquard Machine</b>						<b>265.42 or 314.73</b>

We also intend to buy **11 second hand Picanol Gamex machinery** which will increase the production speed by 165 RPM and will also enhance the quality of our fabric, aligning us with our vision for maintaining edge over competitors. The year of manufacturing of machineries is between 2003-06. These machines will be serviceable for another twelve to fifteen years and more if they are maintained with changes to the wear parts and periodic control of various parts and elements. After 10 to 15 year, these machines can be replaced with higher production models.

(₹ in lakhs)

Name & description of the equipment	Name of Supplier	Quotation Date	Date of Expiry of Quotation	Quoted Amount per unit (exclusive of all taxes)	Quantity (Nos)	Total price (in ₹)
Second hand - Picanol looms Gammax-8-R-3400, year 2003-2006, ww. 3400 mm. Stäubli dobby 2861, 20 levers (18 installed), FF (free	SPP International DMCC – Germany	June 25, 2025	August 23, 2025	21.95	11	241.42



flight), Sumo motor, Elsy electr. leno device, 8 colours, 8 pre-feeder Chrono X2, creel, electr. filling insertion, 10 harness frames, 2 warp beams (dia. 1000 mm), 13.000/26.000 heddles / droppers, 6 Grob bar stop motion, Sick optical safety control (without batcher and inspection table)						
Custom duty (5%), Social welfare charge, CHS & transportation, loading & unloading and installation fee (exclusive of GST)						45.00
<b>Total</b>						<b>286.42</b>

*Notes:*

- *We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.*
- *Above estimates are exclusive of GST*
- *Above mentioned cost is exclusive of other miscellaneous cost.*
- *All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/ equipment or at the same costs.*
- *The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification / addition / deletion of machineries or equipment) at the time of actual placement of the order. In such case, the management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 15% of the amount raised by our Company through this Issue.*
- *We are acquiring 26 new electronic jacquard machinery and 11 second-hand Picanol Optimax machinery.*
- *The quotations relied upon by us in arriving at the above cost 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 machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of packing & forwarding, transportation, transit insurance and applicable taxes if any etc. Such cost escalation would be met out of our internal accruals.*
- *As on the date of this Draft Red Herring Prospectus, our Company has not deployed any funds towards purchase of the aforesaid machines.*





In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards abovementioned Objects through a combination of Internal Accruals or borrowings and in such case the Funds raised shall be utilized towards repayment of such borrowings or recouping of Internal Accruals.

## 2. Full or part repayment and/or prepayment of certain outstanding secured borrowings availed by our Company

Our Company has entered into various financial arrangements from time to time, with banks and financial institutions. The loan facilities availed by our Company include borrowings in the form of, inter alia, term loans and working capital facilities including fund based and non-fund-based borrowings. For details, see section entitled “*Restated Financial Information*” on page 176.

As on May 31, 2025, the total amount outstanding under our loan facilities (comprising of term loans, working capital limits and cash credit limits) was ₹ 5,769.61 lakhs. We propose to utilize an estimated amount of ₹ 1,500.00 lakhs from the Net Proceeds towards full or partial re-payment or pre-payment of borrowings, availed by our Company. The repayment/prepayment, will help reduce our outstanding indebtedness, assist us in maintaining a favorable debt-equity ratio and enable utilization of some additional amount from our internal accruals for further investment in business growth and expansion. In addition, we believe that since our debt-equity ratio will improve significantly, it will enable us to raise further resources at competitive rates and additional funds or capital in the future to fund potential business development opportunities and plans to grow and expand our business in time at the next level in upcoming era.

Given the nature of these borrowings and the terms of repayment/prepayment, the aggregate outstanding borrowing amounts may vary from time to. Further, the amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. However, the aggregate amount to be utilized from the Net Proceeds towards repayment/ prepayment of certain borrowings, in part or in full, would not exceed ₹ 1,500.00 lakhs.

The following table provides details of certain borrowings availed by our Company, which are outstanding as on May 31, 2025, which are currently proposed to be re-paid or pre-paid, in full or in part, to the extent of ₹ 1,500.00 lakhs from the Net Proceeds.

Sr. No.	Name of Lender	Date of Sanction/ Renewal	Nature & Purpose of Borrowing	Amount Sanctioned (in lakhs)	Tenure	Outstanding amount as on May 31, 2025	Current Interest Rate
1	State Bank of India	28.4.2025	Fund Based Cash Credit Limits (Working Capital)	1135.00	<b>Repayable on demand subject to review at annual intervals or as may be decided by the bank.</b>	1102.48	10.75%
2	Bank of Baroda	13.12.2024	Fund Based Cash Credit Limits (Working Capital)	2375.00		2335.54	9.75%
3	Union Bank of India	8.1.2025	Fund Based Cash Credit Limits (Working Capital)	1495.00		1487.12	8.55%
4	Yes Bank	21.03.2025	Fund Based Cash Credit Limits (Working Capital)	500.00		180.33	9.30%
5	State Bank of India	28.4.2025	Term loan under GECL Scheme (Working Capital and other business requirement)	68.00	To be repaid in 36 monthly installments of Rs. 304688	61.24	9.25%
6	State Bank of India	28.4.2025	Term Loan – Sbi (Purchase of Machinery)	385.00	To be repaid in 36 monthly installments	365.90	9.15%



					of Rs. 625000		
7	Bank of Baroda	13.12.2024	Term loan under GECL Scheme (Working Capital and other business requirement)	39.00	To be repaid in 36 monthly installment (1st Emi 21000 & 35 Emi @112000/-)	34.93	9.25%
8	Union Bank of India	8.1.2025	Term loan under GECL Scheme (Working Capital and other business requirement)	164.00	To be repaid in 36 monthly installments of Rs. 608333	93.57	9.25%

In accordance with clause 9(A) (2) (b) of Part A of Schedule VI of the SEBI ICDR Regulations, the Statutory Auditors of our Company, pursuant to their certificate dated 26<sup>th</sup> June 2025 have certified the utilization of the above-mentioned borrowings for the purposes for which such borrowings were availed. For further details in relation to our borrowings, see “*Restated Financial Information*” on page 176.

Given the nature of the borrowings and the terms of repayment/ prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to allotment.

The selection of borrowings proposed to be prepaid or repaid or redeemed amongst our borrowing arrangements will be based on various factors, including (i) maturity profile and the remaining tenure of the loan, (ii) cost of the borrowing, including applicable interest rates, (iii) any conditions attached to the borrowings, restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, or relating to the terms of repayment, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding.

For the purposes of this object, our Company has obtained consents and notified the relevant lenders, as is required under the relevant facility documentation, for undertaking the Offer, including any consequent actions. Further, to the extent our Company may be subject to the levy of prepayment penalties or premiums, depending on the facility being repaid/prepaid, the conditions specified in the relevant documents governing such credit facility and the amount outstanding/being pre-paid/repaid, as applicable, payment of such penalty or premium shall be made from the Net Proceeds. If the Net Proceeds are insufficient to the extent required for making payments for such prepayment penalties or premiums, such excessive amount shall be met from our internal accruals.

No portion of the Net Proceeds, that will be utilized for repayment/ prepayment, in full or part, of certain borrowings availed by our Company, will be directly or indirectly routed to our Promoter, members of the Promoter Group, Group Companies or associates.

### 3. General corporate purposes

Our Company proposes to deploy the balance gross proceeds, aggregating to ₹ [●], towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 15% of the gross proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise net proceeds include, business development initiatives, meeting any expense including salaries, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies. The quantum of utilisation of funds towards each of the above purposes will be determined by our board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law. In addition to the above, our Company may utilise the net proceeds towards other purposes considered expedient and as approved periodically by our board, subject to compliance with necessary provisions of the Companies Act. Our Company’s management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include



rescheduling the proposed utilization of net proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of net proceeds in a financial year, we will utilize such unutilized amount in the subsequent financial years.

#### 4. Issue Related Expenses

The total expenses of the Issue are estimated to be ₹ [●] lakhs. The break-up for the Issue expenses is as follows:

Activity	Estimated Amount (₹ in lakhs) *	As a % of total estimated Issue expenses <sup>(a)</sup>	As a % of Issue size (a)
Book running lead manager's fee	[●]	[●]	[●]
Underwriting commission	[●]	[●]	[●]
Brokerage, selling commission and upload fees	[●]	[●]	[●]
Registrars to the issue	[●]	[●]	[●]
Legal advisors (if any)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges and depositories	[●]	[●]	[●]
Printing and distribution of issue stationary	[●]	[●]	[●]
Fee payable to statutory auditors and other professional	[●]	[●]	[●]
Others	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

\*Excluding applicable taxes (GST)

As on date of this Draft Red Herring Prospectus, the fund deployed out of internal accruals will be recouped out of issue proceeds.

Up to June 25, 2025, Our Company has deployed/incurred expense of ₹ 16.30 Lakhs towards Issue Expenses out of internal accruals duly certified by Statutory Auditor M/s Shambhu Gupta & Co, Chartered Accountants vide its certificate dated June 26, 2025, bearing UDIN: 25426813BMIATW7582.

Notes:

1. Selling commission payable to the SCSBs on the portion for Retail Individual Investors. Non-Institutional Investors, which are directly procured by the SCSBs, would be as follows.

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

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

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

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

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

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

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIIs (up to ₹200,000), Non-Institutional Applicants (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds Rs 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

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

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

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

## 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 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.

## Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds of the Issue. However, if the Company avails any bridge loans from the date of the Draft Red Herring Prospectus upto the date of the IPO; the same shall be refunded from the IPO proceeds and related details will be updated in the Red Herring Prospectus or likewise.

## Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board, from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds in deposits with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, for the necessary duration. Such investments will be approved by our Board from time to time. Our Company confirms that it shall not use the Net Proceeds for any buying, trading, or otherwise dealing in the shares of any other listed Company or for any investment in the equity markets or providing inter-corporate deposits to any related parties.

Additionally, in compliance with SEBI ICDR Regulations, our Company confirms that it shall not use the Net Proceeds for financing or for providing loans to or for acquiring shares of any person who is part of the Promoter Group.

## Monitoring Utilization of Funds

Our Company is not required to appoint a monitoring agency for the purposes of this Offer. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half yearly basis disclose to the Audit Committee the Application of the proceeds of the Offer. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring 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.



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### **Variation in Objects**

Our Company shall not vary the objects of the Issue, as envisaged under Sections 13(8) and 27 of the Companies Act and applicable rules, without our Company being authorised to do so by the Shareholders by way of a special resolution and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act. For further information on factors that may affect our internal management estimates, please see *“Risk Factors - Our funding requirements and the proposed deployment of Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution or any other independent agency and may be subject to change based on various factors, some of which may be beyond our control. We have not entered into any definitive agreements to utilise certain portions of the Net Proceeds of the Issue”* beginning on page no 27.

### **Other Confirmation**

No part of the Net Proceeds will be utilised by our Company as consideration to our Promoters, members of the Promoter Group, Directors, or Key Management Personnel or Senior Managerial Personnel. Our Company has not entered into nor is planning to enter into any arrangement / agreements with Promoters, members of the Promoter Group, Directors or Key Management Personnel or Senior Managerial Personnel in relation to the utilisation 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 set out above.



## BASIS FOR ISSUE PRICE

The Issue Price of ₹ [●] per Equity Share shall be determined by our Company, in consultation with the Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors as described in this section. The face value of the Equity Share is ₹ 10/- per Equity Share. The Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should see "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Restated Financial Statement" on page no. 27, 125, 204 and 176 respectively of this Draft Red Herring Prospectus, to get a more informed view before making the investment decision.

## QUALITATIVE FACTORS

### 1. Diversified customer base and long-standing relationship with our customers

We have a well-diversified customer base across varied end-use industries. Our extensive product line includes a wide range of plain, twill, sateen, dobby, structured, and fil-afil fabrics, each of which is made with the utmost care and attention to detail. With a commitment to quality, innovation and customer satisfaction, we are dedicated to become trusted manufacturer in the textile and garment industry. We are committed to providing our clients with a range of products that not only align with international fashion standards, but also set new standards for quality and design. Our aim is to offer a collection of suiting and shirting fabrics, corporate wear, men's wear, and ready-made garments that not only meet, but surpass the expectations of our clients and elevate their style within India and overseas. As on the date of this Draft Red Herring Prospectus, we have sold our products in Colombo, Sri Lanka. As on nine months period ended December 31, 2024, we catered to 338 customers. Set out in the table below is the share of the top 10 (ten) and top 5 (five) customers in our revenue from operations for the nine months period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (₹ in Lakh)	As a % of Revenue from Operations	Revenue (₹ in Lakh)	As a % of Revenue from Operations	Revenue (₹ in Lakh)	As a % of Revenue from Operations	Revenue (₹ in Lakh)	As a % of Revenue from Operations
Top 5 customers	10,292.45	65.02%	13,634.09	71.56%	13,586.85	71.96%	11,942.25	69.29%
Top 10 customers	10,842.29	68.49%	14,964.59	78.54%	14,553.05	77.08%	12,991.46	75.37%

\*As certified by our Peer Review Auditor, M/s. Shambhu Gupta & Co., Chartered Accountant, vide their certificate dated June 26, 2025, being UDIN: 25426813BMIAUB2618.

### 2. Diversified Product Portfolio

We offer a wide range of fabrics and garments to cater different markets. A diversified product range enables us to cater to diverse customer needs and market trends. Our offering of a wide range of fabrics and garments help us to reduce dependence on a single product or market. Diversification allows us to target various industries, such as fashion, upholstery, or technical textiles. A broad product range also facilitates innovation, as we can experiment with new fibers, textures, and designs. By catering to different markets, we can increase revenue streams and improve our competitive position. A diversified product range is key to long-term sustainability and success in the textile industry.

### 3. Focus on quality and customer service

For us quality is of utmost importance. We believe that delivering high-quality products is not only a measure of our success, but also a reflection of our commitment to excellence. With a team of skilled professionals, we have built a reputation for delivering products that are worth their value and meet the highest standards of quality. We ensure that every





product we manufacture passes strict quality checks before it reaches our clients. We never compromise on quality, and always strive to deliver products that exceed our clients' expectations.

#### 4. Existing customer relationship

We try to address customer needs around a variety of products. Our existing relationship helps us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We have existing customer relationships with wholesaler which gets us repeat orders. Our existing relationship with our customers represents a competitive advantage in gaining new customers and increasing our business.

#### 5. Experienced Promoters and Management Team

Our promoters have combined experience of more than 5 (Five) decades in textile Industry. They lead the company with their vision of delivering ethical and quality products consistently. Our management team includes experienced persons who are handling each of the various business functions. The strength and entrepreneurial vision of our Promoters and management have been instrumental in driving steady growth of our company and implementing our long and near term business strategies. We believe that a motivated and experienced employee base is essential for maintaining a competitive advantage and in this regard, we take special attention to their growth through many of our Human Resource and Leadership & Organisational Development programs. Our motivated team of management and key managerial personnel complement each other to enable us to deliver high levels of client satisfaction.

#### 6. Strong manufacturing base

Our Company operates from its manufacturing facilities located at Umbergaon, Valsad which is spread over an area of 5422 Sq. ft. Our Units have an installed capacity of 20000000 MTR for manufacturing of fabrics as well as garments. Our Units employs 169 workers as on March 31, 2025. Of the total work force of 169 people as on March 31, 2025, over 2 are women from the nearby villages.

For details of qualitative factors, see “Our Business-Our Competitive Strengths” on page no. 125 of this Draft Red Herring Prospectus.

#### Quantitative Factors

The information presented below relating to our Company is based on the Restated Financial Statements for the nine months period ended December 31, 2024, and for the Financial Year ended March 31, 2024, March 31, 2023 and March 31, 2022. For details, please refer section titled “Restated Financial Information” on page no. 176 of this Draft Red Herring Prospectus. Some of the quantitative factors which form the basis for computing the Issue Price, are as follows:

##### 1. Basic and Diluted Earnings per Share (EPS) (Face value of ₹ 10 each):

Particulars	Pre-Bonus		Post-Bonus*	
	Basic EPS & Diluted EPS	Weights	Basic EPS & Diluted EPS	Weights
March 31, 2022	0.59	1	0.30	1
March 31, 2023	1.42	2	0.71	2
March 31, 2024	3.03	3	1.51	3
<b>Weighted Average</b>	2.09		1.04	
<b>For nine months ended December 31, 2024<sup>#</sup></b>	4.70		2.35	

\*The Company has issued bonus Equity Shares in the ratio of one Equity Share for every one Equity Share held vide shareholders resolution dated March 1, 2025.

<sup>#</sup> Not annualized

#### Notes:

- The face value of each Equity Share is ₹ 10/-.
- Basic and diluted Earnings per share calculations are in accordance with Indian GAAP and Accounting Standard as applicable and based on the Restated Financial Statement of our Company.



- *Basic and Diluted EPS = Net Profit (Loss) after tax as restated attributable to Equity Shareholders / weighted average no. of equity shares outstanding during the year /period as per Restated Financial Statement.*
- *Weighted Average EPS = Aggregate of Year wise weighted EPS divided by the Aggregate weights i.e. (EPS \*Weights) for each year / Total Weights]*
- *The above statement should be read with significant accounting policies and notes on Restated Financial Statement as appearing in the Restated Financial Statements.*

## 2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ [●] per Equity Share of ₹ 10 each fully paid up

Particulars	P/E Ratio (Pre-Bonus)	P/E Ratio (Post-Bonus)
Based on basic & diluted EPS as per the Restated Financial Information for the Financial Year ended March 31, 2024	[●]	[●]
Based on the Weighted Average EPS, as restated	[●]	[●]
<b>Industry Peer Group P/E ratio</b>	[●]	[●]
• Highest	[●]	[●]
• Lowest	[●]	[●]
• Average	[●]	[●]

**Source:** BSE and NSE Website

The figures for the peer group are for the year ended March 31, 2024 and are based on their respective standalone financial statements filed with Stock Exchange. CMP of the peer group is as per the closing price on April 30, 2025 [cut off date] as available on [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

## 3. Return on Net Worth (RoNW)

Return on Net Worth (RoNW) as per Restated Financial Statements:

Particulars	RoNW (%)	Weight
March 31, 2024	6.46	3
March 31, 2023	3.23	2
March 31, 2022	1.39	1
<b>Weighted average</b>	<b>4.54</b>	
<b>For nine months ended December 31, 2024*</b>	<b>9.11</b>	

\*Not annualized

### Notes:

Return on Net worth has been calculated as per the following formula:

- *Return on Net Worth (%) = Net Profit (Loss) after tax as restated attributable to Equity Shareholders / Net worth as restated as at year/period end*
- *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.*
- *Net worth means the aggregate value of the paid-up equity share capital, share premium account, and reserves and surplus (excluding revaluation reserve & capital redemption reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.*

## 4. Net Asset Value

Particulars	Pre-Bonus	Post-Bonus
Net Asset Value per Equity Share as of for the nine months ended December 31, 2024	51.61	25.81
Net Asset Value per Equity Share for the Fiscal 2024	46.91	23.46



<b>Net Asset Value per Equity Share after the Issue</b>	<b>[●]</b>
<b>Issue Price per Equity Share</b>	<b>[●]</b>

Notes:

- Net Asset Value per Equity Share is calculated as net worth as at the end of the financial period/year divided by the number of Equity Shares outstanding during the year /period as per Restated Financial Statement.
- Net Asset Value per Equity Share is calculated as net worth as at the end of the financial period/year divided by the number of Equity Shares post the impact of bonus of shares.
- Net worth means the aggregate value of the paid-up equity share capital, share premium account, and reserves and surplus (excluding revaluation reserve & capital redemption reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.

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

The Issue Price of ₹ [●] per Equity Share has been determined by our Company in consultation with the Lead Manager on the basis of an assessment of market demand for the Equity Shares through the book building process and on the basis of qualitative and quantitative factors. Prospective investors should read the above-mentioned information along with “Risk Factors”, “Our Business”, “Restated Financial Statement” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on page 27, 125, 176 and 204 respectively of this Draft Red Herring Prospectus, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

#### 6. Set forth below are the details of comparison of key performance of indicators with our Listed Industry Peers:

Name of the Company	CMP (₹)*	Basic EPS**	Diluted EPS	RONW (%)	P/E Ratio	NAV (₹ per share)	Face value (₹ per share)	Total Income (₹ in lakhs)	Market Cap (₹ in lakhs)
K K Silk Mills Limited	[●]	1.51	1.51	6.46%	[●]	23.46	10	19,137.18	[●]
<b>Peer Group</b>									
Banswara Syntex Limited	140.55	10.30	10.30	6.61%	13.65	155.70	5	128,213.29	48,113.08
Sangam (India) Limited	429.10	8.99	7.66	3.91%	47.73	193.82	10	266,364.00	2,15,609.88
Siyaram Silk Mills Limited	694.90	39.98	39.98	16.19%	17.38	251.41	2	212,472.15	3,15,276.13

**Source:** All the financial information for listed industry peers mentioned above is on a standalone basis and is sourced from the annual reports/ financial results as available of the respective company for the year ended March 31, 2024 submitted to stock exchanges or on company’s website as available on [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

\*Issue price of our Company is considered as CMP. To be decided upon finalization of the Issue price. CMP of peer group is the closing market price of the respective equity shares as on June 17, 2025

\*\* EPS considered after giving post bonus effect.

Notes:

- The figures K K Silk Mills Limited are based on the Restated Financial Statements for the period ended March 31, 2024.



- The figures for the peer group are for the year ended March 31, 2024 and are based on their standalone financial statements filed with Stock Exchange.
- NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding revaluation reserve & capital redemption reserves) and as attributable to the owners of the Company.
- P/E Ratio for the peer has been computed based on the closing market price of respective equity shares as on June 17, 2025, sourced from website of Stock Exchange as divided by the Basic EPS as applicable.
- RoNW is computed as net profit after tax, as attributable to the owners of the Company divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding revaluation reserve & capital redemption reserves).
- Market Cap is computed based on the closing market price of the respective equity shares as on June 17, 2025

## 7. Key Performance Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Issue Price. The key financial and operational metrics set forth above, have been approved and verified by the members of the Audit Committee pursuant to their resolution dated June 23, 2025. Further, the Audit Committee has on June 23, 2025 taken on record that other than the key financial and operational metrics set out below, our Company has not disclosed any other KPIs during the three years preceding this Draft Red Herring Prospectus with its investors. The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help it in analyzing the growth of various verticals in comparison to our Company's peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Issue Price have been disclosed below. Additionally, the KPIs have been certified by our Statutory Auditors- M/s. Shambhu Gupta & Co, Chartered Accountants, vide their certificate dated June 26, 2025, and has been included in "Material Contracts and Documents for Inspection" on page no. 350 of this Draft Red Herring Prospectus.

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 herein have been certified by Statutory Auditor, M/s. Shambhu Gupta & Co, Chartered Accountants, by their certificate dated June 26, 2025, being UDIN: 25426813BMIATD6257.

The KPIs of our Company have been disclosed in "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators" on beginning on page 125 and 204 respectively of this Draft Red Herring Prospectus.

### Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any additions or dispositions to its business, in the Financial Years ended March 31, 2024, March 31, 2023, March 31, 2022 and the nine months period ended December 31, 2024.

Our Company confirms that it shall continue to disclose all the KPIs included in this chapter 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 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.

### Key Performance Indicators of our Company

(₹ in lakhs unless stated)

Particulars	31-Dec-24	31-Mar-24	31-Mar-23	31-Mar-22
Total Income (1)	15,874.56	19,137.18	18,928.26	17,256.98
Revenue from Operations (₹ in lakhs) (2)	15,831.02	19,054.12	18,880.69	17,236.94
Growth in Revenue from Operations (%) (3)	10.78%	0.92%	9.54%	119.85%
EBITDA (₹ in lakhs) (4)	1,072.20	933.24	830.94	741.29
EBITDA Margin (%) (5)	6.77%	4.90%	4.40%	4.30%
Restated Profit After Tax (₹ in lakhs)	351.06	226.20	106.10	44.19
PAT margin (%) (6)	2.21%	1.18%	0.56%	0.26%



Net Worth (₹ in lakhs) (7)	3,855.16	3,504.09	3,280.86	3,176.43
Capital Employed (₹ in lakhs)	10,086.24	8,818.30	8,229.01	7,777.98
ROE (%) (8)	9.11%	6.46%	3.23%	1.41%
ROCE (%) (9)	9.52%	9.31%	8.08%	6.65%

*\*Not annualized*

**Notes:**

- 1) *Total Income means the Total Income as appearing in the Restated Financial Statements.*
  - 2) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
  - 3) *Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.*
  - 4) *EBITDA is calculated as Profit before tax + Depreciation & Amortisation + Finance Cost-Other Income*
  - 5) *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from operations*
  - 6) *PAT Margin (%) is calculated as PAT for the period/year divided by Total Income.*
  - 7) *Net worth / Shareholders equity means the aggregate value of the paid-up equity share capital share premium account, and reserves and surplus (excluding revaluation reserve & capital redemption reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.*
  - 8) *Return on Equity (%) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by average shareholders equity.*
  - 9) *Return on Capital Employed is calculated as earnings before interest and taxes divided by Capital Employed.*
- Earnings before interest and tax is calculated as restated profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs.*

*-Capital Employed is calculated as net worth less intangible asset plus total borrowings and deferred tax liabilities*

**Explanation of KPI Metrics:**

KPI	Explanation
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of our business for respective periods
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business
Net worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders 'funds.
RoCE%	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

**8. Comparison of KPI with Listed Industry Peers**

While our listed peers (mentioned below), like us, operate in the same industry and may have similar offerings or end use applications, they derive significant portion of revenue. Our business may be different in terms of differing business models



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(for example –focus on Business Support Services which might not be an area of focus for our listed peers), different product verticals serviced or focus areas or different geographical presence.





(₹ in lakhs unless stated)

Key Performance Indicators	Banswara Syntex Limited			Sangam (India) Limited			Siyaram Silk Mills Limited		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Total Income	1,28,213.29	1,51,337.22	1,20,674.66	2,66,364.00	2,73,277.00	2,44,492.00	2,12,472.15	2,26,951.21	1,93,752.11
Revenue from Operations (₹ in lakhs) <sup>(1)</sup>	126,420.93	149,877.85	117,221.65	264,797.00	271,530.00	243,776.00	208,717.60	222,931.76	190,306.97
Growth in Revenue from Operations (%) <sup>(2)</sup>	-15.65%	27.86%	50.81%	-2.48%	11.39%	80.10%	-6.38%	17.14%	74.99%
EBITDA (₹ in lakhs) <sup>(3)</sup>	10,266.06	19,810.96	11,899.96	19,601.00	27,580.00	29,535.00	28,485.64	36,888.79	32,897.57
EBITDA Margin (%) <sup>(4)</sup>	8.12%	13.22%	10.15%	7.40%	10.16%	12.12%	13.65%	16.55%	17.29%
Restated Profit After Tax (₹ in lakhs)	3,525.17	11,141.26	4,673.78	3,809.00	13,454.00	14,093.00	18,467.40	25,181.95	21,251.63
PAT margin (%) <sup>(5)</sup>	2.75%	7.36%	3.87%	1.43%	4.92%	5.76%	8.69%	11.10%	10.97%
Net Worth (₹ in lakhs) <sup>(6)</sup>	53,298.69	50,733.98	39,841.37	97391.00	85729.00	67872.00	1,14,065.34	1,14,090.71	93,729.55
Capital Employed (₹ in lakhs)	90,040.34	89,031.87	67,586.14	2,00,914.00	1,69,241.00	1,31,610.00	1,30,534.23	1,28,880.12	1,14,945.11
ROE (%) <sup>(7)</sup>	6.61%	21.96%	11.73%	3.91%	15.69%	20.76%	16.19%	22.07%	22.67%
ROCE (%) <sup>(8)</sup>	8.58%	19.31%	14.32%	6.01%	12.71%	17.64%	20.48%	27.26%	26.52%



**Source:** All the financial information for listed industry peers mentioned above is on a standalone basis, unless specified and is sourced from the annual reports/ financial results and other publicly available information of the respective company.

**Notes:**

- 1) Total Income means the Total Income as appearing in the Restated Financial Statements.
- 2) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 3) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
- 4) EBITDA is calculated as Profit before tax + Depreciation & Amortisation + Finance Cost-Other Income
- 5) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations
- 6) PAT Margin (%) is calculated as PAT for the period/year divided by Total Income.
- 7) Net worth / Shareholders equity means the aggregate value of the paid-up equity share capital, share premium account, and reserves and surplus (excluding revaluation reserve & capital redemption reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.
- 8) Return on Equity (%) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by average shareholders equity.
- 9) Return on Capital Employed is calculated as earnings before interest and taxes divided by Capital Employed.

-Earnings before interest and tax is calculated as restated profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs.

-Capital Employed is calculated as networth less intangible asset plus total borrowings and deferred tax liabilities



## 9. Weighted average cost of acquisition

- a) The price per share of our Company based on the primary/ new issue of shares (Equity or convertible securities) excluding shares issued under the ESOP/ESOS and issuance of Equity Shares pursuant to a bonus issue during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-transaction capital before such transactions excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Transactions”) - **NA**
- b) The price per share of our Company based on the secondary sale / acquisition of shares (equity or convertible securities) involving any of the Promoter/ Promoter Group entities, members of the Promoter Group or Shareholders with right to nominate director(s) in the Board of the Company (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-transaction capital before such transactions excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”) - **NA**
- c) Since there are no eligible transactions of our Company reported above in accordance with paragraph (9)(K)(4)(b) of the Schedule VI of the SEBI ICDR Regulations and in 3 years prior to the date of filing of this Draft Red Herring Prospectus, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoter/ Promoter Group entities or Shareholders having the right to nominate director on the Board are a party to the transaction) not older than 3 years prior to the date of filing of this Draft Red Herring Prospectus has not been computed.
- d) Weighted average cost of acquisition and Issue Price Based on the transaction described in (a), (b) and (c) above, the weighted average cost of acquisition, as compared with the Issue Price is set forth below:

Period	Weighted average cost of acquisition per Equity Share (in ₹) ^%*	Issue Price is “x” times the weighted average cost of acquisition*
a) The price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on the primary/ new issue of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Scheme and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days	NA	NA
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities, where promoter/ promoter group entities or shareholder(s) having the right to nominate director(s) in the Board area party to the transaction, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition nor sale is equal to or more than five percent 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	NA	NA
Since there are eligible transactions of our Company reported in (b) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations, the price per Equity Share of our Company	NA	NA



based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoter/ Promoter Group entities or Shareholders having the right to nominate director on the Board are a party to the transaction) not older than 3 years prior to the date of filing of this Draft Red Herring Prospectus has not been computed		
<b>Type of transactions</b>	<b>WACA (in ₹)</b>	<b>Issue Price (in ₹)</b>
(a) WACA*of Equity Shares based on primary issuances undertaken during the three immediately preceding years	[●]	[●]
(b) WACA*of Equity Shares based on secondary transactions under taken during the three immediately preceding years	[●]	[●]

*^Since, there were secondary sales / acquisition of Equity Shares (equity/ convertible securities) transactions in last 18 months from the date of this Draft Red Herring Prospectus, the detail as required under paragraph 8(c) above is not applicable.*

*\*To be updated at Prospectus stage.*

**10.** The Issue Price is [●] times of the face value of the Equity Shares. The Issue Price of ₹ [●] has been determined by our Company in consultation with the BRLM and is justified in view of the above qualitative and quantitative parameters.

The trading price of Equity Shares could decline due to factors mentioned in “*Risk Factors*”, on page 27, and investors may lose all or part of your investments, Applicants should read the above-mentioned information along with “*Our Business*”, “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages no. 125, 176 and 204, respectively of this Draft Red Herring Prospectus, to have a more informed view before making an investment decision.



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## STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors  
**K K Silk Mills Limited**  
314, Kewal Industrial Estate,  
S. B. Road, Lower Parel (W),  
Delisle Road, Mumbai-400013,  
Maharashtra, India

**Axial Capital Private Limited**  
1018, 10th Floor,  
Omkar The Summit Business Bay,  
Andheri East,  
Mumbai, Maharashtra- 400 093,  
India.

(Axial Capital Private Limited referred to as the “**Book Running Lead Manager**”)

Dear Sir(s):

Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of **K K Silk Mills Limited** (the “Company” and such offering, the “Issue”)

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We, **Shambhu Gupta & Co.**, an independent Chartered Accountants firm, report that the enclosed statement in **Annexure A**, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 (‘Act’), and other direct tax laws 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 special 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 neither exhaustive nor conclusive. 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 Issue. We are neither 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.

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and submission of this certificate as may be necessary, to the Stock Exchange/ SEBI/ any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus.

### **Limitations**



Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. The views are exclusively for the use of issue and shall not without our prior written consent, be disclosed to any other person.

Access of all or any part of this Statement by any person is on the basis that, to the fullest extent permitted by law, neither our firm nor any of our associate accepts any duty of care or liability of any kind to such person, and any reliance on this Statement by any person is at his own risk.

This statement has been prepared solely in connection with the Fresh issue of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended.

Yours sincerely,

**For Shambhu Gupta & Co.**

Chartered Accountants

ICAI Firm Registration No.: 007234C

**CA Gorang Baheti**

**Partner**

Membership No: 426813

Place: Mumbai

Date: June 26, 2025

UDIN: 25426813BMIAZ6910

CC:

**Axial Capital Private Limited**

1018, 10th Floor,

Omkar The Summit Business Bay,

Andheri East,

Mumbai, Maharashtra- 400 093,

India.





## Annexure-A

### ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

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

#### A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)

Except as mentioned herein, there are no possible special tax benefits available to the company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Tariff Act, 1975, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the foreign trade policy.

#### B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)

The Shareholders of the company are not entitled to any Special tax benefits under the Act

Notes:

- 1. We have not considered the general tax benefits available to the Company, or shareholders of the Company.*
- 2. The above is as per the Tax Laws as on date.*
- 3. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.*
- 4. This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income –tax consequences that apply to them.*



## SECTION VIII – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

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

#### GLOBAL ECONOMIC OVERVIEW

In all, global growth prospects have substantially weakened since January, with some of the downside risks related to trade having materialized in recent months—most notably, a significant increase in trade barriers and policy uncertainty. In view of these developments, the forecasts assume that tariff rates in place as of late May prevail throughout the forecast horizon. Accordingly, previously announced pauses to tariff hikes between the United States and its trading partners are assumed to be extended with at most limited modifications. In this context, global growth is projected to slow markedly to 2.3 percent in 2025—the slowest pace since 2008, aside from two years of outright global recession in 2009 and 2020. Over 2026-27, a pickup in domestic demand is expected to lift global growth to a still-subdued 2.5 percent—far below the pre pandemic decadal average of 3.1 percent (figure 1.11.A). The expected deterioration in growth is broad-based, with many of the world's economies likely to experience slower growth relative to last year as well as previous forecasts (figure 1.11.B). EMDEs with tight trade and investment linkages with the three largest economies—the United States, euro area, and China—are expected to be adversely impacted by the spillovers from a concurrent slowdown in these economies this year (figures 1.11.C and 1.11.D).

Although central banks are anticipated to continue lowering monetary policy rates, the future path of interest rates is uncertain considering the potential risks that higher tariffs pose for the disinflation process, particularly in the United States. Fiscal policy is assumed to be broadly neutral in many economies, excluding some European countries where increased defence and infrastructure spending is included in the baseline. In some major economies, aggregate fiscal policy shifts could prove materially more expansionary than the baseline assumptions.

Against this backdrop, global trade and investment growth are also expected to be notably lower relative to previous projections, mostly owing to a sharp deterioration in business and consumer confidence. Uncertainty about future trade policies is likely to amplify the negative effect of increased trade barriers on near-term investment and activity, especially as firms delay or reconsider capital spending, which tends to be trade-intensive (IMF 2018; Kose, Ohnsorge et al. 2017). As global trade and investment weaken, labor demand and private consumption growth in key advanced economies are also set to slow. Although some countries may benefit from trade diversion in the short run depending on the distribution of tariffs across U.S. trading partners, mounting trade restrictions could disrupt global value chains, contributing to higher prices in some sectors. Protectionism, if it becomes entrenched, is also likely to stifle cross-border flows of commerce, capital, and technology in the longer term, weighing on productivity and global potential growth.

Downside risks to the outlook continue to dominate (figure 1.12.A). Higher or more persistent trade policy uncertainty presents a major risk to global trade, investment, and overall activity. Renewed increases in trade tensions and barriers could further weigh on consumer and business confidence, weakening demand. A reappraisal of risk appetite and deleveraging in financial markets could generate financial stress that curbs economic activity globally, with large capital outflows from vulnerable EMDEs. Some major economies may experience a mutually reinforcing combination of downside risks, resulting in notably weaker growth with adverse global spillovers. Increased conflict and geopolitical stress, as well as more frequent and intense natural disasters, could also push growth below expectations. On the upside, the drag from uncertainty and increased trade barriers could be attenuated if negotiations give rise to tariff reductions between major economies. In addition, global growth could be stronger than projected due to a technology-led investment boost and additional fiscal spending in major economies—though the latter could also generate inflationary pressures and undermine efforts to restore medium-term fiscal sustainability.

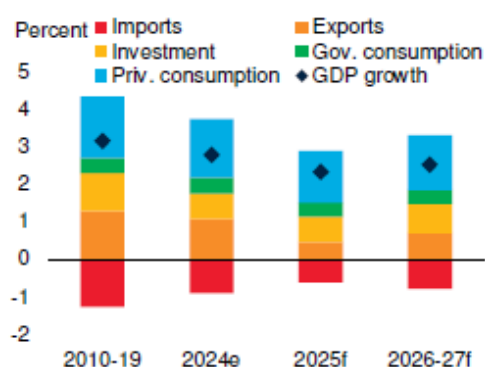
Downside risks Persistently elevated policy uncertainty Policy uncertainty—especially about trade policy—remains very high. The imposition of higher trade barriers has already unsettled financial markets and dampened business and consumer sentiment. Despite recent trade negotiations, concerns remain that global trade tensions could escalate in unpredictable ways. The speed and scope of policy shifts have also made it challenging for firms to plan, leading to reduced capital investment and hiring plans.



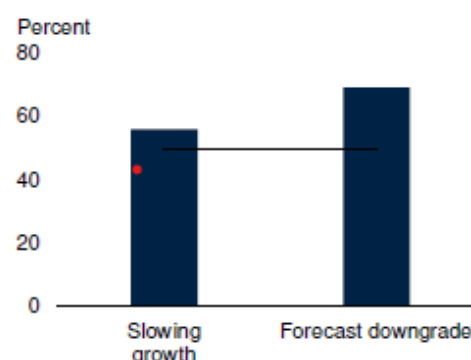
**FIGURE 1.11 Global outlook**

*Global growth is anticipated to weaken in the near term, reflecting a sharp increase in trade barriers and heightened uncertainty. The deterioration in growth prospects is expected to be broad-based, affecting most of the world's economies. The slowdown this year in the three major engines of global growth—the United States, euro area, and China—is expected to dampen activity in other EMDEs, especially those with tight trade and investment linkages to these economies.*

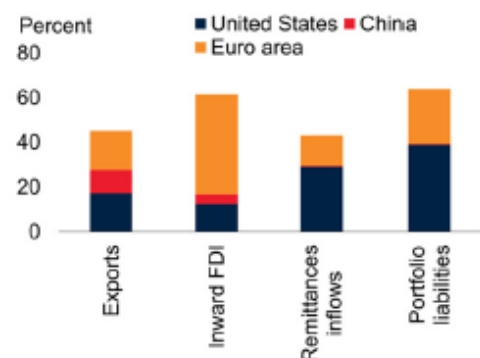
**A. Contributions to global growth**



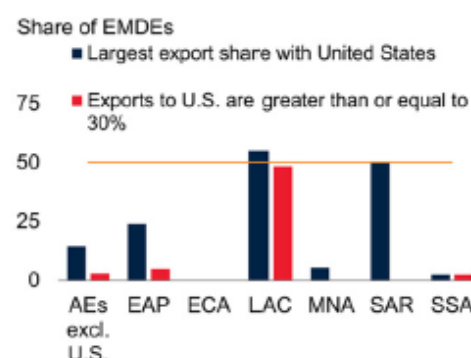
**B. Share of economies with slowing/downgraded growth in 2025**



**C. Trade and financial linkages between major economies and EMDEs excluding China**



**D. Share of economies for which the United States is a major goods export destination, 2010-23**



The duration of this period of acute uncertainty could be a key determinant of global growth, on top of the direct impacts of policies that are enacted. In the baseline, uncertainty is expected to wane as tariff rates stabilize and trade patterns adjust. If, however, elevated uncertainty persists for longer or rises further over the forecast period, the adverse implications for economic activity could compound, pushing global growth notably below expectations.

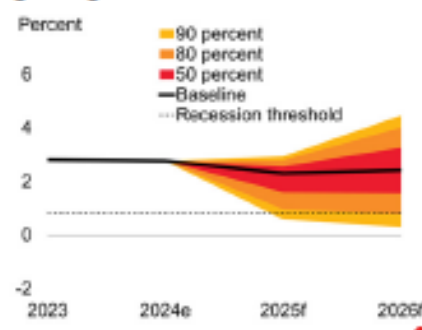
An unexpected rise in trade policy uncertainty could weigh more on the sentiment of consumers, investors, and businesses, which, in turn, would have adverse impacts on output and employment globally, especially in export-intensive industries. A sharp further increase in uncertainty, particularly for an extended period, would likely drive EMDE investment and growth markedly lower (figure 1.12.B). It could, for example, delay investments in productive capacity in exporting countries, speed up exit of firms from exporting industries most likely to be affected by tariffs, and lead to costly trade diversion (Crowley, Exton, and Han 2020; Douch, Du, and Vanino 2019; Handley and Limão 2019). Weaker investor sentiment and a lack of clarity over future trading arrangements could particularly curtail the flow of FDI linked to establishing supply chains, which has historically been a major driver of economic development.



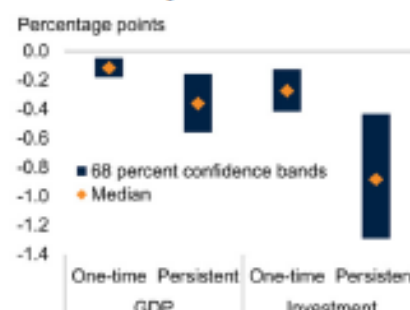
**FIGURE 1.12 Risks to the outlook**

*Downside risks continue to dominate. Further uncertainty would lower EMDE investment and growth. Despite recent market turmoil, risk premia in key markets remain relatively narrow, leaving asset prices vulnerable to large negative adjustments. A marked slowdown in major economies, especially the United States, would have sizable adverse spillovers. A rising number of EMDEs face acute risks from armed conflicts, which have proliferated in recent years, often culminating in deep recessions. Globally, a downside scenario of renewed trade tensions could push global growth sharply lower. In contrast, an upside scenario of trade negotiations that de-escalate tensions could mitigate the expected slowdown in global growth.*

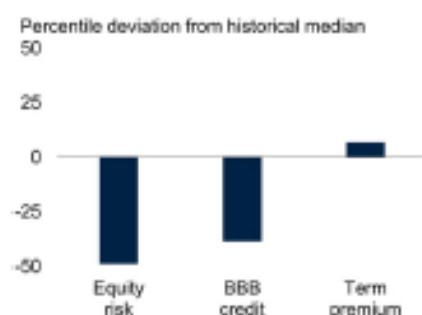
**A. Probability distribution around global growth forecast**



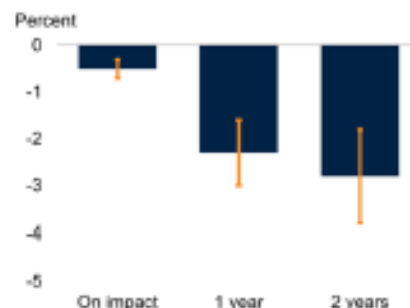
**B. Impact of 10-percent rise in global EPU on activity in EMDEs**



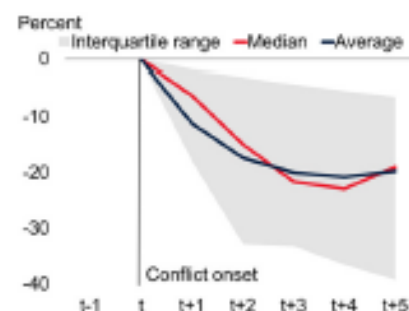
**C. Financial market risk premia**



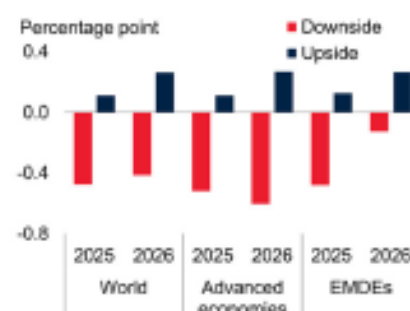
**D. Output response in EMDEs excluding China to a 1-percentage-point decrease in U.S. growth**



**E. Cumulative loss of per capita GDP following the onset of high-intensity conflicts**



**F. Change in global growth in alternative scenarios**





## Escalation of trade tensions

Although the baseline encompasses a significant increase in trade barriers, there remains a substantial risk that the trend of rising trade protectionism and inward-looking policies in major economies intensifies further. This could include a reversion to previously announced higher tariffs and the reintroduction and expansion of retaliatory measures. A renewed escalation in trade tensions and trade costs would amplify their negative consequences for the global economy. Such an outcome might become more likely if tariffs and ongoing shifts in trading relations put downward pressure on export prices in large goods exporters, such that domestic producers in economies that have not increased import levies face suddenly intensifying competition.

Further increases in tariffs would likely lead to higher inflation in the implementing jurisdictions (Amiti, Redding, and Weinstein 2019). Prices for imported consumer and intermediate goods would rise directly, with at least a sizable portion of tariffs likely to be passed on to domestic buyers. In the near term, substitution toward domestic alternatives would not be feasible for every product affected—such adjustments would take time and be costly. This would further push up prices—including on domestically assembled products as already suggested by high-frequency data—raising consumer inflation generally (Cavallo, Llamas, and Vazquez 2025). Higher prices would reduce real income and consumption further, which, in turn, could dampen private investment. These effects could be especially pronounced in export-intensive economies, as importers move parts of the supply chain onshore. Consumer and business confidence would also decline in the context of escalating trade conflicts, further reducing economic activity. In the long run, sustained high trade barriers and reduced trade would dampen productivity growth, including by impeding the diffusion of technology across borders.

Damage to global supply could, over time, push up prices even in countries that do not raise their own tariffs and are not significantly affected by rising tariffs elsewhere. A bout of higher inflation and weaker growth would pose substantial challenges to central banks in affected economies, especially if inflation expectations showed signs of de-anchoring following several years of above target price gains.

*(Source: Global Economic Prospects, June 2025)*

## INDIAN ECONOMY

April 2025 was characterised by several geopolitical and economic developments. The United States announced, implemented, and eventually paused a targeted tariff regime, pending further bilateral negotiations. These developments engendered heightened uncertainty across the global economy. The IMF's World Economic Outlook (WEO) April 2025 has projected a marked drop in global growth rates for 2025 and 2026. Inflation trajectories towards central bank targets will now be slower and more drawn-out in advanced economies and quicker in emerging economies, compared to projections in the WEO October 2024. As a result, central bank policy rate pathways have begun to diverge, leading to potential implications for capital flows and financial markets. As countries continue to negotiate, the US announced interim trade deals with the UK and China in the first half of May 2025.

