



## EURO PANEL PRODUCTS LIMITED

Our Company was originally incorporated as a private limited company in the name of "Archer Trading House Private Limited" under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 18, 2013 bearing Corporate Identification Number U51101MH2013PTC251176 issued by the Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our Company was changed to "Euro Panel Products Private Limited" pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 18, 2014. The Deputy Registrar of Companies, Mumbai issued a fresh Certificate of Incorporation dated October 22, 2014, upon change of the name of the Company, bearing Corporate Identification Number U28931MH2013PTC251176. Our Company was converted into a public limited company pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 25, 2021 and consequently upon conversion, the name of our Company was changed to "Euro Panel Products Limited" vide a fresh Certificate of Incorporation dated September 21, 2021, bearing Corporate Identification Number U28931MH2013PLC251176 issued by the Registrar of Companies, Mumbai. For further details, please refer to chapter titled "History and Certain Corporate Matters" beginning on page 124 of this Prospectus

**Registered Office:** 702, 7th Floor, Aravalli Business Centre, Ramdas Sutrale Road, Borivali (West) Mumbai 400092, Maharashtra, India. | **Tel:-** 022 29686500; | **Email Id:** [cs@eurobondacp.com](mailto:cs@eurobondacp.com) | **Website:** [www.eurobondacp.com](http://www.eurobondacp.com) | **Contact Person:** Hiral Shah, Company Secretary and Compliance Officer

PROMOTER OF THE COMPANY: RAJESH SHAH AND DIVYAM SHAH	
THE OFFER	
<p><b>INITIAL PUBLIC ISSUE OF 65,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00/- EACH ("EQUITY SHARES") OF EURO PANEL PRODUCTS LIMITED ("EURO" OR "THE COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 70.00 PER EQUITY SHARE (THE "ISSUE PRICE"), (INCLUDING A PREMIUM OF ₹ 60.00 PER EQUITY SHARE), AGGREGATING ₹ 4,515.00 LAKHS ("THE ISSUE"), OF WHICH 5,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00/- EACH FOR CASH AT A PRICE OF ₹ 63.00* EACH AGGREGATING TO ₹ 315.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES [OTHER THAN PROMOTER AND PROMOTER GROUP] OF THE ISSUER (THE "EMPLOYEES RESERVATION PORTION") AND 3,28,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00/- EACH FOR CASH AT A PRICE OF ₹ 70.00 EACH AGGREGATING ₹ 229.60 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 56,72,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH FOR CASH AT A PRICE OF ₹ 70.00 PER EQUITY SHARE, AGGREGATING TO ₹ 3970.40 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE SIZE WILL CONSTITUTE 26.53 % AND 25.19 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.</b></p> <p><i>Note: The Net Issue Size (as defined below) includes Net Issue (as defined below) and Reservation for Eligible employees (other than promoter and promoter group)</i>  <i>* Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees bidding in the Employee Reservation Portion.</i></p>	
THE FACE VALUE OF THE EQUITY SHARE IS ₹10.00/- EACH AND THE ISSUE PRICE IS 7.00 TIMES OF THE FACE VALUE.	
<p