Building upon the momentum established in the latter half of FY25, economic activity demonstrated resilience in the first month of FY26, despite a challenging global environment. High-frequency indicators for April 2025, including Goods and Services Tax (GST) collections, E-way bill generation, diesel consumption, and the Purchasing Managers' Index (PMI) for both manufacturing and services, collectively reflect a healthy level of industrial and commercial activity. Notably, several of these indicators attained their highest or second-highest levels during April 2025. This progress is underpinned by robust demand conditions within the economy. While domestic passenger vehicle sales numbers reached an all-time high for the month of April in 2025, retail sales of tractors remained steady. The steady macroeconomic performance of the Indian economy amidst a volatile global outlook over the past few years has led to a sovereign credit rating upgrade from BBB (low) to BBB, with a stable outlook from the global credit ratings agency, Morningstar DBRS.

On the inflation front, in April 2025, retail inflation continued its downward trend, easing from 3.34 per cent in March to 3.16 per cent. This marks the lowest year-on-year inflation rate since July 2019, indicating a positive shift toward price stability. The overall reduction in inflation can largely be attributed to a notable decline in food inflation, which has now reached its lowest level since November 2021. The outlook for food inflation is expected to remain benign on the back of a good rabi crop harvest, an increase in the area sown under summer crops and a healthy procurement of foodgrains. Additionally, the forecast of an above-normal monsoon by the Indian Meteorological Department bolsters this outlook.

Indian bond yields are softening on the back of low and stable inflation, and RBI debt purchases, while the bond yields on the US Treasury have tightened. In turn, the risk premium of India's G-Secs has decreased notably, reaching a historical low of just over 160 basis points versus the 10-year US Treasury yield. In the future, India will benefit from supply chain adjustments, diverse foreign direct investment sources, and greater collaboration with global investors seeking resilience and growth, supported by its existing trade connections.





An analysis of state finances reveals that with about a constant level of committed expenditure; states are facing less of a budget constraint to undertake discretionary revenue expenditure. While many states running revenue surpluses could undertake more capex, states with revenue deficits may rein them in, while retaining capex spend. Curbing states' debt would not only enhance their own debt sustainability but also help reduce overall government debt, supporting improved fiscal health and greater macroeconomic stability.

The external sector performance remains resilient, with FY26 commencing on a favourable note. India's total exports (merchandise and services) grew by 12.7 per cent YoY in April 2025, despite heightened trade policy uncertainty. In pursuit of a diversified trade policy, India and the UK signed a forward-looking free trade agreement aligned with India's vision of Viksit Bharat. Additionally, India's steady performance in services exports and remittance inflows continues to serve as an important buffer for its current account. The Indian rupee strengthened in April 2025 and remains one of the best-performing major currencies against the US dollar. With this stability and a stronger external position, India's foreign exchange reserves remain adequate, providing an import cover of approximately eleven months.

Labour market indicators have shown encouraging trends. White-collar hiring witnessed a revival with core sectors such as pharma, real estate and global capability centres (GCCs) registering double-digit growth. The employment sub-indices of the PMI point to a continued recovery in hiring, with the index remaining in the expansionary zone for the fourteenth consecutive month. Formal job creation is also on the rise, as indicated by the growing net payroll additions under the Employee Provident Fund Organisation.

As of April 2025, India remains the fastest-growing major economy despite a revision of growth rates amid rising global uncertainties and trade tensions. Multiple agencies project India's growth to be a range of 6.3 – 6.7 per cent in FY26, supported by robust domestic fundamentals, stable macroeconomic management, and growing government capital expenditure, while declining inflation strengthens this outlook. However, external risks persist, notably from a 26 per cent US tariff on Indian imports, though a temporary suspension is in place as bilateral negotiations continue. A successful trade deal could mitigate these risks and boost exports, even as private investment remains cautious in the face of global uncertainty.

Ultimately, investors look both for absolute and relative strengths of an economy and the market to invest in. In that respect, the trade-related and other global uncertainties faced by India are faced by several other nations but most of them lack the advantages that India has: macroeconomic stability, fiscal policy that is focused on quality of expenditure and prudence delivering lower cost of capital to the country, a benign inflation and monetary policy backdrop and financial and corporate sectors with strong balance sheets.

This may be no moment for self-congratulation but, equally, it is a moment to remember one's strengths and leverage them to make oneself not just attractive but also indispensable to investors.

**(Source: Monthly Economic Review, April 2025)**

## **INDUSTRY- TEXTILE INDUSTRY**

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk, and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

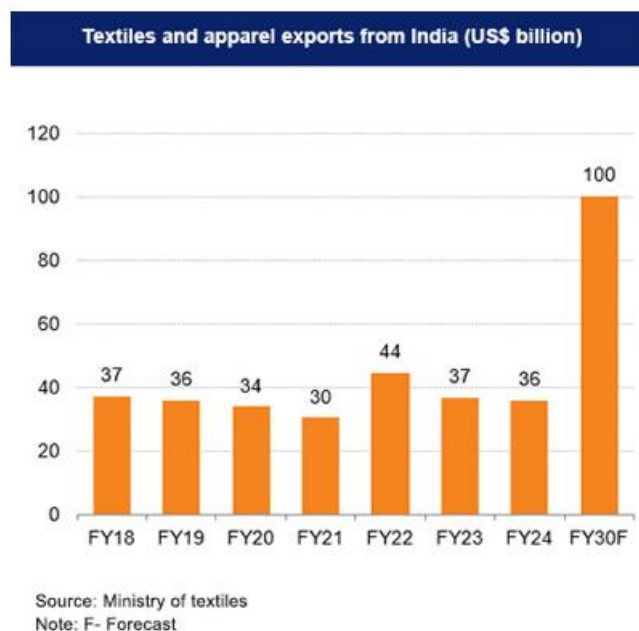
The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

According to Crisil Ratings, the organised retail apparel sector is projected to achieve revenue growth of 8-10% in FY25, driven by rising demand from a normal monsoon, easing inflation, and the festive and wedding seasons.

The increasing preference for affordable, trendy fashion clothing that mimics high-fashion designs is expected to be the primary revenue driver. In order to attract private equity and employee more people, the government introduced various schemes such as the Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme.

### **Market Size**





The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030. Moreover, India is the world's 3rd largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories, with exports expected to reach US\$100 billion.

The textiles and apparel industry contributes 2.3% to the country's GDP, 13% to industrial production and 12% to exports. The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade.

Textile manufacturing in India has been steadily recovering amid the pandemic. The manufacturing of textiles Index for the month of June 2024 is 106.

Global apparel market is expected to grow at a CAGR of around 8% to reach US\$ 2.37 trillion by 2030 and the Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030.

India's home textile industry is expected to expand at a CAGR of 8.9% during 2023-32 and reached US\$ 23.32 billion in 2032 from US\$ 10.78 billion in 2023.

The Indian Technical Textile market has a huge potential of a 10% growth rate, increased penetration level of 9-10% and is the 5th largest technical textiles market in the world. India's sportech industry is estimated around US\$ 1.17 million in 2022-23.

The Indian Medical Textiles market for drapes and gowns is around US\$ 9.71 million in 2022 and is expected to grow at 15% to reach US\$ 22.45 million by 2027.

The Indian composites market is expected to reach an estimated value of US\$ 1.9 billion by 2026 with a CAGR of 16.3% from 2021 to 2026 and the Indian consumption of composite materials will touch 7,68,200 tonnes in 2027.

India is the world's largest producer of cotton. In the first advances, the agriculture ministry projected cotton output for 2023-24 at 31.6 million bales. According to the Cotton Association of India (CAI), the total availability of cotton in the 2023-24 season has been pegged at 34.6 million bales, against 31.1 million bales of domestic demand, including 28 million bales for mills, 1.5 million for small-scale industries, and 1.6 million bales for non-mills. Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers. It is expected to surpass US\$ 30 billion by 2027, with an estimated 4.6-4.9% share globally.

In 2022-23, the production of fibre in India stood at 2.15 million tonnes. While for yarn, the production stood at 5,185 million kgs during the same period. Natural fibres are regarded as the backbone of the Indian textile industry, which is expected to grow from US\$ 138 billion to US\$ 195 billion by 2025.

India's textile industry is on the brink of expansion, with total textile export projected to reach US\$ 65 billion by FY26.



India saw a 36.4% increase in industrial design applications, particularly in textiles, accessories, tools, machines, health, and cosmetics.

According to ICRA, Indian apparel exporters are projected to achieve revenue growth of 9-11% in FY25, driven by the gradual reduction of retail inventory in key end markets and a shift in global sourcing towards India.

During FY24, the total exports of textiles (including handicrafts) stood at US\$ 35.9 billion. Exports of textiles (RMG of all textiles, cotton yarns/fabs/made-ups/handloom products, man-made yarns/fabs/made-ups, handicrafts excl. handmade carpets, carpets and jute mfg. including floor coverings) stood at US\$ 35.90 billion in FY24. In FY24, exports of readymade garments including accessories stood at US\$ 14.23 billion. India's textile and apparel exports to the US, its single largest market, stood at 32.7% of the total export value in FY24.

In FY25 (April- June) the total exports of textiles stood at US\$ 9.17 billion.

In FY25 (April-June), exports of readymade garments including accessories stood at US\$ 2,244 million.

India's textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country.

### **Advantage India**

#### **1. Competitive Advantage**

Abundant availability of raw materials such as cotton, wool, silk and jute.

India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to other major textile producers.

The sector provides employment to over 45 million people and produces about 22,000 million pieces of garments per year.

In July 2022, the Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution, and Textiles, Mr. Piyush Goyal, stated that the mantra of 5 F's - Farms to Fibre to Fabric to Fashion to Foreign export will help make India a strong textile brand globally.

#### **2. Policy Support**

100% FDI (automatic route) is allowed in the Indian textile sector.

The Union Budget 2025-26 allocated Rs. 5,272 crore (US\$ 607 million) for the Ministry of Textiles, a 19% increase from the previous year. It also introduced a five-year Cotton Mission to boost cotton productivity, reduce import dependence, and enhance MSME-driven textile competitiveness.

The government is planning to set up 12 new industrial parks and five to six mega textile parks mentioned by Union Minister of Commerce and Industry Mr. Piyush Goyal announced. He also urged the private sector to capitalize on these initiatives.

In July 2023, 43 new implementing partners were empanelled under the SAMARTH scheme and an additional target of training around 75,000 beneficiaries has been allocated. 1,83,844 beneficiaries trained across 1,880 centres under Samarth.

#### **3. Increasing Investments**

In order to attract private equity (PE) and employee more people, the government introduced various schemes such as the Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme.

Total FDI inflows in the textiles sector stood at US\$ 4.56 billion between April 2000-September 2024.

#### **4. Robust Demand**

India's textiles sector, driven by a strong policy framework, saw 11% YoY growth in ready made garment exports in August 2024 and is expected to reach US\$ 350 billion by 2030.

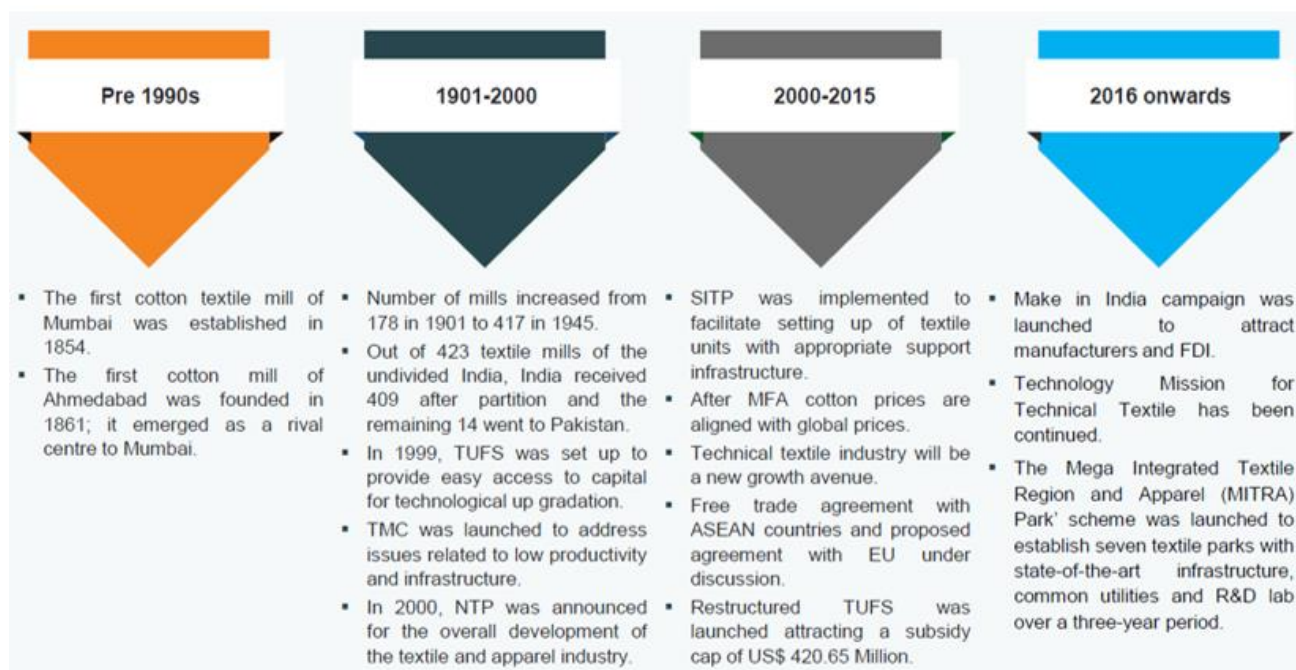
The Indian technical textiles market is expected to expand to US\$ 23.3 billion by 2027, driven by increased awareness of goods and higher disposable incomes.

Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers.



The total exports during April-October of FY25 stand at US\$ 21.3 billion (Rs. 1,84,105 crore), with RMG (41%), Cotton Textiles (33%), and Man-Made Textiles (15%) as key contributors.

### **Evolution of the Indian textile sector**

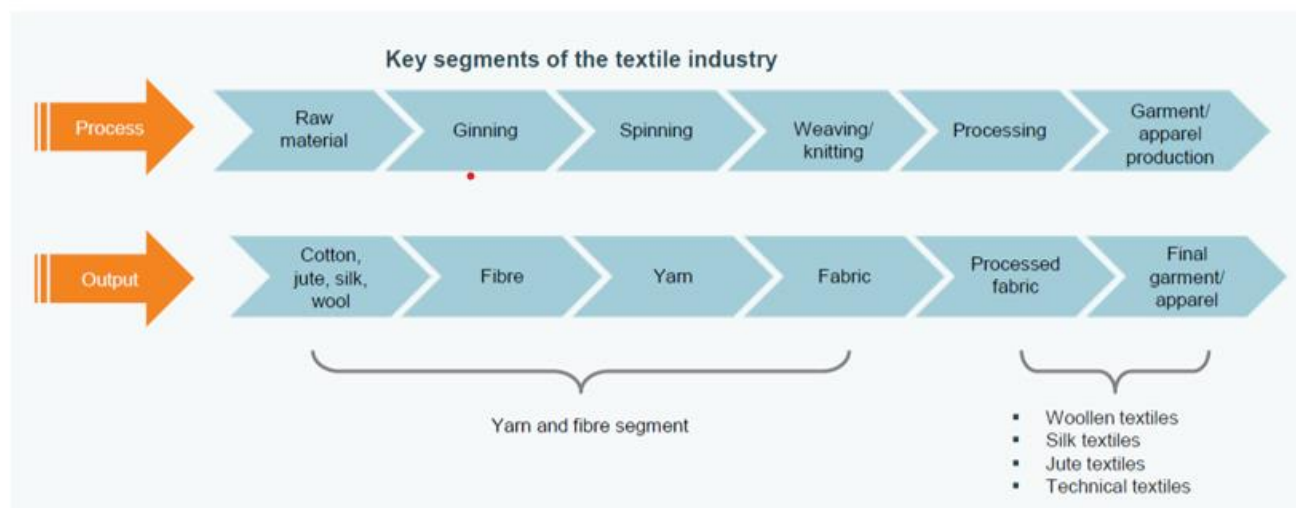


### **Key facts**

The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

India's textiles industry contributed 7% to the industry output (by value) in 2022.

The Indian textiles and apparel industry contributed 2.3% to the GDP, 10.5% to export earnings in FY24.



### **The sector has been posting strong growth over the years**

According to Crisil Ratings, the organized retail apparel sector is projected to achieve revenue growth of 8-10% in the current financial year, driven by rising demand from a normal monsoon, easing inflation, and the festive and wedding seasons. The increasing preference for affordable, trendy fashion clothing that mimics high-fashion designs is expected to be the primary revenue driver this fiscal year.



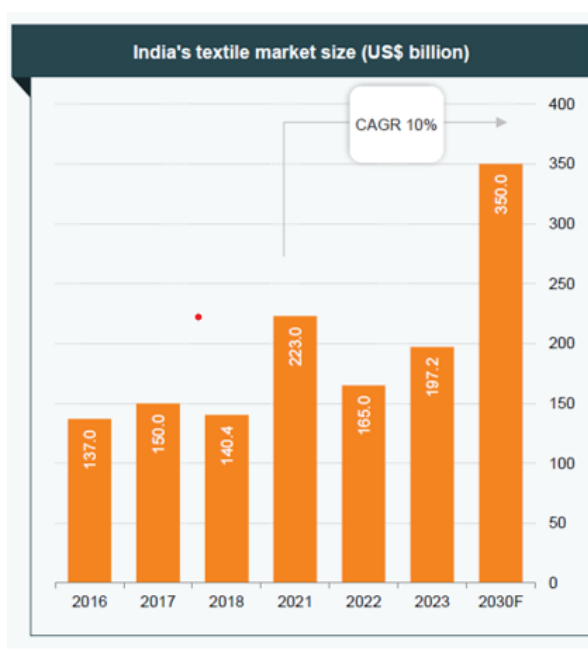
The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade.

The Indian textiles market is expected to be worth US\$ 350 billion by 2030.

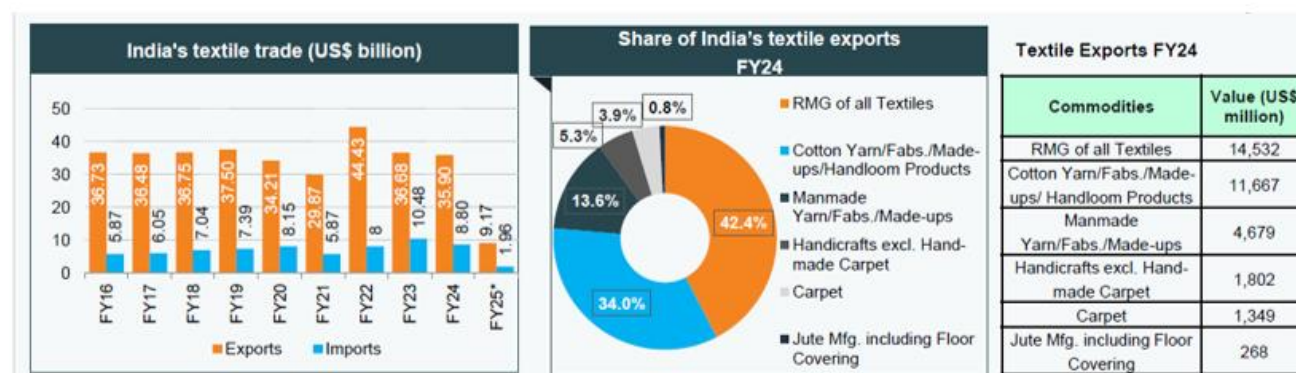
In December 2022, the Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution, and Textiles, Mr. Piyush Goyal, discussed the roadmap to achieve the target of US\$ 250 billion in textiles production and US\$ 100 billion in exports by 2030.

In September 2021, the government approved a Rs. 10,683 crore (US\$ 1.44 billion) production-linked incentive (PLI) scheme for the textiles sector. This will benefit the textile manufacturers registered in India.

Incentives under the scheme will be available for five years from 2025-26 to 2029-30 on incremental turnover achieved from 2024-25 to 2028-29. The scheme proposes to incentivise MMF (man-made fibre) apparel, MMF fabrics and 10 segments of technical textiles products.



#### Export have posted strong growth over the years



India's textile industry is on the brink of expansion, with total textile export projected to reach US\$ 65 billion by FY26.

India's share of global trade in textiles and apparel stands at 3.9%.

In FY25 (April- October) the total exports of textiles and apparels (incl. handicrafts) stood at Rs. 1,84,105 crore (US\$ 21,358 million).



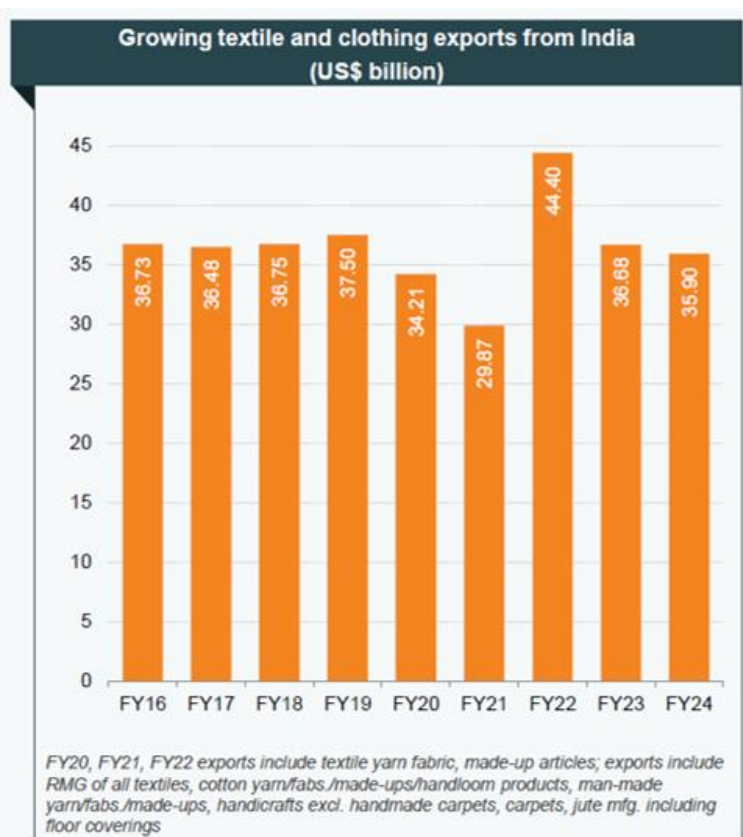
Ready Made Garments (RMG) category with export of US\$ 8,733 million has the largest share (41%) in the total exports (US\$ 21,358 million) during the period of April-October of FY25, followed by Cotton Textiles (33%, US\$ 7,082 million), Man- Made Textiles (15%, US\$ 3,105 million).

India's ready-made garment (RMG) exports are likely to surpass US\$ 30 billion by 2027, growing at a CAGR of 12-13%.

In July 2021, the government extended the Rebate of State and Central Taxes and Levies (RoSCTL) scheme for exports of apparel/garments and made-ups until March 2021. This helped boost exports and enhance competitiveness in the labour-intensive textiles sector.

In August 2021, Minister of Textiles, Commerce and Industry, Consumer Affairs, Food and Public Distribution, Mr. Piyush Goyal, said that steps need to be taken to boost production capacities of the handloom sector from existing Rs. 60,000 crore (US\$ 8.06 billion) to 125,000 crore (US\$ 16.80 billion) in three years. He added that target must be set to increase exports of handloom items from existing Rs. 2,500 crore (US\$ 335.92 million) to Rs. 10,000 crore (US\$ 1.34 billion). He also announced that a committee would be constituted consisting of all weavers, trainer equipment makers, marketing experts and other stakeholders to recommend ways and means to achieve these objectives and enhance overall progress of the handloom sector.

### **Exporters gaining from strong global demand**



According to ICRA, Indian apparel exporters are projected to achieve revenue growth of 9-11% in FY25, driven by the gradual reduction of retail inventory in key end markets and a shift in global sourcing towards India.

India is the world's second-largest textile exporter. Capacity built over years has led to low cost of production per unit in India's textile industry. This has lent a strong competitive advantage to the country's textile exporters over key global peers.

India's textiles and apparel exports, including handicrafts, grew by 7% during the April-October period of FY25, reaching Rs. 1,83,098 crore (US\$ 21.35 billion), up from Rs. 1,71,520 crore (US\$ 20 billion) in the same period of FY24.

During FY24, the total exports of textiles stood at US\$ 35.9 billion.





The Indian Medical Textiles market for drapes and gowns is around US\$ 9.71 million in 2022 and is expected to grow at 15% to reach US\$ 22.45 million by 2027.

The Indian composites market is expected to reach an estimated value of US\$ 1.9 billion by 2026 with a CAGR of 16.3% from 2021 to 2026 and the Indian consumption of composite materials will touch 7,68,200 tonnes in 2027.

In the coming decade, Africa and Latin America could very well turn out to be the key markets for Indian textiles.

In July, India witnessed a 4.73% growth in its textile and apparel exports, amounting to US\$ 2,937.56 million. This increase was primarily fueled by a rising demand for apparel, especially from the United States, European Union, and United Kingdom. The Confederation of Indian Textile Industry (CITI) anticipates continued expansion in the forthcoming months.

### **Government Initiatives**

The Indian government has come up with several export promotion policies for the textile sector. It has also allowed 100% FDI in the sector under the automatic route.

Other initiatives taken by the Government of India are:

- Secretary of the Ministry of Textiles, Ms. Rachna Shah, announced that India's technical textiles market has great potential, with a notable growth rate of 10% and ranking as the 5th largest in the world.
- A tripartite Memorandum of Understanding (MoU) was signed by the Textiles Committee under the Ministry of Textiles, the Government e Marketplace (GeM) under the Ministry of Commerce and Industry, and the Standing Conference of Public Enterprises (SCOPE) to promote upcycled products made from textile waste and scrap.
- Mr. Piyush Goyal also discussed the roadmap to achieve the target of US\$ 250 billion in textiles production and US\$ 100 billion in exports by 2030.
- In July 2023, 43 new implementing partners were empanelled under the SAMARTH scheme and an additional target of training around 75,000 beneficiaries has been allocated.
- 1,83,844 beneficiaries trained across 1,880 centres under Samarth.
- In June 2023, the Government approved R&D projects worth US\$ 7.4 million (Rs. 61.09 crore) in the textile sector.
- In February 2023, the union government approved 1,000 acres for setting up a textile park in Lucknow.
- In February 2023, according to the Union Budget 2023-24, the total allocation for the textile sector was Rs. 4,389.24 crore (US\$ 536.4 million). Out of this, Rs. 900 crore (US\$ 109.99 million) is for Amended Technology Upgradation Fund Scheme (ATUFS), Rs. 450 crore (US\$ 54.99 million) for National Technical Textiles Mission, and Rs. 60 crore (US\$ 7.33 million) for Integrated Processing Development Scheme.
- In December 2022, a total of 44 R&D projects were started, and 23 of them were successfully completed. 9777 people were trained in a variety of activities relating to the silk industry.
- In December 2022, a total of US\$ 75.74 million (Rs. 621.41 crore) in subsidies was distributed in 3,159 cases under the Amended Technology Upgradation Fund Scheme, with special campaigns held in significant clusters to settle backlog cases.
- In December 2022, a total of 73,919 people (SC: 18,194, ST: 8,877, and Women: 64,352) have received training, out of which 38,823 have received placement under SAMARTH.
- The establishment of 7 (seven) PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks with a total investment of US\$ 541.82 million (Rs. 4,445 crore) for the years up to 2027-28 was approved by the government.
- In the academic year 2022-23, the opening of a new campus of the National Institute of Fashion Technology (NIFT) in Daman. Moreover, new campus buildings are being constructed in Bhopal and Srinagar.
- Under the National Technical Textile Mission (NTTM), 74 research projects for speciality fibre and technical textiles valued at US\$ 28.27 million (Rs. 232 crore) were approved. 31 new HSN codes have been developed in this space.
- In November 2022, Tamil Nadu Chief Minister Mr. M. K. Stalin announced the establishment of a "Textile City" in Chennai as part of Tamil Nadu's strategy to become a major participant in the global textile industry. Additionally, the state will build a 1,500-acre textile park in the Virudhunagar district, for which SIPCOT will buy land.





- In June 2022, Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, stated that the Indian government wants to establish 75 textile hubs, similar to Tiruppur, which will greatly increase employment opportunities while promoting the export of textile products and ensuring the use of sustainable technology.
- In June 2022, Amazon India signed a MoU with the Manipur Handloom & Handicrafts Development Corporation Limited (MHHDCL), a Government of Manipur entity, to encourage the development of weavers and artisans throughout the state.
- In June 2022, the Kerala government announced that it would provide free training to 1,975 candidates under the SAMARTH scheme of the textile industry.
- The Sustainable Textiles for Sustainable Development (SusTex) project by the United Nations Climate Change entity enhances the employment and working circumstances of textile artisans while promoting the sustainable production and use of environmentally friendly textiles.
- In May 2022, Minister of Micro, Small and Medium Enterprises, Mr. Narayan Rane, inaugurated the Center of Excellence for Khadi (CoEK) at NIFT, Delhi. In order to produce innovative fabrics and apparel that will meet the needs of both domestic and foreign consumers, the CoEK will seek to introduce the newest designs and adopt procedures that adhere to international standards.
- In April 2022, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Mr. Piyush Goyal, said that new Economic Cooperation and Trade Agreements with Australia and the UAE would open infinite opportunities for textiles and handloom. Indian textile exports to Australia and the UAE would now face zero duties, and he expressed confidence that soon Europe, Canada, the UK and GCC countries would also welcome Indian textile exports at zero duty.
- In March 2022, the Tamil Nadu government included a Sustainable Cotton Cultivation Mission in its agriculture budget by allocating US\$ 1.86 million (Rs 15.32 crore) to enhance the yield of organic cotton.
- In March 2022, the Ministry of Textiles, in collaboration with the Confederation of Indian Industries (CII), organized a day-long International Conference on Technical Textiles with the theme: Creating the Winning Leap in Technical Textiles.
- The Khadi and Village Industries Commission (KVIC) achieved turnover of Rs. 1.15 lakh crore (US\$ 14.68 billion) in FY22, a growth of 20.54% YoY, and more than any Indian FMCG company managed in FY22.
- The Government of India has earmarked a corpus of Rs. 1,000 crore (US\$ 127.72 million) dedicated for research and development of the technical textiles sector.
- In March 2022, the Bihar government submitted a proposal to the Ministry of Textiles to set up a mega hub under the PM Mitra Mega Textile Park.
- In March 2022, Tamil Nadu Chief Minister Mr. MK Stalin announced that the State Industries Promotion Corporation of Tamil Nadu Ltd (SIPCOT) will set up a mega textile park in the Virudhunagar district.
- For export of handloom products globally, the Handloom Export Promotion Council (HEPC) is participating in various international fairs/events with handloom exporters/weavers to sell their handloom products in the international markets under NHDP.
- The Ministry of Textiles has also been implementing the Handloom Marketing Assistance (HMA), a component of National Handloom Development Programme (NHDP) all across India. HMA provides a marketing platform to the handloom weavers/agencies to sell their products directly to the consumers and develop and promote the marketing channel through organizing expos/events in domestic as well as export markets.
- In November 2021, Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, stated the desire to target a 3-5x time increase in the export of technical textiles worth US\$ 10 billion over the next three years.
- The Indian government has notified uniform goods and services tax rate at 12% on man-made fabrics (MMF), MMF yarns, MMF fabrics and apparel, which came into effect from January 1, 2022.



- Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, announced a mega handloom cluster in Manipur and a handloom and handicraft village at Moirang in Bishnupur. The mega cluster will be set up at an estimated cost of Rs. 30 crore (US\$ 4.03 million) under the National Handloom Development Programme (NHDP).

### **Road Ahead**

The future of the Indian textiles industry looks promising, buoyed by strong domestic consumption as well as export demand. India is working on various major initiatives to boost its technical textile industry. Owing to the pandemic, the demand for technical textiles in the form of PPE suits and equipment is on the rise. The government is supporting the sector through funding and machinery sponsoring.

Top players in the sector are achieving sustainability in their products by manufacturing textiles that use natural recyclable materials.

With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The growth in textiles will be driven by growing household income, increasing population, and increasing demand by sectors like housing, hospitality, healthcare, etc.

The technical textiles market for automotive textiles is projected to increase to US\$ 3.7 billion by 2027, from US\$ 2.4 billion in 2020.

Similarly, the industrial textiles market is likely to increase at an 8% CAGR from US\$ 2 billion in 2020 to US\$ 3.3 billion in 2027. The overall Indian textiles market is expected to be worth more than US\$ 209 billion by 2029.

(Source: <https://www.ibef.org/industry/textiles> )



## BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the section titled “*Risk Factors*” on Page no. 27 of this Draft Red Herring Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “K K Silk Mills Limited”, “KKSML” and “Our” refers to Our Company. Unless stated otherwise, the financial data in this section is as per our Restated financial statements prepared in accordance with Accounting Standard set forth in the Draft Red Herring Prospectus.

Our Company is engaged in the business of manufacturing of fabrics as well as garments. Our range of garment products covers all the age group segments such as kids wear, men’s wear, women’s wear. We use variety of knitted fabrics such as 100% cotton, 100% polyester, blended (cotton and polyester) and printed polyester fabrics in the production of garments. We manufacture the fabric which used in variety of products such as mens shirts wear- formal and casual wear, shervani material, ladies wear - dress material, burkha material, kushan cover material etc. We sell our knitted fabrics to domestic and international garment manufacturers. We have approximately 5422 sq. mtrs. size area manufacturing plant located at Umbergaon, Valsad.

Our Promoters, Mr. Manish Kantilal Shah and Mr. Nilesh Kantilal Jain having combined experience of more than 5 (Five) decades in textile industry. Their deep understanding of the sector, combined with their leadership skills, has played a crucial role in shaping and expanding our company. Their strategic vision and progressive thinking have been instrumental in driving innovation and fostering sustainable growth. Under their guidance, our organization continues to evolve, adapt to industry advancements. Our Promoters and Directors have been responsible for augmenting relationships with various stakeholders which has helped our Company expand by increasing its product portfolio on a continuous basis. For further details, see “*Our Promoters and Promoter Group*” on beginning on page 170 of this Draft Red Herring Prospectus.

Our Company was originally incorporated as “Manish Weaving Industries Private Limited” as a private limited company, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 26, 1991 issued by Registrar of Companies, Bombay having Registration Number 11-63074. The name of our company was changed to “K.K. Silk Mills Private Limited”. Consequent upon change of name a fresh Certificate of Incorporation dated June 01, 2001 was issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted from a private limited company to public limited company by Special resolution passed in the Extra-Ordinary General Meeting of the company dated May 17, 2018 and consequently, the name of our Company was changed to “K K Silk Mills Limited” and a fresh certificate of incorporation dated June 06, 2018 was issued to our Company by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U17120MH1991PLC063074. For details of change in registered office of our Company, please refer to chapter titled “*History and Corporate Structure*” beginning on page no. 143 of this Draft Red Herring Prospectus.

We understand the importance of producing high-quality products, which is why we use the finest microfibers to create our fabrics. Our extensive product line includes a wide range of plain, twill, sateen, dobby, structured, and fil-afil fabrics, each of which is made with the utmost care and attention to detail. With a commitment to quality, innovation and customer satisfaction, we are dedicated to become trusted manufacturer in the textile and garment industry. We are committed to providing our clients with a range of products that not only align with international fashion standards, but also set new standards for quality and design. Our aim is to offer a collection of suiting and shirting fabrics, corporate wear, men's wear, and ready-made garments that not only meet, but surpass the expectations of our clients and elevate their style.

Our vision is to take the art of shirting and suiting fabric production to new heights. We strive to master the manufacturing process, utilizing the latest technologies to produce fabrics of exceptional quality. Our commitment to excellence and attention to detail is evident in every product we create, and our passion for innovation drives us to continually improve and elevate our offerings. We believe that the key to success is not only in the products we offer, but also in the level of customer satisfaction we provide. Our goal is to exceed our clients' expectations and become their trusted partner in the textile and garment industry. With a focus on quality, innovation, and customer service, we are dedicated to delivering a premium collection of products that will fulfil their fashion equation and help them achieve their style goals.

We take quality control measures which ensure that every product we manufacture passes strict quality checks before it reaches our clients. While dealing with customers, we do not compromise on quality and always strive to deliver products that exceed our customers' expectations.

## FINANCIAL KPIS OF OUR COMPANY

The financial performance of the company for stub period and last three years as per restated financial Statement:

(₹ in lakhs unless stated)



Particulars	31-Dec-24	31-Mar-24	31-Mar-23	31-Mar-22
Total Income	15,874.56	19,137.18	18,928.26	17,256.98
Revenue from Operations (₹ in lakhs)	15,831.02	19,054.12	18,880.69	17,236.94
Growth in Revenue from Operations (%)	10.78%	0.92%	9.54%	119.85%
EBITDA (₹ in lakhs)	1,072.20	933.24	830.94	741.29
EBITDA Margin (%)	6.77%	4.90%	4.40%	4.30%
Restated Profit After Tax (₹ in lakhs)	351.06	226.20	106.10	44.19
PAT margin (%)	2.21%	1.18%	0.56%	0.26%
Net Worth (₹ in lakhs)	3,855.16	3,504.09	3,280.86	3,176.43
Capital Employed (₹ in lakhs)	10,086.24	8,818.30	8,229.01	7,777.98
ROE (%)	9.11%	6.46%	3.23%	1.41%
ROCE (%)	9.52%	9.31%	8.08%	6.65%

#### REVENUE BIFURCATION:

##### PRODUCT WISE REVENUE BIFURCATION

The product bifurcation of the issuer company for the period ended December 31, 2024 and for the year ended March 31, 2024, 2023 and 2022 as per restated Financial Statement are as follows:

(₹ in Lakhs)

Product	Period ended on Dec 2024		F.Y 2023-24		F.Y 2022-23		F.Y 2021-22	
	(In Lakhs)	(In %)	(In Lakhs)	(In %)	(In Lakhs)	(In %)	(In Lakhs)	(In %)
Sale of Fabrics	13513.82	85.36	16094.04	84.46	15102.46	79.99	14457.25	83.87
Sales of Garment	1355.32	8.56	1664.92	8.74	2141.82	11.34	1447.54	8.40
Service Charges Received	931.23	5.88	1189.97	6.25	1619.18	8.58	1319.1	7.65
Export Sales	13.74	0.09	89.58	0.47	0.00	0.00	0.00	0.00
Sale of Scrap	16.92	0.11	15.62	0.08	17.24	0.09	13.06	0.08

##### GEOGRAPHY WISE REVENUE BIFURCATION

The geography wise revenue bifurcation of the issuer company for the period ended December 31, 2024 and for the year ended March 31, 2024, 2023 and 2022 as per restated Financial Statement are as follows:

(₹ in Lakhs)

Geographical Areas	Period ended on Dec 2024		F.Y 2023-24		F.Y 2022-23		F.Y 2021-22	
	(In Lakhs)	(In %)	(In Lakhs)	(In %)	(In Lakhs)	(In %)	(In Lakhs)	(In %)
India	15,817.29	99.91%	18,964.54	99.53%	18,880.69	100%	17,236.94	100%
Hong Kong	13.74	0.09%	89.58	0.47%	-	-	-	-

##### STATE WISE REVENUE BIFURCATION

The State wise revenue bifurcation of the issuer company for the period ended December 31, 2024 and for the year ended March 31, 2024, 2023 and 2022 as per restated Financial Statement are as follows:

(₹ in Lakhs)

Particulars	For the period ended December 31, 2024	% of Total Revenue	For the year ended					
			31-Mar-24	% of Total Revenue	31-Mar-23	% of Total Revenue	31-Mar-22	% of Total Revenue



Punjab	19.87	0.13	3.07	0.02	50.16	0.27	62.63	0.36
Haryana	444.56	2.81	483.77	2.58	328.13	1.74	469.54	2.72
Delhi	26.06	0.16	85.68	0.46	161.02	0.85	20.21	0.12
Rajasthan	46.34	0.29	30.01	0.16	159.51	0.84	72.11	0.42
Uttar Pradesh	194.12	1.23	445.57	2.37	772.47	4.09	323.77	1.88
Bihar	11.29	0.07	10.53	0.06	17.05	0.09	1.77	0.01
Assam	22.07	0.14	24.84	0.13	62.48	0.33	31.4	0.18
West Bangal	223.02	1.41	278.92	1.49	518.67	2.75	158.91	0.92
Jharkhand	8.96	0.06	19.27	0.10	0.14	0	0	0
Orissa	0	0.00	0	0.00	0.85	0	0	0
Chhattisgarh	1.37	0.01	0.33	0.00	0	0	1.35	0.01
Madhya Pradesh	39.25	0.25	21.08	0.11	74.01	0.39	89.19	0.52
Gujarat	8310.62	52.54	11381	60.61	8926.01	47.28	10411.32	60.4
Dadar and Nagar Haveli	86.7	0.55	640.91	3.41	897.69	4.75	281.62	1.63
Maharashtra	5714.16	36.13	4569.43	24.34	5596.56	29.64	4758.12	27.6
Karnataka	333.76	2.11	612.84	3.26	593.66	3.14	253.61	1.47
Kerla	2.03	0.01	0.33	0.00	0	0	0	0
Tamilnadu	158.56	1.00	169.26	0.90	553.63	2.93	205.21	1.19
Telangana	114.54	0.72	123.69	0.65	139.12	0.74	87.77	0.51
Andhra Pradesh	60.03	0.38	64.04	0.34	28.90	0.15	8.41	0.05

## OUR COMPETITIVE STRENGTH

### 1. Diversified Product Portfolio:

We offer a wide range of fabrics and garments to cater to different markets. A diversified product range enables us to cater to diverse customer needs and market trends. Our offering a wide range of fabrics and garments help us to reduce dependence on a single product or market. Diversification allows us to target various industries, such as fashion, upholstery, or technical textiles. A broad product range also facilitates innovation, as we can experiment with new fibers, textures, and designs. By catering to different markets, we can increase revenue streams and improve our competitive position. A diversified product range is key to long-term sustainability and success in the textile industry.

### 2. Focus on quality and customer service:

For us quality is of utmost importance. We believe that delivering high-quality products is not only a measure of our success, but also a reflection of our commitment to excellence. With a team of skilled professionals, we have built a reputation for delivering products that are worth their value and meet the highest standards of quality. We ensure that every product we manufacture passes strict quality checks before it reaches our clients. We never compromise on quality, and always strive to deliver products that exceed our clients' expectations.

### 3. Existing customer relationship:

We try to address customer needs around a variety of products. Our existing relationship help us to get repeat business from our customers. This has helped us to maintain a long term working relationship with our customers and improve our customer retention strategy. We have existing customer relationships with wholesaler which gets us repeat orders. Our existing relationship with our customers represents a competitive advantage in gaining new customers and increasing our business.

### 4. Experienced Promoter and Management Team

Our promoters have combined experience of more than 5 (Five) decades in textile Industry. They lead the company with their vision of delivering ethical and quality products consistently. Our management team includes experienced



persons who are handling each of the various business functions. The strength and entrepreneurial vision of our Promoter and management have been instrumental in driving steady growth of our company and implementing our long and near term business strategies. We believe that a motivated and experienced employee base is essential for maintaining a competitive advantage and in this regard, we take special attention to their growth through many of our Human Resource and Leadership & Organisational Development programs. Our motivated team of management and key managerial personnel complement each other to enable us to deliver high levels of client satisfaction.

## **BUSINESS STRATEGY**

### **1. Leveraging our market skills and relationship:**

The business of our Company is customer oriented and always strives to maintain good relationship with the marketers. Leveraging our market skills and relationships is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our operations expertise as well as marketing skills and our industry relationships.

Our company operates with a strong customer-centric approach, always prioritizing the needs and satisfaction of our clients while fostering strong relationships with marketers. We recognize that maintaining and nurturing these relationships is key to our long-term success, which is why we continuously invest in building trust, transparency, and mutual growth with our partners. A core strength of our organization lies in our ability to leverage market expertise and strategic industry relationships. This is an ongoing process that enables us to stay ahead in a competitive landscape while delivering value-driven solutions to our customers. By equipping our team with essential skills and knowledge, we emphasize the importance of customer satisfaction at every level of our operations.

### **2. Maintaining edge over competitors**

We intend to continue to enhance & scale in existing executional capabilities to provide best quality products to our customers. By enhancing our executional capabilities, we intend to maintain edge over our competitors. In order to maintain our competitive edge, we will continue to add technology, skilled human resource and efficient process. One of the key factors which add to our competitiveness is our positioning which is multidisciplinary, vertically integrated value chain with all in house resources, this unique position helps us to become a sound advisor and partner to our clients while also maintaining a low-cost structure. We have local resources in all our projects to develop deep understanding of social atmosphere and guidelines. We are executing projects throughout India with equal client satisfaction.

### **3. Continue to strive for cost efficiency**

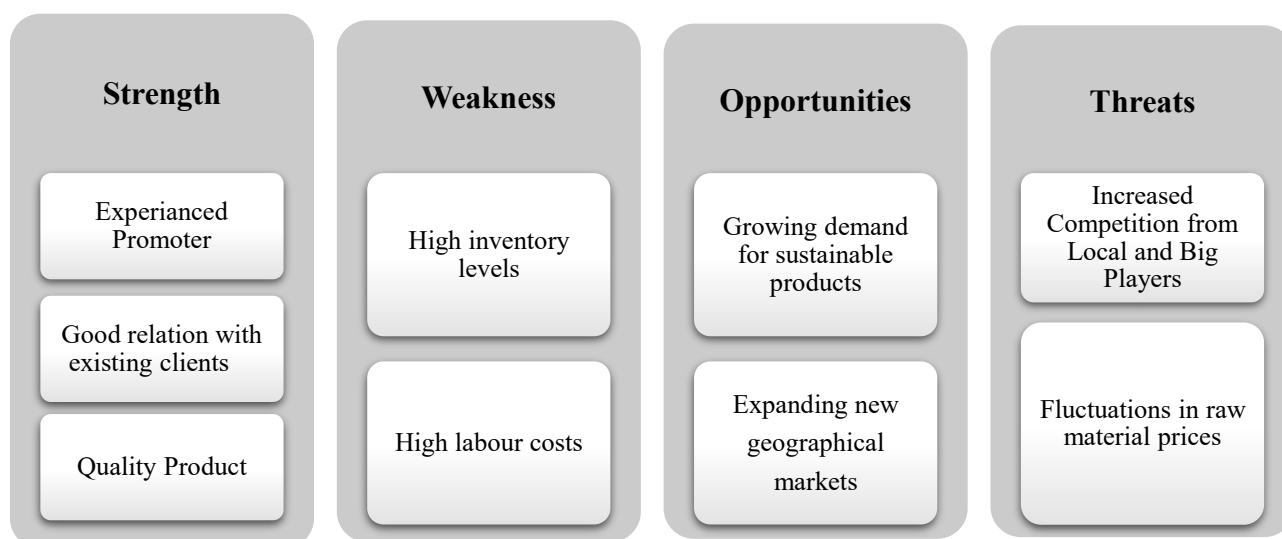
We will continue to focus on further increasing our operating practices and improving operational effectiveness in our projects. Higher operational effectiveness achieved by adopting various new ways to project management and tracking and without compromising on employee happiness, results in greater performance and higher sales which allows us to reduce our fixed cost and thereby, increasing our profit margins. We wish to constantly pass such benefit to our shareholders and increase our efficiency further. We also wish to target economies of scale to gain increased negotiating power on procurement.

### **4. Improving operational efficiencies**

Our Company intends to improve efficiencies to achieve cost reductions so that they can be competitive. This can be done through domestic presence and economies of scale. Increasing our penetration in existing regions with new range of products, will enable us to penetrate into new catchment areas within these regions and optimize our infrastructure. As a result of these measures, our Company will be able to increase its market share and profitability.

## **SWOT ANALYSIS**





## OUR GEOGRAPHICAL SPREAD

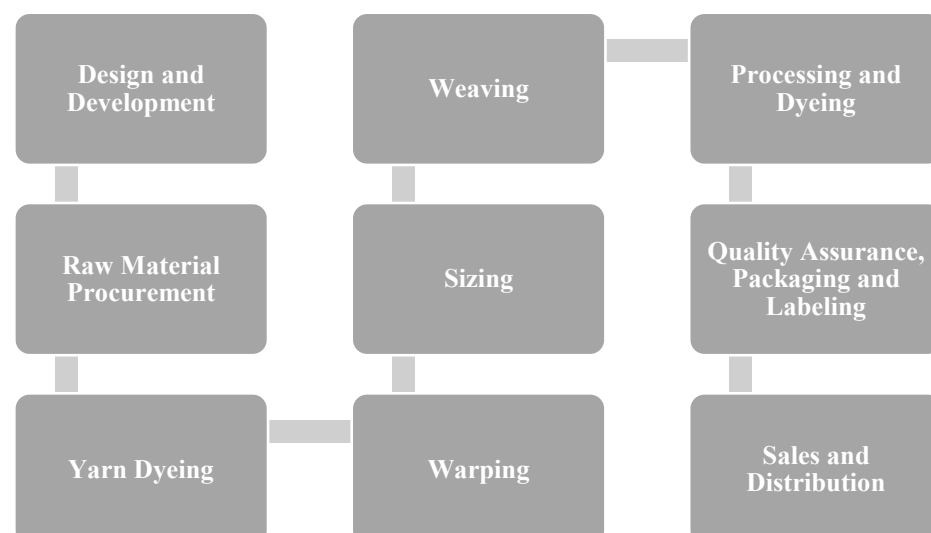
We currently operate from the following Registered Office located in Maharashtra and manufacturing units is located in Gujarat:

<b>Registered Office</b>	Office No. 314, 3 <sup>rd</sup> Floor, Kewal Industrial Estate, S B Marg, Lower Parel-400013, Mumbai, India.
<b>Factory Unit-I</b>	Plot No. 1401/2, Shed No. J/1401/1, Survey No. 149/P, Umbergaon Industrial Estate, Umbergaon, Valsad
	Plot No. 603/A, Umbergaon Industrial Area, Umbergaon, Valsad
	Plot No. 1401/1, Shed No. J/1401/1, Survey No. 150/P, Umbergaon Industrial Estate, Umbergaon, Valsad
<b>Factory Unit-II</b>	Survey No. 141/P, Plot No. 406, Umbergaon Industrial Estate, Umbergaon, Valsad
<b>Factory Unit-III</b>	Plot No. 603/B, GIDC, Umbergaon
<b>Warehouse</b>	Gala No. 202, D Building, JMD Complex, Sonibai Compound, Rahanal Village, Taluka-Bhiwandi, Dist. Thane-421302

## BUSINESS PROCESSES FLOW CHART

Our Business Verticals consist of two divisions Fabric Manufacturing Division and Garment Manufacturing Division: -

### A PROCESS OF FABRIC DIVISION TEXTILE BUSINESS:





## 1. Design and Development

We create fabric designs that capture current market trends and customer preferences and incorporate sustainable materials, digital printing, and innovative textures. We design the fabrics that cater customer needs, provide comfort and luxury. We forecast trend, fashion and customer feedback to take informed design decisions and deliver unique, market-driven fabric designs that exceed customer expectations.

We develop fabric samples for review and approval. Ensure samples meet quality standards, including color accuracy, fabric quality and texture. We finalize fabric design, specifications, fabric composition, weight and weave.

## 2. Raw Material Procurement

We source yarn from suppliers based on quality, price and per requirement of the customers. We negotiate prices, lead times and payment terms with selected suppliers. We source yarns that meet specific fiber, colour and quality requirements.

## 3. Yarn Dyeing

Yarn dyeing is the dyeing of the yarns before they have been woven or knitted into fabrics. Yarn dyeing is used to create interesting checks, stripes and plaids with different-colored yarns in the weaving process. After procurement of raw material we send yarn for dyeing at vendors facility as per specifications of customer. After completing the job-work, they undergo a quality check to ensure the specification are as per requirement.

## 4. Warping

Warping is intended to prepare the beam of the weaver to be installed on the weaving machine. Warping performs the following operations:

- Create, out of a limited number of warp threads (creel load), a warp composed of any number of threads with the desired length.
- Arrangement of the above-mentioned threads according to the desired sequence.

The industrial warping process can be accomplished:

- Sectional warping (conical drum or indirect warping).
- Beam warping or direct warping (preparatory beam warping).

## 5. Sizing:

Sizing is the implementation of the adhesive protective layer before weaving in the warp threads. Warp yarns can resist the complex stresses they are subjected to in the weaving machine.

## 6. Weaving

We produce fabric using weaving or knitting processes. For that we set up weaving or knitting machines according to fabric design specifications. We monitor the weaving or knitting process to ensure fabric quality and consistency, adjust machine settings as needed to achieve desired fabric texture and density. We produce fabric to specified dimensions, weight, and quality standards.

## 7. Processing and Dyeing

After weaving, we send the fabric for dyeing, printing and finishing as per requisition of customer. In dyeing process, color is applied to fabrics using various dyeing techniques and chemicals, further apply patterns or designs to fabrics using techniques like screen printing or digital printing and at later stage treat fabrics with chemicals or processes to enhance their properties, such as softness, wrinkle resistance, or water repellency.

## 8. Quality Assurance, Packaging and Labeling

We conduct final quality assurance checks. We conduct inspections of finished fabric to ensure quality and consistency. We check for defects, such as weaving errors, yarn breaks or color inconsistencies. We verify fabric meets specifications, including weight, width, and thread count. We test fabric for performance characteristics such as durability, wrinkle resistance.

We package fabric in rolls, folds or bags according to customer specifications. We use protective materials, such as paper, plastic, or cardboard, to prevent damage. We label packages with customer information, fabric details and handling instructions. We ensure labels comply with regulatory requirements. Then we attach labels to fabric and verify label accuracy.



## 9. Sales and Distribution

We receive orders from customers, then we verify order accuracy, including fabric type, quantity, color, and delivery details. Also we confirm customer information such as shipping address and payment details. After completed whole process, we ship fabric to customers as per their instructions. We prepare shipments by packaging fabric, generating shipping labels and documenting order details.

### A PROCESS OF GARMENT DIVISION TEXTILE BUSINESS:



#### 1. Design and Development

For some of our customer, we create garment designs that capture current market trends and fashion and some times our customer may provide their own design. We develop prototypes to test fit, comfort, and functionality of garment designs and make adjustments to patterns and prototypes based on fit testing and feedback. Our designers and production team ensure accurate pattern translation and fit.

#### 2. Raw Material Procurement

For our garment production we purchase fabric as a raw material by evaluating suppliers, based on quality, price and lead time or we also use the fabric through in-house production. We also procure zippers, buttons, threads and other small components which are used in garments production. Further we use interlinings to add insulation, cushioning, or padding to specific areas of a garment. Common applications for interlinings include collars, waistbands, buttonholes and pockets.

#### 3. Garment Production

We outsource our garment production process to one of our promoter group entities, JK Fabtex Industries Private Limited and other vendor. After procuring the raw material we send the fabric and raw material along with design and development specification to vendors at their facility for job work which includes cutting, stitching of fabrics, fixing buttons, zippers etc as per the requirements of the customers. After completing the job-work, they undergo a quality check to ensure the specification are as per requirement. After receiving the garment from vendor, we inspect sewn components for quality, accuracy, defects and we do finishing of garments to achieve a professional, crisp appearance.

#### 4. Quality Assurance, Packaging and Labeling

We conduct inspections of finished garments for quality and defects checking includes consistency in stitching, seams and overall construction. We ensure that garments meet customer specifications, design requirements and industry standards.

After considering the customer requirements, we ensure that garments are properly folded, hung or rolled to prevent damage. We ensure labels are securely attached and won't detach during wear or washing. Before shipping to customers, we verify packaging accuracy and quality.

#### 5. Sales and Distribution



We receive orders from customers then we verify order accuracy, including fabric type, quantity, color, and delivery details. Aslo we confirm customer information such as shipping address and payment details. After completed whole process, we ship garment to customers as per their instructions. We prepare shipments by packaging garment, generating shipping labels and documenting order details.



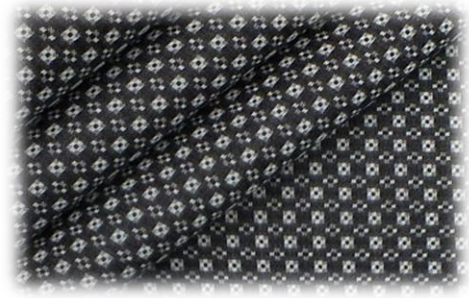

## PRODUCT RANGE

### 1. TEXTILE FABRIC




We use yarns for the formation of fabrics by using number of techniques to produce fabrics such as weaving and felting. The type of fabrics varies by the fibres, the fabric formation techniques, machinery used for producing them and finishing techniques. Fabrics can also be made differently based on the end-usage.

We manufacture the fabric which used in variety of products such as mens shirts wear- formal and casual wear, shervani material, ladies wear - dress material, burkha material, kushan cover material, etc.

However, certain fabrics although uses a particular fiber 100% or uses a blend of different fibers may be termed otherwise and are named depending on weaving patterns, texture and the processes etc.

	<p><b>Yarn Dyed Fabric</b></p> <p>Yarn Dyed Fabric that uses thread that has been dyed before they weave it into fabric tends to hold it's color better and the fabrics raw edges are the same color. Yarn dyed fabrics are those that have more than one color such as gingham, plaid, stripes etc.</p>
	<p><b>Plain Fabric</b></p> <p>Plain-weave fabrics that are not printed or given a surface finish have no right or wrong side. They do not ravel easily but tend to wrinkle and have less absorbency than other weaves.</p>
	<p><b>Structured Fabrics/ Dobby 100%</b></p> <p>Structured fabrics are characterized by the fact that they do not have any more complex jacquard pattern. They are made by different weaving techniques.</p>
	<p><b>Rock Solids</b></p> <p>The Collection boasts of an expert handpicked range of Solid fabrics comprising of the trendiest color of the seasons.</p>



	<p><b>Cotton Linen</b></p> <p>The collection involves a wide range of Jacquard designs in panel and all overs, Prints and Patterns.</p>
	<p><b>Double Cloth</b></p> <p>Double cloth comes in different varieties of Jacquards &amp; Dobby as well.</p>
	<p><b>Jacquards</b></p> <p>The qualities include 100% Cotton, PolyCot &amp; Cotton Linen.</p>

## 2. READYMADE GARMENTS



Our Readymade Garments Division is well equipped with required technology, allowing us to produce garments that are not only stylish but also durable and comfortable. Our team of skilled designers and artisans work diligently to create unique and fashionable garments that cater to the diverse and sophisticated tastes of our customers.

Quality is the hallmark of our operations. Our robust quality control procedures are implemented at every stage of the production process to ensure that each garment leaving our facility is of superior quality. We believe that customer satisfaction and delight are paramount, and our philosophy is centered around meeting and exceeding our customers' expectations.

Krizz Retail, a division of KK Silk Mills Limited is a garment manufacturing unit. Our sampling department and design studio are at the forefront of fashion innovation, ensuring that we deliver trendy and quality garments to our customers, with creativity. From the procurement of raw materials to the designing and stitching process, every step is carefully monitored to maintain the highest level of craftsmanship.

## 3. FINISHED FABRIC



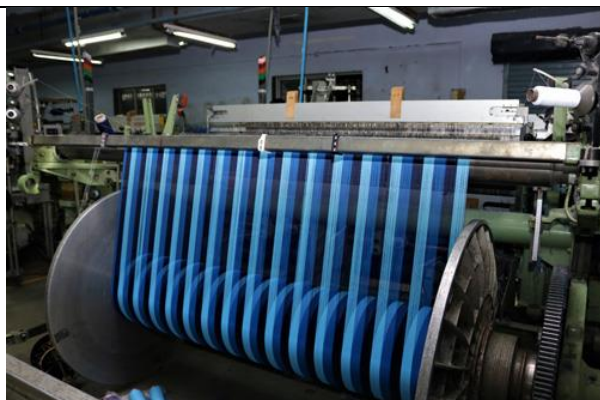


We have established our brands under different Trademarks "TexTree", growing rapidly over OTC (Over-the-Counter). Textree is creating a trend which has raised the bar of quality fabrics in national as well as international markets. Starting right from designing to production to sampling and sales, entire process is inhouse making Quality control and timely supply are our key feature. We also supply fabric to Corporates as well as Uniform institutes.

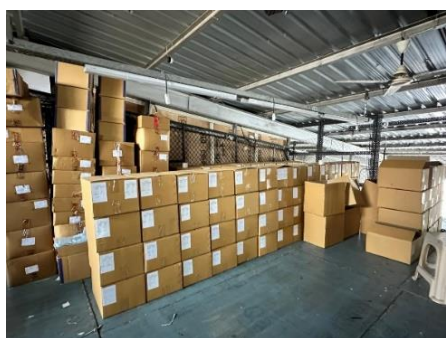
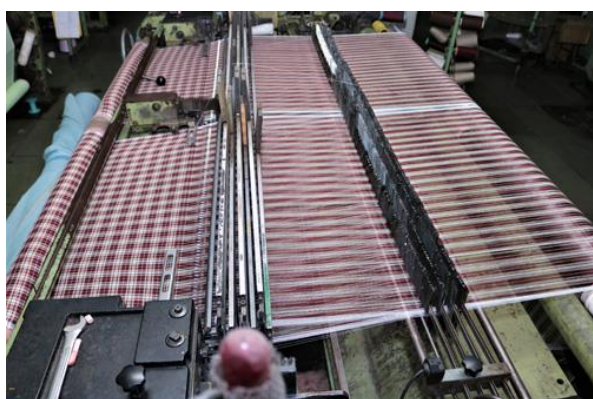
Textree a division from where we are supplying Finished Fabric according to consumer needs with Unique and innovative cultures and designs, striving each day to come up with new designs and base fabric.

#### GLIMPSE INTO K K SILK MILLS LIMITED

##### Manufacturing Units







## EQUIPTMENTS AND MACHINERIES

List of equipment used production process as at March 31, 2025;

Sr. No.	Equiptments and Machine Name	No of Unit	Classification
1	Sulzer weaving loom	17	Owned
2	PiconaoI Rapier loom	31	Owned
3	Prashant gamatex warping machine	1	Owned
4	Elgi compressor	1	Owned
5	Conning machine	1	Owned
6	Grey checking machine with rolling	2	Owned
7	Dornier rapier loom	31	Owned
8	Dornier rapier loom with staubli jacquard	22	Owned



Sr. No.	Equipments and Machine Name	No of Unit	Classification
9	Screw compressor	1	Owned
10	Grey checking machine	2	Owned
11	Butta cut machine	1	Owned
12	Picanol rapier loom	24	Owned
13	Benenger warping	1	Owned
14	Suzuki warping	1	Owned
15	Grey cheeling machine	1	Owned
16	Humidity plant	1	Owned
17	Dornier Jacquard loom with staubli + Bonas	54	Owned
18	Warping Machine (Prashant gamatex)	3	Owned
19	Grey checking machine	2	Owned

#### **COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS**

Our Company has not entered into any collaboration, or performance guarantee or assistance for marketing with any Company.

#### **MARKETING**

Marketing is an important function of our organization.

Our success lies in the strength of our relationship with our customers who have been associated with us for long period. Our promoters, Mr. Manish Kantilal Shah and Mr. Nilesh Kantilal Jain, through their vast experience and good rapport with clients owing to timely and quality delivery of products plays an important role in creating and expanding a work platform for our Company. To retain our customers, we regularly interact with them and focus on gaining an insight into the designs and other additional needs of such customers. With large sales potential, low infrastructure costs, raw material proximity and the availability of professional expertise of our Promoters, we plan to grow geographically.

#### **OUR CUSTOMERS**

With a commitment to quality, innovation and customer satisfaction, we are dedicated to become trusted manufacturer in the textile and garment industry. We are committed to providing our clients with a range of products that not only align with international fashion standards, but also set new standards for quality and design. Our aim is to offer a collection of suiting and shirting fabrics, corporate wear, men's trousers, and ready-made garments that not only meet, but surpass the expectations of our clients and elevate their style. The primary customer groups we have includes B2B.

#### **COMPETITION**

The industry in which we operate is highly competitive and fragmented. Competition emerges from small as well as big players in the textile industry. The organized players in the industry compete with each other by providing high quality time bound products and value-added services. We have a number of competitors offering services similar to us. We believe the principal elements of competition in textile industry are price, fabric quality, timely delivery and reliability. We compete against our competitors by establishing ourselves as a knowledge-based processing unit with industry expertise in Dyeing and Printing which enables us to provide our clients with innovative designs suitable to current fashion and market requirements.

#### **RAW MATERIALS**

We manufacture fabrics and garments based on management estimation for upcoming orders and based on the orders received. The manufacturing process consists of several steps such as procurement of raw material, inspection raw materials received, design & development, sampling, weaving, dyeing, printing, finishing and final assembly, final product quality testing and pre-delivery inspection & dispatch.

Our primary raw material is yarn and fabric. We procure these raw materials from our suppliers based on purchase orders, and we do not have any purchase agreements or firm commitments with them. The raw materials are only sourced from suppliers from our approved vendors list. Raw materials are inspected based on specifications and parameters quality






## INTELLECTUAL PROPERTIES

Following are the details of the Trademarks Registered in the name of our company, in India:



Sr. No.	Description	Name in the Certificate	Application/Registration Number/Mark/Label	Trademark Type	Class	Trademark	Issuing Authority	Date of Issue/Application	Status
1.	Trademark	K K Silk Mills Limited	Certificate No. 2351919 Trademark No. 3952264	Device	25		Registrar of Trademark	December 30, 2019 Valid upto: September 21, 2028	Registered
2.	Trademark	Krizz Retail-A Division of K. K. Silk Mills Private Limited	Certificate No. 1286769 Trademark No. 2624838	Device	25		Registrar of Trademark	July 05, 2016 Valid upto: November 08, 2033	Registered
3.	Trademark	Krizz Retail-A Division of K. K. Silk Mills Private Limited	Certificate No. 2116393 Trademark No. 2939344	Device	25		Registrar of Trademark	March 7, 2019 Valid upto: April 10, 2035	Registered
4.	Trademark	Kantilal B. Shah*	Certificate No. 830348 Trademark No. 1715591	Device	25		Registrar of Trademark	July 29, 2008 Valid upto: July 29, 2028	Registered
5.	Trademark	K. K. Silk Mills Limited	Certificate No. 3072184 Trademark No. 5338391	Device	24		Registrar of Trademark	September 26, 2022 Valid upto: February 21, 2032	Registered
6.	Trademark	Mr. Hirachand Sardarmal Jain**	Certificate No. 1591210 /= Trademark No. 2603076	Device	24		Registrar of Trademark	July 04, 2017 Valid Upto: September 26, 2033	Registered
Notes:									



**\* The trademark “ ” was registered in the name of Late Kantilal B Shah (Father of Mr. Manish Kantilal Shah), promoter and director of the company and through a Non-Objection Certificate (NoC) vide dated 04th April 2025, Mr. Manish Kantilal Shah (Legal Heir of Late Kantilal B Shah) has authorised the Company to use the said Intellectual Property without any special terms and conditions.**

**\*\*As per a Deed of Assignment dated January 06,2023, Mr. Hirachand Sardarmal Jain had assigned and transferred trade mark Tex Tree to K K Silk Mills Limited and registration of said agreement is in process.**

Trademark related Approvals applied by the Company yet to be received:

Sr. No.	Description	Application Number	Application/Registration Number/Mark/Label	Trademark Type	Class	Applicable Laws	Issuing Authority	Date of Issue/Application	Status
1.	Registration for Wordmark	6572241	Krizz Retail-A Division of K. K. Silk Mills Private Limited	XKIND (word)	25	Trademark Act, 1999	Trademark Registry	August 12, 2024	Formality Check Pass
2.	Registration for Device	6572242	Krizz Retail-A Division of K. K. Silk Mills Private Limited		25	Trademark Act, 1999	Trademark Registry	August 12, 2024	Formality Check Pass
3.	Registration for Device	6572243	Krizz Retail-A Division of K. K. Silk Mills Private Limited		25	Trademark Act, 1999	Trademark Registry	August 12, 2024	Formality Check Pass





#### Domain Name

Sr. No.	Domain Name	Name of Registrar/ IANA ID	Creation Date	Expiry Date
1.	<a href="http://www.kksilkmills.com">www.kksilkmills.com</a>	Name of Registrar: NameCheap, Inc. IANA ID: 1068	June 20, 2008	June 20, 2025
2.	<a href="http://www.krizzretail.com">www.krizzretail.com</a>	Name of Registrar: g-net solutions coimbatore pvt ltd IANA ID: 625	August 1, 2008	August 1, 2025

#### CAPACITY AND CAPACITY UTILIZATION

The details of capacity and capacity utilization of our manufacturing facility is mentioned below:

For the year/ period ended	Existing installed capacity (MTR)	Actual Production (MTR)	% of actual production to installed capacity
March 31, 2022	15000000	7660908	51.07%
March 31, 2023	15000000	12248952	81.66%
March 31, 2024	20000000	18533596	92.67%
December 31, 2024 (for 9 months)	15000000	13361247	89.07%

**Source:** Based on certificate of Er. Parth P Patel., Chartered Engineer dated April 10, 2025.

#### IMMOVABLE PROPERTY

The Details of the Immovable properties taken on lease / rent basis are given below:

Sr. No.	Name of Lessor	Name of Lessee	Address of Property	Usage Purpose	Area	Rent (in ₹)	Tenure
1	Mr. Khan Imran Khalid and Khan Mohammed Khalid Badruddin	K K Silk Mills Limited	Office No. 314, 3 <sup>rd</sup> Floor, Kewal Industrial Estate, S B Marg, Lower Parel-400013, Mumbai	Registered Office	1080 Sq. Feet	35000/- per month	From June 10, 2023 to June 09, 2028
2	The Gujarat Industrial Development Corporation (GIDC Vapi)	K K Silk Mills Private Limited (Now known as K K Silk Mills Limited)	Plot No. 1401/2, Shed No. J/1401/1, Survey No. 149/P, Umbergaon Industrial Estate, Umbergaon, Valsad	Factory Unit I	879 Sq. Mtrs	1,60,200/-	For term of 99 years from February 11, 2002
3	The Gujarat Industrial Development Corporation	Manish Weaving Industries Private Limited (Now known as K K Silk Mills Limited)	Plot No. 603/A, Umbergaon Industrial Area, Umbergaon, Valsad	Factory Unit I	1422 Sq. Mtrs.	113792/-	For term of 99 years from November 18, 1991
4	The Gujarat Industrial Development Corporation (GIDC Vapi)	K K Silk Mills Private Limited (Now known as K K Silk Mills Limited)	Plot No. 1401/1, Shed No. J/1401/1, Survey No. 150/P, Umbergaon Industrial Estate, Umbergaon, Valsad	Factory Unit I	530 Sq. Mtrs	1,60,200/-	For term of 99 years from February 28, 2003





5	M/s Prerna Syntwist Pvt. Ltd.	K K Silk Mills Private Limited (Now known as K K Silk Mills Limited)	Revenue Survey No. 141/P, Plot No. 406, Umbergaon Industrial Estate, Umbergaon, Valsad	Factory II	1638 Sq. Mtrs.	1,55,000/-	For term of 82 years from June 04, 2008
6	M/s V. K. Silk Mills	KK Silk Mills Limited	Plot No. 603/B, GIDC, Umbergaon	Factory Unit III	953 Sq. Mts.	55000/- per month	From January 01, 2021 to December 31, 2025
7	M/s JMD Enterprises	Tex tree a Division of K.K. Silk Mills Limited	Gala No. 202, D Building, JMD Complex, Sonibai Compound, Rahanal Village, Taluka- Bhiwandi, Dist. Thane-421302	Godown	6613 Sq. Feet	81000/- per month	From June 01, 2024 to March 31, 2027

The Details of the Immovable properties owned are given below:

Sr. No.	Name of Seller	Address of Property	Usage Purpose	Area	Consideration (in ₹)	Date of Acquisition
1	Sheetal Co. Op. Housing Society Ltd.	Flat No. 404, on 3 <sup>rd</sup> Floor, A Block of Sheetal Co. Op. Housing Society Ltd., Umbergaon, Valsad	Guest House	640 sq. Feet	208000/-	October 20, 1998

## INSURANCE

Presently, our Company has following Insurance Policies:

Sr. No.	Insurance Company	Policy Number	Name of Insured/Proposer	Period of Insurance	Details	Sum assured (₹)	Premium Paid (Amount in ₹)
1	United India Insurance Company Limited	1810001124P120315912	K K Silk Mills Limited	From March 17, 2025 to March 16, 2026	Stock Insurance at warehouse	5,00,00,000/-	79,065/-
2	United India Insurance Company Limited	1810001124P120306888	K K Silk Mills Limited	From March 17, 2025 to March 16, 2026	Factory Insurance	15,65,23,000/-	2,47,495/-
3	United India Insurance Company Limited	1810001124P120313410	K K Silk Mills Limited	From March 17, 2025 to March 16, 2026	Factory Insurance	21,10,45,000/-	3,33,704/-
4	United India Insurance Company Limited	1810001124P120313777	K K Silk Mills Limited	From March 17, 2025 to March 16, 2026	Stock Insurance at Factory	40,00,00,000/-	6,38,804/-



Sr. No.	Insurance Company	Policy Number	Name of Insured/Proposer	Period of Insurance	Details	Sum assured (₹)	Premium Paid (Amount in ₹)
5	United India Insurance Company Limited	1810001124P120315110	K K Silk Mills Limited	From March 17, 2025 to March 16, 2026	Factory Insurance	16,23,80,000/-	2,56,755/-
6	The Oriental Insurance Company Limited	172201/31/2025/519	K K Silk Mills Private Limited (Now known as K K Silk Mills Limited)	From February 11, 2025 to February 10, 2026	Vehicle Insurance	10,188/-	994/-
7	The Oriental Insurance Company Limited	172201/31/2025/146	K K Silk Mills Private Limited (Now known as K K Silk Mills Limited)	From July 06, 2024 to July 05, 2025	Vehicle Insurance	17,201/-	1,126/-
8	ICICI Lombard General Insurance Company Limited	3005/375617006/00/B00	K K Silk Mills Limited	From January 09, 2025 to January 08, 2026	Vehicle Insurance	72,335/-	1,789/-
9	United India Insurance Company Limited	1810003124P118953817	K K Silk Mills Limited	From February 27, 2025 to February 26, 2026	Vehicle Insurance	-	984/-



## HISTORY AND CORPORATE STRUCTURE

Our Company was originally incorporated as “Manish Weaving Industries Private Limited” as a private limited company, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 26, 1991 issued by Registrar of Companies, Bombay having Registration Number 11-63074. The name of our company was changed to “K.K. Silk Mills Private Limited”. Consequent upon change of name a fresh Certificate of Incorporation dated June 01, 2001 was issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted from a private limited company to public limited company by Special resolution passed in the Extra-Ordinary General Meeting of the company dated May 17, 2018 and consequently, the name of our Company was changed to “K K Silk Mills Limited” and a fresh certificate of incorporation dated June 06, 2018 was issued to our Company by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U17120MH1991PLC063074.

Our Company is engaged in the business of manufacturing of fabrics as well as garments. Our range of garment products covers all the age group segments such as kids wear, men’s wear, women’s wear. We use variety of knitted fabrics such as 100% cotton, 100% polyester, blended (cotton and polyester) and printed polyester fabrics in the production of garments. We manufacture the fabric which used in variety of products such as mens shirts wear- formal and casual wear, shervani material, ladies wear - dress material, burkha material, kushan cover material etc. We sell our knitted fabrics to domestic and international garment manufacturers. We have approximately 5422 sq. mtrs. size area manufacturing plant located at Umbergaon, Valsad.

### REGISTERED OFFICE:

Registered Office of the Company is presently situated at 314, Kewal Industrial Estate, S. B. Road, Delisle Road, Lower Parel (W)- 400013, Mumbai, Maharashtra, India.

Except disclosed below, the Registered office of our Company has not been changed since incorporation.

Date of Change of Registered office	Registered Office		Reason
On Incorporation	24A Siddhi Vinayak Building Old Hanuman 1 <sup>st</sup> Cross Lane Kalbhadevi, Mumbai, Maharashtra ,400002, India		Not Applicable
	<b>Changed From</b>	<b>Changed to</b>	
March 19, 2025	24A Siddhi Vinayak Building Old Hanuman 1 <sup>st</sup> Cross Lane Kalbhadevi, Mumbai, Maharashtra ,400002, India	314, Kewal Industrial Estate, S. B. Road, Delisle Road, Lower Parel (W)- 400013, Mumbai, Maharashtra, India	Administrative Convenience

### KEY AWARDS, CERTIFICATIONS, ACCREDITATIONS AND RECOGNITIONS

NIL

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

#### NAME CLAUSE

The Following changes have been made in Name Clause of our Company since its inceptions.

Date of Approval of Shareholders	Particulars
On Incorporation	“Manish Weaving Industries Private limited”
January 15, 2001	Name change of the Company from “Manish Weaving Industries Private limited” to “K.K. Silk Mills Private Limited”
May 17, 2018	The company was converted from Private Limited to Public Limited and pursuant to that the name of the company was changed to “K K Silk Mills Limited”.

#### OBJECT CLAUSE

The Following changes have made in Object Clause of our company since its inceptions.



Date of Approval of Shareholders	Particulars	Reason
March 19, 2012	Insertion of new clause to the III (C) of the other object	Business Expansion and diversify its activities in other divisions of this industry.

#### **AUTHORIZED CAPITAL**

The following changes have been made in the Authorized Capital of our Company since inception:

Date of Amendment	Particulars
On Incorporation 1991	Authorized Capital of ₹ 10.00 Lakhs (Rupees Ten Lakh Only) Consisting into 1,00,000 (One Lakh Only) Equity Shares of ₹ 10/-each.
February 08, 1993	Increase in Authorised Capital from ₹ 10.00 Lakhs (Rupees Ten Lakh Only) Consisting into 1,00,000 (One Lakh Only) Equity Shares of ₹ 10/-each to ₹ 30.00 Lakhs (Rupees Thirty Lakhs Only) Consisting into 3,00,000 (Three Lakhs Only) Equity Shares of Rs.10/-each
October 30, 1998	Increase in Authorised Capital from ₹ 30.00 Lakhs (Rupees Thirty Lakhs Only) Consisting into 3,00,000 (Three Lakhs Only) Equity Shares of Rs.10/-each to ₹ 70.00 Lakhs (Rupees Seventy Lakhs Only) Consisting into 7,00,000 (Seven Lakhs Only) Equity Shares of Rs.10/-each
August 27, 2001	Increase in Authorised Capital from ₹ 70.00 Lakhs (Rupees Seventy Lakhs Only) Consisting into 7,00,000 (Seven Lakhs Only) Equity Shares of Rs.10/-each to ₹ 200.00 Lakhs (Rupees Two Hundred Lakhs Only) Consisting into 20,00,000 (Twenty Lakhs Only) Equity Shares of Rs.10/-each
December 10, 2003	Increase in Authorised Capital from ₹ 200.00 Lakhs (Rupees Two Hundred Lakhs Only) Consisting into 20,00,000 (Twenty Lakhs Only) Equity Shares of Rs.10/-each to ₹ 203.00 Lakhs (Rupees Two Hundred and Three Lakhs Only) Consisting into 20,30,000 (Twenty Lakhs Thirty Thousand Only) Equity Shares of Rs.10/-each
July 14, 2004	Increase in Authorised Capital from ₹ 203.00 Lakhs (Rupees Two Hundred and Three Lakhs Only) Consisting into 20,30,000 (Twenty Lakhs Thirty Thousand Only) Equity Shares of Rs.10/-each to ₹ 207.00 Lakhs (Rupees Two Hundred and Seven Lakhs Only) Consisting into 20,70,000 (Twenty Lakhs Seventy Thousand Only) Equity Shares of Rs.10/-each
October 19, 2005	Increase in Authorised Capital from ₹ 207.00 Lakhs (Rupees Two Hundred and Seven Lakhs Only) Consisting into 20,70,000 (Twenty Lakhs Seventy Thousand Only) Equity Shares of Rs.10/-each to ₹ 222.00 Lakhs (Rupees Two Hundred and Twenty-Two Lakhs Only) Consisting into 22,20,000 (Twenty-Two Lakhs Twenty Thousand Only) Equity Shares of Rs.10/-each
December 23, 2006	Increase in Authorized Capital from ₹ 222.00 Lakhs (Rupees Two Hundred and Twenty-Two Lakhs Only) Consisting into 22,20,000 (Twenty-Two Lakhs Twenty Thousand Only) Equity Shares of ₹ 10/-each to ₹ 237.00 Lakhs (Rupees Two Hundred and Thirty-Seven Lakhs Only) Consisting into 23,70,000 (Twenty-Three Lakhs Seventy Thousand Only) Equity Shares of Rs.10/-each
March 10, 2009	Increase in Authorized Capital from ₹237.00 Lakhs (Rupees Two Hundred and Thirty-Seven Lakhs Only) Consisting into 23,70,000 (Twenty-Three Lakhs Seventy Thousand Only) Equity Shares of ₹ 10/-each to ₹ 237.24 Lakhs (Rupees Two Hundred and Thirty-Seven Lakhs and Twenty-Four Thousand Only) Consisting into 23,72,400 (Twenty-Three Lakhs Seventy-Two Thousand Four Hundred Only) Equity Shares of Rs.10/- each
March 26, 2009	Increase in Authorized Capital from ₹ 237.24 Lakhs (Rupees Two Hundred and Thirty-Seven Lakhs and Twenty-Four Thousand Only) Consisting into 23,72,400 (Twenty-Three Lakhs Seventy-Two Thousand Four Hundred Only) Equity Shares of Rs.10/- each to ₹ 247.24 Lakhs (Rupees Two Hundred and Forty-Seven Lakhs and Twenty-Four Thousand Only) Consisting into 24,72,400 (Twenty-Four Lakhs Seventy-Two Thousand Four Hundred Only) Equity Shares of ₹ 10/-each



Date of Amendment	Particulars
May 30, 2009	Increase in Authorized Capital from ₹ 247.24 Lakhs (Rupees Two Hundred and Forty-Seven Lakhs and Twenty-Four Thousand Only) Consisting into 24,72,400 (Twenty-Four Lakhs Seventy-Two Thousand Four Hundred Only) Equity Shares of ₹ 10/-each to ₹ 263.94 Lakhs (Rupees Two Hundred and Sixty-Three Lakhs and Ninety- Four Thousand Only) Consisting into 26,39,400 (Twenty-Six Lakhs Thirty-Nine Thousand Four Hundred Only) Equity Shares of ₹ 10/-each
March 10, 2010	Increase in Authorized Capital from ₹ 263.94 Lakhs (Rupees Two Hundred and Sixty-Three Lakhs and Ninety- Four Thousand Only) Consisting into 26,39,400 (Twenty-Six Lakhs Thirty-Nine Thousand Four Hundred Only) Equity Shares of ₹ 10/-each to ₹ 273.94 Lakhs (Rupees Two Hundred Seventy-Three Lakhs Ninety-Four Thousand Only) Consisting into 27,39,400 (Twenty-Seven Lakhs Thirty-Nine Thousand Four Hundred Only) Equity Shares of ₹ 10/-each
February 25, 2011	Increase in Authorized Capital from ₹ 273.94 Lakhs (Rupees Two Hundred Seventy-Three Lakhs Ninety-Four Thousand Only) Consisting into 27,39,400 (Twenty-Seven Lakhs Thirty-Nine Thousand Four Hundred Only) Equity Shares of ₹ 10/-each to ₹ 288.94 Lakhs (Rupees Two Hundred Eighty-Eight Lakhs Ninety-Four Thousand Only) Consisting into 28,89,400 (Twenty-Eight Lakhs Eighty-Nine Lakhs Four Hundred Only) Equity Shares of ₹ 10/-each
November 29, 2011	Increase in Authorized Capital from ₹ 288.94 Lakhs (Rupees Two Hundred Eighty-Eight Lakhs Ninety-Four Thousand Only) Consisting into 28,89,400 (Twenty-Eight Lakhs Eighty-Nine Lakhs Four Hundred Only) Equity Shares of ₹ 10/-each to ₹ 290.44 Lakhs (Rupees Two Hundred Ninety Lakhs Ninety Forty-Four Thousand Only) Consisting into 29,04,400 (Twenty-Nine Lakhs Four Thousand Four Hundred Only) Equity Shares of ₹ 10/-each
March 20, 2012	Increase in Authorized Capital from ₹ 290.44 Lakhs (Rupees Two Hundred Ninety Lakhs Forty-Four Thousand Only) Consisting into 29,04,400 (Twenty-Nine Lakhs Forty-Four Thousand Only) Equity Shares of ₹ 10/-each to ₹ 305.44 Lakhs (Rupees Three Hundred Five Lakhs Forty-Four Thousand Only) Consisting into 30,54,400 (Thirty Lakhs Fifty-Four Thousand Four Hundred Only) Equity Shares of ₹ 10/-each
February 07, 2013	Increase in Authorised Capital from ₹ 305.44 Lakhs (Rupees Three Hundred Five Lakhs Forty-Four Thousand Only) Consisting into 30,54,400 (Thirty Lakhs Fifty-Four Lakhs Four Hundred Only) Equity Shares of ₹ 10/-each to ₹ 330.44 Lakhs (Rupees Three Hundred Thirty Lakhs Forty-Four Thousand Only) Consisting into 33,04,400 (Thirty-Three Lakhs Four Thousand Four Hundred Only) Equity Shares of ₹ 10/- each
June 6, 2013	Increase in Authorised Capital from ₹ 330.44 Lakhs (Rupees Three Hundred Thirty Lakhs Forty-Four Thousand Only) Consisting into 33,04,400 (Thirty-Three Lakhs Four Thousand Four Hundred Only) Equity Shares of ₹ 10/-each to ₹ 355.44 Lakhs (Rupees Three Hundred Fifty-Five Lakhs Forty-Four Thousand Only) Consisting into 35,54,400 (Thirty-Five Lakhs Fifty-Four Thousand Four Hundred Only) Equity Shares of ₹ 10/- each
August 28, 2013	Increase in Authorised Capital from 355.44 Lakhs (Rupees Three Hundred Fifty-Five Lakhs Forty-Four Thousand Only) Consisting into 35,54,400 (Thirty-Five Lakhs Fifty-Four Thousand Four Hundred Only) Equity Shares of ₹ 10/-each to ₹ 375.00 Lakhs (Rupees Three Hundred Seventy-Five Lakhs Only) Consisting into 37,50,000 (Thirty-Seven Lakhs Fifty Thousand Only) Equity Shares of ₹ 10/- each
June 14, 2018	Increase in Authorised Capital from ₹375.00 Lakhs (Rupees Three Hundred Seventy-Five Lakhs Only) Consisting into 37,50,000 (Thirty-Seven Lakhs Fifty Thousand Only) Equity Shares of ₹ 10/- each to ₹ 1125.00 Lakhs (Rupees One Thousand One Hundred Twenty-Five Lakhs Only) Consisting into 1,12,50,000 (One Crore Twelve Lakhs Fifty Thousand Only) Equity Shares of ₹ 10/-each
November 05, 2024	Increase in Authorised Capital from ₹1125.00 Lakhs (Rupees One Thousand One Hundred Twenty-Five Lakhs Only) Consisting into 1,12,50,000 (One Crore Twelve Lakhs Fifty Thousand Only) Equity Shares of ₹ 10/-each to ₹ 2250.00 Lakhs (Rupees Two Thousand Two Hundred Fifty Lakhs Only) Consisting into 2,25,00,000 (Two Crore Twenty-Five Lakhs Only) Equity Shares of ₹ 10/-each



Date of Amendment	Particulars
April 24, 2025	Increase in Authorised Capital from ₹2250.00 Lakhs (Rupees Two Thousand Two Hundred Fifty Lakhs Only) Consisting into 2,25,00,000 (Two Crore Twenty-Five Lakhs Only) Equity Shares of ₹ 10/-each to ₹ 2300.00 Lakhs (Rupees Two Three Hundred Lakhs Only) Consisting into 2,30,00,000 (Two Crore Thirty Lakhs Only) Equity Shares of ₹ 10/-each

## MAJOR EVENTS

There are no major events in the company since its incorporation except as mentioned below.

Year	Key Events/Milestone/ Achievement
1991-92	Our Company was incorporated as a private limited company under the name “Manish Weaving Industries Private Limited”
2018-19	Our Company was converted into Public Limited Company under the name of “K.K Silk Mills Limited”

## OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled “*Business Overview*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page no. 125, 112 and 204 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page nos. 156 and 61 respectively of this Draft Red Herring Prospectus.

## RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

For details regarding our capital raising activities through equity or debt, please see the section entitled “*Capital Structure*” and “*Restated Financial Information*” on page nos. 61 and 176 respectively of this Draft Red Herring Prospectus.

## DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS AND CONVERSION OF LOANS INTO EQUITY

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares.

## SUBSIDIARIES/HOLDINGS AND JOINT VENTURES OF THE COMPANY

Our company does not have any Subsidiaries/Holdings and Joint Ventures as on date of filing Draft Red Herring Prospectus;

## INJUNCTION AND RESTRAINING ORDER

Our company is not under any injunction or restraining order, as on date of filing of this Draft Red Herring Prospectus.

## MANAGERIAL COMPETENCE

For managerial Competence, please refer to the section “*Our management*” on Page no. 156 of this Draft Red Herring Prospectus.

## MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS/ REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS

There has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking in last ten years.

## TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Draft Red Herring Prospectus, the total numbers of equity shareholders are 8 (Eight). For more details on the shareholding of the members, please see the section titled “*Capital Structure*” at page no. 61 of this Draft Red Herring Prospectus.

## MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY





The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

*To carry the business of Manufacturing of cloth and processing, calendaring including running of hand and power process house, buying, selling, importing, distributing and dealing in textiles, cotton, woollen, synthetic fibers and blends, both with natural and made and artificial fibres, polyester.*

#### **SHAREHOLDERS AGREEMENTS**

Our Company has not entered into any shareholders agreement as on the date of filing this Draft Red Herring Prospectus.

#### **OTHER AGREEMENTS**

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

#### **JOINT VENTURE AGREEMENTS**

Our Company has not entered into any joint venture agreement as on the date of this Draft Red Herring Prospectus.

#### **COLLABORATION AGREEMENTS**

Our Company has not entered into any collaboration agreement as on the date of this Draft Red Herring Prospectus.

#### **STRATEGIC PARTNERS**

Our Company is not having any strategic partner as on the date of filing this Draft Red Herring Prospectus.

#### **FINANCIAL PARTNERS**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Red Herring Prospectus.



## KEY INDUSTRY REGULATIONS

*Except as otherwise specified in this Draft Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.*

*Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.*

### APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government Approvals” beginning on page number 223 of this Draft Red Herring Prospectus.

## BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS

### The Textiles Committee Act, 1963 (the “Textile Act”)

The Textile Committee Act, 1963 (the “Textile Act”) was enacted in 1963 to provide for the establishment of a committee for ensuring the quality of textiles and textile machinery and for matters connected therewith. The Textile Act prescribes for establishment of a textile committee (hereinafter referred to as the “Textile Committee”) with the general objective of ensuring a standard quality of textiles both for internal marketing and export purposes as well as standardization of the type of textile machinery used for manufacture. In addition to the general objection as mentioned above, the function of the Textile Committee inter alia include, to undertake, assist and encourage, scientific, technological and economic research in textile industry and textile machinery, promotion of export of textile and textile machinery, establishing or adopting or recognising standard specifications for textile and packing materials used in the packing of textiles or textile machinery for purpose of export and internal consumption and affix suitable marks on such standardized varieties of textiles and packing materials, specify the type of quality control or inspection which will be applied to textile or textile machinery, provide for training in the techniques of quality control to be applied to textiles or textile machinery, provide for inspection and examination of textiles, textile machinery and packing material used in the packing of textile and textile machinery, establishing laboratories and text houses for testing of textiles and data collection and such other matters related to the textile industry.

### Textiles Committee (Cess) Rules, 1975 (the “Textiles Cess Rules”)

The Textiles Cess Rules were made under the Textiles Committee Act, 1963, to levy a cess on the production or import of specified textile goods in India. The cess in the nature of excise duty has been imposed on all textiles and textile machinery manufactured domestically and is collected as a percentage of production or import value. The cess so collected is intended to fund the activities of the Textiles Committee, an organization responsible for promoting the growth, development, and quality standards of the textile industry. The funds raised are used for various purposes such as quality testing, research, and industry promotion. By implementing these rules, the government aims to ensure the competitiveness of India's textile sector while maintaining high product standards.

### Textile Development and Regulation Order, 2001 (“Textile Order”)

The Central Government in exercise of the powers conferred upon it under section 3 of the Essential Commodities Act, 1955 and in supersession of the Textile (Development and Regulation) Order, 1993 brought in force the Textile Order. Under the Textile Order every manufacturer of textiles, textile machinery and every person dealing with textiles is required to maintain books of accounts, data and other records relating to the business in the matter of production, processing, import, export, supply, distribution, sale, consumption etc. and shall furnish such returns or information in respect to the business as and when required by the Textile Commissioner. The Textile Order confers upon the Textile Commissioner powers to issue directions by notification with the prior approval of Central Government to any manufacturer regarding the specification or class of textiles which shall not be manufactured, dyes and chemicals which shall not be used in the manufacture of textile, maximum and minimum quantity of textiles which shall be manufactured, maximum ex-factory or wholesale or retail price at which textiles shall be sold, markings to be made on textiles by manufacturers and the time and



manner of such markings and direct the officer in charge of any laboratory to carry out or cause to be carried out such tests relating to any textiles as may be specified by the Textile Commissioner.

#### **The National Textile Policy, 2024 (the “NTP”)**

The NTP 2024 unveiled by Government is a strategic initiative aimed at revitalizing India's textile sector and positioning it as a global leader. This policy seeks to enhance the growth of the industry by focusing on innovation, sustainability, and employment generation. It includes several financial support mechanisms for businesses, which consist of capital subsidies between 10 per cent and 35 per cent of eligible fixed capital investments, capped at Rs. 1 billion based on taluka and activity. The key goals include increasing production, improving export performance, and fostering skill development across various segments of the textile value chain.

The policy emphasizes the integration of technology to modernize manufacturing processes, promoting the use of sustainable practices to reduce environmental impact, and boosting the domestic market. It also aims to attract investments, especially in the textile parks and infrastructure, thereby providing a conducive environment for businesses to thrive. Furthermore, the policy strives to improve the global competitiveness of Indian textiles, create more job opportunities, and reduce dependency on imports of raw materials. By setting specific targets and providing incentives, it envisions a transformative growth trajectory for India's textile industry over the next decade.

#### **The Factories Act, 1948**

The Factories Act, 1948, as amended, defines a “factory” to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

#### **The Legal Metrology Act, 2009 (“Legal Metrology Act”):**

The Legal Metrology Act, 2009 came into effect on January 14, 2010 and has repealed and replaced the Standard of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters incidental thereto. The Legal Metrology Act, inter alia, provides for: (a) approval of model of weight or measure; (b) verification of prescribed weight or measure by Government approved Test Centre; (c) exempting regulation of weight or measure or other goods meant for export; (d) nomination of a Director by a company who will be responsible for complying with the provisions of the enactment; (e) empowering the Central Government to make rules for enforcing the provisions of the enactment; and (f) penalty for offences and compounding of offences.

#### **The Bureau of Indian Standards Act, 2016 (the “BIS Act”):**

The BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. It has broadened BIS's ambit and allows the Central Government to make it mandatory for certain notified goods, articles, processes etc. to carry standard marks.

#### **The Bureau of Indian Standards Rules, 2018 (the “Bureau of Indian Standards Rules”).**

The Bureau of Indian Standards Rules, 2018, as amended, have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

#### **The Micro, Small and Medium Enterprises Development Act, 2006 (the ‘MSME Act’)**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME), the MSME Act was enacted. In the Union Budget 2025, Finance Minister announced a new MSME classification, increasing the investment limit by 2.5 times and doubling the turnover limits from the existing one which was in effect from July 01, 2020. As per the revised limits which has come into effect from April 1, 2025 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed Rs. 2.5 Crore and annual turnover does not exceed Rs. 10 Crore; Small enterprise, where the investment in plant and machinery



does not exceed Rs.25 crore and annual turnover does not exceed Rs. 100 Crore; a Medium enterprise, where the investment in plant and machinery does not exceed Rs. 125 crore and annual turnover does not exceed Rs. 500 Crore.

## **LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED**

### **The Maharashtra Integrated and Sustainable Textile Policy (2023–2028) ('the Maharashtra Textile Policy')**

The Maharashtra Textile Policy aims to transform the state into a global textile hub by promoting eco-friendly practices, technological innovation, and value-chain integration. With a focus on sustainability, the policy supports the use of non-conventional energy, water recycling, and waste management. It encourages investments in spinning, weaving, processing, and garmenting, while also providing incentives for MSMEs, women entrepreneurs, and rural employment. By aligning with the principles of circular economy and Make in India, the policy seeks to boost exports, create jobs, and make Maharashtra a leader in green and modern textile manufacturing.

To promote sustainability, the policy offers capital subsidies for solar power installations by textile units.

Additionally, the policy emphasizes the development of technical textiles by proposing the creation of technical textile parks in collaboration with private players.

### **The Gujarat Textile Policy 2024 ('Gujarat Textile Policy')**

The Gujarat Textile Policy, effective from October 1, 2024, to September 30, 2029, aims to bolster the State's textile sector by promoting investment, sustainability, and employment generation. Key incentives include capital subsidies ranging from 10% to 35% of eligible fixed capital investment (eFCI), capped at ₹100 crore, varying by taluka category and activity. Interest subsidies between 5% and 7% on term loans are offered for durations of five to eight years, with annual caps based on eFCI. To support operational costs, a power tariff subsidy of ₹1 per unit is provided for five years from the date of commencement of production. Additionally, payroll assistance is available, offering ₹3,000 to ₹5,000 per month for female workers and ₹2,000 to ₹3,000 for male workers, depending on the activity. The policy also emphasizes sustainability by encouraging green manufacturing practices and offers support for quality certification, energy and water conservation, and technology acquisition. By integrating these measures, the policy seeks to position Gujarat as a global leader in the textile industry while promoting economic opportunities for women and youth.

## **Shops and Establishments laws in various states**

As per the provisions of local Shops and Establishments law applicable in the State of Maharashtra and Gujarat, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

## **Stamp Act in various states**

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Governments of Maharashtra and Gujarat, are empowered to prescribe or alter the stamp duty as per their need.

## **Professions, Trade, Callings and Employments Act in various states**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of Maharashtra and Gujarat, are empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the income of individuals, profits of business or gains of vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such persons before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

## **ENVIRONMENTAL LEGISLATIONS**

### **The Environment Protection Act, 1986 and The Environment (Protection) Rules, 1986**



The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for coordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures such as plants, micro-organisms and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

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

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

### **The Water (Prevention and Control of pollution) Act, 1974 (the "Water Act")**

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with.

### **The Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")**

The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

### **Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 ("Hazardous Wastes Rules")**

The Hazardous Wastes Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state PCB for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste.

## **TAX RELATED LEGISLATIONS**

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

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by October 31<sup>st</sup> of each assessment year.

### **The Goods and Services Tax Act, 2017**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer,





purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

## **EMPLOYMENT AND LABOUR LAWS**

### **Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act)**

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

### **The Employees' State Insurance Act, 1948 (ESI Act)**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employers and employees both are required to make contributions to the fund. The return of the contribution made is required to be filed with the Employees' State Insurance Corporation.

### **The Employees' Compensation Act, 1923 (EC Act)**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. The EC Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within 7 days of death/serious bodily injury.

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

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which 10 or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

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

The Contract Labour (Regulation and Abolition) Act, 1970 requires establishments that employ or have employed on any day in the preceding twelve months, 20 or more workers as contract labour to be registered. The Act requires the principal employer of an establishment to which the Contract Labour Act applies to make an application for registration of the establishment to employ contract labour in the establishment. A Contractor to whom the Contract Labour Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The Contract Labour Act imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time.

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





The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the “Act”)**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms ‘sexual harassment’ and ‘workplace’ are both defined in the Act. Every employer should constitute an “Internal Complaints Committee” and every officer and member of the Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

### **Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”)**

The CLPR Act seeks to prohibit the engagement of children in certain occupations and to regulate the conditions of work of children in certain other occupations. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

## **EMPLOYMENT AND LABOUR LAWS CODIFICATION**

### **The Code on Wages, 2019**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. This code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. This code will apply to all employees and allows the Central Government to set a minimum statutory wage.

### **Occupational Safety, Health and Working Conditions Code, 2019**

The Government of India enacted ‘The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 13 labour legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, that concern our business.

### **Industrial Relations Code, 2020**

The Government of India enacted ‘The Industrial Relations Code, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.

### **Code on Social Security, 2020**

The Government of India enacted ‘The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume nine separate legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.

## **INTELLECTUAL PROPERTY LEGISLATIONS**

### **Trade Marks Act, 1999 (“TM Act”)**



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

### **Patent Act 1970 (“Patent Act”)**

The Patent Act is a legal framework that provides inventors with exclusive rights to their inventions, ensuring they can control and profit from their creations for a set period, typically 20 years. In India, the Patents Act, 1970 governs this system, granting patents to inventions that are novel, non-obvious, and have industrial applicability. The act not only protects the intellectual property of inventors but also encourages innovation and technological progress. It includes provisions for compulsory licensing, preventing abuse of monopoly rights, and allows for legal recourse in cases of patent infringement. Overall, the Patent Act aims to balance rewarding creativity while ensuring that the public benefits from technological advancements in the long term.

## **FOREIGN INVESTMENT LAWS**

### **Foreign Trade (Development and Regulation) Act, 1992**

The FTDR is the main legislation concerning foreign trade in India. The FTDR, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDR read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code (“IEC”) number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDR.

### **Foreign Exchange Management Act, 1999 & Rules thereunder**

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

### **Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India (“RBI”) also issues Master Directions Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments



in India, for which eligibility criteria are prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

## **ANTI-TRUST LAWS**

### **Competition Act, 2002**

The Act is to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

## **GENERAL LAWS**

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the following are also applicable to our Company:

The Bharatiya Nyaya Sanhita, 2023

The Bharatiya Nagarik Suraksha Sanhita, 2023

The Bharatiya Sakshya Adhiniyam, 2023

The Negotiable Instrument Act, 1881

The Consumer Protection Act, 2019

The Transfer of Property Act, 1882

The Arbitration & Conciliation Act, 1996

The Information Technology Act, 2000

The Companies Act, 2013

The Sale of Goods Act, 1930

The Registration Act, 1908

The Indian Contract Act, 1872

The Specific Relief Act, 1963

The Competition Act, 2002

The Public Liability Insurance Act, 1991

The Electricity Act, 2003



## OUR MANAGEMENT

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 (Three) and not more than 15 (Fifteen). Our Company currently has 5 (Five) directors on our Board, of which 2 (Two) Directors are Executive directors, 1 (One) Non-Executive and 2 (Two) are Independent Directors.

Mr. Manish Kantilal Shah	-	Managing Director
Mr. Nilesh Kantilal Jain	-	Whole Time Director
Mrs. Ashaben Manish Shah	-	Non-Executive Director
Ms. Naina Israni	-	Independent Director
Ms. Priyanka Mayuresh Oka	-	Independent Director

The Following table sets forth details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus.

MR. MANISH KANTILAL SHAH	
Father's Name	Mr. Kantilal Shah
DIN	00040966
Date of Birth	January 26, 1969
Age	56 Years
Designation	Managing Director
Status	Executive
Qualification	He holds ATKT certificate for second year of B.Com from University of Bombay in the year 1990.
No. of Years of Experience	He has over 33 years of experience in the textile industry.
Address	32 <sup>th</sup> Floor, 3203 Tower No. 4, Crescent Bay, Jerbai Wadia Road, Near Mahatma Phule Edu Society, Parel, Mumbai-400012.
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed under Promotor Category as a Director of the Company since incorporation of the company i.e., August 26, 1991. Subsequently, his designation was changed as Managing Director w.e.f June 07, 2018 for the period of five years and later he was re-appointed as Managing Director w.e.f. June 06, 2023 for the period of three years.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 3 (Three) years w.e.f. June 06, 2023.
Other Directorships	Nil

MR. NILESH KANTILAL JAIN	
Father's Name	Mr. Kantilal Shah
DIN	00040930
Date of Birth	October 25, 1976
Age	48 years
Designation	Whole Time Director
Status	Executive
Qualification	He has passed the Higher Secondary Certificate (HSC) examination from Lala Lajpat Rai Junior College of Commerce and Economics in the year 1996.



<b>MR. NILESH KANTILAL JAIN</b>	
No. of Years of Experience	He is having more than 24 years of experience in the Textile Industry.
Address	24 <sup>th</sup> Floor, 2403 T 4, Crescent Bay, Jerbai Wadia Road, Near Mahatma Phule Education Society, Bhoiwada Parel, Mumbai-400012.
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as a Director of the Company on January 18, 2000. Subsequently, his designation was changed as Whole-Time Director w.e.f June 07, 2018 for the period of five years and later he was re-appointed as Whole-Time Director w.e.f. June 06, 2023 for the period of three years.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for a period of 3 (Three) years, liable to retire by rotation. w.e.f. June 06, 2023.
Other Directorships	NIL

<b>MRS. ASHABEN MANISH SHAH</b>	
Father's Name	Mr. Dharamchand Chandanmal Shah
DIN	00041005
Date of Birth	May 14, 1970
Age	54 Years
Designation	Non-Executive Director
Status	Non-Executive
Qualification	She has passed the Second year BCom examination from Gujarat University in the year 1989.
No. of Years of Experience	She has over 25 years of experience in the Textile Industry.
Address	32 <sup>th</sup> Floor, 3203 Tower No. 4, Crescent Bay, Jerbai Wadia Road, Near Mahatma Phule Education Society, Parel, Mumbai-400012.
Occupation	Business
Nationality	Indian
Date of Appointment	She was appointed as a Director of the Company w.e.f December 18, 1999. Subsequently, her designation was changed from Executive director to Non-Executive Director of the Company w.e.f. March 19, 2025.
Term of Appointment and date of expiration of current term of office.	Currently she holds office as Non-Executive Director, appointed on March 19, 2025.
Other Directorships	NIL

<b>MS. NAINA ISRANI</b>	
Father's Name	Mr. Chunni Lal
DIN	10410689
Date of Birth	July 01, 1994
Age	30 Years
Designation	Independent Director
Status	Non-Executive



Qualification	She has completed his Bachelor of Commerce in 2014 from Jai Narain Vyas University, Jodhpur also she has passed the Professional Programme Examination of Institute of Company Secretaries of India from year 2015. She is Associate Company Secretaries from year 2016.
No. of Years of Experience	She is having more than 7 years of experience in the field of corporate law and compliance.
Address	9/526, Chopasani Housing Board, Jodhpur, Nandanwan, Rajsthan-342008
Occupation	Professional
Nationality	Indian
Date of Appointment	She was appointed as an Independent Director of the Company by the shareholders of Company in Extraordinary General Meeting held on January 02, 2025 with effect from January 02, 2025 for a period of 5 (Five) years up to January 01, 2030 not liable to retire by rotation.
Term of Appointment and date of expiration of current term of office.	Currently she holds office as Independent Director, w.e.f on January 02, 2025.
Other Directorships	Quanto Agroworld Limited

<b>MS. PRIYANKA MAYURESH OKA</b>	
Father's Name	Mr. Vishnu Krishnaji Deshpande
DIN	08066379
Date of Birth	April 15, 1982
Age	43 Years
Designation	Independent Director
Status	Non-Executive
Qualification	She has completed his Master of Commerce (External) in 2004 from University of Mumbai and she has passed final examination of the Institute of Company Secretaries of India from year 2008.
No. of Years of Experience	She is having more than 5 year experience in the field of corporate law and compliance.
Address	102 B Wing, Dhanashree CHS, M G Road, Naupada, VTC: Thane, Maharashtra-400602
Occupation	Professional
Nationality	Indian
Date of Appointment	She was appointed as an Independent Director of the Company by the shareholders of Company in Extraordinary General Meeting held on March 01, 2025 with effect from March 01, 2025 for a period of 5 (Five) years up to February 28, 2030 not liable to retire by rotation.
Term of Appointment and date of expiration of current term of office.	Currently he holds office as Independent Director, w.e.f on March 01, 2025.
Other Directorships	Kailash Impex Pvt Ltd Yunik Managing Advisors Limited

As on the date of the Draft Red Herring Prospectus

1. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers
2. None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.





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

#### **RELATIONSHIP BETWEEN THE DIRECTORS**

Except as disclosed below, there is no relationship between any of the Directors of our Company as on date of filing of this Draft Red Herring Prospectus.

Name of Director	Name of Director	Relationship
Mr. Manish Kantilal Shah	Mr. Nilesh Kantilal Jain	Brother
Mr. Manish Kantilal Shah	Mrs. Ashaben Manish Shah	Spouse

#### **ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above-mentioned Directors was selected as director or member of senior management.

#### **SERVICE CONTRACTS**

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of employment.

#### **BORROWING POWERS OF THE BOARD OF DIRECTORS**

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on November 05, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 200 Crores (Rupees Two Hundred Crores only) at any one Time.

#### **BRIEF PROFILE OF OUR DIRECTORS**

##### **Mr. Manish Kantilal Shah**

Mr. Manish Kantilal Shah aged 56 years is Promoter of the company as well as Managing Director of the Company. He holds ATKT certificate for second year of B.Com from University of Bombay in the year 1990. He has over 33 years of experience in the textile industry. He was appointed under Promotor Category as a Director of the Company since incorporation of the company i.e., August 26, 1991. Subsequently, his designation was changed as Managing Director w.e.f June 07, 2018 for the period of five years and later he was re-appointed as Managing Director w.e.f. June 06, 2023 for the period of three years.



### **Mr. Nilesh Kantilal Jain**

Mr. Nilesh Kantilal Jain aged 48 years is Whole Time Director of the company. He has passed the Higher Secondary Certificate (HSC) examination from Lala Lajpat Rai Junior College of Commerce and Economics in the year 1996. He is having more than 24 years of experience in the Textile Industry. He was appointed as a Director of the Company on January 18, 2000. Subsequently, his designation was changed as Whole-Time Director w.e.f June 07, 2018 for the period of five years and later he was re-appointed as Whole-Time Director w.e.f. June 06, 2023 for the period of three years.

### **Mrs. Ashaben Manish Shah**

Mrs. Ashaben Manish Shah aged 54 years is a Non-Executive Director of the company. She has passed the Second year BCom examination from Gujarat University in the year 1989. She has over 25 years of experience in the Textile Industry. She was appointed as a Director of the Company w.e.f December 18, 1999. Subsequently, her designation was changed from Executive director to Non-Executive Director of the Company w.e.f. March 19, 2025.

### **Ms. Naina Israni**

Ms. Naina Israni aged 30 years is an Independent Director of the Company. She has completed his Bachelor of Commerce in 2014 from Jai Narain Vyas University, Jodhpur also she is passed the Professional Programme Examination of Institute of Company Secretaries of India from year 2015. She is Associate Company Secretaries from year 2016. She is having more than 7 years of experience in the field of corporate law and compliance. She was appointed as an Independent Director of the Company by the shareholders of Company in Extraordinary General Meeting held on January 02, 2025 with effect from January 02, 2025 for a period of 5 (Five) years up to January 01, 2030 not liable to retire by rotation.

### **Ms. Priyanka Mayuresh Oka**

Ms. Priyanka Mayuresh Oka aged 43 years is an Independent Director of the Company. She has completed his Master of Commerce (External) in 2004 from University of Mumbai and she has passed final examination of the Institute of Company Secretaries of India from year 2008. She is having more than 5-year experience in the field of corporate law and compliance. She was appointed as an Independent Director of the Company by the shareholders of Company in Extraordinary General Meeting held on March 01, 2025 with effect from March 01, 2025 for a period of 5 (Five) years up to February 28, 2030 not liable to retire by rotation.

### **COMPENSATION AND BENEFITS TO THE MANAGING DIRECTORS AND WHOLE TIME DIRECTOR ARE AS FOLLOW: -**

<b>Name</b>	<b>Mr. Manish Kantilal Shah</b>	<b>Mr. Nilesh Kantilal Jain</b>
<b>Designation</b>	Managing Director	Whole Time Director
<b>Date of Appointment/ Change in Designation</b>	He was appointed under Promotor Category as a Director of the Company since incorporation of the company i.e., August 26, 1991. Subsequently, his designation was changed as Managing Director w.e.f June 07, 2018 for the period of five years and later he was re-appointed as Managing Director w.e.f. June 06, 2023 for the period of three years.	He was appointed as a Director of the Company on January 18, 2000. Subsequently, his designation was changed as Whole-Time Director w.e.f June 07, 2018 for the period of five years and later he was re-appointed as Whole-Time Director w.e.f. June 06, 2023 for the period of five years.
<b>Period</b>	Currently he holds office for the period of 3 (three) years w.e.f. June 06, 2023.	Currently she holds office for a period of 3 (Three) years, liable to retire by rotation. w.e.f. June 06, 2023.
<b>Salary</b>	Upto ₹ 20,00,000 p.a.	Upto ₹ 20,00,000 p.a.
<b>Bonus</b>	-	-
<b>Perquisite/Benefits</b>	-	-
<b>Commission:</b>	-	-
<b>Compensation/ remuneration paid during the F.Y. 2024-25</b>	₹ 6,00,000 p.a.	₹ 6,00,000 p.a.



## SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Till date, our Company has not paid any sitting fees to any of the Non-Executive Directors and Independent Directors for attending any of the Board or Committee Meetings. Further, the Board of Directors have decided to pay sitting fees of upto ₹ 5000 per meeting for each Non-Executive Director for each Financial Year vide Meeting of Board of Directors held on March 19, 2025.

## SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of Directors	No. Equity Shares held	Category/ Status
1.	Mr. Manish Kantilal Shah	3848600	Managing Director
2.	Mr. Nilesh Kantilal Jain	5436336	Whole Time Director
3.	Mrs. Ashaben Manish Shah	3780064	Non-Executive Director

## INTEREST OF DIRECTORS

All the Directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

*Our Company had purchased the two residential flats as a joint owner with Mr. Nilesh Kantilal Jain and Mrs. Ashaben Manish Shah in the year 2018. Further, our Company has sold its stake to our promoters, Mr. Nilesh Kantilal Jain and Mrs. Ashaben Manish Shah in the year 2021.*

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Director is interested to the extent of remuneration paid to them for services rendered to the company and also payment of interest on unsecured loan and lease rent.

Except as stated under “Annexure XXXII - Restated Related Party Transactions Disclosures” under Chapter titled “Restated Financial Information” beginning on page 176 of the Draft Red Herring Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which our directors are interested directly or indirectly.

## CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mr. Manish Kantilal Shah	June 06, 2023	Re-appointment	He was re-appointed as Managing Director.
Mr. Nilesh Kantilal Jain	June 06, 2023	Re-appointment	He was re-appointed as Whole Time Director.
Mrs. Ashaben Manish Shah	March 19, 2025	Change in Designation	She has been appointed as a Non-Executive Director.
Ms. Naina Israni	January 02, 2025	Appointment	She has been appointed as an Independent Director.
Ms. Priyanka Mayuresh Oka	March 01, 2025	Appointment	She has been appointed as an Independent Director.
Mrs. Ishita Dhariya	November 01, 2024	Appointment	She has been appointed as an Independent Director.
	November 07, 2024	Resignation	She has been resigned as an Independent Director.
Mr. Mahaveer Patwari	June 14, 2023	Re-appointment	He has been re-appointed as an Additional Independent Director.



Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
	November 01, 2024	Resignation	He has been resigned as an Independent Director.
Mr. Rakeshkumar Puranmal Giria	June 14, 2023	Re-appointment	He has been re-appointed as an Independent Director.
	November 01, 2024	Resignation	He has been resigned as an Independent Director.
Mr. Paresh Dhirajlal Shah	November 01, 2024	Appointment	He has been appointed as an Independent Director.
	February 27, 2025	Resignation	He has been resigned as an Independent Director.
Mrs. Pinky Nilesh Shah	February 27, 2025	Resignation	She has been resigned as Executive Director.

## CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Red Herring Prospectus , as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 17A 18, 19, 20, 21, 22, 23, 24, 24A 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good corporate governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

### Composition of Board of Directors

Currently our Board is consisting of 5 (Five) directors of which 2 (Two) Directors are Executive directors, 1 (One) Non-Executive and 2 (Two) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	Status	DIN
1	Mr. Manish Kantilal Shah	Managing Director	Executive	00040966
2	Mr. Nilesh Kantilal Jain	Whole Time Director	Executive	00040930
3	Mr. Asha Manish Shah	Non-Executive Director	Non-Executive	00041005
4	Ms. Naina Israni	Independent Director	Non-Executive	10410689
5	Ms. Priyanka Mayuresh Oka	Independent Director	Non-Executive	08066379

### Constitution of Committees

Our company has constituted the following Committees of the Board:

- Audit Committee**
- Stakeholders Relationship Committee**
- Nomination and Remuneration Committee**



#### 4. Corporate Social Responsibility Committee

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

##### 1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on March 19, 2025 constituted Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Ms. Priyanka Mayuresh Oka	Chairperson	Independent Director
Ms. Naina Israni	Member	Independent Director
Mr. Manish Kantilal Shah	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

##### Terms of Reference

The Role of Audit Committee not limited to but includes: -

- The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the Statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Examination of financial statement and auditors' report thereon including interim financial results before submission to the Board of Directors for approval particularly with respect to;

- 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
- Changes, if any, in accounting policies and practices and reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report.

- Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof; Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

- Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Scrutiny of Inter-corporate loans and investments;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;



- viii. Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- ix. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- x. Valuation of undertakings or assets of the company, where ever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems and reviewing with the management, performance of statutory & internal auditors, and adequacy of the internal control systems;
- xii. 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 and discussion with internal auditors of any significant findings and follow up there on;
- xiii. 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;
- xiv. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- xv. 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;
- xvi. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
- xvii. Carrying out any other function as assigned by the Board of Directors & other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

#### **Review of Information**

- i. Management discussion and analysis of financial condition and results of operations.
- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses; and
- iv. The appointment, removal and terms of remuneration of the Internal Auditor.

#### **Powers of Committee**

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **Quorum and Meetings**

The audit committee shall meet as often as necessary subject to minimum 4 times in financial years. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

#### **2. Stakeholders Relationship Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on March 19, 2025 constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Ms. Priyanka Mayuresh Oka	Chairperson	Independent Director
Ms. Naina Israni	Member	Independent Director





Mr. Nilesh Kantilal Jain	Member	Whole Time Director
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Our Company Secretary and Compliance officer will act as the secretary of the Committee.

#### Terms of Reference

To supervise and ensure;

- Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

#### Quorum and Meetings

The Stakeholders Relationship Committee shall meet at least once in financial year. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

#### 3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on March 19, 2025 constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Ms. Priyanka Mayuresh Oka	Chairperson	Independent Director
Ms. Naina Israni	Member	Independent Director
Mrs. Ashaben Manish Shah	Member	Non-Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

#### Terms of reference

Role of Nomination and Remuneration Committee not limited to but includes: -

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and



- v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- vi. recommend to the board, all remuneration, in whatever form, payable to senior management;
- vii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

#### **Quorum and Meetings**

The Committee is required to meet at least once in financial year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.

#### **4. Corporate Social Responsibility Committee**

The Board of Directors of our Company has, in pursuance to provisions of Section 135 of the Companies Act, 2013, as applicable, in its meeting held on March 19, 2025 constituted Corporate Social Responsibility Committee.

The constitution of the Corporate Social Responsibility Committee is as follows:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Ms. Priyanka Mayuresh Oka	Chairperson	Independent Director
Ms. Naina Israni	Member	Independent Director
Mr. Nilesh Kantilal Jain	Member	Whole Time Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

#### **Terms of reference**

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company in areas or subject as specified in Schedule VII of the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
3. To monitor the CSR policy of the Company from time to time;
4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

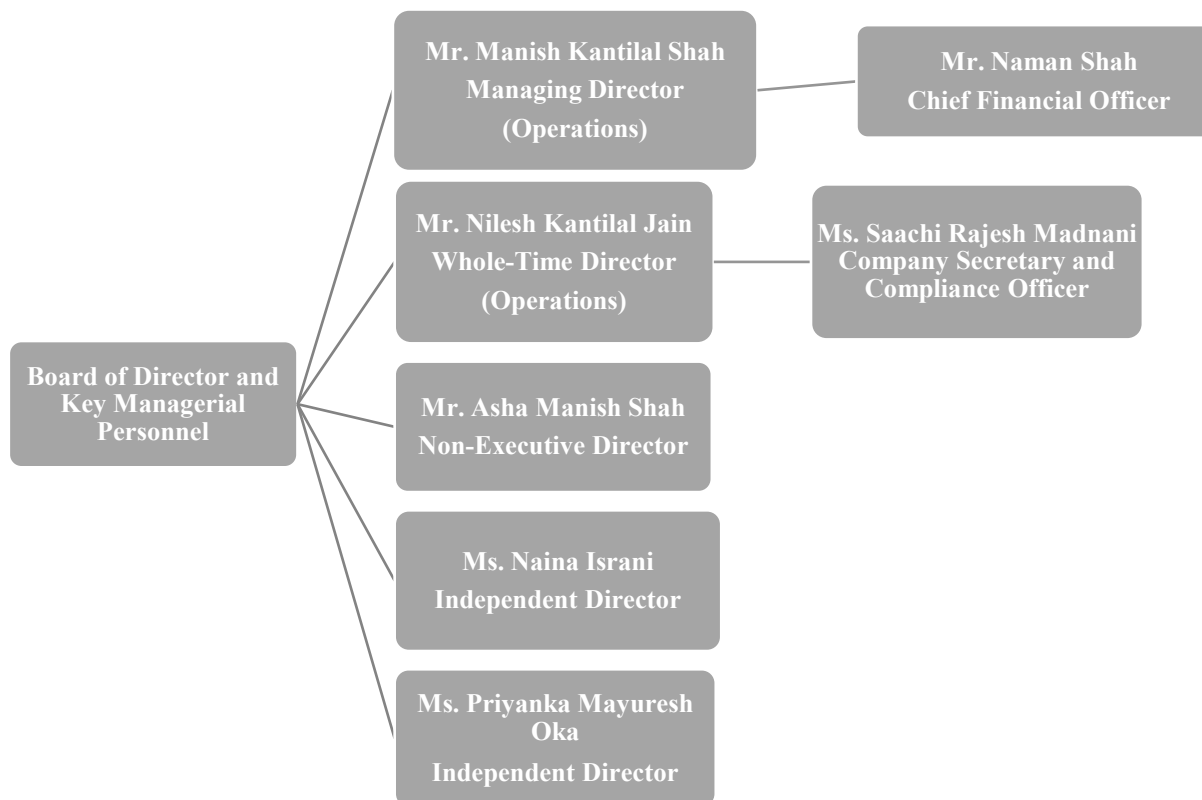
#### **Quorum**

The quorum necessary for a meeting of the Corporate Social Responsibility Committee is one third of total members of the Corporate Social Responsibility Committee or 2 members, whichever is higher.



## MANAGEMENT ORGANISATION CHART

The Management Organization Structure of the company is depicted from the following chart:





## OUR KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The Key Managerial Personnel and Senior Management Personnel of our Company other than our Executive Directors are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2024-25 (₹ in Lakhs)
Name	Mr. Naman Shah	He has completed the degree of Master of Science in International Management from University of Strathclyde in the year 2023.	JK Fabtex Industries Private Limited	N.A.
Designation	Chief Financial Officer			
Date of Appointment	April 01, 2025			
Overall Experience	He has experience of more than 4 years in finance.			
Name	Ms. Saachi Rajesh Madnani	She is a member of the Institute of Company Secretaries of India.	Infomerics Valutaion and Rating Pvt. Ltd.	0.68
Designation	Company Secretary and Compliance Officer			
Date of Appointment	December 12, 2024			
Overall Experience	She has more than 9 years of experience in the field of corporate law and compliance.			
Name	Mr. Siva S Shanmugam	He has completed the degree of Bachelor of Technology from Bharathiar University in the year 2005.	-	6.00 p.a.
Designation	Garment Division Marketing Head			
Date of Appointment	May 02, 2008			
Overall Experience	He has experience of more than 17 years in the field of marketing.			
Name	Mr. Nandan Nigdikar	He has completed his B.Sc. from North University in the year 1990.	-	5.98 p.a.
Designation	Fabric Quality Manager			
Date of Appointment	October 10, 2013			
Overall Experience	He has experience of more than 11 years in the field of quality management.			

## BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGEMENT PERSONNEL

Currently, Our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

## CHANGES IN THE KEY MANAGEMENT PERSONNEL

The following are the changes in the Key Management Personnel in the last three years preceding the date of filing this Draft Red Herring Prospectus, otherwise than by way of retirement in due course.



Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mr. Manish Kantilal Shah	June 02, 2023	Re-appointment	He has been re-appointed as Managing Director.
Mr. Nilesh Kantilal Jain	June 02, 2023	Re-appointment	He has been re-appointed as Whole-Time Director.
Ms. Saachi Rajesh Madnani	December 12, 2024	Company Secretary and Compliance Officer	She has been appointed as a Company Secretary and Compliance Officer
Mr. Manish Kantilal Shah	November 01, 2024	Appointment	He has been appointed as a Chief Financial Officer.
	November 07, 2024	Resignation	He has been resigned as a Chief Financial Officer.
Mr. Naman Shah	April 01, 2025	Appointment	He has been appointed as a Chief Financial Officer.

#### EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Draft Red Herring Prospectus, our company does not have any ESOP Scheme for its employees.

#### RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL

Except as stated below, there is no any existing relationship between Key Management Personnel as on date of filing Draft red Herring Prospectus.

Name of Director	Name of Director	Relationship
Mr. Manish Kantilal Shah	Mr. Nilesh Kantilal Jain	Brother

#### PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Notes:

- All the key managerial personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- None of our Key Managerial Personnel has entered into any service contracts with our no benefits are granted upon their termination from employment other that statutory benefits provided by our company and further, our Company has appointed certain Key Managerial Personnel i.e. Chief Financial Officer for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

#### SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of Key Management Personnel	No. Equity Shares held	Category/ Status
1.	Mr. Manish Kantilal Shah	3848600	Managing Director
2.	Mr. Nilesh Kantilal Jain	5436336	Whole Time Director
3.	Mr. Naman Shah*	Nil	Chief Financial Officer.
4.	Ms. Saachi Rajesh Madnani	Nil	Company Secretary and Compliance Officer

\* Mr. Naman Shah is holding 113028 equity shares on behalf of V K Silk Mills, Partnership Firm




## OUR PROMOTERS AND PROMOTER GROUP


### Our Promoters:

Mr. Manish Kantilal Shah, Mr. Nilesh Kantilal Jain and Mrs. Ashaben Manish Shah are the promoters of our Company.

As on date of this Draft Red Herring Prospectus, the Promoters, collectively hold 13065000 Equity shares of our Company, representing 87.45 % Shareholding of the pre-issue paid-up Equity Share capital of our Company. For details of the Capital build-up of our Promoters, see chapter titled “*Capital Structure*” beginning on page no. 61 of this Draft Red Herring Prospectus.

The details of our Promoters are as follows:


	<b>MR. MANISH KANTILAL SHAH</b> Mr. Manish Kantilal Shah aged 56 years is Promoter and Managing Director of the Company. He was appointed under Promotor Category as a Director of the Company since incorporation of the company i.e., August 26, 1991. Subsequently, his designation was changed as Managing Director w.e.f June 07, 2018 for the period of five years and later he was re-appointed as Managing Director w.e.f. June 06, 2023 for the period of three years. He has over 33 years of experience in the textile industry.
<b>Date of Birth</b>	January 26, 1969
<b>Age</b>	56
<b>PAN</b>	AAEPS8786K
<b>Educational Qualification</b>	He holds ATKT certificate for second year of B.Com from University of Bombay in the year 1990.
<b>Present Residential Address</b>	32 <sup>th</sup> Floor, 3203 Tower No. 4, Crescent Bay, Jerbai Wadia Road, Near Mahatma Phule Edu Society, Parel, Mumbai-400012.
<b>Position/posts held in the past</b>	Managing Director
<b>Directorship held</b>	Nil
<b>Other Ventures</b>	Manish Kantilal Shah HUF

	<b>MR. NILESH KANTILAL JAIN</b> Mr. Nilesh Kantilal Jain aged 48 years is Promoter and Whole-Time Director of the Company. He was appointed as a Director of the Company on January 18, 2000. Subsequently, his designation was changed as Whole-Time Director w.e.f June 07, 2018 for the period of five years and later he was re-appointed as Whole-Time Director w.e.f. June 06, 2023 for the period of three years. He is having more than 24 years of experience in the Textile Industry.
<b>Date of Birth</b>	October 25, 1976
<b>Age</b>	48
<b>PAN</b>	AABPJ4564F





<b>Educational Qualification</b>	He has passed the Higher Secondary Certificate (HSC) examination from Lala Lajpat Rai Junior College of Commerce and Economics, Mumbai in the year 1996.
<b>Present Residential Address</b>	24 <sup>th</sup> Floor, 2403 T 4, Crescent Bay, Jerbai Wadia Road, Near Mahatma Phule Education Society, Bhoiwada, Parel, Mumbai-400012.
<b>Position/posts held in the past</b>	Whole-Time Director
<b>Directorship held</b>	Nil
<b>Other Ventures</b>	Nilesh Kantilal Jain HUF

	<b>MRS. ASHABEN MANISH SHAH</b>
	Mrs. Ashaben Manish Shah aged 54 years is Promoter and Non-Executive Director of the Company. She was appointed as a Director of the Company w.e.f December 18, 1999. Subsequently, her designation was changed from Executive director to Non-Executive Director of the Company w.e.f. March 19, 2025. She has over 25 years of experience in the Textile Industry.
<b>Date of Birth</b>	May 14, 1970
<b>Age</b>	54
<b>PAN</b>	AANPS7826F
<b>Educational Qualification</b>	She has passed the Second year BCom examination from Gujarat University in the year 1989.
<b>Present Residential Address</b>	32 <sup>th</sup> Floor, 3203 Tower No. 4, Crescent Bay, Jerbai Wadia Road, Near Mahatma Phule Education Society, Parel, Mumbai-400012.
<b>Position/posts held in the past</b>	Executive Director
<b>Directorship held</b>	Nil
<b>Other Ventures</b>	S R Textile Industries

## DECLARATION

We declare and confirm that the details of the permanent account numbers, bank account numbers, passport numbers, Aadhar card number and Driving Licence number of our Promoters are being submitted to the BSE, stock exchange on which the specified securities are proposed to be listed along with filing of this Draft Red Herring Prospectus with the Stock Exchange.

## CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been no change in control or management of the issuer in last five years.

## INTEREST OF OUR PROMOTERS

- Except as stated in “Annexure XXXII - Restated Related Party Transactions” under section “Restated Financial Information” beginning from page no. 176 of this Draft Red Herring Prospectus and to the extent of compensation, remuneration/ sitting fees to be paid, Perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.
- Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments



that are made by our Company to certain Group entities, please refer “Annexure XXXII - Restated Related Party Transactions” under section “Restated Financial Information” beginning from page no. 176 of this Draft Red Herring Prospectus.

- Our Promoters, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Draft Red Herring Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Draft Red Herring Prospectus.
- Excepted as otherwise as stated in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Draft Red Herring Prospectus in which Promoters is directly or indirectly interested.

#### **PAYMENT OF BENEFITS TO OUR PROMOTERS**

Except as stated in the section “Annexure XXXII - Restated Related Party Transactions” under section “Restated Financial Information” beginning from page no. 176 of this Draft Red Herring Prospectus, there has been no payment of benefits made to our Promoters in the two years preceding the filing of this Draft Red Herring Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters, Directors or Promoters’ Group, towards remunerations as decided by Board of Directors.

#### **CONFIRMATIONS**

Our Company and Promoters confirmed that they have not been declared as wilful defaulters or Fraudulent Borrowers by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters, Promoter group or directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, Promoter group or directors do not have direct or indirect relation with the companies, its Promoter and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our Promoters or directors are not a fugitive economic offender.

We and Our Promoter, Group Entities, and Companies promoted by the Promoter confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.
- The details of outstanding litigation including its nature and status are disclosed in the section title “Outstanding Litigation and Material Developments” appearing on page no. 219 of this Draft Red Herring Prospectus.

#### **DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEAR:**

Except as mentioned below, none of our Promoter have disassociated themselves from any Company, LLP or Firm during the last 3 (Three) years.

Name of Promoter	Name of Company	Date of Appointment	Reason / Date of Cessation
Mr. Manish Kantilal Shah	Aagham Industries Private Limited	January 25, 2022	striking off

#### **RELATIONSHIP OF PROMOTER WITH EACH OTHER AND WITH OUR DIRECTORS**

Except as mentioned below, none of our Promoter(s) are related to any of our Company’s Directors within the meaning of Section 2 (77) of the Companies Act, 2013.



Name of Promoter	Name of Director/ Promoter	Relationship
Mr. Manish Kantilal Shah	Mr. Nilesh Kantilal Jain	Brother
Mr. Manish Kantilal Shah	Mrs. Ashaben Manish Shah	Spouse

#### OUR PROMOTER' GROUP

In addition to our Promoter named above, the following individuals and entities form a part of the Promoter' Group:

##### a. Natural persons who are part of our Individual Promoter Group:

Relationship with Promoters	Mr. Manish Kantilal Shah	Mr. Nilesh Kantilal Jain	Mrs. Ashaben Manish Shah
Father	Late Kantilal Shah	Late Kantilal Shah	Late Dharamchand Shah
Mother	Mrs. Dharmidevi Kantilal Shah	Mrs. Dharmidevi Kantilal Shah	Mrs. Sushilaben Dharamchand Shah
Spouse	Mrs. Ashaben Manish Shah	Mrs. Pinky Nilesh Shah	Mr. Manish Kantilal Shah
Brother/s	Mr. Nilesh Kantilal Jain	Mr. Manish Kantilal Shah	Mr. Rajeshkumar Dharamchand Shah
			Mr. Piyush Dharamchand Shah
			Mr. Annapal Dharamchand Shah
Sister/s	Mrs. Rita Shayam Jain	Mrs. Rita Shayam Jain	Mrs. Sumitra Dineshkuamr Jain
	Mrs. Sangeeta Amritlal Shah	Mrs. Sangeeta Amritlal Shah	Mr. Anjana Pradip Jain
	Mrs. Shefali Nilesh Jain	Mrs. Shefali Nilesh Jain	
Son/s	Mr. Harshil Manish Shah	Mr. Naman Shah	Mr. Harshil Manish Shah
		Mr. Muktik Shah	
Daughter/s	Mrs. Krushangani Aman Jain	-	Mrs. Krushangani Aman Jain
	Mrs. Aarushi Sankeet Jain		Mrs. Aarushi Sankeet Jain
Spouse's Father	Late Dharamchand Shah	Mr. Babulal Rajmal Rathod	Late Kantilal Shah
Spouse's Mother	Mrs. Sushilaben Dharamchand Shah	Mrs. Pawan Babulal Rathod	Mrs. Dharmidevi Kantilal Shah
Spouse's Brother/s	Mr. Rajeshkumar Dharamchand Shah	Mr. Sanjay Kumar Babulal Rathod	Mr. Nilesh Kantilal Jain
	Mr. Piyush Dharamchand Shah		
	Mr. Annapal Dharamchand Shah		
Spouse's Sister/s	Mrs. Sumitra Dineshkuamr Jain	Mrs. Babitaben Kiritkumar Shah	Mrs. Rita Shayam Jain
		Mrs. Anita Hemant Parmar	Mrs. Sangeeta Amritlal Shah
	Mr. Anjana Pradip Jain	Mrs. Nitu Kishor Jain	Mrs. Shefali Nilesh Jain
		Mrs. Dolly Vikas Jain	

##### b. Companies related to our Promoters Company: Not Applicable as our Promoter is not Company.

Nature of Relationship	Name of Entities
------------------------	------------------



Subsidiary or holding company of Promoter Company.	Not Applicable
Any Body corporate in which Promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the Promoter (Body Corporate).	Not Applicable

**c. Companies, Proprietary concerns, HUF's related to our Promoters**

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by Promoter or an immediate relative of the Promoter or a firm or HUF in which Promoter or any one or more of his immediate relatives are a member.	<ul style="list-style-type: none"> <li>- Krizz Mart Private Limited</li> <li>- JK Fabtex Industries Private Limited</li> </ul>
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	NIL
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the Promoters and his immediate relatives is equal to or more than twenty percent.	<ul style="list-style-type: none"> <li>- V K Silk Mills, Partnership Firm</li> <li>- Milton Pharma Chem, Partnership Firm</li> <li>- KDM Textile, Proprietary Concern</li> <li>- Babu Jewellers, Proprietary Concern</li> <li>- SR Textile Industries, Proprietary Concern</li> <li>- Manish Kantilal Shah HUF</li> <li>- Nilesh Kantilal Jain HUF</li> <li>- Sakariya Studio, Proprietary Concern</li> <li>- Windmill Creation, Partnership Firm</li> </ul>

**d. Person whose shareholding is aggregated under the heading "Shareholding of the Promoters Group"**

Name of Entities / Person
NIL

For further details on our Group Companies refer Chapter titled *"Information with respect to Group Companies"* beginning on page no. 237 of this Draft Red Herring Prospectus.



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## DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on few numbers of factors, including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy.

Upon the listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the last three Financial Years. Further, our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risk involved, please refer section titled “*Risk Factors*” beginning on Page No. 27 of this Draft Red Herring Prospectus.



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## SECTION IX – FINANCIAL STATEMENTS

### RESTATED FINANCIAL INFORMATION

Sr. No	Particulars	Page Nos.
1.	Restated Financial Information	RFS- 1 to RFS- 25



## REPORT OF THE AUDITORS ON STANDALONE FINANCIAL STATEMENTS

To,  
The Board of Directors,  
**K K Silk Mills Limited**  
24A Siddhi Vinayak Bldg.  
OldManuman 1st Cross Lane,  
Kalbhadevi, Mumbai,  
Maharashtra, India, 400002

Dear Sirs,

### Re.: Proposed Public Issue of Equity Shares of K K SILK MILLS LIMITED

1. We have examined Restated Standalone Financial Statements and Other Financial Information of **K K SILK MILLS LIMITED** (the 'Company') taking into consideration the terms of reference and terms of our engagement agreed upon with you in connection with the proposed IPO of the Company and the Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India.
2. The said Restated Financial Statements and other Financial Information have been prepared for the purposes of inclusion in the Draft Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offer ("IPO") of the Company in accordance with the requirements of:
  - i. Sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (hereinafter referred to as the "Act");
  - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the 'SEBI Regulations') and the related clarifications issued by the Securities and Exchange Board of India ('SEBI'); as amended to date;
3. We have examined the accompanied 'Restated Statement of Profit and Loss' (**Annexure – II**) for the nine-month period ended December 31, 2024, and for the financial years ended March 31 2024, 2023 and 2022 and the 'Restated Statement of Assets and Liabilities' (**Annexure – I**) as on those dates, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies and Notes to Accounts (**Annexure – IV & V**) thereon, which are the responsibility of the Company's management. The information has been extracted for the nine-month period ended December 31, 2024, and for the financial years ended March 31 2024, 2023 and 2022. The Financial Statements for the nine-month period ended December 31, 2024 were audited by us, whereas the Financial Statements for the Financial Years ended March 31, 2024, 2023 and 2024 were audited by A P Sanzgiri & Co., Chartered Accountants; being the Statutory Auditors of the Company and approved by the Board of Directors and upon which we have placed our reliance while reporting.
4. In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of K K SILK MILLS LIMITED, we, M/s. Shambhu Gupta & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.
5. Based on our examination, we further report that:
  - a. The Restated Statement of Assets and Liabilities of the Company for the nine-month period ended December 31, 2024, and for the financial years ended March 31 2024, 2023 and 2022 examined by us, as set out in **Annexure I** to this examination report, are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.
  - b. The Restated Statement of Profit and Loss of the Company for the nine-month period ended December 31, 2024, and for the financial years ended March 31 2024, 2023 and 2022 examined by us, as set out in **Annexure II** to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Statement of Adjustments to the audited financial statements in **Annexure V**.

- c. The Restated Statement of Cash Flows of the Company for the nine-month period ended December 31, 2024, and for the financial years ended March 31 2024, 2023 and 2022 examined by us, as set out in **Annexure III** to this examination report, are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.
- d. The Restated Financial Statements have been made after incorporating adjustments for:
  - i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
  - ii. Prior period and other material amounts in the respective financial years to which they relate which are stated in the Notes to Accounts as set out in **Annexure V**:
- e. Such Financial statements do not require any corrective adjustments on account of:
  - i. Other remarks/comments in the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub - section (4A) of section 227 of the act, for the nine-month period ended December 31, 2024, and for the financial years ended March 31 2024, 2023 and 2022.
  - ii. Extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments.
6. At the request of the company, we have also examined the following restated financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:
  - i) Schedule of Share Capital (Annexure - VI)
  - ii) Schedule of Reserves & Surplus (Annexure - VII)
  - iii) Schedule of Long-Term Borrowings (Annexure – VIII)
  - iv) Schedule of Deferred Tax Liabilities (Annexure – IX)
  - v) Schedule of Long-Term Provisions (Annexure – X)
  - vi) Schedule of Short-Term Borrowings (Annexure – XI)
  - vii) Schedule of Trade Payables (Annexure – XII)
  - viii) Schedule of Other Current Liabilities (Annexure – XIII)
  - ix) Schedule of Short-Term Provisions (Annexure – XIV)
  - x) Schedule of Fixed Assets (Annexure - XV)
  - xi) Schedule of Long-Term Loans and Advances (Annexure – XVI)
  - xii) Schedule of Other Current Assets (Annexure – XVII)
  - xiii) Schedule of Inventories (Annexure – XVIII)
  - xiv) Schedule of Trade Receivables (Annexure – XIX)
  - xv) Schedule of Cash and Cash Equivalents (Annexure – XX)
  - xvi) Schedule of Short-Term Loans and Advances (Annexure – XXI)
  - xvii) Schedule of Other Current Assets (Annexure – XXII)
  - xviii) Schedule of Revenue from Operations (Annexure – XXIII)
  - xix) Schedule of Other Income (Annexure – XXIV)
  - xx) Schedule of Cost of Material Consumed (Annexure – XXV)
  - xxi) Schedule of purchase of stock in trade (Annexure– XXVI)
  - xxii) Schedule of Changes in inventories (Annexure – XXVII)
  - xxiii) Schedule of Employee benefit expense (Annexure – XXVIII)
  - xxiv) Schedule of Finance cost (Annexure – XXIX)
  - xxv) Schedule of Other expenses (Annexure– XXX)
  - xxvi) Schedule of Exceptional Items (Annexure– XXXI)
  - xxvii) Schedule of Dividend Declared (Annexure –XXXII)
  - xxviii) Schedule of Related Party Transactions (Annexure –XXXIII)
  - xxix) Capitalization Statement (Annexure –XXXIV)
  - xxx) Schedule of Contingent Liability Transactions (Annexure – XXXV)
  - xxxi) Summary of Accounting Ratios (Annexure – XXXVI)
  - xxxii) Statement of Tax Shelter (Annexure – XXXVII)
  - xxxiii) Segment Reporting (Annexure – XXXVIII)

7. In our opinion, the Restated Financial Statements and the other Financial Information set forth in Annexure I to XXXVIII read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26, read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

8. This report should not in any way construed as a re-issuance or re-drafting of any of the previous audit reports issued by the Statutory Auditors nor should this report be construed as a new opinion on any of the financial statement referred to therein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For M/s. Shambhu Gupta & Co.**  
**Chartered Accountants**  
(Firm Registration No. 007234C)

**Gorang Baheti**  
Membership No: 426813  
**UDIN: 25426813BMIASU5902**  
Place: Mumbai  
Date: June 14, 2025

**ANNEXURE I**  
**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	As at December 31	As at March 31		
	2024	2024	2023	2022
<b>EQUITY AND LIABILITIES</b>				
<b>Shareholders' Funds</b>				
a. Share Capital	746.97	746.97	746.97	746.97
b. Reserves & Surplus	3,108.19	2,757.12	2,533.90	2,429.46
<b>Non-Current Liabilities</b>				
a. Long Term Borrowings	571.00	709.90	471.66	699.81
b. Deferred Tax Liabilities (Net)	190.47	147.61	141.98	151.53
c. Other Long-term Liabilities	-	-	-	-
d. Long Term Provisions	15.33	11.26	6.77	4.58
<b>Current Liabilities</b>				
a. Short Term Borrowings	5,469.61	4,456.70	4,334.50	3,750.22
b. Trade Payables				
(i) Total outstanding dues of micro enterprises and small enterprises	107.94	91.91	-	3.52
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	5,344.89	2,092.35	1,866.51	2,227.37
c. Other Current Liabilities	51.78	119.75	171.66	220.74
d. Short Term Provisions	93.18	29.37	1.25	8.63
<b>TOTAL</b>	<b>15,699.36</b>	<b>11,162.95</b>	<b>10,275.20</b>	<b>10242.83</b>
<b>ASSETS</b>				
<b>Non Current Assets</b>				
a. Property, Plant & Equipment and Intangible Assets				
i. Tangible Assets	1,973.86	2,109.24	1,663.79	1,729.18
ii. Intangible Assets	-	-	-	-
iii. Capital work in progress	-	-	-	-
b. Non Current Investment	-	-	-	-
c. Long term Loans & Advances	12.10	-	410.52	-
d. Other non-current assets	32.15	27.25	25.10	21.74
<b>Current Assets</b>				
a. Inventories	5,839.40	4,311.15	4,877.82	4,854.17
b. Trade Receivables	6,555.15	4,070.30	2,949.01	3,365.07
c. Cash and Cash Equivalents	21.16	16.22	10.50	16.89
d. Short Term Loans & Advances	1,088.59	471.07	230.11	109.49
e. Other Current Assets	176.95	157.72	108.35	146.29
<b>TOTAL</b>	<b>15,699.36</b>	<b>11,162.95</b>	<b>10,275.20</b>	<b>10242.83</b>

For and on behalf of  
**Shambhu Gupta & Co.**  
Chartered Accountants  
FRN: 007234C

**CA Gorang Baheti**  
**Partner**  
Mem No: 426813  
UDIN: 25426813BMIASU5902  
Date: June 14, 2025  
Place: Mumbai

**For and on behalf of Board of Directors**  
**K K Silk Mills Limited**  
CIN: U17120MH1991PLC063074

**Manish K Shah**  
Managing Director  
DIN:00040966

**Nilesh K Jain**  
Wholetime Director  
DIN:00040930

**Naman Shah**  
Chief Financial Officer  
PAN: JXSPS2550F

**Saachi R. Madnani**  
Company Secretary  
PAN: AXEPK4282D

**ANNEXURE II**  
**STATEMENT OF PROFIT AND LOSS ACCOUNT, AS RESTATED**

Particulars	For the period ended December 31,	For the year ended March 31,		
	2024	2024	2023	2022
<b>INCOME</b>				
Revenue from Operations	15,831.02	19,054.12	18,880.69	17,236.94
Other Income	43.54	83.06	47.57	20.04
<b>Total Income (A)</b>	<b>15,874.56</b>	<b>19,137.18</b>	<b>18,928.26</b>	<b>17,256.98</b>
<b>EXPENDITURE</b>				
Cost of Material Consumed	3,144.24	4,074.56	3,877.41	2,456.28
Purchase of Stock in trade	11,875.36	12,512.70	13,328.28	13,874.20
Changes in inventories of finished goods and Stock-in-trade	(950.07)	542.12	(78.31)	(615.36)
Employee benefit expenses	472.13	636.35	620.95	545.73
Finance costs	443.51	518.60	520.21	478.71
Depreciation and Amortization	156.03	195.65	213.37	243.91
Other Expenses	217.17	355.14	257.92	150.10
<b>Total Expenses (B)</b>	<b>15,358.36</b>	<b>18,835.13</b>	<b>18,739.83</b>	<b>17,133.57</b>
<b>Profit before exceptional, extraordinary items and tax (A-B)</b>	<b>516.20</b>	<b>302.05</b>	<b>188.43</b>	<b>123.41</b>
Exceptional items	-	-	43.50	84.69
<b>Profit before extraordinary items and tax</b>	<b>516.20</b>	<b>302.05</b>	<b>144.93</b>	<b>38.72</b>
Extraordinary items	-	-	-	-
<b>Profit before tax (C)</b>	<b>516.20</b>	<b>302.05</b>	<b>144.93</b>	<b>38.72</b>
<i>Tax expense:</i>				
(i) Current tax	122.28	70.21	48.37	53.84
(ii) Deferred Tax	42.86	5.63	(9.55)	(59.31)
<b>Total Tax Expense (D)</b>	<b>165.14</b>	<b>75.85</b>	<b>38.82</b>	<b>(5.47)</b>
<b>Profit for the year (C-D)</b>	<b>351.06</b>	<b>226.20</b>	<b>106.10</b>	<b>44.19</b>
<b>Earnings per equity share:</b>				
<b>(1) Basic</b>	2.35*	1.51	0.71	0.30
<b>(2) Diluted</b>	2.35*	1.51	0.71	0.30

\*Not annualised

Note:

The Board of Directors at its EGM meeting held on 27 February 2025 approved the bonus issue of one new Equity Share for every one share held on the record date which was approved by the shareholders by means of a special resolution dated 1st March 2025. Through a Board resolution dated 1st March 2025, the Company allotted 74,69,680 equity shares of Rupee 10 each as bonus shares to the existing equity shareholders of the Company. The record date for the bonus share is 11 March 2025. The total outstanding equity shares of the company stands at 14939360 shares post bonus issue. The EPS has been calculated after giving effect of such bonus issuance retrospectively according to the provisions of IND AS 33 (Earnings per share).

For and on behalf of  
**Shambhu Gupta & Co.**  
Chartered Accountants  
FRN: 007234C

**For and on behalf of Board of Directors**  
**K K Silk Mills Limited**  
CIN: U17120MH1991PLC063074

**CA Gorang Baheti**  
**Partner**  
Mem No: 426813  
UDIN: 25426813BMIASU5902  
Date: June 14, 2025  
Place: Mumbai

**Manish K Shah**  
Managing Director  
DIN:00040966

**Nilesh K Jain**  
Wholetime Director  
DIN:00040930

**Naman Shah**  
Chief Financial Officer

**Saachi R. Madnani**  
Company Secretary

**ANNEXURE III**  
**CASH FLOW STATEMENT, AS RESTATED**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
<b>A. Cash Flow from Operating Activities</b>				
Profit /(Loss) before taxation	516.20	302.05	144.93	38.72
Adjustments for:-				
Depreciation & amortization	156.03	195.65	213.37	243.91
Interest income	(38.59)	(37.54)	(19.93)	(13.68)
Tax Expense of Earlier Years	-	(2.97)	(1.67)	(5.14)
Interest Expenditure	426.01	483.25	482.71	451.66
(Profit)/Loss on Sale of Fixed Asset	-	(4.30)	(10.76)	9.69
<b>Operating profit/ (Loss) before</b>	<b>1,059.65</b>	<b>936.14</b>	<b>808.65</b>	<b>725.16</b>
<b>Changes in Working Capital:</b>				
Increase/(Decrease) in Trade Payables	3,268.58	317.74	(364.37)	436.18
Increase/(Decrease) in Other Current Liabilities	(67.98)	(51.91)	(49.08)	4.46
Increase/(Decrease) in Short Term Provisions	63.81	28.12	(7.38)	(28.30)
Increase/(Decrease) in Long Term Provisions	4.06	4.49	2.19	2.13
Increase/(Decrease) in Short Term Borrowings	1,012.91	122.20	584.28	(416.28)
(Increase)/Decrease in trade receivables	(2,484.85)	(1,121.29)	416.06	(611.78)
(Increase)/Decrease in inventories	(1,528.25)	566.67	(23.66)	(823.07)
(Increase)/Decrease in short term loans and advances	(617.52)	(240.96)	(120.62)	89.75
(Increase)/Decrease in Long term loans and advances	(12.10)	410.52	(410.52)	4.32
(Increase)/Decrease in other current assets	(38.55)	12.90	53.55	212.29
	<b>(399.89)</b>	<b>48.48</b>	<b>80.45</b>	<b>(1,130.30)</b>
Taxes paid (net of refunds)	(122.28)	(70.21)	(48.37)	(53.84)
<b>Net Cash generated / (used) from Operating Activities</b>	<b>537.48</b>	<b>914.41</b>	<b>840.73</b>	<b>(458.99)</b>
<b>B. Cash flow from Investing Activities</b>				
Sale of Fixed Assets	-	46.92	343.81	1,068.90
Purchase of tangible/intangible assets	(20.64)	(683.71)	(481.05)	(52.31)
Fixed Deposit	19.32	(62.27)	(15.60)	(3.81)
Interest received	38.59	37.54	19.93	13.68
Increase in Other Non-Current Assets	(4.90)	(2.15)	(3.36)	(0.17)
<b>Net Cash generated / (used) from investing activities</b>	<b>32.37</b>	<b>(663.67)</b>	<b>(136.27)</b>	<b>1,026.29</b>
<b>C. Cash flow from Financing Activities</b>				
Interest paid	(426.01)	(483.25)	(482.71)	(451.66)
Repayment of borrowings	(138.90)	238.23	(228.14)	(116.50)
<b>Net Cash generated / (used) from financing activities</b>	<b>(564.91)</b>	<b>(245.02)</b>	<b>(710.84)</b>	<b>(568.16)</b>
<b>Net increase / (Decrease) in cash and cash equivalents</b>	<b>4.94</b>	<b>5.72</b>	<b>(6.39)</b>	<b>(0.86)</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>16.22</b>	<b>10.50</b>	<b>16.89</b>	<b>17.75</b>
<b>Cash and Cash equivalents at the end of the year</b>	<b>21.16</b>	<b>16.22</b>	<b>10.50</b>	<b>16.89</b>

Cash & Cash Equivalents comprises of:

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022



Cash on hand	6.99	8.49	1.63	3.38
Bank Balance in Current Accounts	14.17	7.73	8.87	13.51
<b>Total</b>	<b>21.16</b>	<b>16.22</b>	<b>10.50</b>	<b>16.89</b>

Note:

1. The cash flow statement has been prepared on the basis of restated statement of profit & loss and balance sheet.
2. AS 7 requires the entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cashflows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the restated consolidated statement of assets and liabilities for liabilities arising from financing activities, to meet the disclosure requirement.

For and on behalf of  
**Shambhu Gupta & Co.**  
Chartered Accountants  
FRN: 007234C

**For and on behalf of Board of Directors**  
**K K Silk Mills Limited**  
CIN: U17120MH1991PLC063074

**CA Gorang Baheti**  
**Partner**  
Mem No: 426813  
UDIN: 25426813BMIASU5902  
Date: June 14, 2025  
Place: Mumbai

**Manish K Shah**  
Managing Director  
DIN:00040966

**Nilesh K Jain**  
Wholetime Director  
DIN:00040930

**Naman Shah**  
Chief Financial Officer  
PAN: JXSPS2550F

**Saachi R. Madnani**  
Company Secretary  
PAN: AXEPK4282D

## **ANNEXURE IV**

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **(A) Basis of Accounting**

The financial statements are prepared under historical cost convention on an accrual basis and are in accordance with the generally accepted accounting principles in India, the applicable mandatory accounting standards as notified by Companies (Accounting Standards) Rules, 2014 and the relevant provisions of The Companies Act, 2013.

#### **(B) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Difference between the actual result and estimates are recognized in periods in which the results are known / materialized

#### **(C) Fixed Assets**

1. The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.
2. Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses. Freehold land is carried at historical cost less any accumulated impairment losses.
3. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.
4. The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.
5. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

#### **(D) Depreciation**

Depreciation is systematic allocation of the depreciable amount of an asset over its useful life and is provided on a straight-line basis over Schedule II to the Companies Act, 2013, unless otherwise specified.

#### **(E) Impairment of Assets**

The carrying amounts of fixed assets are reviewed at each Balance Sheet date to ascertain if there is any indication of impairment based on internal/external factors. An impairment loss is recognized where the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value.

#### **(F) Valuation of Inventories**

Inventories are valued at Cost or Realizable value, whichever is lower

**(G) Revenue Recognition**

I) Sale of goods is recognised when the risk and rewards of ownership are passed on to the customers, which is generally on dispatch of goods. Sales are stated net of returns and excluding goods and service tax.

II) Purchases are accounted at total purchase prices as per the bills. The difference on account of delayed payment, if any, is accounted for at the time of settlement / payment of the respective bill.

**(H) Foreign Exchange Transactions**

I) Transactions in foreign currencies are recorded at exchange rates existing at the time of the transactions and exchange difference arising from foreign currency transactions are dealt with in the Profit and Loss Statement.

II) All Assets and Liabilities relating to transactions involving foreign currencies are converted at exchange rates prevailing at the year-end. Any loss or gain arising out of settlements/conversion is adjusted in the Profit and Loss Statement.

**(I) Retirement Benefits**

Retirement benefits to the staff such as gratuity are accounted when the amounts become payable.

**(J) Borrowing Cost**

Borrowing costs attributable to the acquisition or construction of qualifying asset are capitalized as part of the cost of asset. Other borrowing costs are recognized as an expense in the period for which they are incurred.

**(K) Material Events**

Material events occurring after the Balance Sheet date are taken into cognizance.

**(L) Provision, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**(M) Taxation**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

Deferred tax is recognized, subject to prudence, on timing difference, being the tax on difference between the taxable income and the accounting income that originate in one period and is capable of reversal in one or more subsequent periods. Deferred tax assets are recognized for unabsorbed depreciation and carry forward losses to the extent there is virtual certainty that sufficient future taxable income will be available against which deferred tax assets can be realized

**(N) Earnings per share**

Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders, by the weighted average number of Equity shares outstanding during the period.

**ANNEXURE V**  
**NOTES TO ACCOUNTS**

**1. Managerial Remuneration**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
<i>Directors' Remuneration</i>				
Salaries and Allowances	13.50	16.50	14.50	16.50

**2. Remuneration to Statutory Auditors**

Particulars	As at December 31,	As at March 31,		
	2024	2023	2024	2024
Statutory Audit Fees	4.75	4.75	4.75	2.00
Tax audit fees	0.75	0.75	0.75	0.70

3. Company has classified Micro, small and Medium Enterprises during the year. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified in the basis of information available with the company.

4. Previous year figures have been re-grouped and re-stated wherever necessary to confirm to the current year classification.

**ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES**

**Adjustments having impact on profit**

Changes done in profit after tax due to gratuity provision and tax provision has been restated for the financial years ending March 2022, March 23, March 24, and for the nine-month period ended December 31, 2024

Particulars	For the period ended December 31,	For the year ended March 31,		
	2024	2024	2023	2022
Profit as per Audited Financials	230.50	228.80	104.15	46.19
Add / Less: Prevision for Gratuity	-	(4.81)	(2.50)	(2.59)
Add / Less: Tax Provision	-	0.53	(0.69)	0.59
Add / Less: Tax expense of Earlier years	-	1.67	5.14	-
<b>Profit as per Restated Financials</b>	<b>230.50</b>	<b>226.20</b>	<b>106.10</b>	<b>44.19</b>

Changes done in Reserves and Surplus due to gratuity provision and tax provision has been restated for the financial years ending March 2022, March 23, March 24, and for the nine-month period ended December 31, 2024.

Particulars	For the year ended December 31,	For the year ended March 31,		
	2024	2024	2024	2024
Balance as per Audited Financials	2,987.63	2,771.83	2,543.02	2,438.87
Add: Short / Excess tax Provision	-	(12.83)	(8.02)	(5.53)
Less: Earlier year's tax expenses	-	(2.97)	(1.67)	(5.14)
Add/Less: Gratuity Provision	-	1.10	0.57	1.26
<b>Balance as per Restated Financials</b>	<b>2,987.63</b>	<b>2,757.13</b>	<b>2,533.90</b>	<b>2,429.46</b>

**Adjustments not having impact on profit**

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

**ANNEXURE VI**  
**SCHEDULE OF SHARE CAPITAL, AS RESTATED**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
<b>Equity Share Capital</b>				
<b>Authorized Share capital</b>				
11,250,000 Equity Shares of Rs. 10/- each	1125.00	1125.00	1125.00	1125.00
<b>TOTAL</b>				
<b>Issued, Subscribed and Fully Paid-up Share Capital</b>				
7,469,680 Equity Shares of Rs. 10/	746.97	746.97	746.97	746.97
<b>TOTAL</b>				

**Reconciliation of number of shares outstanding:**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
<b>Equity Shares</b>				
Equity shares at the beginning of the year of Rs. 10/- each	74,69,680	74,69,680	74,69,680	74,69,680
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Equity Shares at the end of the year</b>	<b>74,69,680</b>	<b>74,69,680</b>	<b>74,69,680</b>	<b>74,69,680</b>

**ANNEXURE VII**  
**SCHEDULE OF RESERVES AND SURPLUS, AS RESTATED**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
<b>(a) Securities Premium Account</b>				
Opening Balance	1012.03	1012.03	1012.03	1012.03
Add: Securities premium credited on Share issued	-	-	-	-
Less: Premium Utilized	-	-	-	-
<b>Closing Balance</b>	<b>1,012.03</b>	<b>1,012.03</b>	<b>1,012.03</b>	<b>1,012.03</b>
<b>(b) General Reserves</b>				
Opening Balance	35.96	35.96	35.96	35.96
(+) Current Year Transfer	-	-	-	-
(-) Written Back in Current Year	-	-	-	-
<b>Closing Balance</b>	<b>35.96</b>	<b>35.96</b>	<b>35.96</b>	<b>35.96</b>
<b>(c) Capital Reserve</b>				
Opening Balance	8.02	8.02	8.02	8.02
(+) Current Year Transfer	-	-	-	-
(-) Written Back in Current Year	-	-	-	-
<b>Closing Balance</b>	<b>8.02</b>	<b>8.02</b>	<b>8.02</b>	<b>8.02</b>
<b>(d) Surplus in Profit &amp; Loss account</b>				
Opening balance	1,701.11	1,477.88	1,373.45	1,336.66
Add/(Less): Changes during the year				
Net Profit for the year	351.06	226.20	106.10	44.19
Less: Provision for Gratuity	-	-	-	(2.93)
Less: Tax Expenses		(2.97)	(1.67)	(5.14)
Add/(Less): Deferred Tax Provision	-	-	-	0.67
<b>Closing Balance</b>	<b>2,052.17</b>	<b>1,701.11</b>	<b>1,477.88</b>	<b>1,373.45</b>
<b>Total</b>	<b>3,108.19</b>	<b>2,757.12</b>	<b>2,533.90</b>	<b>2,429.46</b>

**ANNEXURE VIII**  
**SCHEDULE OF LONG-TERM BORROWINGS, AS RESTATED**

Particulars	As at Dec 31,	As at March 31,		
	2024	2024	2023	2022
<b>Secured</b>				
<b>(a) Term loans</b>				
From Banks	397.65	988.14	795.15	948.02
<i>(Secured by hypothecation charge on fixed assets of the Company acquired out of bank finance).</i>				
*Primary Security				
Hypothecation charge on the entire current assets, moveable fixed assets and movable assets held in the company premises, factory land & building, godown, in the name of company				
*Collateral Security				
Mortgage charge on Extension of EM on Factory land and building situated on Plot No. J/1401/1, GIDC, Umergaon (Valsad), Gujrat.				
Mortgage charge on Extension of EM on Factory land and building situated on Plot No. J/603/A, GIDC, Umergaon (Valsad), Gujrat.				
Mortgage charge on Extension of EM on Factory land and building situated on Plot No. J/1401/2, GIDC, Umergaon (Valsad), Gujrat.				
Mortgage charge on Extension of EM on Land (Leasehold right) and building at survey no 141/p, Plot No-406, GIDC, Umergaon (Valsad), Gujrat.				
Mortgage charge on Extension of EM on Flat No-404, GIDC, Umergaon (Valsad), Gujrat.				
Mortgage charge on Hypothecation of all the Plant & Machinery installed at all Factory Land & building in the name of Company except assets created from Term Loan.				
Mortgage charge on Counter Indemnity of Duly Charged FDRs, Hypothecation of Stock procured under LC & Book Debts created out of the sale of such stocks				
Personnel Guarantee given by Dharmiben Shah, Asha Shah, Nilesh Shah, Pinky Shah and Manish K Shah				
<i>(Repayable in 36 to 44 installments)</i>				
Loan From GIDC	6.07	7.08	8.43	9.77
<i>(Secured by Immovable Properties)</i>				
<b>Less: Disclosed under Short Term Borrowings</b>				
- Current Maturity of Long-term borrowing	136.13	333.77	358.06	316.82
<b>Sub-total</b>	<b>267.58</b>	<b>661.45</b>	<b>445.51</b>	<b>640.98</b>
<b>Other Loans</b>				
From Banks	363.65	-	24.88	77.97
<b>Less: Disclosed under Short Term Borrowings</b>				
- Current Maturity of Long-term borrowing	91.52	-	24.88	53.10
<b>Sub-total</b>	<b>272.13</b>	<b>-</b>	<b>-</b>	<b>24.88</b>
Loan & Advances from Related Parties	31.29	48.45	26.16	33.95
<i>(Repayable in five years)</i>				
<b>Total</b>	<b>571.00</b>	<b>709.90</b>	<b>471.67</b>	<b>699.81</b>



**ANNEXURE IX**  
**SCHEDULE OF DEFERRED TAX LIABILITIES, AS RESTATED**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
<b>Deferred Tax Liabilities</b>				
Difference between Book and Tax Depreciation	197.42	154.56	141.98	151.53
<b>Deferred Tax Asset</b>				
Provision for Doubtful Debtors	(6.95)	(6.95)	-	-
<b>Net Deferred Tax Liability / (Assets)</b>	<b>190.47</b>	<b>147.61</b>	<b>141.98</b>	<b>151.53</b>

**ANNEXURE X**  
**SCHEDULE OF LONG-TERM PROVISIONS AS RESTATED**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
Provision for Non-Current Gratuity	15.33	11.26	6.77	4.58
<b>TOTAL</b>	<b>15.33</b>	<b>11.26</b>	<b>6.77</b>	<b>4.58</b>

**ANNEXURE XI**  
**SCHEDULE OF RESTATED SHORT-TERM BORROWINGS**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
<b>Secured</b>				
<u>Loans repayable on demand</u>				
<b>i) From Banks</b>				
Cash Credit and Working Capital Demand Loan	4364.97	3,703.96	3,765.01	3,330.28
Purchase Bill discounting	231.41	179.01	116.54	50.03
(Backed by Inland Letter of credit issued by Banks)				
<b>ii) From NBFC</b>				
Bill Discounting Facility	645.58	212.98	-	-
<b>*Primary Security</b>				
Hypothecation charge on the entire current assets, moveable fixed assets and movable assets held in the company premises, factory land & building, godown, in the name of company				
<b>*Collateral Security</b>				
Mortgage charge on Extension of EM on Factory land and building situated on Plot No. J/1401/1, GIDC, Umergaon (Valsad), Gujrat.				
Mortgage charge on Extension of EM on Factory land and building situated on Plot No. J/603/A, GIDC, Umergaon (Valsad), Gujrat.				
Mortgage charge on Extension of EM on Factory land and building situated on Plot No. J/1401/2, GIDC, Umergaon (Valsad), Gujrat.				
Mortgage charge on Extension of EM on Land (Leasehold right) and building at survey no 141/p, Plot No-406, GIDC, Umergaon (Valsad), Gujrat.				
Mortgage charge on Extension of EM on Flat No-404, GIDC, Umergaon (Valsad), Gujrat.				

Mortgage charge on Hypothecation of all the Plant & Machinery installed at all Factory Land & building in the name of Company except assets created from Term Loan.				
Personnel Guarantee given by Dharmiben Shah, Asha Shah, Nilesh Shah, Pinky Shah and Manish K Shah				
Loan & Advances from Related Parties	-	26.99	70.00	-
Current Maturities of Long-Term Borrowing	227.65	333.77	382.94	369.91
<b>Total</b>	<b>5,469.61</b>	<b>4,456.70</b>	<b>4,334.50</b>	<b>3,750.22</b>

**ANNEXURE XII**  
**SCHEDULE OF TRADE PAYABLES, AS RESTATED**

Particulars	As at December 31	As at March 31,		
	2024	2024	2023	2022
<b>Trade Payables:</b>				
(i) Dues of micro enterprises and small enterprises	107.94	91.91	-	3.52
(ii) Dues of Creditors other than micro enterprises and small enterprises	5,344.89	2092.35	1866.51	2,227.37
<b>Total</b>	<b>5,452.84</b>	<b>2,184.26</b>	<b>1,866.51</b>	<b>2,230.89</b>

**Trade payables ageing schedule as at 31 December 2024**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	107.94				107.94
(ii) Others	5,248.28	56.32	18.46	21.84	5,344.90
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

**Trade payables ageing schedule as at 31 March 2024**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	91.91	-	-	-	91.91
(ii) Others	2,000.47	64.23	8.27	19.39	2,092.35
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

**Trade payables ageing schedule as at 31 March 2023**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	1,733.55	68.05	29.89	35.02	1,866.51
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

**Trade payables ageing schedule as at 31 March 2022**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	3.47	-	0.05	-	3.52
(ii) Others	2,137.75	49.01	22.97	17.64	2,227.37
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

**ANNEXURE XIII**  
**SCHEDULE OF OTHER CURRENT LIABILITIES, AS RESTATED**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
Statutory Liabilities	6.27	7.77	21.51	8.45
Salary Payable	23.12	42.97	34.76	35.86
Interest accrued but not due	-	-	0.85	-
Advance from customer	2.34	3.85	26.46	138.51
Creditors For Capital Goods	0.56	42.92	60.72	-
Other Liabilities	19.48	22.25	27.36	37.92
<b>Total</b>	<b>51.78</b>	<b>119.75</b>	<b>171.66</b>	<b>220.74</b>

**ANNEXURE XIV**  
**SCHEDULE OF SHORT-TERM PROVISIONS, AS RESTATED**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
Provision for Income Tax (Net of Advance Tax)	91.31	27.81	-	7.68
Provision for Gratuity	1.87	1.56	1.25	0.95
<b>Total</b>	<b>93.18</b>	<b>29.37</b>	<b>1.25</b>	<b>8.63</b>

**ANNEXURE XV**  
**SCHEDULE OF FIXED ASSETS, AS RESTATED**

Particulars	Land	Building	Plant & Machinery	Solar Plant	Furniture & Fixtures	Vehicles	Residential Building	Office Equipment	Computer	Electrical Installation	Total
<b>A) Cost</b>											
Gross Block as at April 1, 2021	2.94	337.95	4,594.27	-	40.58	28.05	1,129.90	15.32	19.75	80.16	6,248.92
Additions	-	-	35.70	-	12.71	-	-	2.93	0.71	0.26	52.31
Deletion	-	-	-	-	-	-	(1,127.82)	-	-	-	(1,127.82)
Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	2.94	337.95	4,629.97	-	53.30	28.05	2.08	18.25	20.46	80.42	5,173.41
Additions			472.44		0.84			3.98	3.79	-	481.05
Deletion			(2,320.17)								(2,320.17)
Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	2.94	337.95	2,782.24	-	54.14	28.05	2.08	22.23	24.25	80.42	3,334.29
Additions			557.60	112.99	7.59	-	-	4.66	0.86	-	683.71
Deletion			(122.99)								(122.99)
Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	2.94	337.95	3,216.84	112.99	61.73	28.05	2.08	26.89	25.11	80.42	3,895.00
Additions	-	-	6.40	-	9.04	-	-	1.35	2.77	1.08	20.64
Deletion	-	-	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at December 31, 2024	2.94	337.95	3,223.24	112.99	70.77	28.05	2.08	28.24	27.88	81.50	3,915.64
<b>B) Accumulated Depreciation</b>											
Balance as at April 1, 2021	0.95	155.19	2,918.86	-	15.95	14.10	44.62	11.66	17.93	70.30	3,249.55

Depreciation	-	11.29	216.59		3.73	1.83	5.81	1.26	1.38	2.01	243.91
Disposals	-	-	-	-	-	-	(49.23)	-	-	-	(49.23)
<b>Balance as at March 31, 2022</b>	<b>0.95</b>	<b>166.48</b>	<b>3,135.45</b>	<b>-</b>	<b>19.68</b>	<b>15.93</b>	<b>1.20</b>	<b>12.92</b>	<b>19.31</b>	<b>72.31</b>	<b>3,444.23</b>
Depreciation	-	11.29	191.34		4.35	1.83	0.02	1.72	1.48	1.34	213.37
Disposals	-	-	(1,987.12)								(1,987.12)
<b>Balance as at March 31, 2023</b>	<b>0.95</b>	<b>177.78</b>	<b>1,339.67</b>	<b>-</b>	<b>24.03</b>	<b>17.76</b>	<b>1.22</b>	<b>14.64</b>	<b>20.79</b>	<b>73.65</b>	<b>1,670.48</b>
Depreciation		11.31	171.21	1.73	4.35	1.83	-	2.46	1.51	1.24	195.65
Disposals			(80.38)								(80.38)
<b>Balance as at March 31, 2024</b>	<b>0.95</b>	<b>189.09</b>	<b>1,430.50</b>	<b>1.73</b>	<b>28.38</b>	<b>19.59</b>	<b>1.22</b>	<b>17.10</b>	<b>22.30</b>	<b>74.89</b>	<b>1,785.75</b>
Depreciation		8.52	134.76	3.24	3.74	1.38		2.14	1.63	0.62	156.03
Disposals											-
<b>Balance as at December 31, 2024</b>	<b>0.95</b>	<b>197.61</b>	<b>1,565.26</b>	<b>4.96</b>	<b>32.11</b>	<b>20.97</b>	<b>1.22</b>	<b>19.24</b>	<b>23.94</b>	<b>75.52</b>	<b>1,941.78</b>
<b>C) Net Carrying Value</b>											
<b>As at March 31, 2022</b>	<b>1.99</b>	<b>171.46</b>	<b>1,494.52</b>	<b>-</b>	<b>33.61</b>	<b>12.12</b>	<b>0.88</b>	<b>5.33</b>	<b>1.15</b>	<b>8.11</b>	<b>1,729.18</b>
<b>As at March 31, 2023</b>	<b>1.99</b>	<b>160.17</b>	<b>1,442.57</b>	<b>-</b>	<b>30.11</b>	<b>10.29</b>	<b>0.86</b>	<b>7.59</b>	<b>3.46</b>	<b>6.77</b>	<b>1,663.80</b>
<b>As at March 31, 2024</b>	<b>1.99</b>	<b>148.86</b>	<b>1,786.33</b>	<b>111.27</b>	<b>33.35</b>	<b>8.45</b>	<b>0.86</b>	<b>9.79</b>	<b>2.81</b>	<b>5.53</b>	<b>2,109.24</b>
<b>As at December 31, 2024</b>	<b>1.99</b>	<b>140.33</b>	<b>1,657.98</b>	<b>108.03</b>	<b>38.66</b>	<b>7.08</b>	<b>0.86</b>	<b>8.99</b>	<b>3.95</b>	<b>5.98</b>	<b>1,973.86</b>

**ANNEXURE XVI**  
**SCHEDULE OF LONG-TERM LOANS AND ADVANCES, AS RESTATED**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
Advance Income Tax (Net of Provisions)	-		2.18	-
Advance for Capital Goods	12.10	-	408.34	-
<b>Total</b>	<b>12.10</b>	<b>-</b>	<b>410.52</b>	<b>-</b>

**ANNEXURE XVII**  
**SCHEDULE OF DEFERRED TAX ASSETS, AS RESTATED**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
Security Deposit	32.15	27.25	25.10	21.74
<b>Total</b>	<b>32.15</b>	<b>27.25</b>	<b>25.10</b>	<b>21.74</b>

**ANNEXURE XVIII**  
**SCHEDULE OF INVENTORIES, AS RESTATED**

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
a) Raw Materials and components	1,326.30	786.53	804.23	835.29
b) Stores and Spares	30.46	44.55	57.65	72.46
c) Finished Garment	1,028.34	668.10	580.88	493.99
d) Finish Fabrics	3,386.68	2,796.84	3,426.19	3,434.77
e) Incidental Goods	67.62	15.12	8.87	17.65
<b>Total</b>	<b>5,839.40</b>	<b>4,311.15</b>	<b>4,877.82</b>	<b>4,854.17</b>

**ANNEXURE XIX**  
**SCHEDULE OF TRADE RECEIVABLES, AS RESTATED**

Particulars	As at December 31,	As at March 31,
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	2024	2024	2023	2022
<b>Unsecured</b>				
(i) Undisputed Trade receivables – considered good	6,555.15	4,070.30	2,949.01	3,365.07
(ii) Undisputed Trade Receivables – considered doubtful	30.36	30.36	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-
Less: Allowance for Bad & Doubtful Debts	(30.36)	(30.36)	-	-
<b>Total</b>	<b>6,555.15</b>	<b>4,070.30</b>	<b>2,949.01</b>	<b>3,365.07</b>

#### TRADE RECEIVABLE AGEING SCHEDULE AS AT 31 DECEMBER 2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	6,298.96	204.97	17.29	7.80	26.12	6,555.15
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	30.36	-	30.36
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-

#### TRADE RECEIVABLE AGEING SCHEDULE AS AT 31 MARCH 2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	3,950.58	60.10	23.96	35.65	-	4,070.30
(ii) Undisputed Trade Receivables – considered doubtful	-	-	30.20	0.16	-	30.36
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-

#### TRADE RECEIVABLE AGEING SCHEDULE AS AT 31 MARCH 2023

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	2,799.34	67.58	24.71	57.39	-	2,949.01
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-

#### TRADE RECEIVABLE AGEING SCHEDULE AS AT 31 MARCH 2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	3,193.30	63.57	47.08	24.61	36.50	3,365.07
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-

(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-
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## Annexure XX

### SCHEDULE OF CASH AND CASH EQUIVALENTS, AS RESTATED

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
A. Cash and Cash Equivalent				
(i) Balances with banks	6.99	8.49	1.63	3.38
(ii) Cash on hand	14.17	7.73	8.87	13.51
<b>Total</b>	<b>21.16</b>	<b>16.22</b>	<b>10.50</b>	<b>16.89</b>

## ANNEXURE XXI

### SCHEDULE OF SHORT-TERM LOANS AND ADVANCES, AS RESTATED

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
Advance to suppliers	542.83	255.62	14.94	63.18
Loan & Advances to Employees	29.37	23.89	27.85	30.00
Loans & Advances to Others parties	486.39	161.56	157.32	16.31
Auction Deposit	30.00	30.00	30.00	-
<b>Total</b>	<b>1,088.59</b>	<b>471.07</b>	<b>230.11</b>	<b>109.49</b>

## ANNEXURE XXII

### SCHEDULE OF OTHER CURRENT ASSETS

Particulars	As at December 31,	As at March 31,		
	2024	2024	2023	2022
<b><u>Fixed deposits having maturity of more than 3 months but less than 12 months (held as security against):</u></b>				
Term Loan	35.91	34.26	-	-
Bank Guarantee	6.60	12.20	12.20	12.20
LC Margin	46.33	61.70	33.70	18.09
<b>(A)</b>	<b>88.84</b>	<b>108.16</b>	<b>45.90</b>	<b>30.29</b>
Prepaid Expenses	4.52	6.01	9.85	12.29
Balance with Revenue Authorities	77.45	40.61	18.78	22.64
Insurance Claim Receivable	-	-	32.83	76.33
Other Current Asset	6.14	2.93	1.00	4.75
<b>(B)</b>	<b>88.11</b>	<b>49.55</b>	<b>62.45</b>	<b>116.00</b>
<b>Total (A) + (B)</b>	<b>176.95</b>	<b>157.72</b>	<b>108.35</b>	<b>146.30</b>

## ANNEXURE XXIII

### SCHEDULE OF REVENUE FROM OPERATIONS, AS RESTATED

Particulars	For the nine-month period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Revenue From Operations</b>				
Sale of products	14,869.14	17,758.96	17,244.28	15,904.79
Service Charges Received	931.23	1189.97	1,619.18	1,319.10
Export Sales	13.74	89.58	-	-
<b>Other Operating Revenue</b>				
Sale of Scrap	16.92	15.62	17.24	13.06



<b>Total</b>	<b>15,831.02</b>	<b>19,054.12</b>	<b>18,880.69</b>	<b>17,236.94</b>

**ANNEXURE XXIV**  
**SCHEDULE OF OTHER INCOME, AS RESTATED**

Particulars	For the nine-month period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Income	38.59	37.54	19.93	13.68
Other non-operating income (net of expenses directly attributable to such income)	-	-	-	-
Miscellaneous income	4.77	6.25	16.88	6.36
Foreign Exchange Gain	0.18	0.43	-	-
Commission Received	-	34.54	-	-
Profit on Sale of Machinery	-	4.30	10.76	-
<b>Total</b>	<b>43.54</b>	<b>83.06</b>	<b>47.57</b>	<b>20.04</b>

**ANNEXURE XXV**  
**SCHEDULE OF COST OF MATERIAL CONSUMED, AS RESTATED**

Particulars	For the nine-month period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Consumption of Raw Material</b>				
Opening Stock	786.53	804.23	835.29	668.71
Add: Purchase during the Year	2,606.86	2,586.58	2,220.98	1,914.00
Add: Manufacturing Expenses*	1,077.14	1,470.29	1,625.36	708.86
	<b>4,470.54</b>	<b>4,861.10</b>	<b>4,681.64</b>	<b>3,291.58</b>
Less: Closing Stock	(1,326.30)	(786.53)	(804.23)	(835.29)
<b>Consumption</b>	<b>3,144.24</b>	<b>4,074.56</b>	<b>3,877.41</b>	<b>2,456.28</b>

**\*RESTATED MANUFACTURING EXPENSES**

Particulars	For the nine-month period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Consumption of Incidental Goods	136.33	165.50	162.99	88.10
Stores and Spares Consumed	95.14	173.35	161.01	87.22
Insurance Expense	5.10	10.96	13.67	12.83
Repairs to Plant & Machinery	23.73	31.02	33.79	41.60
Weaving Charges	26.26	21.60	20.08	28.12
Power and Fuel Consumed	251.32	380.76	406.18	353.62
Processing Charges	175.71	214.38	187.06	21.82
Job Work Charges	316.65	414.11	597.30	75.55
Other Manufacturing Expenses	46.91	58.61	43.29	-
<b>Total</b>	<b>1,077.14</b>	<b>1,470.29</b>	<b>1,625.36</b>	<b>708.86</b>

**ANNEXURE XXVI**  
**SCHEDULE OF PURCHASE OF STOCK-IN-TRADE**

Particulars	For the nine-month period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchases	11,875.36	12,512.70	13,328.28	13,874.20
<b>Total</b>	<b>11,875.36</b>	<b>12,512.70</b>	<b>13,328.28</b>	<b>13,874.20</b>

**ANNEXURE XXVII**
**SCHEDULE OF RESTATED CHANGES IN INVENTORIES IN FINISHED GOODS AND GARMENT**

Particulars	For the nine-month period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Stock-in -Trade</b>				
Opening Stock	2,796.84	3,426.19	3,434.77	2,734.56
Closing Stock	3,386.68	2,796.84	3,426.19	3,434.77
<b>(A)</b>	<b>(589.83)</b>	<b>629.35</b>	<b>8.58</b>	<b>(700.21)</b>
<b>Finished Goods</b>				
Opening Stock	668.10	580.88	493.99	578.84
Closing Stock	1,028.34	668.10	580.88	493.99
<b>(B)</b>	<b>(360.24)</b>	<b>(87.22)</b>	<b>(86.89)</b>	<b>84.85</b>
<b>Total (A + B)</b>	<b>(950.07)</b>	<b>542.12</b>	<b>(78.31)</b>	<b>(615.36)</b>

**ANNEXURE XXVIII**
**SCHEDULE OF RESTATED EMPLOYEE BENEFIT EXPENSES**

Particulars	For the nine-month period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Salaries and Wages	377.24	474.32	475.23	402.83
(b) Labour on Contract	61.03	100.35	119.26	113.15
(c) Contributions to fund	8.47	7.53	4.32	5.49
(d) Remuneration to Directors	13.50	16.50	14.50	16.50
(e) Staff welfare expenses	7.51	32.84	5.14	5.16
(d) Gratuity expenses	4.37	4.81	2.49	2.59
<b>Total</b>	<b>472.13</b>	<b>636.35</b>	<b>620.95</b>	<b>545.73</b>

**ANNEXURE XXIX**
**SCHEDULE OF RESTATED FINANCE COST**

Particulars	For the nine-month period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest expense	426.01	483.25	482.71	451.66
Other borrowing costs	17.50	35.35	37.50	27.04
<b>Total</b>	<b>443.51</b>	<b>518.60</b>	<b>520.21</b>	<b>478.71</b>

**ANNEXURE XXX**
**SCHEDULE OF RESTATED OTHER EXPENSES**

Particulars	For the nine-month period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Brokerage and Commission	29.99	31.30	22.45	9.96
Audit Fees	5.50	5.50	5.50	2.70
Legal & Professional Fees	5.75	24.06	19.84	7.97
Printing & Stationery	4.33	5.99	8.73	6.95
Rent, Rates & Taxes	21.02	57.64	19.92	27.07
Repairs to building & Furniture	-	0.83	2.34	0.30
Security Expenses	10.42	12.64	11.87	11.04
Telephone & Internet Charges	0.93	1.51	1.12	1.30
Transportation Expenses	42.23	47.77	36.57	32.35
Travelling Expenses	7.25	12.71	14.36	7.89
Provision for Bad and Doubtful debts	-	30.36	-	-
Sales Promotion expenses	17.23	4.38	10.54	1.46
Miscellaneous Expenses	72.52	120.46	104.69	41.12

<b>Total</b>	<b>217.17</b>	<b>355.14</b>	<b>257.92</b>	<b>150.10</b>
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#### ANNEXURE XXXI

##### SCHEDULE OF RESTATED EXCEPTIONAL ITEMS

<b>Particulars</b>	<b>For the nine-month period ended December 31, 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Insurance Claim written off-no longer receivable	-	-	43.50	75.00
Loss on Sale of building/flat	-	-	-	9.69
<b>Total</b>	<b>-</b>	<b>-</b>	<b>43.50</b>	<b>84.69</b>

#### ANNEXURE XXXII

##### SCHEDULE OF RELATED PARTY TRANSACTIONS, AS RESTATED

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

##### (i) Key Managerial Personnel & Directors

<b>For the year ended December 31, 2024</b>	<b>For the year ended March 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
Manish Shah (Managing Director)	Manish Shah (Managing Director)	Manish Shah (Managing Director)	Manish Shah (Managing Director)
Nilesh Shah (Whole time director)	Nilesh Shah (Whole time director)	Nilesh Shah (Whole time director)	Nilesh Shah (Whole time director)
Asha M. Shah (Director)	Asha M. Shah (Director)	Asha M. Shah (Director)	Asha M. Shah (Director)
Pinky N. Shah	Pinky N. Shah (Director)	Pinky N. Shah (Director)	Pinky N. Shah (Director)

##### (ii) Relatives of KMPs

<b>For the year ended December 31, 2024</b>	<b>For the year ended March 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
Harshil M. Shah (Son of director)	Harshil M. Shah (Son of director)	Harshil M. Shah (Son of director)	Harshil M. Shah (Son of director)
Naman N. Shah (Son of director)	Naman N. Shah (Son of director)	Naman N. Shah (Son of director)	Naman N. Shah (Son of director)
Dharmidevi Shah (Mother of director)	Dharmidevi shah (Mother of director)	Dharmidevi shah (Mother of director)	Dharmidevi shah (Mother of director)

##### (iii) Enterprises over which over which directors and / or their relatives has significant influence:

<b>For the period ended December 31, 2024</b>	<b>For the year ended March 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
Nilesh K. HUF	Nilesh K. HUF	Nilesh K. HUF	Nilesh K. HUF
Manish K. HUF	Manish K. HUF	Manish K. HUF	Manish K. HUF
S R Textiles Industries	S R Textiles Industries	S R Textiles Industries	S R Textiles Industries
Krizz Mart Private Ltd	Krizz Mart Private Ltd	Krizz Mart Private Ltd	Krizz Mart Private Ltd
JK Fabtex Industries Pvt. Ltd	JK Fabtex Industries Pvt. Ltd	JK Fabtex Industries Pvt. Ltd	JK Fabtex Industries Pvt. Ltd

##### (iv) Particulars of Transactions with Related Parties

<b>Particulars</b>	<b>For the period ended December 31,</b>	<b>For the year ended March 31,</b>		
	<b>2024</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
<b>Purchase</b>				
JK Fabtex Industries Pvt. Ltd	38.39	0.02	-	612.24

Particulars	For the period ended December 31,	For the year ended March 31,		
	2024	2024	2023	2022
<b><u>Expense</u></b>				
JK Fabtex Industries Pvt. Ltd	0.05	0.05	-	-
<b><u>Job Work Charges</u></b>				
JK Fabtex Industries Pvt. Ltd	287.98	371.54	500.05	313.83
<b><u>Rent Received</u></b>				
JK Fabtex Industries Pvt. Ltd.	3.87	3.04	8.50	7.08
<b><u>Sales</u></b>				
JK Fabtex Industries Pvt. Ltd.	103.52	523.86	-	-
Krizz mart private limited	4.95	-	-	-
Mr. Manish K Shah	0.20	-	0.15	0.04
Mr. Nilesh shah	-	0.02	0.01	-
<b><u>Remuneration</u></b>				
Mr. Manish K Shah	4.50	5.50	5.00	4.50
Mr. Nilesh Shah	4.50	5.50	5.00	6.00
Mrs. Pinky N. Shah	4.50	5.50	4.50	6.00
<b><u>Loan &amp; Advances taken</u></b>				
Mr. Manish K Shah	105.16	101.97	94.53	107.54
Manish K Shah HUF	0.97	11.74	4.00	26.55
Mr. Nilesh Shah	32.52	88.15	38.19	20.39
Mrs. Asha M. Shah	3.53	28.50	24.32	59.20
Mrs. Pinky N. Shah	10.99	10.30	0.90	24.03
S R Textiles Industries	20.20	70.00	70.00	13.60
Dharmidevi Kantilal Shah	-	-	-	67.69
Naman N Shah	0.05	-	-	-
<b><u>Loan &amp; Advance Given</u></b>				
JK Fabtex Industries Pvt. Ltd.	1,251.02	1019.33	1385.30	726.51
<b><u>Interest on Loan Taken</u></b>				
JK Fabtex Industries Pvt. Ltd	34.36	-	-	-
<b><u>Received against the loan Given</u></b>				
JK Fabtex Industries Pvt. Ltd	967.85	931.28	1,209.83	795.87
<b><u>Repayment of Loan &amp; Advances Taken</u></b>				
Mr. Manish K Shah	97.83	81.29	92.79	107.44
Manish K Shah HUF	0.97	11.74	4.00	26.55
Mr. Nilesh K Shah	44.74	84.23	30.28	20.71
Mrs. Asha M. Shah	3.74	50.56	42.56	17.97
Mrs. Pinky N. Shah	24.05	0.20	7.95	13.86
S R Textiles Industries	47.19	113.01	-	13.60
Mr. Naman Shah	0.01	-	-	-

**(v) Particulars of Closing balances with Related Parties**

Particulars	For the period ended December 31,	For the year ended March 31,		
	2024	2024	2023	2022

<b>Loans Payables</b>				
Mr. Manish K Shah	29.89	22.56	1.88	0.14
Mr. Nilesh K Shah	0.48	11.7	7.78	(0.13)
Mrs. Pinky N. Shah	0.17	-	13.24	-
Mrs. Asha M. Shah	0.75	0.96	23.02	41.26
S R Textile Industries	-	26.99	70	-
Dharmidevi Kantilal shah	-	-	-	1.12
<b>Loans &amp; Advances</b>				
JK Fabtex Industries Pvt. Ltd	465.97	148.43	140.43	(15.52)
Naman N Shah	0.03	-	-	-
KDM textile	-	0.01	-	0.12
<b>Trade Receivable</b>				
JK Fabtex Industries Pvt. Ltd	351.01	263.29	(2.74)	(84.81)
Krizz mart private limited	4.95	-	-	-
Manish shah	0.16	0.15	0.15	0.04
Nilesh shah	0.03	0.03	0.01	-
Harshil shah	-	-	-	0.08
<b>Remuneration Payable</b>				
Mrs. Pinky N. Shah	-	-	-	2.51
Mr. Manish K Shah	-	-	-	0.20
Mr. Nilesh K Shah	-	-	-	2.00

**ANNEXURE XXXIII**  
**CAPITALIZATION STATEMENT**

Particular	Pre Offer (as at December 31, 2024)	Post Offer
<b>Borrowings</b>		
Short term debt (A)	5,469.61	
Long Term Debt (B)	571.00	
<b>Total debts (C=A+B)</b>	<b>6040.61</b>	
<b>Shareholders' funds</b>		
Equity Share Capital (D)	746.97	●
Reserve and surplus - as restated (E)	3,108.19	●
<b>Total shareholders' funds (F=D+E)</b>	<b>3,855.16</b>	●
<b>Long term debt / Shareholders funds</b>	<b>0.15</b>	●
<b>Total debt / Shareholders funds</b>	<b>1.57</b>	●

**Note:** The above has been computed on the basis of Restated Financials of the Company.

**ANNEXURE XXXIV**  
**SCHEDULE OF CONTINGENT LIABILITIES, AS RESTATED**

There are no contingent liabilities as on the balance sheet date December 31 2024, March 31 2024, March 31 2023, and March 31 2022.

**ANNEXURE XXXV**  
**STATEMENT OF ACCOUNTING RATIOS, AS RESTATED**

Ratio	Numerator	Denominator	For the Period Ended December 31, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
(a) Current Ratio	Total Current Assets	Total Current liabilities	1.24	1.33	1.28	1.37

(b) Debt - Equity Ratio	Total Debt	Shareholder's Equity	1.57	1.47	1.46	1.40
(c) Debt Service Coverage Ratio	Earning available for debt service = Net profit after taxes+Non cash Operating expenses+ Interest- Profit on sale	Debt Service=Interest + Loan repayment	1.42	1.10	0.93	0.53
(d) Return on Equity Ratio (%)	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	0.10	0.07	0.03	0.01
(e) Inventory turnover ratio	Cost of Goods Sold or Sales	Average Inventory	2.04	2.85	2.73	2.88
(f) Trade Receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	2.98	5.43	5.98	5.63
(g) Trade Payables turnover ratio	Net Credit Purchases	Average Trade Payables	3.11	6.18	6.51	6.77
(h) Net capital turnover ratio	Net Sales	Working Capital	6.06	8.52	10.74	7.60
(i) Net profit ratio (%)	Net Profit	Net Sales	0.02	0.0119	0.0055	0.0027
(j) Return on Capital employed (%)	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.24	0.22	0.20	0.18

**ANNEXURE XXXVI**  
**STATEMENT OF TAX SHELTER**

Particulars	For the year ended March 31,		
	2024	2023	2022
<b><u>Tax Rates</u></b>			
Income Tax Rate (%)	25.17	25.17	25.17
Minimum Alternate Tax Rate (%)	15.00	15.00	15.00
<b>Restated Income before tax as per books (A)</b>	<b>302.05</b>	<b>144.93</b>	<b>38.72</b>
<b>Incomes considered separately</b>			
Interest Income	37.54	19.93	13.68
Dividend Income	NIL	NIL	NIL
<b>Total Incomes considered separately (B)</b>	<b>37.54</b>	<b>19.93</b>	<b>13.68</b>
<b>Restated Profit other than income considered separately (C)=(A-B)</b>	<b>264.51</b>	<b>125.00</b>	<b>25.04</b>
<b>Tax Adjustment (D)</b>	NIL	NIL	NIL
<b>Timing Differences</b>			
Depreciation as per Income Tax	249.58	157.84	177.93
Depreciation as per Books	195.65	213.37	243.91
<b>Total Timing Differences (E)</b>	<b>(53.93)</b>	<b>55.53</b>	<b>65.98</b>
<b>Income From Business or Profession (F)=(C+D+E)</b>	<b>210.58</b>	<b>180.53</b>	<b>91.02</b>
<b>Income From Other Sources</b>			
Interest Income	37.54	19.93	13.68
Dividend Income	NIL	NIL	NIL
<b>Taxable income from other sources (G)</b>	<b>37.54</b>	<b>19.93</b>	<b>13.68</b>
<b>Taxable Income/(Loss) (F+G)</b>	<b>248.12</b>	<b>200.46</b>	<b>104.7</b>
<b>Tax on Total Income</b>	<b>62.45</b>	<b>50.46</b>	<b>26.35</b>
<b>MAT on Book Profit</b>	<b>45.31</b>	<b>21.74</b>	<b>5.81</b>
Tax paid as per normal or MAT	Normal	Normal	Normal

**Note:**



1. The aforesaid Statement of tax Shelters has been prepared as per the 'Restated Profit and Loss Account.

## **ANNEXURE XXXVII**

### **SEGMENT REPORTING**

Since the company has only one reportable segment i.e., Textiles, no disclosure in respect of any other reportable required as defined under the Accounting Standard 17 (AS-17) for segment reporting.

### **CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS**

There has been no change in the Accounting Policies in the last three (3) years.

### **CHANGES IN ACCOUNTING PERIOD**

There has been no change in the accounting period of the Company.

### **OTHER STATUTORY INFORMATION**

- (i) Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) No funds have been received by the from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- (viii) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- (ix) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (x) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

For and on behalf of  
**Shambhu Gupta & Co.**  
Chartered Accountants  
FRN: 007234C

**For and on behalf of Board of Directors**  
**K K Silk Mills Limited**  
CIN: U17120MH1991PLC063074

**CA Gorang Baheti**  
**Partner**  
Mem No: 426813  
UDIN: 25426813BMIASU5902  
Date: June 14, 2025  
Place: Mumbai

**Manish K Shah**  
Managing Director  
DIN:00040966

**Nilesh K Jain**  
Wholetime Director  
DIN:00040930

**Naman Shah**  
Chief Financial Officer  
PAN: JXSPS2550F

**Saachi R. Madnani**  
Company Secretary  
PAN: AXEPK4282D



## OTHER FINANCIAL INFORMATION

### Statement of Accounting & Other Ratios, As Restated

(₹ in Lakhs)

Particulars	As at December 31, 2024	As at 31st March		
		2024	2023	2022
Restated PAT as per P& L Account (Rs. in Lakhs)	230.95	226.20	106.10	44.19
Add: Depreciation	156.03	195.65	213.37	243.91
Add: Interest on Loan	-	(2.97)	(1.67)	(5.14)
Add: Income Tax/ Deferred Tax	426.01	483.25	482.71	451.66
Less: Other Income	44.14	83.06	47.57	20.04
<b>EBITDA</b>	1,115.75	1,016.30	878.51	761.33
<b>EBITDA Margin (%)</b>	7.03%	5.31%	4.64%	4.41%
Net Worth	3855.16	3504.09	3280.86	3176.43
Current Assets	13520.74	9026.45	8175.79	8491.91
Current Liabilities	11027.00	6790.08	6373.92	6210.47
<b>Earnings Per Share</b>				
Basic EPS (Pre Bonus)	1.55	1.51	0.71	0.30
EPS (Post Bonus)	1.55	1.51	0.71	0.30
<b>Net Asset Value (Post Bonus)</b>	25.81	23.46	21.96	21.26
<b>Net Asset Value Per Equity Share</b>				
Pre Bonus	51.61	46.91	43.92	41.94
Post Bonus	25.81	23.46	21.96	20.97
Return on Networth (%)	9.11	6.46	3.23	1.39
<b>Current Ratio</b>	1.23	1.33	1.28	1.37
<b>EBITDA</b>				
Nominal Value per Equity share(Rs.)	10	10	10	10

Notes :

1) The ratios have been calculated as below:

a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.

b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.

c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100

d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year + Preference Share Capital / Total Number of Equity Shares outstanding during the year.



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- 2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. Further, number of shares are after considering impact of the bonus shares.
  - 3) Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.
  - 4) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)
  - 5) The effect of Split given on EPS and NAV as well.
  - 6)  $EBIDTA \text{ Margin} = EBIDTA / \text{Total Revenue}$



## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with the Restated Financial Statements as of and for the nine months period ended December 31, 2024 the Fiscals 2024, 2023 and 2022 including the notes and significant accounting principles thereto and the report thereon. Our Restated Financial Statements differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind GAAP. These regulations may also vary with ICDS, which may be material to an investor's assessment of our results of operations and financial condition. Our fiscal year ends on March 31 of each year, so all references to a particular Fiscal or fiscal year are to the twelve-month period ended March 31 of that year.*

*The following discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such those described under "Risk Factors" and "Forward Looking statements" on page 27 and 18 respectively and elsewhere in this Draft Red Herring Prospectus.*

*Some of the information contained in this section, including information with respect to our strategies, contain forward- looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 18 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors" and "Business Overview" on pages 27 and 125 respectively, for a discussion of certain factors that may affect our business, results of operations and financial condition. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.*

*Unless otherwise stated, references to "the Company", "our Company", "we", "us", and "our" are to K K Silk Mills Limited.*

### Overview

Our Company is engaged in the business of manufacturing of fabrics as well as garments. Our range of garment products covers all the age group segments such as kids wear, men's wear, women's wear. We use variety of knitted fabrics such as 100% cotton, 100% polyester, blended (cotton and polyester) and printed polyester fabrics in the production of garments. We manufacture the fabric which used in variety of products such as mens shirts wear- formal and casual wear, shervani material, ladies wear - dress material, burkha material, kushan cover material etc. We sell our knitted fabrics to domestic and international garment manufacturers. We have approximately 5422 sq.mtrs. size area manufacturing plant located at Umbergaon, Valsad.

We currently operate from the following Registered Office located in Maharashtra and manufacturing units is located in Gujarat:

<b>Registered Office</b>	Office No. 314, 3 <sup>rd</sup> Floor, Kewal Industrial Estate, S B Marg, Lower Parel-400013, Mumbai, India.
<b>Factory Unit-I</b>	Plot No. 1401/2, Shed No. J/1401/1, Survey No. 149/P, Umbergaon Industrial Estate, Umbergaon, Valsad
	Plot No. 603/A, Umbergaon Industrial Area, Umbergaon, Valsad
	Plot No. 1401/1, Shed No. J/1401/1, Survey No. 150/P, Umbergaon Industrial Estate, Umbergaon, Valsad
<b>Factory Unit-II</b>	Revenue Survey No. 141/P, Plot No. 406, Umbergaon Industrial Estate, Umbergaon, Valsad
<b>Factory Unit-III</b>	Plot No. 603/B, GIDC, Umbergaon
<b>Warehouse</b>	Gala No. 202, D Building, JMD Complex, Sonibai Compound, Rahanal Village, Taluka- Bhiwandi, Dist. Thane-421302

For the nine months period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, our revenue from operations was ₹ 15,831.02 lakhs, ₹ 19,054.12 lakhs, ₹ 18,880.69 lakhs and ₹ 17,236.94 lakhs, respectively, and our profit after tax for the year was ₹ 351.06 lakhs ₹ 226.20 lakhs, ₹ 106.10 lakhs and ₹ 44.19 lakhs, respectively. Our EBITDA for the nine months period ended December 31, 2024 Fiscal 2024, Fiscal 2023 and Fiscal 2022 was ₹ 1072.20 lakhs, ₹ 933.24 lakhs, ₹ 830.94 lakhs and ₹ 741.29 lakhs, respectively.



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**Principal Factors affecting our Results of Operations:**

Except as otherwise stated in this Draft Red Herring Prospectus and the “*Risk Factors*” on page 27, the following important factors could cause actual results to differ materially from the expectations include, among others:

- Non- availability of skilled labour force or any dispute between the labour and the management
- Company’s failure to identify changes in consumer preferences
- Growth of unorganized sector and threat from local regional players;
- The Capacity of the Company to successfully commission the expansion project at the scheduled time
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Our Company’s ability to successfully implement our growth strategy;
- Changes in laws and regulations relating to the industry in which we operate;
- Any adverse outcome in the legal proceedings in which our Company is involved;
- Any adverse changes in central or state government policies;
- Fluctuation in Exchange Rates
- Any qualifications or other observations made by our statutory auditors which may affect our results of operations;
- Loss of one or more of our key customers and/or suppliers;
- An increase in the productivity and overall efficiency of our competitors;
- Our ability to maintain and enhance our brand image;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Our ability to compete effectively, particularly in new markets and businesses;
- Inability to collect our dues and receivables from, or invoice our unbilled services to, our customers, our results of operations;
- Termination of customer contracts without cause and with little or no notice or penalty; and
- Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or noncompliance with and changes in, safety, health and environmental laws and other applicable regulation, may adversely affect our business, financial condition, results of operations and prospects.

**Corporate Information**

Our Company was originally incorporated as “Manish Weaving Industries Private Limited” as a private limited company, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 26, 1991 issued by Registrar of Companies, Bombay having Registration Number 11-63074. The name of our company was changed to “K.K. Silk Mills Private Limited”. Consequent upon change of name a fresh Certificate of Incorporation dated June 01, 2001 was issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently Our Company was converted from a private limited company to public limited company by resolution passed in the Extra-Ordinary General Meeting of the company dated May 17, 2018 and consequently, the name of our Company was changed to “K K Silk Mills Limited” and a fresh certificate of incorporation dated June 06, 2018 was issued to our Company by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U17120MH1991PLC063074.

**Significant Accounting Policies****A. Basis of Accounting**

The financial statements are prepared under historical cost convention on an accrual basis and are in accordance with the generally accepted accounting principles in India, the applicable mandatory accounting standards as notified by Companies (Accounting Standards) Rules, 2014 and the relevant provisions of The Companies Act, 2013.

**B. Use of Estimates**



The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Difference between the actual result and estimates are recognized in periods in which the results are known / materialized.

#### **C. PPE**

1. The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.
2. Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses. Freehold land is carried at historical cost less any accumulated impairment losses.
3. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.
4. The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.
5. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

#### **D. Depreciation**

Depreciation is systematic allocation of the depreciable amount of an asset over its useful life and is provided on a straight-line basis over the useful life prescribed in Schedule II to the Companies Act, 2013, unless otherwise specified.

#### **E. Impairment of Assets**

The carrying amounts of fixed assets are reviewed at each Balance Sheet date to ascertain if there is any indication of impairment based on internal/external factors. An impairment loss is recognized where the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value.

#### **F. Valuation of Inventories**

Inventories are valued at cost or NRV whichever is lower.

#### **G. Revenue Recognition**

- ❖ Sale of goods is recognised when the risk and rewards of ownership are passed on to the customers, which is generally on dispatch of goods. Sales are stated net of returns and excluding goods and service tax.
- ❖ Purchases are accounted at total purchase prices as per the bills. The difference on account of delayed payment, if any, is accounted for at the time of settlement / payment of the respective bill.

#### **H. Foreign Exchange Transactions**



- ❖ Transactions in foreign currencies are recorded at exchange rates existing at the time of the transactions and exchange difference arising from foreign currency transactions are dealt with in the Profit and Loss Statement.
- ❖ All Assets and Liabilities relating to transactions involving foreign currencies are converted at exchange rates prevailing at the year-end. Any loss or gain arising out of settlements/conversion is adjusted in the Profit and Loss Statement.

#### **I. Retirement Benefits**

Retirement benefits to the staff such as gratuity are accounted when the amounts become payable.

#### **J. Borrowing Cost**

Borrowing costs attributable to the acquisition or construction of qualifying asset are capitalized as part of the cost of asset. Other borrowing costs are recognized as an expense in the period for which they are incurred.

#### **K. Material Events**

Material events occurring after the Balance Sheet date are taken into cognizance.

#### **L. Provision, Contingent Liability and Contingent Asset**

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### **M. Taxation**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

Deferred tax is recognized, subject to prudence, on timing difference, being the tax on difference between the taxable income and the accounting income that originate in one period and is capable of reversal in one or more subsequent periods. Deferred tax assets are recognized for unabsorbed depreciation and carry forward losses to the extent there is virtual certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

#### **N. Earnings Per Share**

Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders, by the weighted average number of Equity shares outstanding during the period.

### **Key Performance Indicators of our Company**

*(₹ in lakhs unless stated)*

Particulars	31-Dec-24	31-Mar-24	31-Mar-23	31-Mar-22
Total Income	<b>15,874.56</b>	<b>19,137.18</b>	<b>18,928.26</b>	<b>17,256.98</b>
Revenue from Operations (₹ in lakhs) (1)	15,831.02	19,054.12	18,880.69	17,236.94
Growth in Revenue from Operations (%) (2)	10.78%	0.92%	9.54%	119.85%
EBITDA (₹ in lakhs) (3)	1,072.20	933.24	830.94	741.29
EBITDA Margin (%) (4)	6.77%	4.90%	4.40%	4.30%
Restated Profit After Tax (₹ in lakhs)	351.06	226.20	106.10	44.19
PAT margin (%) (5)	2.21%	1.18%	0.56%	0.26%
Net Worth (₹ in lakhs) (6)	3,855.16	3,504.09	3,280.86	3,176.43
Capital Employed (₹ in lakhs)	10,086.24	8,818.30	8,229.01	7,777.98
ROE (%) (7)	9.11%	6.46%	3.23%	1.41%
ROCE (%) (8)	9.52%	9.31%	8.08%	6.65%

*\*Not annualized*

*Notes:*



- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
- 3) EBITDA is calculated as Profit before tax + Depreciation & amortization + Finance Cost – Other Income
- 4) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations
- 5) PAT Margin (%) is calculated as PAT for the period/year divided by revenue from operations.
- 6) Net worth / shareholders equity means the aggregate value of the paid-up equity share capital share premium account, and reserves and surplus (excluding revaluation reserve, capital reserve & capital redemption reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.
- 7) Return on Equity (%) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by average shareholders' equity.
- 8) Return on Capital Employed is calculated as earnings before interest and taxes divided by Capital Employed.  
-Earnings before interest and tax is calculated as restated profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs.  
-Capital Employed is calculated as net worth less intangible asset plus total borrowings and deferred tax liabilities



<b>Profit for the year (C-D)</b>	<b>351.06</b>	<b>226.20</b>	<b>106.10</b>	<b>44.19</b>
<b>Earnings per equity share:</b>				
<b>(1) Basic</b>	<b>2.35</b>	<b>1.51</b>	<b>0.71</b>	<b>0.30</b>
<b>(2) Diluted</b>	<b>2.35</b>	<b>1.51</b>	<b>0.71</b>	<b>0.30</b>

#### **Result of operations for the nine months ended December 31, 2024**

##### **Income**

##### **Total Income**

Total income for the nine months period ended December 31, 2024 amounted to ₹ 15,874.56 lakhs which is on account of revenue from operations and other income.

##### **Revenue from operations**

Our revenue from operations for the nine months period ended December 31, 2024 amounted to ₹ 15,831.02 lakhs which is about 99.73 % of the total income.

##### **Other Income**

Other income includes interest income, foreign exchange gain, commission income and profit on sale of machinery. Other income for the nine months period ended December 31, 2024 amounted ₹ 43.54 lakhs which is about 0.27% of the total income.

##### **Total Expenses**

Total expenses for the nine months period ended December 31, 2024 amounted to ₹ 15,358.36 lakhs which is about 96.75% of the total income.

##### **Cost of materials consumed**

Our Cost of Material consumed for the nine months period ended December 31, 2024 amounted to ₹ 3,144.24 lakhs which is about 19.81% of the total income.

##### **Purchase of stock in trade**

Our purchase of stock in trade for the nine months period ended December 31, 2024 amounted to ₹ 11,875.36 lakhs which is about 74.81% of the total income.

##### **Changes in inventories of Work-in-Progress, Finished Goods, and Stock in Trade**

The Changes in Inventories of Work-in-Progress, Finished Goods, and Stock in Trade for the nine months period ended December 31, 2024 amounted to ₹ (950.07) lakhs which is about (5.98) % of the total income.

##### **Employee benefit expenses**

Our employee benefits expense for the nine months period ended December 31, 2024 amounted to ₹ 472.13 lakhs which is about 2.97% of the total income.

##### **Finance cost**

Our finance cost for the nine months period ended December 31, 2024 amounted to ₹ 443.51 lakhs which is about 2.79% of the total income.

##### **Depreciation and Amortization Expenses**

Our depreciation and amortization expense for the nine months period ended December 31, 2024 amounted to ₹ 156.03 lakhs which is about 0.98% of the total income.

##### **Other expenses**

Other expenses for the nine months period ended December 31, 2024 amounted to ₹ 217.17 lakhs which is about 1.37% of the total income.

##### **Profit before tax**



The profit before tax amounted to ₹ 516.20 lakhs which is about 3.25% of the total income.

#### Tax expenses

Our tax expenses (current, deferred and Short /(Excess) Provision for Income Tax of Earlier year) for the nine months period ended December 31, 2024 amounted to ₹ 165.14 lakhs which is about 1.04% of the total income.

#### Restated Profit for the period

The profit for the year amounted to ₹ 351.06 lakhs which is about 2.21% of the total income.

#### Financial Year 2024 compared to Financial Year 2023

(₹ in lakhs unless stated)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023	Change %
Revenue From Operation	19,054.12	18,880.69	0.92%
Other income	83.06	47.57	74.61%
<b>Total Income (I + II)</b>	<b>19,137.18</b>	<b>18,928.26</b>	<b>1.10%</b>
<b>Expenses:</b>			
Cost of materials consumed	4,074.56	3,877.41	5.08%
Purchase of Stock in trade	12,512.70	13,328.28	-6.12%
Changes in inventories of finished goods and Stock-in-trade	542.12	-78.31	-792.28%
Employee benefits expenses	636.35	620.95	2.48%
Finance costs	518.60	520.21	-0.31%
Depreciation and amortization expenses	195.65	213.37	-8.31%
Other expenses	355.14	257.92	37.70%
<b>Total expenses(IV)</b>	<b>18,835.13</b>	<b>18,739.83</b>	<b>0.51%</b>
<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>	<b>302.05</b>	<b>188.43</b>	<b>60.30%</b>
Exceptional items	-	43.50	-100.00%
<b>Profit before extraordinary items and tax (V + VI)</b>	<b>302.05</b>	<b>144.93</b>	<b>108.41%</b>
<b>Extraordinary Items</b>	<b>-</b>	<b>-</b>	
<b>Profit before tax (VII- VIII)</b>	<b>302.05</b>	<b>144.93</b>	<b>108.41%</b>
Tax expense:			
(1) Current tax	70.21	48.37	45.15%
(2) Deferred tax	5.63	-9.55	-158.99%
<b>Profit (Loss) for the Year from continuing operations (VII-VIII)</b>	<b>226.20</b>	<b>106.10</b>	<b>113.19%</b>

#### COMPARISION OF YEAR ENDED MARCH 31, 2024 WITH YEAR ENDED MARCH 31, 2023

##### Revenue from operations

Revenue from operation for the year ended March 31, 2024 was ₹ 19,054.12 lakhs (comprising of 99.57% of total income for the year ended March 31, 2024) from ₹ 18,880.69 lakhs for the year ended March 31, 2023 (comprising of 99.75% of total income for the year ended March 31, 2023) representing an increase of 0.92% due to rise in export and operating revenue.

##### Other income

Other income for the year ended March 31, 2024 was ₹ 83.06 lakhs from ₹ 47.57 lakhs for the year ended March 31, 2023, representing an increase of 74.61% due to increase in interest income and commission income.

##### Total expense





**COMPARISION OF YEAR ENDED MARCH 31, 2023 WITH YEAR ENDED MARCH 31, 2022**

Revenue from operation for the year ended March 31, 2023 was ₹ 18,880.69 lakhs (comprising of 99.75% of total income for the year ended March 31, 2023) from ₹ 17,236.94 lakhs for the year ended March 31, 2022 (comprising of 99.88%% of total income for the year ended March 31, 2022) representing an increase of 9.54% due to rise in sale of products and services.

Other income for the year ended March 31, 2023 was ₹ 47.57 lakhs from ₹ 20.04 lakhs for the year ended March 31, 2022, representing an increase of 137.40% due to increase in non-operating income of miscellaneous nature.

Total expense for the year ended March 31, 2023 was ₹ 18,739.83 lakhs from ₹ 17,133.57 lakhs for the year ended March 31, 2022, representing an increase of 9.37%

Cost of material consumed for the year ended March 31, 2023 was ₹ 3,877.41 lakhs from ₹ 2,456.28 lakhs for the year ended March 31, 2022, representing an increase of 57.86% since manufacturing was increased due to high demand.

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Purchase of stock in trade for the year ended March 31, 2023 was ₹ 13,328.28 lakhs from ₹ 13,874.20 lakhs for the year ended March 31, 2022, representing a decrease of 3.93 % due to more focus on selling manufactured products.

#### **Changes in inventory of finished goods, stock in trade and work in progress**

Changes in inventory of finished goods, stock in trade and work in progress for the year ended March 31, 2023 was ₹ (78.31) lakhs from ₹ (615.36) lakhs for the year ended March 31, 2022, representing an increase of 87.27% majorly due to higher level of closing stock.

#### **Employee benefit expense**

Employee benefit expense for the year ended March 31, 2023 was ₹ 620.95 lakhs from ₹ 545.73 lakhs for the year ended March 31, 2022, representing an increase of 13.78%. The increase in salary and wages is primarily due to increase in number of employees and annual salary increment.

#### **Finance cost**

Finance cost for the year ended March 31, 2023 was ₹ 520.21 lakhs from ₹ 478.71 lakhs for the year ended March 31, 2022, representing an increase of 8.67%. The major reasons for increase in finance costs is due to increment in interest expense.

#### **Depreciation & Amortization expense**

Depreciation & Amortization expense for the year ended March 31, 2023 was ₹ 213.37 lakhs from ₹ 243.91 lakhs for the year ended March 31, 2022, representing a decrease of 12.52%

#### **Other expenses**

Other expenses for the year ended March 31, 2023 was ₹ 257.92 lakhs from ₹ 150.10 lakhs for the year ended March 31, 2022, representing an increase of 71.83% majorly due to increase in brokerage and commission, legal & professional fee, rent rates & taxes, transportation expense and travelling expense.

#### **Profit before exceptional & extraordinary items**

Profit before exceptional items for the year ended March 31, 2023 was ₹ 188.43 lakhs from ₹ 123.41 lakhs for the year ended March 31, 2022, representing an increase of 52.69% which is due to increase in revenue and better costing methodology.

#### **Profit before tax**

Profit before tax for the year ended March 31, 2023 was ₹ 144.93 lakhs from ₹ 38.72 lakhs for the year ended March 31, 2022, representing an increase of 274.33% which is due to exceptional item of writing off of insurance claim no longer receivable.

#### **Tax expense**

Tax for the year ended March 31, 2023 was ₹ 38.82 lakhs from ₹ (5.47) lakhs for the year ended March 31, 2022, representing an increase of 809.62% due to reduction on deferred tax asset.

#### **Restated profit**

Restated profit for the year ended March 31, 2023 was ₹ 106.10 lakhs from ₹ 44.19 lakhs for the year ended March 31, 2022, representing an increase of 140.13% due to better operational performance.

#### **Cash Flows**

The following table summarizes our cash flows for the nine months period ended December 31, 2024 the Fiscal 2024, Fiscal 2023 and Fiscal 2022:

*(₹ in lakhs unless stated)*





Particulars	For nine months ended December 31, 2024	For the financial year ended March 31		
		2024	2023	2022
Net cash generated from operating activities	537.48	914.41	840.73	(458.99)
Net cash generated/(used) from investing activities	32.37	(663.67)	(136.27)	1,026.29
Net cash generated/(used) from financing activities	(564.91)	(245.02)	(710.84)	(568.16)
<b>Net increase/(decrease) in cash &amp; cash equivalents</b>	<b>4.94</b>	<b>5.72</b>	<b>(6.39)</b>	<b>(0.86)</b>
Cash & cash equivalents at the beginning of the period	16.22	10.50	16.90	17.75
<b>Cash &amp; cash equivalents at the end of the period</b>	<b>21.16</b>	<b>16.22</b>	<b>10.50</b>	<b>16.89</b>

#### Cash flows generated from / (used in) operating activities

Net cash generated from operating activities in for the nine months period ended December 31, 2024 was ₹ 537.48 lakhs. Our operating profit before working capital changes was ₹ 1059.65 lakhs, which was primarily adjusted by increase in inventories, trade receivables, short term loans and advances, trade payables and short-term borrowings. Net cash generated from operating activities in for the Fiscal 2024 was ₹ 914.41 lakhs. Our operating profit before working capital changes was ₹ 936.14 lakhs, which was primarily adjusted by increase in trade receivables, loans and advances & other assets, trade payables and decrease in current liabilities. Net cash generated from operating activities in for the financial year ended March 31, 2023 was ₹ 840.73 lakhs. Our operating profit before working capital changes was ₹ 808.65 lakhs, which was primarily adjusted by increase in trade receivables, loans and advances & borrowings and decrease in trade payables and other liabilities. Net cash used in operating activities in for the financial year ended March 31, 2022 was ₹ 458.99 lakhs. Our operating profit before working capital changes was ₹ 725.16 lakhs, which was primarily adjusted by change in inventories, trade receivables, trade payables and borrowings.

#### Cash flows generated from / (used in) investing activities

Net cash generated from investing activities was ₹ 32.37 lakhs for the nine months period ended December 31, 2024, which primarily comprised of interest received as reduced by purchase of property, plant & equipment ₹ 38.59 lakhs and ₹ 20.64 lakhs respectively. Net cash used in investing activities was ₹ 601.40 lakhs in Fiscal 2024, which primarily comprised of purchase of property, plant & equipment ₹ 663.7 lakhs as reduced by interest received and sale of assets of ₹ 37.54 lakhs and ₹ 46.92 lakhs respectively. Net cash used in investing activities was ₹ 136.27 lakhs in Fiscal 2023, which primarily comprised of purchase of property, plant & equipment ₹ 481.05 lakhs as reduced by interest received and sale of assets of ₹ 19.93 lakhs and ₹ 343.81 lakhs. Net cash generated in investing activities was ₹ 1,026.29 lakhs in Fiscal 2022, which primarily comprised of sale of assets of ₹ 1,068.90 lakhs as reduced by cash used from purchase of property, plant and equipment of ₹ 52.31 lakhs.

#### Cash flows generated from / (used in) financing activities

Net cash used in financing activities for the nine months period ended December 31, 2024 amounted to ₹ 564.91 lakhs, which predominantly comprised of repayment of borrowings ₹ 138.90 lakhs and payment of interest of ₹ 426.01 lakhs. Net cash used in financing activities in Fiscal 2024 amounted to ₹ 245.02 lakhs, which predominantly comprised of payment of interest of ₹ 483.25 lakhs and proceeds from borrowings of ₹ 238.23 lakhs. Net cash used in financing activities in Fiscal 2023 amounted to ₹ 710.84 lakhs, which predominantly comprised of repayment of borrowings of ₹ 228.14 lakhs and payment of interest of ₹ 482.71 lakhs. Net cash used in financing activities in Fiscal 2022 amounted to ₹ 568.16 lakhs, which primarily comprised of repayment of borrowings of ₹ 116.50 lakhs and payment of interest of ₹ 451.66 lakhs.

#### Capital expenditure

Capital expenditure primarily comprised of purchase of property, plant and equipment. For the nine months period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, we incurred capital expenditure of ₹ 20.64 lakhs, ₹ 683.71 lakhs, ₹ 481.05 lakhs and ₹ 52.31 lakhs, respectively.





## Contingent Liabilities

Our Company have no contingent liabilities for the period under review.

## Details of material developments after the date of last balance sheet i.e., December 31, 2024

After the date of last Balance sheet i.e., December 31, 2024, the following material events have occurred till the date of filing of the DRHP:

1. Our Company has passed a Shareholders Resolution to approve issuance of Bonus Shares in the Ratio of 1:1 in Extra Ordinary General Meeting held on March 1, 2025 and passed a Board Resolution dated February 27, 2025 for allotment of Bonus equity shares.
2. Our Company has adopted Insider Trading Policies and other policies vide Board Resolution dated May 30, 2025 to comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015.
3. Our Company has adopted Whistle Blower and/or Vigil Mechanism and other policies vide Board Resolution dated May 30, 2025 pursuant to applicable provisions of Companies Act, 2013.
4. Our Company has adopted Code of Conduct as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide Board Resolution dated May 30, 2025.
5. Our Company has Constituted an Audit Committee ("Audit Committee"), Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee vide Board Resolution dated March 19, 2025 as per applicable provisions of Companies Act, 2013 and also to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of the Company's Equity shares on SME platform of BSE.
6. Our Company has passed a Board Resolution for Initial Public Offer in Board Meeting held on April 23, 2025 and Shareholders Resolution in Extra-Ordinary General Meeting held on April 24, 2025.
7. Our Company has adopted Materiality Policy pursuant to Para 12(A)(1)(V) and (1A) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for pending litigations and adopted materiality policy, for disclosure of material creditors Pursuant to Para 12(A)(2) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 vide Board Resolution dated May 30, 2025.
8. Our Company has adopted materiality policy for identification of Group Companies Pursuant to Regulation 2(1)(t) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 vide Board Resolution dated March 17, 2025.
9. Our Company has passed Board Resolution in Board Meeting for shifting of registered office of the company within the local limits of city, town or village effectively from March 19, 2025
10. Details of appointment, re-appointment, change in designation of Key Managerial Personnel is given below:

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mrs. Ashaben Manish Shah	March 19, 2025	Change in Designation	She has been appointed as a Non-Executive Director.
Ms. Naina Israni	January 02, 2025	Appointment	She has been appointed as an Independent Director.
Ms. Priyanka Mayuresh Oka	March 01, 2025	Appointment	She has been appointed as an Independent Director.
Mr. Paresh Dhirajlal Shah	February 27, 2025	Resignation	He has been resigned as an Independent Director.
Mrs. Pinky Nilesh Shah	February 27, 2025	Resignation	She has been resigned as Executive Director.
Mr. Naman Shah	March 1, 2025	Appointment	He has been appointed as Chief Financial Officer of the Company



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**Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

An analysis of reasons for the changes in significant items of income and expenditure is given here under:

**1. Unusual or infrequent events or transactions**

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in *“Factors Affecting our Results of Operations”* and the uncertainties described in *“Risk Factors”* page 27. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

**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**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in *“Management’s Discussion and Analysis of Financial Position and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Condition”* and the uncertainties described in *“Risk Factors”* on page 204 and 27 respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**4. Future changes in relationship between costs and revenues**

Other than as described in *“Risk Factors”*, *“Business Overview”* and *“Management’s Discussion and Analysis of Financial Condition and Results of Operations”* on pages 27, 125 and 204 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

**5. Status of any publicly announced New Products or Business Segment**

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

**6. Seasonality of business**

Our Company’s business is not seasonal in nature.

**7. Competitive conditions**

Competitive conditions are as described under the *“Industry Overview”* and *“Our Business”* on pages 112 and 125 respectively.

**8. Any significant dependence on a single or few customers and suppliers**

Even though we serve a large number of customers we are still dependent on a single or few customers the revenue from our top customer, top 5 (five) customers and top 10 (ten) customers is mentioned below:

(₹ in lakhs unless stated)



Name of products	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue	As a % of Revenue from Operations	Revenue	As a % of Revenue from Operations	Revenue	As a % of Revenue from Operations	Revenue	As a % of Revenue from Operations
Top customer	5,936.45	37.50%	5,713.14	29.98%	5,321.69	28.19%	4,339.98	25.18%
Top 5 customers	10,292.45	65.02%	13,634.09	71.56%	13,586.85	71.96%	11,942.25	69.29%
Top 10 customers	10,842.29	68.49%	14,964.59	78.54%	14,553.05	77.08%	12,991.46	75.37%

*\*As certified by our Peer Review Auditors, M/s. Shambhu Gupta & Co., Chartered Accountant, vide their certificate dated June 26, 2025, being UDIN: 25426813BMIAUB2618.*

We are dependent on few suppliers for our procurement of raw materials the amounts of purchases from our top supplier, top 5 (five) suppliers and top 10 (ten) suppliers is mentioned below:

*(₹ in lakhs unless stated)*

Name of products	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	As a % of Total Purchase	Amount	As a % of Total Purchase	Amount	As a % of Total Purchase	Amount	As a % of Total Purchase
Top supplier	2,592.45	17.90%	2,898.33	19.20%	2,922.37	18.79%	3,225.70	20.43%
Top 5 suppliers	7,367.02	50.87%	7,789.80	51.59%	8,913.99	57.32%	8,064.28	51.08%
Top 10 suppliers	9,274.42	64.04%	9,104.87	60.30%	10,835.71	69.69%	9,791.30	62.02%

*\*As certified by our Peer Review Auditors, M/s. Shambhu Gupta & Co., Chartered Accountant, vide their certificate dated June 26, 2025, being UDIN: 25426813BMIAUB2618.*



## CAPITALISATION STATEMENT

Statement of Capitalization, as Restated

(Rs. In Lakhs)

Particulars	Pre Issue as at [●]	Post Issue
<b>Borrowings</b>		
Short- term	5,469.61	[●]
Long- term (including current maturities) (A)	571.00	[●]
<b>Total Borrowings (B)</b>	<b>6040.61</b>	[●]
<b>Shareholder's Fund</b>		
Share capital	746.97	[●]
Reserve and surplus, as restated	3,108.19	[●]
<b>Total Shareholder's fund (C)</b>	<b>3,855.16</b>	[●]
Long- term borrowings / equity ratio {(A)/(C)}	0.15	[●]

\*Note:

1. The post issue figures are not available since issue price is not yet finalized.
2. The post issue figures are as on 31.12.2024.



## SECTION X – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, as on the date of this Draft Red Herring Prospectus, there are no outstanding: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action; or (v) details of any other pending material litigation (as defined below); involving our Company, its Directors and Promoters (collectively, the “**Relevant Parties**”) (vi) all criminal proceedings and actions taken by regulatory authorities and statutory authorities against such key managerial personnel and senior management of our Company.*

*As per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, all other pending civil litigations shall be classified as ‘material’ based on the lower of the threshold criteria mentioned below -*

*(a) 2 (two) percent of turnover, as per the latest annual restated financial statements (amounting to ₹ 381.08 Lakhs); or*

*(b) 2 (two) percent of net worth, as per the latest annual restated financial statements, except in case the arithmetic value of the net worth is negative (amounting to ₹ 70.08 Lakhs); or*

*(c) 5 (five) percent of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements (amounting to ₹ 6.27 Lakhs);*

*Accordingly, our Board, in its meeting held on May 30, 2025 considering the aforesaid limits mentioned in clause (a) to (c) in consideration the lowest threshold in terms of value or expected impact as 5% (five percent) of the average of absolute value of profit or loss as per the last three annual restated consolidated financial statements (disregarding the ‘sign’ (positive or negative) that denotes such value as the said value / figure) being ₹ 6.27 Lakhs. Accordingly, the other pending civil litigation shall be considered Material in the Issue Documents if: a) the aggregate amount involved in such individual litigation exceeds ₹ 6.27 Lakhs; or*

*b) where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed five percent of the average value profit or loss after tax of the Company, as per the last three annual restated consolidated financial statements; or; or*

*c) any such litigation the monetary liability is not quantifiable, or which does not fulfill the threshold specified in (a) above, but the outcome of which could, nonetheless, have a material adverse effect on the Business, Operations, Performance, Prospects, Financial position or reputation of our Company. The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% (five percent) of the trade payables of the Company as per the last audited financial statements of the Company included in the Draft Issue Document and Issue Document.*

*All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.*

#### **A. LITIGATION INVOLVING OUR COMPANY**

##### **(a) Criminal proceedings against our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

##### **(b) Criminal proceedings filed by our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Company.

##### **(c) Other pending material litigations against our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated against our Company.

##### **(d) Other pending material litigations filed by our Company**



As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated by our Company.

**(e) Actions by statutory and regulatory authorities against our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against our Company.

**B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF OUR COMPANY**

**(a) Criminal proceedings against the Promoters & Directors of our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of our Company.

**(b) Criminal proceedings filed by the Promoters & Directors of our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoters & Directors of our Company.

**(c) Other pending litigations against the Promoters & Directors of our Company**

As on the date of this Draft Red Herring Prospectus, there are no other pending litigations initiated against the Promoters & Directors of our Company.

**(d) Other pending material litigations filed by the Promoters & Directors of our Company**

As on the date of this Draft Red Herring Prospectus, there are no other pending litigations initiated by the Promoters & Directors of our Company.

**(e) Actions by statutory and regulatory authorities against the Promoters & Directors of our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Promoters & Directors of our Company.

**(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the last five financial years, including outstanding action**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against our Promoters, nor any penalties have been imposed in the last five financial years.

**C. LITIGATIONS INVOLVING THE SUBSIDIARY COMPANY OF OUR COMPANY**

As on date of this Draft Red Herring Prospectus, there is no subsidiary company of our Company.

**D. LITIGATIONS INVOLVING THE GROUP COMPANY OF OUR COMPANY**

**(a) Criminal proceedings against the Group Companies of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Group Companies of the Company.

**(b) Criminal proceedings filed by the Group Companies of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Group Companies of the Company.

**(c) Actions by statutory and regulatory authorities against the Group Companies of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Group Companies of the Company.

**(d) Other pending material litigations by the Group companies of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the Group companies, which have been considered material by the Company in accordance with the Materiality Policy.

**E. TAX PROCEEDINGS**

**(Amount Rs. in Lakhs)**



Nature of Proceedings	Number of cases	Amount involved (Rs. in lakhs)	Status (Description)
<b>Of the Company</b>			
Direct Tax (Income Tax)	Nil	Nil	Nil
TDS	Nil	Nil	Nil
Indirect Tax (GST)	Nil	Nil	Nil
<b>Of the Promoters and Directors</b>			
Direct Tax (Income Tax)	Nil	Nil	Nil
<b>Of the Group Companies</b>			
Direct Tax (Income Tax)	Nil	Nil	Nil
TDS	Nil	Nil	Nil
Indirect Tax (GST)	Nil	Nil	Nil

**F. PROCEEDINGS INVOLVING THE KEY MANAGERIAL PERSONNEL (KMPs EXCLUDING MANAGING DIRECTOR AND WHOLE TIME DIRECTOR) AND SENIOR MANAGERIAL PERSONS (SMPs) OF OUR COMPANY**

**(a) Criminal proceedings against the KMPs and SMPs**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed against the Key Managerial Personnel and Senior Management Personnel of our Company

**(b) Criminal proceedings filed by the KMPs and SMPs**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Key Managerial Personnel and Senior Management Personnel of our Company.

**(c) Actions by statutory and regulatory authorities against the KMPs and SMPs Proceeding against the KMP**

**Assistant/Deputy Registrar of Companies, Mumbai Vs. India Steel Works Limited (ISWL), Ms. Saachi Rajesh Madnani and Others**

A Summon Case Numbering SS/18/2025 (CNR: MHMM140006832025) is filed by Assistant/Deputy Registrar of Companies, Mumbai in the court of Additional Metropolitan Magistrate, Girgaon, Mumbai in relation to Section 148(8) and Section 129(7) of the Companies Act, 2013 against India Steel Works Limited (ISWL), Ms. Saachi Rajesh Madnani (being an Independent Director in the ISWL from the period from June 23, 2023 to September 4, 2023) & Others. A Show-Cause Notice dated August 30, 2023 was received (through email) by the Company from Ministry of Corporate Affairs, Cost Audit Branch in relation to non-compliance of provisions of Section 148 of the Companies Act, 2013. That said notice stated that the company (ISWL) falls under the ambit of Cost Audit for the financial year ending 31st March 2021 but has not filed the Cost Audit Report in prescribed Form to the Central Government within the statutory time limit prescribed by Section 148 (6) of the Companies Act, 2013. As per the said notice, as per the provision of Section 20 of the Companies Act, the notice was served on the officers of the company (including Ms. Saachi Rajesh Madnani) who was Independent Director as per Portal of Ministry of Corporate Affairs at that time.

The matter pertains to period in which Ms. Saachi Rajesh Madnani, Company Secretary and Compliance Officer was not associated with the company (ISWL) in any capacity. The matter is pending on the respective court website with her being one of the Respondents. Ms. Saachi Rajesh Madnani has not received any notice/communication from Ministry of Corporate Affairs or Additional Metropolitan Magistrate, Girgaon, Mumbai pertaining to the said matter. The next date of hearing as per the e-court website in the matter is fixed as July 10, 2025.

**G. OUTSTANDING AMOUNT OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:**





The Board of Directors of our Company considers dues exceeding 5% of the trade payables as per Restated financial statements, to small scale undertakings and other creditors, as material dues for our Company. Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the trade payables as per the last restated financial statements as material dues for the Company. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds 5% of the trade payables. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on May 30, 2025. Based on these criteria, details of outstanding dues owed as on December 31, 2024 by our Company are set out below:

(₹ in lakhs)

Types of creditors	Number of creditors	Amount involved
A. Micro, small and medium enterprises	36	107.94
B. Other Creditors	337	2212.08
<b>Total (A+B)</b>	<b>373</b>	<b>2320.02</b>
C. Material Creditors other than MSME	4	3132.82

The details pertaining to net outstanding dues towards our material creditors as on December 31, 2024 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at [www.kksilkmills.com](http://www.kksilkmills.com). It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page no. 204 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the last Balance Sheet date.



## GOVERNMENT APPROVALS

*Except as mentioned below and in “Risk Factors- If we are unable to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business it may materially and adversely affect our business and operations.” beginning on Page No 27 of this Draft Red Herring Prospectus, we have received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. Except as disclosed below, no further material approvals are required for carrying on the present business operations of our Company. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal from time to time. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.*

*For details in connection with the regulatory and legal framework within which we operate, see the section titled “Key Industrial Regulations” at page no. 148 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.*

### I. APPROVALS FOR THE ISSUE

The following approvals have been obtained in connection with the Issue:

#### **Corporate Approvals:**

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on April 23, 2025, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on April 24, 2025 authorized the Issue.
- c) Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated June 26, 2025.

#### **Approval from the Stock Exchange:**

In-principle approval dated [●] from BSE for using the name of the Exchange in the Issue documents for listing of the Equity Shares on SME Platform of BSE, issued by our Company pursuant to the Issue.

#### **Agreements with NSDL and CDSL:**

- a) The company has entered into an agreement dated April 22, 2025 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for the dematerialization of its shares.
- b) The Company has entered into an agreement dated September 28, 2020 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for the dematerialization of its shares.
- c) The International Securities Identification Number (ISIN) of our Company is INE0EOJ01014.

#### **Lenders’ NOC**

Lenders’ NOC for the Issue:



1. A Non-objection Certificate dated June 05, 2025 has been received from State Bank of India (SBI) for the Issue.
2. A Non-objection Certificate dated June 16, 2025 has been received from Union Bank of India for the Issue.
3. A Non-objection Certificate dated June 09, 2025 has been received from Yes Bank Limited for the Issue.
4. A Non-objection Certificate dated June 11, 2025 has been received from SIDBI for the Issue.
5. A Non-objection Certificate dated June 09, 2025 has been received from Bank of Baroda for the Issue.

## II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

Sr. No.	Nature of Registration	Name in the Certificate	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation (CoI) of 'Manish Weaving Industries Private Limited'	Manish Weaving Industries Private Limited	Certificate No.: 11-063074	The Companies Act, 1956	Registrar Of Companies, Bombay	August 26, 1991	Valid Until Cancelled
2.	Fresh Certificate of Incorporation upon name change from 'Manish Industries Private Limited' to 'K. K. Silk Mills Private Limited'	K. K. Silk Mills Private Limited*	Certificate No.: 11-063074	The Companies Act, 1956	Registrar Of Companies, Maharashtra, Mumbai	June 01, 2001	Valid Until Cancelled
3.	Fresh Certificate of Incorporation upon conversion from 'K. K. Silk Mills Private Limited' to 'K K Silk Mills Limited'	K K Silk Mills Limited	U17120MH1991 PLC063074	The Companies Act, 2013	Registrar Of Companies, Mumbai	June 06, 2018	Valid Until Cancelled

\*Name was mentioned as K. K. Silk Mills Private Limited.

## III. OTHER APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

### A. TAX RELATED APPROVALS:

Sr. No	Description	Name in the Certificate	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
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1.	Permanent Account Number (PAN)	K K Silk Mills Limited	AAACM5784 E	Income Tax Act, 1961	Income Tax Department, Government of India	August 26, 1991	Valid Until Cancell ed
2.	Tax Deduction Account Number (TAN)	K K Silk Mills Limited	MUMM08390 E	Income Tax Act, 1961	Income Tax Department, Government of India	August 22, 2018	Valid Until Cancell ed
3.	Certificate of Registration for K K Silk Mills Limited (Trade Name: Krizz Retails, a division of K K Silk Mills Limited) under Goods and Services Tax, 2017 for Plot No 603/A, Phase 3, GIDC, Umbergaon, Valsad, Gujarat-396171	K K Silk Mills Limited	24AAACM578 4E1ZJ	Gujarat Goods and Services Tax Act, 2017	Gujarat State Goods and Services Tax Authority	Date of Issue of Certificate: August 07, 2018  Date of Liability : July 01, 2017	Valid Until Cancell ed
4.	Certificate of Registration for K K Silk Mills Limited (Trade Name: TexTree, A Division of K K Silk Mills Limited) under Goods and Services Tax, 2017 for 3 <sup>rd</sup> Floor, Unit 314, Kewal Ind Estate, S B Marg, Lower Parel, Mumbai City, Maharashtra-400013	K K Silk Mills Limited	27AAACM578 4E1ZD	Maharashtra Goods and Services Tax Act, 2017	Maharashtra State Goods and Services Tax Authority	Date of Issue of Certificate: March 21, 2024  Date of Liability : July 01, 2017	Valid Until Cancell ed
5.	Certificate of Enrolment of Profession Tax (Maharashtra)	K K Silk Mills Private Limited*	99801747424P	Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975	Maharashtra Sales Tax Department	Not Availabl e	Valid Until Cancell ed



6.	Certificate of Registration of Profession Tax (Maharashtra)	K K Silk Mills Private Limited*	27510802682P	Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975	Maharashtra Sales Tax Department	January 23, 2019	Valid Until Canceled
7.	Certificate of Enrolment of Profession Tax (Gujarat)	K. K. Silk Mills Private Limited*	PE2505001085	Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976	Occupation Office, The Sales Tax Office, Gujarat	May 25, 2024	Valid Until Canceled
8.	Certificate of Registration of Profession Tax (Gujarat)	K. K. Silk Mills Private Limited*	PR2505000284	Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976	Occupation Office, The Sales Tax Office, Gujarat	April 22, 2024	Valid Until Canceled
*Approval is in the earlier name of the Company as private limited company. The Company has applied for change of name as public limited company.							

#### B. BUSINESS OPERATIONS RELATED APPROVALS:

Sr. No	Description	Name in the Certificate	Registration/License Number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Udyam Registration Certificate	K K Silk Mills Limited	UDYAM-GJ-25-0005349	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of India	January 21, 2021	Valid Until Canceled
2.	Certificate of Importer-Exporter Code (IEC)	K K Silk Mills Limited	0397082509	The Foreign Trade (Development and Regulation) Act, 1992	Additional Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India	Date of Issue: January 27, 1998 Date of Certificate: September 01, 2018 Last Modified	Valid till Cancellation



Sr. No	Description	Name in the Certificate	Registration/License Number	Applicable laws	Authority	Date of Certificate	Date of Expiry
						don: December 25, 2024	
3.	Legal Entity Identifier (LEI) Certificate	K K Silk Mills Limited	984500863696A615D382	Reserve Bank of India	Legal Entity Identifier India Limited	Latest Renewal Date: August 09, 2023	August 09, 2025
4.	Factory Registration Certificate for Unit I - Plot No. 603/A & J-1401 & J-1401/2 at G.I.D.C., Umbergaon, Valsad	K K Silk Mills Limited	License No.: 7958 Registration No.: 732/17115/1993	The Factories Act, 1948	Deputy Director, Industrial Safety and Health, Valsad	May 27, 2025	December 31, 2028
5.	Factory Registration Certificate for Unit II - Plot No. 406, Phase III, Umbergaon, Valsad	K K Silk Mills Limited	License No.: 10669 Registration No.: 1353/17114/2010	The Factories Act, 1948	Deputy Director, Industrial Safety and Health, Valsad	May 27, 2025	December 31, 2027
6.	Factory Registration Certificate for Unit III - Plot No. 603/B, 3rd Phase, G.I.D.C., Umbergaon, Valsad, Gujarat-396171	K. K. Silk Mills Limited* KRIZZ RETAIL (A Division of K. K. Silk Mills Ltd.)	License No.: 39014 Registration No.: 3792/13124/2019	The Factories Act, 1948	Deputy Director, Industrial Safety and Health, Valsad	November 14, 2019	December 31, 2027
7.	Stability Certificate for Unit I-Plot No. 603/A & J-1401/1 & J-1401/2 at GIDC Estate, Umargaon Town, Valsad,	K. K. Silk Mills Limited*	Letter Ref No.: MGT/UMG/4.11/2021	The Factories Act, 1948	Chartered Engineer	April 08, 2021	-



Sr. No	Description	Name in the Certificate	Registration/License Number	Applicable laws	Authority	Date of Certificate	Date of Expiry
	Sarigam, Gujarat-396171						
8.	Stability Certificate for Unit II - Plot No. 406, Phase III, GIDC, Umbergaon, Valsad, Gujarat-396171	K. K. Silk Mills Limited*	Letter Ref No.: MGT/UMG/4.12/2021	The Factories Act, 1948	Chartered Engineer	April 08, 2021	-
9.	Stability Certificate for Unit III - Plot No. 603/B, 3rd Phase, G.I.D.C., Umbergaon, Valsad Gujarat-396171	K. K. Silk Mills Limited*	Letter Ref No.: MGT/UMG/4.09/2025	The Factories Act, 1948	Chartered Engineer	April 05, 2025	-
10.	Calibration Certificate for 1401 at GIDC Estate, Umargaon Town, Valsad, Sarigam, Gujarat-396171	K K Silk Mills Limited	Certificate No.: DHSPL/25-26/03/01 Model No. AXP100 Capacity: 100 Kgs	The Legal Metrology Act, 2009	Calibration laboratory	April 02, 2025	March 31, 2026
11.	Calibration Certificate for Plot No. 406GIDC, Umbergaon, Valsad, Gujarat-396171	K K Silk Mills Limited	Certificate No.: DHSPL/25-26/03/02 Model No. AXP100/150 Capacity: 100/150 Kgs	The Legal Metrology Act, 2009	Calibration laboratory	April 02, 2025	March 31, 2026

\* Registration/Licenses are in the name of K. K. Silk Mills Limited and an application for name correction to K K Silk Mills Limited has been submitted by the Company.

#### C. LABOUR LAW RELATED APPROVALS:

Sr. No	Description	Name in the Certificate	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Registration under Employees'	K K Silk Mills Private Limited*	SRVAP0030905000	Employees (Provident Fund and	Employee s' Provident	March 18, 2015	Valid until





Sr. No	Description	Name in the Certificate	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
	Provident Funds			Miscellaneous Provisions) Act, 1952	Fund Organisation		Cancelled
2.	Employees' State Insurance Registration	K K Silk Mills Limited	39000676580000108	Employees' State Insurance Act, 1948	Employee s' State Insurance Corporation	August 09, 2023	Valid until Cancel led
3.	Shops & Establishments Registration Certificate for 314 Kewal Industries Estate, S B Road, Lower Parel (W), Mumbai, Maharashtra -400013 IN	K K Silk Mills Limited	890970157/G S Ward/ Commercial II	Maharashtra Shops & Establishments (Regulation of Employment and Condition of Service) Act, 2017	Office of the Chief Facilitator , Mumbai	April 22, 2025	Not Applicable

*\*Approval is in the earlier name of the Company as private limited company. The Company has applied for change of name as public limited company.*

#### D. ENVIRONMENT RELATED APPROVALS:

Sr. No	Description	Name in the Certificate	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Solar Grid Installation Sanction for -Plot No.- J-1401/1 at GIDC Estate, Umargaon Town, Valsad, Sarigam, Gujarat-396171	K. K. Silk Mill Private Limited*	DG/IND/10113625	Gujarat Solar Power Policy, 2021	Gujarat Energy Development Agency	August 05, 2023	Not Applicable
2.	Solar Grid Installation Sanction for Plot No. 406, Umbergaon, GIDC Umargam, Gujarat-396171	K. K. Silk Mills Private Limited*	DG/HT/10113564	Gujarat Solar Power Policy, 2021	Gujarat Energy Development Agency	August 07, 2023	Not Applicable

*\*Approval is in the earlier name of the Company as private limited company. The Company has applied for change of name as public limited company.*









**E. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:**

<b>Sr. No.</b>	<b>Domain Name</b>	<b>Name of Registrar/ IANA ID</b>	<b>Creation Date</b>	<b>Expiry Date</b>
1.	<a href="http://www.kksilkmills.com">www.kksilkmills.com</a>	Name of Registrar: Name Cheap, Inc. IANA ID: 1068	June 20, 2008	June 20, 2026
2.	<a href="http://www.krizzretail.com">www.krizzretail.com</a>	Name of Registrar: g-net solutions coimbatore pvt ltd IANA ID: 625	August 1, 2008	August 1, 2025

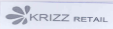


**F. INTELLECTUAL PROPERTIES REGISTERED /USED BY THE COMPANY:**

Sr. No.	Description	Name in the Certificate	Application/Registration Number/Mark/Label	Trademark Type	Class	Trademark	Issuing Authority	Date of Issue/Application	Status
7.	Trademark	K K Silk Mills Limited	Certificate No. 2351919 Trademark No. 3952264	Device	25		Registrar of Trademark	December 30, 2019 Valid upto: September 21, 2028	Registered
8.	Trademark	Krizz Retail-A Division of K. K. Silk Mills Private Limited	Certificate No. 1286769 Trademark No. 2624838	Device	25		Registrar of Trademark	July 05, 2016 Valid upto: November 08, 2033	Registered
9.	Trademark	Krizz Retail-A Division of K. K. Silk Mills Private Limited	Certificate No. 2116393 Trademark No. 2939344	Device	25		Registrar of Trademark	March 7, 2019 Valid upto: April 10, 2035	Registered
10.	Trademark	Kantilal B. Shah*	Certificate No. 830348 Trademark No. 1715591	Device	25		Registrar of Trademark	July 29, 2008 Valid upto: July 29, 2028	Registered
11.	Trademark	K. K. Silk Mills Limited	Certificate No. 3072184 Trademark No. 5338391	Device	24		Registrar of Trademark	September 26, 2022 Valid upto: February 21, 2032	Registered
12.	Trademark	Mr. Hirachand Sardarmal Jain**	Certificate No. 1591210 Trademark No. 2603076	Device	24		Registrar of Trademark	July 04, 2017 Valid Upto: September 26, 2033	Registered

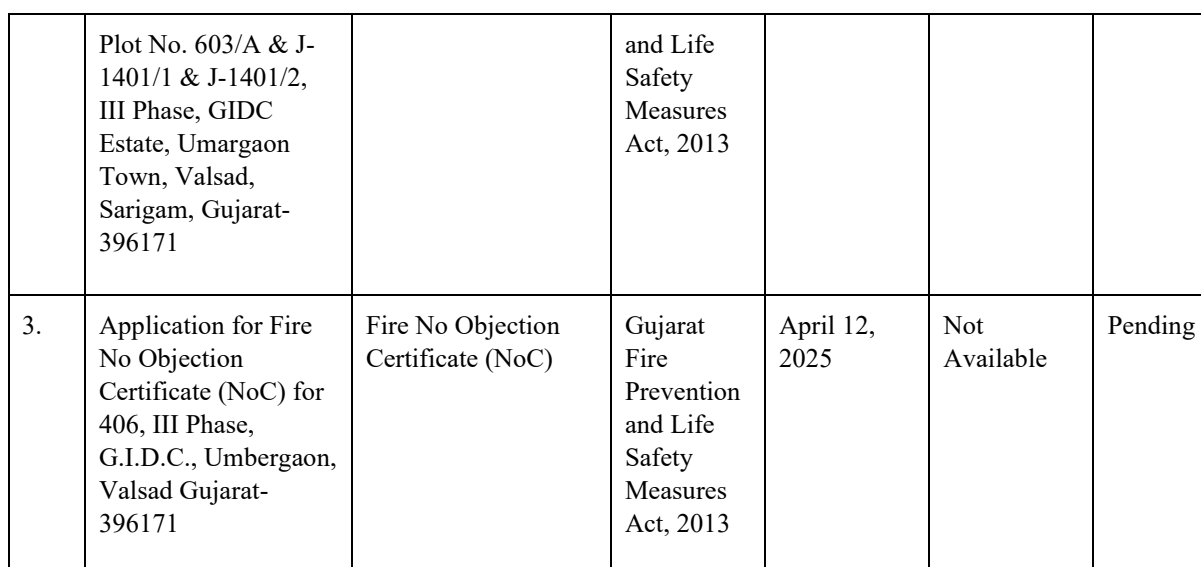


Notes:

\* The trademark “” was registered in the name of Late Kantilal B Shah (Father of Mr. Manish Kantilal Shah), promoter and director of the company and through a Non-Objection Certificate (NoC) vide dated 04th April 2025, Mr. Manish Kantilal Shah (Legal Heir of Late Kantilal B Shah) has authorised the Company to use the said Intellectual Property without any special terms and conditions.

\*\*As per a Deed of Assignment dated January 06, 2023, Mr. Hirachand Sardarmal Jain had assigned and transferred trade mark Tex Tree to K K Silk Mills Limited and registration of said agreement is in process.







Sr. No.	Description	License/registration	Applicable Laws	Application Date	Application Ref. No	Status
1.	Application for Registration of Shops and Establishments for Gala No. 202-D-JMD Complex, Bhiwandi-421308	Registration for Shops and Establishments	Maharashtra Shops & Establishment (Regulation of Employment and Condition of Service) Act, 2017	April 26, 2025	Application No.:  104454732503	Pending
2.	Application for name change in the registration certificate under Employees' Provident Funds	Original Registration Number: SRVAP0030905000	Employees' Provident Funds and Miscellaneous Provisions Act 1952	April 07, 2025	Letter No.: IR03874221	Pending

Sr. No	Description	License/registration	Applicable Laws	Application Date	Application Ref. No	Status
1	Application for renewal of Consolidated Consent and Authorization (CC & A) for Plot No. 603/A & B, Phase III, GIDC Estate, Umargaon Town,	Consolidated Consent and Authorisation (CCA)  Consent Order No.: AWH-63735  No. GPCB/SAR/CCA-/ID-23393/2412	Section 25 of Water (Prevention & Control of Pollution) Act, 1974, under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorization under Rule 6 (2) of the Hazardous & Other Waste (Management and Transboundary Movement) Rules 2016 framed under Environment	Original Date of Issue: May 18, 2023  Application Date: April 14, 2025	Inw ID: 275298  CTN Appl Inw ID: 7005374	Pending



	Valsad, Sarigam- 396171		(Protection) Act, 1986			
2	Application for renewal of Consolidated Consent and Authorization (CC & A) for Plot No. 406, Phase III, GIDC Estate, Umargaon, Valsad, Sarigam-396171	Consolidated Consent and Authorisation (CCA)  Consent Order No.: AWH-63736  No. GBCB/SAR/CCA -VSD-1137/ID-23394/2411	Section 25 of Water (Prevention & Control of Pollution) Act, 1974 and Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorization under rule 6(2) of the Hazardous & Other Waste (Management and Transboundary Movement) Rules 2016 framed under Environment(Protection) Act, 1986	Date of Issue: May 18, 2023  Application Date: April 14, 2025	Inw ID: 275297  CTN Appl Inw ID: 7005375	Pending

(v). Trademark related Approvals applied by the Company yet to be received:

S r. N o.	Descri ption	Applic ation Numb er	Application/ Registration Number/Mar k/Label	Trademark Type	Cl ass	Appli cable Laws	Issui ng Auth ority	Date of Issue/Ap plication	Statu s
1.	Regist ration for Word mark	65722 41	Krizz Retail-A Division of K. K. Silk Mills Private Limited	XKIND (word)	25	Trade mark Act, 1999	Trade mark Regis try	August 12, 2024	Form ality Chec k Pass
2.	Regist ration for Device	65722 42	Krizz Retail-A Division of K. K. Silk Mills Private Limited		25	Trade mark Act, 1999	Trade mark Regis try	August 12, 2024	Form ality Chec k Pass
3.	Regist ration for Device	65722 43	Krizz Retail-A Division of K. K. Silk Mills Private		25	Trade mark Act, 1999	Trade mark Regis try	August 12, 2024	Form ality Chec k





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**H. APPROVALS OR LICENSES PENDING TO BE APPLIED:**

Nil



## SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES

The definition of “Group Companies” pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Pursuant to a Board resolution dated May 30, 2025 our Board has identified companies with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies, pursuant to which following companies are identified as Group Companies of our Company:

1. JK Fabtex Industries Private Limited
2. Krizz Mart Private Limited

### DETAILS OF OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of Group Company, for the last three years shall be hosted on the website of our Company:

- Reserves (excluding revaluation reserve)
- Sales
- Profit after tax
- Basic earnings per share
- Diluted earnings per share and
- Net asset value per share

#### 1. JK Fabtex Industries Private Limited

##### *Corporate Information*

JK Fabtex Industries Private Limited was incorporated as a private limited company, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated March 09, 2012 issued by Registrar of Companies, Mumbai. JK Fabtex Industries Private Limited is currently having registered office situated at 314, Kewal Industrial Estate, S.B.Road, Lower Parel(W), Delisle Road, Mumbai-400013, Maharashtra, India. The Corporate Identification Number is U17291MH2012PTC227884.

##### *Financial Information*

The financial information derived from the audited financial statements of JK Fabtex Industries Private Limited for the last three financial years, as required by the SEBI ICDR Regulations, are available on [www.kksilkmills.com](http://www.kksilkmills.com).

#### 2. Krizz Mart Private Limited

##### *Corporate Information*

Krizz Mart Private Limited was incorporated as a private limited company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated July 05, 2024 issued by Registrar of Companies, Mumbai. Krizz Mart Private Limited is currently having registered office situated at Tower No.4, 24<sup>th</sup> Floor, 2403, EV Charging L&T Crescent, Parel, Mumbai-400012, Maharashtra, India. The Corporate Identification Number is U13997MH2024PTC428385.

##### *Financial Information*

The financial information derived from the audited financial statements of Krizz Mart Private Limited for the last three financial years, as required by the SEBI ICDR Regulations, are available on [www.kksilkmills.com](http://www.kksilkmills.com).

### PENDING LITIGATIONS

There is no pending litigation involving any of the above-mentioned group companies which has a material impact on our company. However, for details of Outstanding Litigation against our Company and Group Companies, please refer to Chapter titled “*Outstanding Litigations and Material Developments*” on the Page no. 219 of this Draft Red Herring Prospectus.



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## **GENERAL DISCLOSURE**

- None of our Group Companies of which Securities are listed on any stock exchange and has made any public and/or rights issue of securities to the public in the preceding three years.
- None of the above-mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies/Entities.
- Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- Our Group Company has not been identified as a Willful Defaulter or Fraudulent Borrower.

## **COMMON PURSUITS**

Group Companies JK Fabtex Industries Private Limited and Krizz Mart Private Limited are in similar line of business as on date of filing Draft Red Herring Prospectus.

## **BUSINESS INTERESTS AMONGST OUR COMPANY AND GROUP COMPANIES/ENTITIES /ASSOCIATE COMPANIES**

For details, please refer “*Annexure XXXII–Related Party Transactions*” under Chapter titled “*Restated Financial Information*” beginning on page 176 of the Draft Red Herring Prospectus, there is no business interest among Group Companies.

## **RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANY/ENTITY AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY**

For details, please refer “*Annexure XXXII –Related Party Transactions*” under Chapter titled “*Restated Financial Information*” beginning on page 176 of the Draft Red Herring Prospectus, there is no business interest among Group Companies.

## **CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS**

There is no Changes in Significant Accounting Policies during last three FY.



## SECTION – XII – OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on April 23, 2025 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EoGM held on April 24, 2025 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this Draft Red Herring Prospectus for listing our shares on the SME Platform of BSE. BSE is the Designated Stock Exchange for the purpose of this Issue.

### PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors, our Promoters Group and person(s) in control of the issuer have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

### CONFIRMATIONS

1. Our Company, our Promoter, Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable.
2. 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.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.

### PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoter nor Group Companies/Entities, nor our directors have been identified as willful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

### ELIGIBILITY FOR THE ISSUE

Our company whose post issue paid-up capital is more than ₹ 10 Crore and upto ₹ 25 Crore therefore, our company is eligible for the Issue in accordance with Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, we confirm that our company complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares. The point wise Criteria for SME Platform of BSE Limited and compliance thereof are given hereunder;

1. **The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

Our Company is incorporated under the Companies Act, 1956.

2. **The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.**

The present paid-up capital of our Company is ₹ 1493.94 Lakh and we are proposing issue of upto 7700000 Lakh Equity Shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be ₹ [●] Lakhs which is more than ₹ 10.00 Crores and less than ₹ 25.00 Crore.

3. **Net Worth**

The Company has a positive Net worth of ₹ 3504.09 lakhs and ₹ 3280.86 lakhs as per the restated financial Statements as on March 31, 2024 and March 31, 2023 respectively. Therefore, our company satisfies the criteria of having Net worth of atleast ₹ 100.00 Lakhs for 2 preceding full financial years.

4. **Net Tangible Asset**



The Net Tangible Assets based on Restated Financial Statement of our company as on the last preceding (full) financial year i.e. March 31, 2024 is ₹ 1973.86 Lakhs. Therefore, our company satisfies the criteria for Net Tangible Asset of ₹ 300.00 lakhs in last preceding (full) financial year.

## 5. Track Record

Our Company was originally incorporated as “Manish Weaving Industries Private Limited” as a private limited company, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 26, 1991 issued by Registrar of Companies, Bombay having Registration Number 11-63074. The name of our company was changed to “K.K. Silk Mills Private Limited”. Consequent upon change of name a fresh Certificate of Incorporation dated June 01, 2001 was issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted from a private limited company to public limited company by Special resolution passed in the Extra-Ordinary General Meeting of the company dated May 17, 2018 and consequently, the name of our Company was changed to “K K Silk Mills Limited” and a fresh certificate of incorporation dated June 06, 2018 was issued to our Company by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U17120MH1991PLC063074. For details of change in registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page no. 143 of this Draft Red Herring Prospectus.

## 6. Earnings before Interest, Depreciation and tax

Our Company satisfies the criteria of having operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date which given hereunder based on Restated Standalone Financial Statement.

(₹ In lakh)

Particulars	For the period/ year ended			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	1,098.24	980.95	841.01	734.29

## 7. Leverage Ratio

The Leverage ratio (Total Debts to Equity) of the Company as on December 31, 2024 was 1.57:1 which is less than the limit of 3:1. Therefore, our company satisfies the criteria of having leverage ratio of less than 3:1.

## 8. Disciplinary action

- 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.
- Our Promoter(s) or directors are not be promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.
- Our directors are not be disqualified/ debarred by any of the Regulatory Authority.

## 9. Default

Our company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by our company, our promoters or promoting company(ies).

## 10. Name change

Our Company confirms that there has been no name change within the last one year.

## 11. Other Requirements

We confirm that;

- The Company has not been referred to NCLT under IBC.
- There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.



- iii. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.
- iv. The Net worth computation is computed as per the definition given in SEBI (ICDR) Regulations.
- v. There has been no change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.
- vi. The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in principle approval.
- vii. None of the Issues managed by Book Running Lead Manager are returned by BSE in last six months from the date of this Draft Red Herring Prospectus.
- viii. The Company has a website: [www.kksilkmills.com](http://www.kksilkmills.com)
- ix. 100% of the Promoter's shareholding in the Company is in Dematerialised form.
- x. Our Company shall mandatorily facilitate trading in demat securities and have entered into tripartite agreement with both the depositories i.e. NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode. The Company's shares bear an ISIN: **INE0EOJ01014**
- xi. There is no default in payment of interest and/or principal to the debenture / bond / fixed deposit holders, banks, FIs by the Company, promoters / promoting Company(ies), group companies, companies promoted by the promoters / promoting company(ies) during the past three years.

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), group companies, 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, FIs by the Company, Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting Company(ies) during the past three years.

**In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

- 1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten by the BRLM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by BRLM, please refer to Section titled "*General Information*" beginning on page no. 49 of this Draft Red Herring Prospectus. - **Noted for Compliance**
- 2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled "*General Information*" beginning on page no. 49 of this Draft Red herring Prospectus. - **Noted for Compliance**
- 3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight 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 eight days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the Issue document and BRLM shall ensure the same.
- 4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Issue Document through BRLM immediately up on registration of the Issue Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Draft Red Herring Prospectus.
- 5. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, an application is being made to BSE and BSE is the designated stock exchange.
- 6. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, we have entered into an agreement with depositories for the dematerialisation of our specified securities already issued and proposed to be issued.
- 7. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all our present equity shares are fully paid-up.
- 8. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by our promoters are already in dematerialised form.



We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **SEBI DISCLAIMER CLAUSE**

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~ TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~. THE BOOK RUNNING LEAD MANAGER, AXIAL CAPITAL PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~ GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~, AXIAL CAPITAL PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, AXIAL CAPITAL PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 26, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~ DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH AXIAL CAPITAL PRIVATE LIMITED ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~.”**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, MUMBAI, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.**

#### **DISCLAIMER CLAUSE OF THE BSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE Limited. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the filing with the RoC.

#### **CAUTION- DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER (“BRLM”)**

The Company, the Directors, accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

The BRLM accepts no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.axialcapital.in](http://www.axialcapital.in) would be doing so at their own risk.

#### **CAUTION**

The BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered into between the BRLM, and our Company dated May 30, 2025 and the Underwriting Agreement dated May 30, 2025





between Axial Capital Private Limited and our Company and the Market Making Agreement dated May 30, 2025 entered into among the Market Maker, Book Running Lead Manager and our Company.

All information shall be made available by us and BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoters Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoters Group, affiliates or associates for which they have received, and may in future receive, compensation.

**Note:**

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and BRLM 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 of our company and will not Issue, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub-account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares Issue hereby in any other jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring 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 Mumbai, 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.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1933**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

**Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**



The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

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

The Draft Red Herring Prospectus is being filed with BSE Limited, 25th Floor, P. J. Towers, Dalal Street, Fort, Mumbai -400001. The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus/Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus/Prospectus, will be delivered to the RoC Office situated at 100, Everest, Marine Drive, Mumbai- 400002, Maharashtra, India.

#### **LISTING**

Application is to be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the company becomes liable to repay it the company and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 3 (Three) Working Days from the Issue Closing Date.

#### **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

**“Any person who –**

- (a). makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or**
- (b). makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- (c). Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”**

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.



Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

## **CONSENTS**

The written consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the BRLM to the Issue, Registrar to the Issue, Market Maker, Underwriter, [●] and [●] to act in their respective capacities have been obtained.

Above consents will be filed along with a copy of the Red Herring Prospectus/Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus/Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018,

1. M/s. Shambhu Gupta & Co., Chartered Accountants have provided their written consent to act as Peer review Auditor and expert to the company dated June 26, 2025 for Audit Report to the Restated Financial Information as well as inclusion of Statement of Tax Benefits dated June 26, 2025 and disclosure made in chapter titled “*Objects of the Issue*” for fund deployment certificate dated June 26, 2025 in this Draft Red Herring Prospectus.
2. M/s. Zenith India Lawyers has provided their written consent to act as Legal Advisor to the issue dated May 26, 2025.
3. M/s. Borkar & Muzumdar, Chartered Accountants have provided their written consent to act as Statutory Auditor of the company dated June 14, 2025. Further, such consents and reports have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

## **EXPERT OPINION**

Except for report and certificates from Peer Review Auditors on financial matter and Legal advisor to the company on Legal matters and Chartered Engineers with regard to the capacity of the machineries, we have not obtained any other expert opinions.

## **PREVIOUS PUBLIC OR RIGHTS ISSUE**

There have been no public or rights issue by our Company during the last five years.

## **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

We have not made any previous public Issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

## **CAPITAL ISSUE DURING THE LAST THREE YEARS**

Other than as disclosed in “*Capital Structure*” beginning on page no. 61, our Company has not undertaken any capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Further, our company does not have any listed Group Companies/ Subsidiaries/ Associates, hence issue of capital during the last three years is not applicable.

## **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM**

For details regarding the price information and track record of the past issue handled by Axial Capital Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

**TABLE 1**



Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
NIL								

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

#### **MAIN BOARD IPO:**

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
NIL								

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Issues) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

#### **Note:**

1. The S&P BSE Sensex and NSE Nifty are considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

#### **SUMMARY STATEMENT OF DISCLOSURE**

**TABLE 2**

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %



2024-25	-	-	-	-	-	-	-	-	-	-	-	-	-	-
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#### **MAIN BOARD IPO:**

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50 %	Between 25-50%	Less than 25 %	Over 50 %	Between 25-50%	Less than 25 %	Over 50 %	Between 25-50%	Less than 25 %	Over 50 %	Between 25-50%	Less than 25 %
2024-25	NIL													

#### **Notes:**

1. Issue opening date is considered for calculation of total number of IPO's in the respective financial year.
2. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
3. Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

#### **TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER**

For details regarding track record of the Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: [www.axialcapital.in](http://www.axialcapital.in)

#### **PROMISE VIS-A-VIS PERFORMANCE**

Since, neither our Company nor our Promoter's Group Companies/Entities have made any previous rights or public issues during last five years, promise vis-a-vis Performance is not applicable.

#### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in



relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Red Herring Prospectus/Prospectus. - **Noted for Compliance**

#### DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

Name of the Directors	Designation	Nature of Directorship
Ms. Priyanka Mayuresh Oka	Chairman	Non-Executive Director
Ms. Naina Israni	Member	Independent Director
Mr. Nilesh Kantilal Jain	Member	Independent Director

Our Company has appointed Ms. Saachi Rajesh Madnani as the Company Secretary and Compliance Officer who may be contacted in case of any pre-issue or post-issue related problems at the following address:

Ms. Saachi Rajesh Madnani

**C/o. K K Silk Mills Limited**

314, Kewal Industrial Estate, S. B. Road, Delisle Road,  
Lower Parel (W)- 400013, Mumbai, Maharashtra, India.

**Telephone No.:** +91 8879779739

**Web site:** [www.kksilkmills.com](http://www.kksilkmills.com)

**E-Mail:** [cs@kksilkmills.com](mailto:cs@kksilkmills.com)

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

#### PUBLIC ISSUE EXPENSES

Expenses	Expenses (₹ in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees including Underwriting Commission	[•]	[•]	[•]
Fees Payable to Advisor to the Issue and Consultants	[•]	[•]	[•]
Fees Payable to Registrar to the Issue	[•]	[•]	[•]
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[•]	[•]	[•]





Expenses	Expenses (₹ in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees Payable to Market Maker (for Two Years)	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	[●]	<b>100.00</b>	[●]

**Notes:**

- Up to June 25, 2025 Our Company has deployed/incurred expense of ₹ 16.30 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor M/s. M/s. Shambhu Gupta & Co., Chartered Accountants vide its certificate dated June 26, 2025, bearing UDIN: 25426813BMLATW7582.
- Any expenses incurred towards aforesaid issue related expenses till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue:
- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:  
Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)  
Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)  
^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed [●]/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds [●]/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

**FEES PAYABLE TO BRLM TO THE ISSUE**

The total fees payable to the BRLM will be as per the Memorandum of Understanding for Initial Public Offer, a copy of which is available for inspection at the Registered Office of our Company.

**FEES PAYABLE TO THE REGISTRAR TO THE ISSUE**





The fees payable to the Registrar to the Issue, for processing of Bidding application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

#### **FEES PAYABLE TO OTHERS**

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

#### **PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 61 of this Draft Red Herring Prospectus, our Company has not Issue any Equity Shares for consideration otherwise than for cash.

#### **LISTED VENTURES OF PROMOTER**

There are no listed ventures of our Promoter as on date of filing of this Draft Red Herring Prospectus.

#### **OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

Except as disclosed below, there are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Red Herring Prospectus.

#### **CHANGES IN AUDITORS**

No changes have taken place in the Auditors during the last three years preceding the date of this Draft Red Herring Prospectus, except as disclosed below:

<b>Particulars</b>	<b>Date of Change</b>	<b>Reason for change</b>
<b>M/s. A. P. Sanzgiri &amp; Co.</b> <b>Chartered Accountants</b> <b>Address:</b> Plot No. 22, House No. 174, Anand Nagar Lane, Behind Vakola Police Station, Santacruz (East), Mumbai-400055, India. <b>Tel. No.:</b> +91 -22-2669-1232 <b>Fax No.:</b> +91 -22-2669-1233 <b>Email Id:</b> contact@ca-aps.com <b>Contact Person:</b> Satish Kumar Gupta <b>Membership No.:</b> 101134 <b>Firm Registration No:</b> 116293W	September 30, 2024	Expiry of two term of five years of Statutory Auditors of the company.
<b>M/s. Borkar &amp; Muzumdar.</b> <b>Chartered Accountants</b> <b>Address:</b> 21/168, Anand Nagar, OM CHS, Off Nehru Road, Vakola, Santacruz East, Mumbai-4000055, India. <b>Tel. No.:</b> +91 66899999 <b>Email Id:</b> contact@bnmca.com <b>Contact Person:</b> Deepak Jain <b>Membership No.:</b> 154390 <b>Firm Registration No:</b> 101569W	September 30, 2024	Appointment of Statutory Auditors

#### **CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS**

Except as disclosed under chapter titled “*Capital Structure*” on page 61 of this Draft Red Herring Prospectus, our Company has not capitalized Reserves or Profits during last five years.

#### **REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**



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Our Company has not revalued its assets during last five years.

**EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS**

Our Company has not made any application under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from complying with any provisions of securities laws by SEBI as on the date of this Draft Red Herring Prospectus.



## SECTION XIII – ISSUE RELATED INFORMATION

### TERMS OF 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 Red Herring 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 has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised 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.*

### Ranking of Equity Shares

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

### Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on April 23, 2025 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EoGM of the Company held on April 24, 2025.

### Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends, if declared, as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled "Dividend Policy" beginning on page 175 of this Draft Red Herring Prospectus.

### Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 and the Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.



As on the date of filing this Draft Red Herring Prospectus, there shall be only one denomination of Equity Shares. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis of Issue Price*” beginning on page 98 of this Draft Red Herring Prospectus.

#### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

#### **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividend, if declared;
2. Right to attend general meetings and exercise voting powers, unless prohibited by law;
3. Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
4. Right to receive annual reports and notices to members;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of the Company.

#### **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than two lots. Provided that the minimum application size shall be above ₹ 2 lakhs.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated September 28, 2020
- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated April 22, 2025.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large. 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.

#### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

#### **Joint Holders**



Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai, 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<sup>1</sup> (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 offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make afresh 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.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.



## ISSUE PROGRAM

Events	Indicative Dates
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account**	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

**\*\* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.**

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

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for IPOs. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Issue has been made under UPI Phase III, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.





**In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/Offer Closing Date, 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 (other than Bids from Anchor Investors)**

**Bid/Issue Period (except the Bid/Issue Closing Date)**

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))

**Bid/Issue Closing Date**

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

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

- i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Individual Investors.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Investors after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by**





**notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level and the Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this Issue document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after the issuer becomes liable to pay the amount, the issuer shall pay interest as prescribed under law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four 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.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue including through the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (Two Hundred).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than two lots. Provided that the minimum application size shall be above ₹ 2 lakhs.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Migration to Main Board**

Our company may migrate to the main board of BSE Limited at a later date subject to the following:

- a. If the Paid-up Capital of our Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in 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 Limited 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

- b. If the paid-up Capital of our company is more than ₹ 10 Crores but below ₹ 25 Crores, 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 Promoter 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.

Any company desiring to migrate to the BSE Main board from the SME Board has to fulfil following conditions:

- a. Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores.

(Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.)



- b. Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
- c. 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.
- d. The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.
- e. The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.
- f. 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.
- g. No Debarment of company, promoters/promoter group, subsidiary company by SEBI.
- h. No Disqualification/Debarment of directors of the company by any regulatory authority.
- i. The applicant company has not received any winding up petition admitted by a NCLT.
- j. The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
- k. No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies.
- l. 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.
- m. 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.
- n. The applicant company has no pending investor complaints.
- o. Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.

### **Market Making**

The shares issued and transferred through this Issue are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 49 of this Draft Red Herring Prospectus.

### **Arrangements for disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

### **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 under the chapter titled “Capital Structure” on page 61 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled “Description of Equity Shares and terms of the articles of association” on page 297 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept



any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

**Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further it is mandatory for the investor to furnish the details of his/her depository account, & if for any reasons details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

**New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.



## **ISSUE STRUCTURE**

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹ 10 crores and upto ₹ 25 crores, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of Issue*” and “*Issue Procedure*” on page no. 252 and 264 respectively of this Draft Red Herring Prospectus.

This public issue of upto 7700000 equity shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the “issue price”) aggregating to ₹ [●]/- Lakhs (“the issue”) by our company. The Issue and the Net Issue will constitute [●] % and [●] % respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process <sup>(1)</sup>:

<b>Particulars of the Issue <sup>(2)</sup></b>	<b>Market Maker Reservation Portion</b>	<b>QIBs</b>	<b>Non-Institutional Investors</b>	<b>Individual investors who apply for minimum application size.</b>
Number of Equity Shares available for allocation	[●] Equity Share	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares
Percentage of issue size available for allocation	[●] % of the issue size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment <sup>(3)</sup>	Firm Allotment	Proportionate as follows (excluding Anchor Investor Portion): a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to [●] Equity Shares) may be allocated on a	Proportionate	Proportionate



Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Investors	Individual investors who apply for minimum application size.
		discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
Mode of Bid	Only through the ASBA process.	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares	Such number of Equity shares in multiple of [●] Equity shares	[●] Equity Shares in multiple of [●] Equity shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares
Terms of Payment	<b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup> <b>In case of all other bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process (except for Anchor Investors)			

(1) This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “Issue Structure” on page 260 of this Draft Red Herring Prospectus.



- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations, 2018.
- (3) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

**Notes:**

- a) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- b) In the event that a Bid was submitted in joint names, the relevant Bidders were required to ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name appeared as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder was required in the Bid cum Application Form and such First Bidder was deemed to have signed on behalf of the joint holders.

**WITHDRAWAL OF THE ISSUE**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with ROC.

**JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Mumbai.

**BID/ISSUE PROGRAMME:**

Events	Indicative Dates
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or Before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or Before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or Before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or Before [●]



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

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 Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of bids.
- b) A standard cut-off time of 4.00 p.m. for uploading of bids received from other than Individual Investors.
- c) A standard cut-off time of 5.00 p.m. for uploading of bids received from only Individual Investors, which may be extended up to such time as deemed fit by BSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).





## ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (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 Exchanges 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.

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 vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Offer



will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

### **Phased implementation of Unified Payments Interface**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by Individual Investors through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to 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 Investor, 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 has commenced with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a Individual Investor through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.
- 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.

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 finalized. 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 – Issue BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Individual Bidders using the UPI.

The processing fees for applications made by Individual Investors using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM.

Our Company, the Promoters and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment,



modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

Further, our Company, the Promoters and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

#### **BOOK BUILDING PROCEDURE**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Individual Investors Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.**

#### **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 (“BSE SME”) i.e. [www.bseindia.com](http://www.bseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the 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 Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

#### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE, at least one day prior to the Bid/ Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.



All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. Individual Investors (other than the Individual Investors using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. Individual Investors using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

**Anchor Investors are not permitted to participate in the Issue through the ASBA process.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	White
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by Individual Investors (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 Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of this Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders 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.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)





3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Individual Investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in this Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut-Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an 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 BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

#### **Availability of Draft Red Herring Prospectus and Bid Cum Application Forms**



Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE ([www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Bid/ Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

#### **WHO CAN BID?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to this DRHP for more details.

#### **Subject to the above, an illustrative list of Bidders is as follows:**

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;



- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications Not to Be Made by:**

- 1. Minors (except through their Guardians)
- 2. Partnership firms or their nominations
- 3. Foreign Nationals (except NRIs)
- 4. 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.

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**1. For Individual Investors**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter.

**2. For Other than Individual Investors (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares 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.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

**METHOD OF BIDDING PROCESS**

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and Mumbai Edition of Regional newspaper [●] (Marathi Regional Language of Mumbai) where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Mumbai Edition of Regional newspaper [●] (Marathi Regional Language of Mumbai) where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.





- b) During the Bid/ Issue Period, Individual Investors, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “*Issue Procedure*” beginning on page 264 of this Draft Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/Issue Period, in accordance with the SEBI ICDR Regulations, provided that (i) the Cap Price will be less than or equal to 120% of the Floor Price, (ii) the Cap Price will be at least 105% of the Floor Price, and (iii) the Floor Price will not be less than the face



value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Investors may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Individual Investors, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Investors shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

#### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders:**

- 1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the ROC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
- 2. Our Company will file the Red Herring Prospectus with the ROC at least 3 (three) days before the Issue Opening Date.
- 3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
- 4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
- 5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
- 6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
- 7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with



whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Investors has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs: (i) minimum of 5



(five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.

- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **BIDS BY HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

#### **BIDS BY ELIGIBLE NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding 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 Bidders bidding on a non-repatriation basis by using Resident Forms



should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

#### **BIDS BY FPIs**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an 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 a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to 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 sectorial 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. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

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 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 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 an FPI against securities held by it that are listed or proposed to be listed on any recognized 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. 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.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

#### **BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIs**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one Investee Company directly or through





investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) 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.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

#### **BIDS BY BANKING COMPANIES**

In case of Bids 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 Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of



an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see “Key Industry Regulations” beginning on page 148.

#### **BIDS BY SCSBS**

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **BIDS BY SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) equity shares of a company: the lower of 10%\* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: 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.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

#### **BIDS UNDER POWER OF ATTORNEY**





In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders 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 Bidder

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum 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 Bidder, 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



Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: — [●]
- b. In case of Non-Resident Anchor Investors: — [●]

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

#### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) 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.
4. 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
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will be 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.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:



Sr. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - 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
  - Bank account number.
8. In case of submission of the Application by Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non- Individual Investors and Individual Investors, applications would not be rejected except on the technical grounds as mentioned in this Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running 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 Promoters, 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 Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.



13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

#### **Withdrawal of Bids**

- a) Individual Investors can withdraw their Bids until Bid/ Issue Closing Date. In case a Individual Investors wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) 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 the 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.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

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

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%



Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

#### GENERAL INSTRUCTIONS

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Individual Investor can revise their Bids during the Bid/ Issue period and withdraw their Bids until Bid/ Issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

#### Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum 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 Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum





Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the 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, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the 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;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. 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;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, 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, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB’s ASBA Account;
24. 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 Bid/ Issue Closing Date;
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) 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 [www.sebi.gov.in](http://www.sebi.gov.in)); and

27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum 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 Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, 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 a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid 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);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a RIB;
19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares in excess of what is specified for each category;
21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;





22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled “General Information” and “Our Management” beginning on pages 49 and 156 respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “General Information” beginning on page 49.

#### **GROUND FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
12. Bids accompanied by stock invest, money order, postal order or cash; and
13. 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 RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “General Information” beginning on page 49.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding two Working Days from the Bid/



Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorized employees of the Designated Stock Exchange, along with the BRLM 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.

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.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- 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 Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. 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 allottees as per process mentioned below:

**Process for generating list of allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5<sup>th</sup> 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 allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

**BASIS OF ALLOTMENT**

**a. For Individual Investor**

Bids received from the Individual Investors at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Investors will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Investors who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Individual Investors to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

**b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Individual Investors shall be available for Allotment to Non-Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall



be done on a proportionate basis for [●]% of the QIB Portion.

- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹2 crores;

a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and

- in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

**e. In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

**f. In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**g. Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:**



In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- a) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- b) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

**Individual Investor' means an investor who applies for minimum application size. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.**

**The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.**

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders 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 Bidder.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 (Two) working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders 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 (Two) working**





**days of the Bid/ 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**

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum 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](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://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 Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)

#### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder 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 Bid cum Application Form**

All Bid Cum 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 Bid Cum Application Form, in physical or electronic mode, respectively.

#### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.



The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

#### **BASIS OF ALLOTMENT**

Allotment will be made in consultation BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:





- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on September 28, 2020.
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on April 22, 2025.
- c) The Company's Equity shares bear an ISIN: INE0EOJ01014.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Draft Red Herring Prospectus with the ROC, publish a pre- Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre- Issue advertisement, we shall state the Bid Opening Date and the Bid/ Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

#### **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

#### **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:**

Our Company will Issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

#### **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, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10/- lakhs 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 ₹ 50/- Lakh or with both.

#### **UNDERTAKINGS BY OUR COMPANY**

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
- 3) 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;
- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter 's contribution in full has already been brought in;
- 6) 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, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Issue after the Bid/ Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Issue after the Bid/ Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

#### **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;



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- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
  - 3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
  - 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue
  - 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
  - 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.



## **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, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (**FDI**) through press notes and press releases.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (Consolidated FDI Policy), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 vide notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares. Each Bidder should seek independent legal advice about its ability to participate in the Offer.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. Refer to the section titled “*Issue Procedure*” beginning on page 264.

As per the existing policy of the Government, OCBs could not participate in the Issue.

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Prospectus as “U.S. QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the**



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**jurisdiction where those offers and sales occur. For the avoidance of doubt, the term “U.S. QIBs” does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.



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**DESCRIPTION OF EQUITY SHARES RELATED TERMS OF THE ARTICLES OF ASSOCIATION**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**<sup>1</sup>K K SILK MILLS LIMITED**

1. Table F not to apply      The regulations contained in the Table F, in the first Schedule, of the Companies Act, 2013 shall not apply to this Company, but the regulations of the management of the Company and for the observation of the members thereof and their representatives shall, subject to any excises of the statutory power of the Company in reference to the repeal or alteration of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 2013 be such as are contained in these Articles.

2. Interpretation      In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned thereunder, unless repugnant to the subject matter or content thereof.

(a) “The Act” or “the said Act”

“The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

(b) “These Articles”

“These Articles” means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by special resolution.

(c) “Beneficial Owner”

“Beneficial Owner” shall have the meaning assigned thereto in clause(a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

(d) “The Company” or “this Company”

“The Company” or “this Company” means **K K SILK MILLS LIMITED**

(e) “The Directors”

“The Directors” means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.

(f) “Depository”

“Depository” shall have the meaning assigned thereto by Section 2 (1)(e) of the Depositories Act, 1996.

(g) “Depositories Act 1996”

“Depositories Act 1996” includes any statutory modification or re-enactment thereof.

(h) “The Board” or the “Board of Directors”

“The Board,” or the “Board of Directors” means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with the Act.

(i) “The Chairman”

“The Chairman” means the Chairman of the Board of Directors for the time being of the Company.

(j) “The Managing Director”

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<sup>1</sup>Altered vide special resolution passed at the Extra-Ordinary General Meeting held on Monday, May 17, 2018.





“The Managing Director” includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.

(k) “The Office”

“The Office” means the Registered Office for the time being of the Company.

(l) “Capital”

“Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.

(m) “The Registrar”

“The Registrar” means the Registrar of Companies of the State in which the office of the Company is for the time being situated.

(n) “Dividend”

“Dividend” includes Bonus.

(o) “Month”

“Month” means the calendar month.

(p) “Seal”

“Seal” means the Common Seal for the time being of the Company.

(q) “In Writing and Written”

“In Writing and Written” include printing, lithography and other modes of representing or reproducing words in a visible form.

(r) “Plural Number”

Words importing the singular number also include the plural number and vice versa.

(s) “Persons”

“Persons” include corporations and firms as well as individuals.

(t) “Gender”

Words importing the masculine gender also include the feminine gender.

(u) “Securities & Exchange Board of India”

“Securities & Exchange Board of India” or SEBI means the Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.

(v) “Year and Financial Year”

“Year” means the Calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.

Expression in the Act to bear except

Save as aforesaid, any words or expressions defined in the Act shall,

same meaning in the Articles these Articles.

where the subject or context forbids, bear the same meaning in

Marginal Notes Articles.

The marginal notes hereto shall not affect the construction of these

### **COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY**

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:

(i) The Memorandum;



- (ii) The Articles, if any;
- (iii) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

### **CAPITAL AND SHARES**

- 4. The Authorized Share Capital of the Company is as per clause V of the Memorandum of Association of the Company with all rights to the company to alter the same in any way it thinks fit.
- 5. The Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.
- 6. The shares capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.

### **SHARES AT THE DISPOSAL OF THE DIRECTORS**

- 7. Subject to the provisions of Section 62 of the Act and these Articles, the shares capital of Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.

### **FURTHER ISSUE OF SHARES**

- 8. (1) Where at any time the company proposes to increase its subscribed capital by the issue of further

shares, such shares shall be offered -

(a) to persons who at the date of the offer are holders of equity shares of the company in proportion, as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:-

(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

(ii) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;

(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose them of in such manner which is not disadvantageous to the shareholders and the company;

(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be determined by Central Government; or

(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.



(2) The notice referred to in sub-clause (i) of clause (1) (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

(3) Nothing in this section shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company.

The terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

#### **POWER TO OFFER SHARES/OPTIONS TO ACQUIRE SHARES**

9. (i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount, in case of shares issued as sweat equity shares as per section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.

(ii) In addition to the powers of the Board under Article 9(i), the Board may also allot the Shares referred to in Article 9(i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees including by way of options, as referred to in Article 9(i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 9(i) and (ii) above.

#### **REDEEMABLE PREFERENCE SHARES**

10. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

#### **PROVISIONS APPLICABLE IN CASE OF REDEEMABLE SHARES**

11. On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect.

- (a) No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;
- (b) No such shares shall be redeemed unless they are fully paid;
- (c) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

#### **NEW CAPITAL SAME AS ORIGINAL CAPITAL**

12. Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

#### **RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES**



13. (1) The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act as applicable at the time of application.

This Article is not to delegate any power which the Company would have if it were omitted.

- (2) The company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person or for any shares in the company or in its holding company.

- (3) Nothing in sub-clause (2) shall apply to –

(a) the company in accordance with any scheme approved by company through special resolution and in accordance with such requirements as may be determined by Central Government, for the purchase of, or subscription for, fully paid up shares in the company or its holding company, if the purchase of, or the subscription for, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company;

(b) the giving of loans by a company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership:

Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by Central Government.

#### **REDUCTION OF CAPITAL**

14. The Company may, subject to the provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share premium account in any manner for the time being authorized by law and in particular, capital may be paid off on the footing that it may be called up again or otherwise.

#### **CONSOLIDATION AND DIVISION OF CAPITAL**

15. The Company may in general meeting alter the conditions of its Memorandum of Association as follows:

(a) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

(b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

(c) Cancel shares which at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.

#### **SALE OF FRACTIONAL SHARES**

16. If and whenever as a result of issue of new shares of any consolidation or sub-division of shares any share become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

#### **MODIFICATION OF RIGHTS**



17. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of the class

#### **ISSUE OF FURTHER SHARES ON PARI PASSU BASIS**

18. The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *par ipassu* therewith.

#### **NO ISSUE WITH DISPROPORTIONATE RIGHTS**

19. The Company shall not issue any shares (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares (not being preference shares).

#### **POWER OF COMPANY TO DEMATERIALIZE AND REMATERIALIZE**

- (a) “Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any”

#### **DEMATERIALIZATION OF SECURITIES**

- (b) Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.

#### **INTIMATION TO DEPOSITORY**

- (c) “Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities”

#### **OPTION FOR INVESTORS**

- (d) “Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.”

#### **THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIES OTHER THAN THAT OF REGISTERED HOLDER**

- (e) “The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996.”

#### **SECURITIES IN DEPOSITORIES AND BENEFICIAL OWNERS**

- (f) “All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.”

#### **RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS**

- (g) (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be



deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository.

#### **DEPOSITORY TO FURNISH INFORMATION**

(h) Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

#### **SHARES AND CERTIFICATES**

##### **REGISTER AND INDEX OF MEMBERS**

20. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

##### **SHARES TO BE NUMBERED PROGRESSIVELY**

21. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no share shall be sub-divided.

##### **DIRECTORS MAY ALLOT SHARES FULLY PAID-UP**

22. Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid up shares.

##### **APPLICATION OF PREMIUM RECEIVED ON SHARES**

23. (1) Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a “securities premium account” and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this article, apply as if the securities premium account were the paid-up share capital of the company.

(2) Notwithstanding anything contained in clause (1), the securities premium account may be applied by

the company -

- (a) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;
- (b) in writing off the preliminary expenses of the company;
- (c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company;
- (d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or





- (e) for the purchase of its own shares or other securities under section 68.

#### **ACCEPTANCE OF SHARES**

24. Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these articles and every person who thus or otherwise accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.

#### **LIABILITY OF MEMBERS**

25. Every member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

#### **LIMITATION OF TIME FOR ISSUE OF CERTIFICATE**

26. The Company shall, unless the conditions of issue otherwise provide, within three months after the allotment of any of its shares or debentures and within one month after the application for the transfer of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred.

Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to all such holder.

#### **ISSUE OF NEW CERTIFICATE IN PLACE OF DEFACED, LOST OR DESTROYED**

27. If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, an a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Directors shall prescribe. Provided that no fees shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

#### **RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED**

28. (i) A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.
- (ii) The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.

#### **JOINT ALLOTTEES OF HOLDERS**



29. Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

#### **COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OF REGISTERED HOLDER**

30. (i) The Company shall not be bound to recognize any equitable, contingent, future or partial

interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any share in the joint names of two or more persons or survivors of them.

(ii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

#### **WHO MAY HOLD SHARES**

31. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a person of unsound mind.
32. The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as “the Employees”) as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.

#### **SWEAT EQUITY**

33. Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.

#### **DECLARATIONSIN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES**

34. (1) In pursuance of Section 89 of the Act, where the name of a person is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the company specifying the name and other particulars of the person who holds the beneficial interest in such shares.
- (2) Every person who holds or acquires a beneficial interest in share of the company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars (as may be determined by Central Govt.)
- (3) Where any change occurs in the beneficial interest in such shares, the person referred to in clause (1) and the beneficial owner specified in clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars (as may be determined by Central Govt.)
- (4) The Company has be bound to follows the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.
- (5) Where any declaration under this article is made to a company, the company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it,



a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by Central Government, within the time specified under section 403.

(6) No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him.

(7) Nothing in this article shall be deemed to prejudice the obligation of a company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.

#### **FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY**

35. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

#### **ISSUE OF SHARES WITHOUT VOTING RIGHTS**

36. In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.

#### **SECTION 45 OF ACT NOT TO APPLY**

37. Notwithstanding anything to the contrary contained in the Articles,

(i) Section 45 of the Act shall not apply to the Shares held with a Depository;

#### **TRUST RECOGNIZED**

38. Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.

#### **REGISTRATION OF CHARGES**

39. The provisions of the Act relating to registration of charges shall be complied with.

In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.

Where any charge on any property of the Company required to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

#### **UNDERWRITING AND BROKERAGE**

#### **COMMISSION MAY BE PAID**



40. The Company may, subject to the provisions of Section 40 and other applicable provisions, if any, of the Act any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in or debentures of the Company. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures, or partly in the one way and partly in the other subject to maximum of 5% of the share price or 2.5% in case of debenture, of the issued share or debenture price, as the case may be.

#### **BROKERAGE MAY BE PAID**

41. The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.

#### **CALLS ON SHARES**

##### **DIRECTORS MAY MAKE CALLS**

42. The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by installments.

##### **CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS**

43. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

#### **NOTICE OF CALLS**

44. One month notice at least of every call payable otherwise than on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.

#### **CALLS TO DATE FROM RESOLUTION**

45. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.

#### **DIRECTORS MAY EXTEND TIME**

46. The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.

#### **CALL TO CARRY INTEREST AFTER DUE DATE**

47. If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member.

#### **PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES**

48. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minutes book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any



call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

#### **PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST**

49. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the company in general meeting shall otherwise direct, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.

#### **FORFEITURE, SURRENDER AND LIEN**

##### **IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN**

50. If any member fails to pay any call or installment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

##### **FORM OF NOTICE**

51. The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.

##### **IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED**

52. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

##### **NOTICE OF FORFEITURE**

53. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.

##### **FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY**

54. Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose of the same in such manner as it thinks fit.

##### **POWER TO ANNUL FORFEITURE**

55. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.

##### **ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE**

56. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect



of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

#### **EFFECT OF FORFEITURE**

57. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved.

#### **PROCEEDS HOW TO BE APPLIED**

58. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.

#### **DECLARATION OF FORFEITURE**

59. (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the

Manager or the Secretary of the Company, and that share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

(b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.

(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.

(d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.

(e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.

60. The declaration as mentioned in Article 59 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

#### **TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES**

61. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any; nor shall his title to the share be affected by any irregularity or invalidity in the proceedings with reference to the forfeiture, sale, re-allotment or disposal of the share.

#### **PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE**

62. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money





shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

#### **THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM**

63. The provisions of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **BOARD MAY ACCEPT SURRENDER OF SHARES**

64. The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.

#### **COMPANY'S LIEN ON SHARE/DEBENTURES**

65. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.

#### **ENFORCING LIEN BY SALE**

66. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member, his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

#### **APPLICATION OF PROCEEDS OF SALE**

67. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.

#### **VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORFEITURE**

68. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

#### **BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES**

69. Where any shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.

#### **SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL**



70. For the purpose of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.

## **TRANSFER AND TRANSMISSION OF SHARES**

### **REGISTER OF TRANSFER**

71. The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

### **EXECUTION OF TRANSFER**

72. Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.

### **INSTRUMENT OF TRANSFER**

73. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

### **FORM OF TRANSFER**

74. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof. The Company shall use a common form for transfer.

### **NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC**

75. No transfer shall be made to a minor or a person of unsound mind.

### **TRANSFER OF SHARES**

76. (i) An application for the registration of a transfer of shares may be made either by the transferor or by the transferee.
- (ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
- (iii) For the purpose of clause (2) hereof notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

### **DIRECTORS MAY REFUSE TO REGISTER TRANSFER**

77. Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. If the Company refuses to register the transfer of any share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company, sends notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. Nothing in these



Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.

#### **NO FEE ON TRANSFER OR TRANSMISSION**

78. No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

#### **TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN**

79. Every instruments of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

#### **WHEN TRANSFER TO BE RETAINED**

80. All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

#### **DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES**

81. In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person.

#### **TITLE TO SHARES OF DECEASED HOLDER**

82. Subject to Article 81, the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first obtained probate, letters of administration or succession certificate.

#### **REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER**

83. Subject to the provisions of the Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.

A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer

#### **CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE**

84. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within sixty days, the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

#### **TRANSMISSION OF SHARE**



85. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.

#### **BOARD MAY REFUSE TO TRANSMIT**

86. The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

#### **BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION**

87. Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

#### **TRANSFER BY LEGAL REPRESENTATION**

88. A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of instrument of transfer.

#### **CERTIFICATE OF TRANSFER**

89. The Certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to the shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the shares or debentures

#### **THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF TRANSFER**

90. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

#### **NOMINATION**

91. (i) Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined by Central Government under the Act.

- (ii) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by Central Government under the act.



(iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by Central Government under the Act.

(iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

#### **“Option of Nominee”**

92. (i) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made.

If the nominee elects to be registered as holder of the shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be.

(ii) A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.

#### **TRUST NOT RECOGNISED**

93. Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.

#### **TRANSFER OF SECURITIES**

94. Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.

#### **NOTICE OF APPLICATION WHEN TO BE GIVEN**

95. Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

#### **REFUSAL TO REGISTER NOMINEE**

96. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

#### **PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER**



97. A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.

#### **BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS**

98. Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.

#### **JOINT HOLDERS**

99. If any share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these articles;

#### **JOINT AND SEVERAL LIABILITIES FOR ALL PAYMENTS IN RESPECT OF SHARES**

- (a) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

#### **TITLE OF SURVIVORS**

- (b) On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

#### **EFFECTUAL RECEIPTS**

- (c) Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

#### **DELIVERY OF CERTIFICATE AND GIVING OF NOTICE TO FIRST NAMED HOLDER**

- (d) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in the Articles and documents served on or sent to such person shall be deemed service on all the joint holders).

#### **VOTES OF JOINT HOLDERS**

- (e) Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of a deceased members in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.

#### **CONVERSION OF SHARES INTO STOCK**

#### **SHARES MAY BE CONVERTED INTO STOCK**

100. The Board may, pursuant to Section 61 with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks





fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

## **RIGHTS OF STOCK-HOLDERS**

101. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination.

## **MEETING OF MEMBERS**

102.(a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the time within which any annual general meeting shall be held by a period not exceeding three months.

(b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.

103. The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the annual general meeting in accordance with Section 137 of the Act.

## **DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING**

104. The General Meeting referred to in Article 102 shall be called and styled as an Annual General Meeting and all meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

## **CALLING OF EXTRA-ORDINARY GENERAL MEETING**

105.(1) The Board may, whenever it deems fit, call an extraordinary general meeting of the company.

(2) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in clause (4).

(3) The requisition made under clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.

(4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.

(5) A meeting under clause (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.



(6) Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting.

#### **LENGTH OF NOTICE FOR CALLING MEETING**

106.(1) A general meeting of a company may be called by giving not less than clear twenty-one days' notice

either in writing or through electronic mode in such manner as may be determined by Central Government:

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.

(2) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.

(3) The notice of every meeting of the company shall be given to –

(a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;

(b) the auditor or auditors of the company; and

(c) every director of the company.

(4) Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

#### **EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS**

107.(1) Pursuant to section 102 a statement setting out the following material facts concerning each item of

special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely:

-

(a) the nature of concern or interest, financial or otherwise, if any, in respect of each item of—

(i) every director and the manager, if any;

(ii) every other key managerial personnel; and

(iii) relatives of the persons mentioned in sub-clauses (i) and (ii);

(b) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

(2) For the purposes of clause (1),—

(a) in the case of an annual general meeting, all business to be transacted thereat shall be deemed special, other than—

(i) the consideration of financial statements and the reports of the Board of Directors and auditors;

(ii) the declaration of any dividend;

(iii) the appointment of directors in place of those retiring;

(iv) the appointment of, and the fixing of the remuneration of, the auditors; And

(b) in the case of any other meeting, all business shall be deemed to be special:

Provided that where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

(3) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement under sub-clause (1).



108.No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

### **QUORUM**

109.(1) The quorum for a General Meeting of the Company shall be as under:

(i) five members personally present if the number of members as on the date of meeting is not more than one thousand; or

(ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or

(iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.

(2) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –

(a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or

(b) the meeting, if called by requisitionists under section 100, shall stand cancelled:

Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

(3) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

### **RESOLUTION PASSED AT ADJOURNED MEETING**

110.Where a resolution is passed at an adjourned meeting of –

(a) a company; or

(b) the holders of any class of shares in a company; or

(c) the Board of Directors of a company,

the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.

### **REGISTRATION OF RESOLUTIONS AND AGREEMENTS**

111.The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

### **POWER OF ADJOURN GENERAL MEETING**

112.(1) The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the

meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(3) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

### **CHAIRMAN OF GENERAL MEETING**

113.The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extra-ordinary, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the



Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

#### **BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT**

114.No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

#### **RESOLUTION MUST BE PROPOSED AND SECONDED**

115.No resolution submitted to a meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.

#### **POSTAL BALLOT**

116.(1) Notwithstanding anything contained in this Act, the company –

- (a) shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and
  - (b) may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be determined by Central Government, instead of transacting such business at a general meeting.
- (2) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

#### **DECLARATION OF CHAIRMAN TO BE CONCLUSIVE**

117.A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of the votes cast in favour of or against such resolution

#### **CIRCULATION OF MEMBERS' RESOLUTION**

118.(1) A company shall, on requisition in writing of such number of members, as required in section 100,—

- (a) give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting; and
  - (b) circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting.
- (2) A company shall not be bound under this section to give notice of any resolution or to circulate any statement unless –
- (a) a copy of the requisition signed by the requisitioners (or two or more copies which, between them, contain the signatures of all the requisitioners) is deposited at the registered office of the company,—
    - (i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting;
    - (ii) in the case of any other requisition, not less than two weeks before the meeting; and
  - (b) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the company's expenses in giving effect thereto:

Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-section, shall be deemed to have been properly deposited for the purposes thereof.



(3) The company shall not be bound to circulate any statement as required by clause(b) of sub-section (1), if on the application either of the company or of any other person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.

(4) An order made under sub-section (3) may also direct that the cost incurred by the company by virtue of this section shall be paid to the company by the requisitions, notwithstanding that they are not parties to the application.

## **VOTES OF MEMBERS**

### **VOTES MAY BE GIVEN BY PROXY OR ATTORNEY**

119. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under section 113 of the Act.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights

Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

## **VOTES OF MEMBERS**

120.(1) Subject to the provisions of section 43 and sub-section (2) of section 50, -

(a) every member of a company limited by shares and holding equity share capital therein, shall

have a right to vote on every resolution placed before the company; and

(b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.

(2) Every member of a company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for there payment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.

## **RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY**

121. On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.

## **REPRESENTATION OF BODY CORPORATE**

122. Pursuant to section 113, a body corporate whether a Company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.

## **REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS**

123. The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class



of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.

#### **RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS WHO HAVE NOT PAID CALLS**

- 124.No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.

#### **RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID**

- 125.A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 124.

#### **HOW MEMBER NON-COMPOS MENTIS MAY VOTE**

- 126.If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty eight hours before the time of holding a meeting.

#### **INSTRUMENT OF PROXY**

- 127.The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an office or attorney duly authorized by it.

#### **INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE**

- 128.The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power of attorney or authority shall be deposited at the registered office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

#### **WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED**

- 129.A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the vote is given. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjournment meeting at which the proxy is used.

#### **FORM OF PROXY**

- 130.Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

#### **TIME FOR OBJECTION TO VOTE**

- 131.No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

#### **CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANYVOTE**

- 132.The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.





#### **MEMBER PAYING MONEY IN ADVANCE NOT BE ENTITLED TO VOTE IN RESPECT THEREOF**

133. A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights or participate in dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable

#### **DIRECTORS**

134.1) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three nor more than fifteen.

2) The Persons named hereinafter are the Directors of the Company at the time of adoption of new set of Articles:-

- (1) Manishkumar Shah
- (2) Nilesh Jain
- (3) Ashaben Shah
- (4) Pinky Shah

#### **INCREASE IN NUMBER OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION**

135. The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act.

#### **POWER OF DIRECTORS TO APPOINT ADDITIONAL DIRECTORS**

136. The Board of Directors shall have the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

#### **ALTERNATE DIRECTORS**

137. The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India:

Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act:

Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:

Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

#### **NOMINEE DIRECTORS**

138. The Board shall have the power to appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.

If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board:

Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated .

139. A Director need not hold any qualification shares.

#### **REMUNERATION OF DIRECTORS**



140.(1) Subject to the provisions of the Act, a Managing Director or any other Director, who is in the Whole

time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

(2) Subject to the provisions of the Act, a Director who is neither in the Whole-time employment not a Managing Director may be paid remuneration.

(i) by way of monthly, quarterly or annual payment with the approval of the Central Government: or

(ii) by way of commission if the Company by a special resolution authorises such payments.

(3) The fees payable to Director (including a Managing or whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.

(4) if any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.

#### **INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION**

141. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

#### **TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A BONAFIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS**

142. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

#### **DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY**

143. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company but for no other purpose.

#### **DISCLOSURE OF INTEREST OF DIRECTORS**

144.(1) Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by central government.

(2) Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—



(a) with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or

(b) with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting;

Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

(3) A contract or arrangement entered into by the company without disclosure under sub-section (2) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.

(4) Nothing in this Article-

(a) shall be taken to prejudice the operation of any rule of law restricting a director of a company from having any concern or interest in any contract or arrangement with the company;

(b) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or two or more of them together holds or hold not more than two per cent. of the paid-up share capital in the other company.

#### **INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS**

145. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

#### **BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICH PARTICULAR DIRECTOR IS INTERESTED**

146.(1) Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company, shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder-

- (i) for the sale, purchase or supply of any goods, materials or services; or
- (ii) selling or otherwise disposing of, or buying, property of any kind;
- (iii) leasing of property of any kind;
- (iv) availing or rendering of any services;
- (v) appointment of any agent for purchase or sale of goods, materials, services or property;
- (vi) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
- (vii) underwriting the subscription of any securities or derivatives thereof, of the Company;

(2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.

(3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act. (S.188 (3))



(4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.

(5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.

### **SPECIAL DIRECTOR**

147. In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as “collaborator” to appoint from time to time any person as director of the company (hereinafter referred to as “special director”) and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.

The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.

It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as many special directors as the collaborators eligible to make the appointment.

### **DIRECTORS’ SITTING FEES**

148. The fees payable to a Director for attending each Board meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be determined by the Central Government for each of the meetings of the Board or a committee thereof and adjournments thereto attended by him. The directors, Subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.

### **DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY**

149. Subject to the provisions of the Act the Directors (including a Managing Director And whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or Otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or Partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as Provided by Section 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189 and 196 of the Act shall be duly observed and complied with.

### **DISQUALIFICATION OF THE DIRECTOR**

150.(1) A person shall not be eligible for appointment as a director of a company, if -

- (a) he is of unsound mind and stands so declared by a competent court;
- (b) he is an undischarged insolvent;
- (c) he has applied to be adjudicated as an insolvent and his application is pending;
- (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise,

and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:



Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

(e) an order disqualifying him for appointment as a director has been passed by a Court or Tribunal and the order is in force;

(f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;

(g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or

(h) he has not complied with sub-section (3) of section 152.

(2) No person who is or has been a director of a company which -

(a) has not filed financial statements or annual returns for any continuous period of three financial years; or

(b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

### **DIRECTORS VACATING OFFICE**

151. The office of a Director shall be vacated if :

(i) he is found to be of unsound mind by a Court of competent jurisdiction;

(ii) he applied to be adjudicated an insolvent;

(iii) he is adjudicated an insolvent;

(iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

(v) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;

(vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;

(vii) he is removed in pursuance of Section 169 of Act;

(viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;

(ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;

(x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

### **DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY**

152. Subject to provisions of Section 203 of the Act, a Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or Shareholder of such company except in so far Section 197 or Section 188 of the Act may be applicable.

### **RETIREMENT AND ROTATION OF DIRECTORS**

#### **RETIREMENT OF DIRECTORS BY ROTATION**

153.(1) (a) At every Annual General Meeting, not less than two-thirds of the total number of directors of a company shall -



- (i) be persons whose period of office is liable to determination by retirement of directors by rotation; and
- (ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.
- (b) The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.
- (c) At the first annual general meeting of a public company held next after the date of the general meeting at which the first directors are appointed in accordance with clauses (a) and (b) and at every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.
- (d) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
- (e) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.
- (2)(a) If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.
- (b) If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless—
1. at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;
  2. the retiring director has, by a notice in writing addressed to the company or its Board of directors, expressed his unwillingness to be so re-appointed;
  3. he is not qualified or is disqualified for appointment;
  4. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or
  5. section 162 is applicable to the case.

#### **APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY**

154.(1) At a general meeting of a company, a motion for the appointment of two or more persons as directors of the company by a single resolution shall not be moved unless proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.

(2) A resolution moved in contravention of sub-section (1) shall be void, whether or not any objection was taken when it was moved.

(3) A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.

155.(1) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this

Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined by central government which shall be refunded to such person or, as the case may be, to the member, if the person proposed gets elected as a director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.

(2) The company shall inform its members of the candidature of a person for the office of director under sub-section (1) in such manner as may be determined by central government.

#### **RESIGNATION OF DIRECTOR**





156.(1) A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar in such manner, within such time and in such form as may be determined by central government and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the company:

Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by Central Government.

(2) The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later:

Provided that the director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

(3) Where all the directors of a company resign from their offices, or vacate their offices under Section 167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of directors who shall hold office till the directors are appointed by the company in general meeting.

### **REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OF CHANGES TO REGISTRAR**

157. The Company shall keep at its registered office, a Register of Director, Managing Director, Manager and Secretary and key managerial personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and key managerial personnel or any of the particulars contained in the register as required by Section 170 of the Act.

### **APPOINTMENT OF TECHNICAL OR EXECUTIVE DIRECTORS**

158.a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.

b) Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

### **REMOVAL OF DIRECTORS**

159.(1) A company may, by ordinary resolution, remove a director, not being a director appointed by the

Tribunal under section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:

Provided that nothing contained in this sub-section shall apply where the company has availed itself of the option given to it under section 163 to appoint not less than two thirds of the total number of directors according to the principle of proportional representation.

(2) A special notice shall be required of any resolution, to remove a director under this section, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.

(3) On receipt of notice of a resolution to remove a director under this section, the company shall forthwith send a copy thereof to the director concerned, and the director, whether or not he is a member of the company, shall be entitled to be heard on the resolution at the meeting.

(4) Where notice has been given of a resolution to remove a director under this section and the director concerned makes with respect thereto representation in writing to the company and requests its notification to members of the company, the company shall, if the time permits it to do so,—



(a) in any notice of the resolution given to members of the company, state the fact of the representation having been made; and

(b) send a copy of the representation to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representation by the company),

and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

(5) A vacancy created by the removal of a director under this section may, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-section (2).

(6) A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.

(7) If the vacancy is not filled under sub-section (5), it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be re-appointed as a director by the Board of Directors.

(8) Nothing in this section shall be taken -

(a) as depriving a person removed under this section of any compensation or damages

payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or

(b) as derogating from any power to remove a director under other provisions of this Act.

## **ELIGIBILITY FOR RE-ELECTION**

160. A retiring Director shall be eligible for re-election.

## **PROCEEDINGS OF DIRECTORS**

### **MEETINGS OF BOARD**

161.(1) 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:

Provided that the Central Government may, by notification, direct that the provisions of this sub-section shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.

(2) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be determined by central government, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.

(3) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means:

Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting:



Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

## **QUORUM**

162.(1) The quorum for a meeting of the Board of Directors of a company shall be one-third its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-section.

(2) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company and for no other purpose.

(3) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.

(4) Where a meeting of the Board could not be held for want of quorum, then, unless the articles of the company otherwise provide, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.

## **DECISION OF QUESTIONS**

163. Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

## **BOARD MAY APPOINT CHAIRMAN, CO-CHAIRMAN AND VICE CHAIRMAN**

164. The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairman of the Meeting of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the Meeting.

## **POWER OF BOARD MEETING**

165. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.

166. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

## **MEETING OF THE COMMITTEE HOW TO BE GOVERNED**

167. The meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

## **DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN**



168. No act done by a person as a director shall be deemed to be invalid, notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the articles of the company:

Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.

#### **PASSING OF RESOLUTION BY CIRCULATION**

169.(1) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by

circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by Central Government and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:

Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board.

(2) A resolution under sub-section (1) above shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

#### **SPECIAL NOTICE**

170. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

#### **GENERAL POWERS OF THE BOARD**

171.(1) The Board of Directors of a company shall be entitled to exercise all such powers, and to do all such

acts and things, as the company is authorized to exercise and do:

Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in general meeting:

Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting.

(2) No regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

#### **CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS**

172. The Board of Directors of a company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely: -

- (a) to make calls on shareholders in respect of money unpaid on their shares;
- (b) to authorize buy-back of securities under section 68;
- (c) to issue securities, including debentures, whether in or outside India;



- (d) to borrow monies;
- (e) to invest the funds of the company;
- (f) to grant loans or give guarantee or provide security in respect of loans;
- (g) to approve financial statement and the Board's report;
- (h) to diversify the business of the company;
- (i) to approve amalgamation, merger or reconstruction;
- (j) to take over a company or acquire a controlling or substantial stake in another company;
- (k) to make political contributions;
- (l) to appoint or remove key managerial personnel (KMP);
- (m) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;
- (n) to appoint internal auditors and secretarial auditor;
- (o) to take note of disclosure of director's interest and shareholding;
- (p) to buy, sell investments held by the company (other than trade investments) constituting five percent or more of the paid up share capital and free reserve of the investee company;
- (q) to invite and accept or renew public deposits and related matters;
- (r) to review or change the terms and conditions of public deposit;
- (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify:

Nothing in this section shall be deemed to affect the right of the company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.

#### **RESTRICTIONS ON POWERS OF BOARD**

173.(1) The Board of Directors of a company shall exercise the following powers only with the consent of the company by a special resolution, namely: -

- (a) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
- (b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;
- (c) to borrow money, where the money to be borrowed, together with the money already

borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business:

Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or other wise, and withdrawable by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.

(d) to remit, or give time for the repayment of, any debt due from a director.

(2) Every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to in clause (c) of sub-section (1) shall specify the total amount up to which monies may be borrowed by the Board of Directors.

(3) Nothing contained in clause (a) of sub-section (1) shall affect -



(a) the title of a buyer or other person who buys or takes on lease any property, investment or undertaking as is referred to in that clause, in good faith; or

(b) the sale or lease of any property of the company where the ordinary business of the company consists of, or comprises, such selling or leasing.

(4) Any special resolution passed by the company consenting to the transaction as is referred to in clause (a) of sub-section (1) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:

Provided that this sub-section shall not be deemed to authorise the company to effect any reduction in its capital except in accordance with the provisions contained in this Act.

(5) No debt incurred by the company in excess of the limit imposed by clause (c) of sub-section (1) shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

### **POWER TO BORROW**

174. Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

175. All the provisions applicable to nomination facility available to shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.

### **THE PAYMENT OR REPAYMENT OF MONEYS BORROWED**

176. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

### **BONDS, DEBENTURES, ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS**

177. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

### **CONDITION ON WHICH MONEY MAY BE BORROWED**

178. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.

### **TERMS OF ISSUE OF DEBENTURES**

179. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

### **DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED**





180. (1) A company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:

Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.

(2) No company shall issue any debentures carrying any voting rights.

(3) Secured debentures may be issued by a company subject to such terms and conditions as may be determined by central government.

(4) Where debentures are issued by a company under this section, the company shall create a debenture redemption reserve account out of the profits of the company available for payment of dividend and the amount credited to such account shall not be utilized by the company except for the redemption of debentures.

(5) No company shall issue a prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by Central Government.

(6) A debenture trustee shall take steps to protect the interests of the debentureholders and redress their grievances in accordance with such rules as may be determined by Central Government.

(7) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:

Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three fourths in value of the total debentures at a meeting held for the purpose.

(8) A company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.

(9) Where at any time the debenture trustee comes to a conclusion that the assets of the company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the company as the Tribunal may consider necessary in the interests of the debenture-holders.

(10) Where a company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned, direct, by order, the company to redeem the debentures forthwith on payment of principal and interest due thereon.

(11) If any default is made in complying with the order of the Tribunal under this section, every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupees but which may extend to five lakh rupees, or with both.

(12) A contract with the company to take up and pay for any debentures of the company may be enforced by a decree for specific performance.

(13) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.

## **EXECUTION OF INDEMNITY**

181. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the company.



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## **CERTAIN POWERS OF THE BOARD**

182. Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:

- 1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.
- 2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory.
- 3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company including its uncalled capital or not so charges.
- 4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
- 5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.
- 6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.
- 7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- 8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.
- 9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.
- 10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- 11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- 12) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.
- 13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be thought fit.
- 14) Subject to the provisions of Sections 179, 180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose



thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.

15) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur, any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

16) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.

17) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.

18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to the provisions of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part thereof for the benefit of the Company, in such manner & for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.

20) To pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of the Act and of the provision contained in these presents.

21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.

22) To redeem redeemable preference shares.

23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.

24) To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.



## **APPOINTMENT OF INDEPENDENT DIRECTOR**

183. Pursuant to Section 149 and rules as may be applicable and subject to the provisions of Schedule IV the company shall appoint such number of independent directors from time to time as may be determined by the Central Government.

Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence.

Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of Section 197, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

Subject to the provisions of section 152, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

Notwithstanding anything contained in this Act—

(i) an independent director;

(ii) a non-executive director not being promoter or key managerial personnel,

shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

The provisions of sub-sections (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.

## **KEY MANAGERIAL PERSONNEL**

### **APPOINTMENT OF KEY MANAGERIAL PERSONNEL**

184.(1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act,

Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.

(2) A whole-time key managerial personnel member shall not hold office in more than one company except in its subsidiary company at the same time:

Provided that nothing contained in this sub-clause shall disentitle key managerial personnel from being a director of any company with the permission of the Board.

Provided further that whole-time key managerial personnel holding office in more than one company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one company, in which he wishes to continue to hold the office of key managerial personnel.

Provided also that a company may appoint or employ a person as its managing director, if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.

(3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

## **REMUNERATION OF KEY MANAGERIAL PERSONNEL**



185. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

#### **DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR**

186. Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.

#### **CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS**

187. No company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who -

(a) is below the age of twenty-one years or has attained the age of seventy years:

Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;

(b) is an undischarged insolvent or has at any time been adjudged as an insolvent;

(c) has at any time suspended payment to his creditors or makes, or has at anytime made, a composition with them; or

(d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

A person shall not be eligible for appointment as a director of a company if such person suffers any of the disqualifications provided under Section 164 of the Act.

188. Special to any contract between him and the Company, a Managing or Whole time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.

189. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely:-

a) Managing Director and

b) Manager.

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

#### **THE SECRETARY**

190. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

#### **THE SEAL, ITS CUSTODY AND USE**

191. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument



except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

## MINUTES

- 192.(1) The Company shall cause minutes of all proceedings of every General Meeting and all proceedings of every meeting of its Board of /directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.
- (2) Each page of every such book shall be initialed or signed and the lastPage of the record of proceedings of each meeting in such books shall be dated and signed.
- (a) in the case of minutes of proceedings of a meeting of the Board or of a committee thereof, by the Chairman of the next succeeding meeting.
- (b) In the case of minutes of proceedings of a General Meeting, by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.
193. Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 191 above, shall be evidence of the proceedings recorded therein.
194. Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of Article 192 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be valid.
- 195.(1) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday
- (2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.
- (3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.
- (5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (6) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -
- (a) the names of the directors present at the meeting; and
- (b) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.
- (7) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting -
- (a) is or could reasonably be regarded as defamatory of any person; or
- (b) is irrelevant or immaterial to the proceedings; or
- (c) is detrimental to the interests of the company.





The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.

#### **PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED.**

196. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors of Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

#### **DIVIDENDS**

- 197.(1) No dividend shall be declared or paid by a company for any financial year except -

- (a) out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both; or
- (b) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government:

Provided that a company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company:

Provided further that where, owing to inadequacy or absence of profits in any financial year, any company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be determined by Central Government in this behalf:

Provided also that no dividend shall be declared or paid by a company from its reserves other than free reserves.

- (2) The depreciation shall be provided in accordance with the provisions of Schedule II of the Act.
- (3) The Board of Directors of a company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:

Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

- (4) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.

- (5) No dividend shall be paid by a company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:

Provided that nothing in this sub-section shall be deemed to prohibit the capitalization of profits or reserves of a company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the company:

Provided further that any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.

- (6) A company which fails to comply with the provisions of sections 73 and 74 shall not, so long as such failure continues, declare any dividend on its equity shares.

#### **DIVIDEND TO JOINT HOLDERS**

198. Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.

199. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all



dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

No amount paid or credited as paid on a share in advance of calls shall be treated as paid up on the share.

#### **APPORTIONMENT OF DIVIDENDS**

200. All dividends shall be apportioned and paid proportionate to the amounts paid or credited as paid on the shares, during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

#### **DECLARATION OF DIVIDENDS**

201. The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declare a dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.

#### **RESTRICTION ON AMOUNT OF DIVIDEND**

202. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

#### **DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST**

203.(1) No dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act.

(2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

#### **INTERIM DIVIDENDS**

204. The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.

#### **DEBTS MAY BE DEDUCTED**

205. The Board may retain any dividends payable on shares on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which lien exists.

#### **DIVIDEND AND CALL TOGETHER**

206. Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes but so that the call on each members shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.

#### **EFFECT OF TRANSFER**

207. Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.

#### **RETENTION IN CERTAIN CASES**

208. The Board may retain the dividends payable upon shares in respect of which any person is, under Articles entitled to become a Member, which any person under that Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

#### **NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT TO REIMBURSEMENT THERE OUT**

209. No member shall be entitled to receive payment of an interest or dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any shareholder all sums or money so due from him to the Company.



## **PAYMENT BY POST**

210. Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant of the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon the shareholders when applying for dividends or bonus to produce their share certificates at the registered office or other place where the payment of dividend is to be made.

## **DIVIDEND TO BE PAID WITHIN THIRTY DAYS**

211. The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within Thirty days from the date of the declaration of the dividend unless:

- (a) the dividend could not be paid by reason of the operation of any law or
- (b) a shareholder has given directions to the Company regarding the payment of dividend and these directions cannot be complied with or
- (c) there is dispute, regarding the right to receive the dividend or
- (d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or
- (e) for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

## **UNPAID OR UNCLAIMED DIVIDEND**

212.(1) Where a dividend has been declared by a company but has not been paid or claimed within thirty

days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

(2) The company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.

(3) If any default is made in transferring the total amount referred to in sub-section (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent per annum and the interest accruing on such amount shall endure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.

(4) Any person claiming to be entitled to any money transferred under sub-section (1) to the Unpaid Dividend Account of the company may apply to the company for payment of the money claimed.

(5) Any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 and the company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the company as evidence of such transfer.

(6) All shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) shall also be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by central government and that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law:



Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by Central Government.

## **CAPITALIZATION OF RESERVES**

213.(a) Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:

(1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or

(2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or

(3) Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

(b) (1) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and

(2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.

(c) Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.

(d) For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.

(e) If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or of invalidity in the proceedings with reference to the sale.

(f) Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.

## **FRACTIONAL CERTIFICATES**



214.(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and

(b) Generally do all acts and things required to give effect thereto.

(2) The Board shall have full power:

(a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also

(b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares.

(3) Any agreement made under such authority shall be effective and binding on all such Members.

(4) that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the

Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

#### **DIVIDEND IN CASH**

215.No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.

216.The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles.

#### **BOOKS OF ACCOUNTS**

##### **BOOKS OF ACCOUNTS TO BE KEPT**

217.The Company shall cause to be kept proper books of account with respect to:

(i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;

(ii) all sales and purchases of goods and services by the company;

(iii) the assets and liabilities of the company; and

(iii) the items of cost as may be determined by Central Government under section 148 in the case of a company which belongs to any class of companies specified under that section;

##### **BOOKS WHERE TO BE KEPT AND INSPECTION**

218.(1) Every company shall prepare and keep at its registered office books of account and other relevant

books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by Central Government.



(2) Where a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of sub-clause (1), if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the company at its registered office or the other place referred to in sub-clause (1).

(3) The books of account of every company relating to a period of not less than eight financial years immediately preceding a financial year, or where the company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.

(4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

### **INSPECTION BY MEMBERS**

219. The Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts and books and the documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred statute or authorised by the Board of Directors or by a resolution of the Company in General Meeting.

### **TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED**

220. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be at least 30 (thirty) days.

### **STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING**

221. The Board of Directors shall from time to time, in accordance with Sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.

### **FINANCIAL STATEMENT**

222. Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.

If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

### **AUTHENTICATION OF FINANCIAL STATEMENT**

223. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon. Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

### **BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT**

224. Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes





which have occurred during the financial year in the nature of the Company or Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of Article 229. Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

#### **RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT**

225. A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:

- (a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;
- (b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

#### **A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR**

226. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

#### **RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT**

227.(1) Without prejudice to the provisions of Section 101, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.

The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.

The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by Central Government and company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company.

Provided also that every subsidiary or subsidiaries shall -

- (a) place separate audited accounts in respect of each of its subsidiary on its website, if any;



(b) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.

(2) A company shall allow every member or trustee of the holder of any debentures issued by the company to inspect the documents stated under sub-clause (1) at its registered office during business hours.

### **ACCOUNTS TO BE AUDITED**

228.(1) Once at least in every year the accounts of the Company shall be examined by one or more

Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.

(2) The appointment, remuneration, rights, powers & duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.

### **APPOINTMENT OF AUDITORS**

229.(1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with

Section 139 to 143, 145 and 146 of the Act and rules made thereunder.

(2) The Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be according to the provisions of the Act.

Provided that the company shall place the matter relating to such appointment for ratification by members at every annual general meeting.

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:

Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.

(3) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:

(a) he is not disqualified for re-appointment;

(b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and

(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.

(4) The company shall not appoint or reappoint -

(a) an individual as auditor for more than one term of five consecutive years; and

(b) an audit firm as auditor for more than two terms of five consecutive years:

Provided that—

(i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term.

(ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.

(5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.

### **POWER OF BOARD TO MODIFY FINAL ACCOUNTS**



230. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.

## **DOCUMENTS AND NOTICE**

### **SERVICES OF DOCUMENTS ON MEMBER BY COMPANY**

231. Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be determined by Central Government:

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.

### **SERVICE OF DOCUMENTS ON COMPANY**

232. A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be determined by central government:

Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.

#### **“Service of documents on the Company”**

233. Where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or other mode in accordance with the Act and rules made thereunder.

## **AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS**

234. Save as otherwise expressly provided in the Act, the rules made thereunder and these Articles, a document or proceeding requiring authentication by a company; or contracts made by or on behalf of a company, may be signed by any key managerial personnel or an officer of the company duly authorized by the Board in this behalf.

## **REGISTERS AND DOCUMENTS**

### **REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY**

235. The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:

- (a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.
- (b) Register of mortgages and charges as required by Section 85 of the Act.
- (c) Register and index of Member and debenture holders as required by Section 88 of the Act.
- (d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.
- (e) Register of Directors and key managerial personnel and their shareholding under Section 170 of the Act.
- (f) Register of loans, guarantee, security and acquisition made by the company under section 186 (9) of the Act.
- (g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.

## **MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM**

236. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—



- (a) required to be kept by a company; or
- (b) allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.

## **INDEMNITY**

237. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## **WINDING UP**

### **DISTRIBUTION OF ASSETS**

238.(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.

(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 319 of the Act.

(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.

### **RIGHT OF SHAREHOLDERS IN CASE OF SALE**

239. A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction

## **SECURITY CLAUSE**

240. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose. Secrecy undertaking.

241. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual 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 so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these present contained.

## **KNOWLEDGE IMPLIED**

Each member of the Company, present and future, is to be deemed to join the Company with full knowledge of all the contents of these presents.



## SECTION XIV – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus, will be delivered to the ROC for registration/submission of the Red Herring Prospectus /Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 314, Kewal Industrial Estate, S. B. Road, Delisle Road, Lower Parel (W)- 400013, Mumbai, Maharashtra, India from date of filing the Red Herring Prospectus with ROC on all Working Days until the Bid/Issue Closing Date. Copies of below Material Contracts and Documents are also available on the website of the company on [www.kksilkmills.com](http://www.kksilkmills.com).

#### A. MATERIAL CONTRACTS

1. Issue Agreement dated May 30, 2025 executed between our Company and Book Running Lead Manager to the Issue.
2. Registrar and Transfer Agent Agreement dated May 30, 2025 executed between our Company and the Registrar to the Issue.
3. Market Making Agreement dated May 30, 2025, executed between our Company, Book Running Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated [●], executed between our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated May 30, 2025, executed between our Company, Book Running Lead Manager, and Underwriter.
6. Syndicate Agreement dated [●] executed between our Company, Book Running Lead Manager and Syndicate Member
7. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated September 28, 2020.
8. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated April 22, 2025.

#### B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated April 23, 2025 and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EoGM by the shareholders of our Company held on April 24, 2025.
3. Statement of Tax Benefits dated June 26, 2025 issued by our Peer Reviewed Auditors M/s. Shambhu Gupta & Co., Chartered Accountants.
4. Copy of Restated Financial Statement– M/s. Shambhu Gupta & Co., Chartered Accountants, for the period ended December 31, 2024 and for the year ended March 31, 2024, 2023, 2022, dated June 14, 2025.
5. Copy of Audited Financial Statement for the period ended December 31, 2024 and for the year ended on March 31, March 31, 2024, 2023, 2022.
6. Search Report issued by Komal Thakkar & Co., Practicing Company Secretary, Mumbai dated June 25, 2025.
7. Certification from Komal Thakkar & Co., Practicing Company Secretary dated June 25, 2025 regarding eligibility of Independent Director under Section 149(6) of Companies Act, 2013.
8. Certificate from M/s. Shambhu Gupta & Co., Chartered Accountants, dated June 26, 2025 regarding Key Performance Indicators and Basis of Issue Price.
9. Certificate from M/s. Shambhu Gupta & Co., Chartered Accountants, dated June 26, 2025 regarding Object of the Issue and deployment of funds towards the objects of the Issue.
10. Site Visit Report of the company.



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11. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Advisor to the Company, Legal Advisor to the Issue, BRLM to the Issue, Registrar to the Issue, Banker to the Issue, Market Maker and Underwriter to the Issue to act in their respective capacities.
  12. Board Resolution dated June 26, 2025 for approval of Draft Red Herring Prospectus, dated [●] for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
  13. Due Diligence Certificate for the Draft Red Herring Prospectus from Book Running Lead Manager dated June 26, 2025 addressing Stock Exchange.
  14. Copy of In-principle approval letter dated [●] from the BSE.

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.





## DECLARATIONS

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

### Signed by the Directors of the Company:

Name	Designation	Signature
Mr. Manish Kantilal Shah	Chairman and Managing Director	sd/-
Mr. Nilesh Kantilal Jain	Whole Time Director	sd/-
Mrs. Ashaben Manish Shah	Non-Executive Director	sd/-
Ms. Naina Israni	Independent Director	sd/-
Ms. Priyanka Mayuresh Oka	Independent Director	sd/-

### Signed by:

Name	Designation	Signature
Mr. Naman Shah	Chief Financial Officer	sd/-
Ms. Saachi Rajesh Madnani	Company Secretary & Compliance Officer	sd/-

**Date:** June 26, 2025

**Place:** Mumbai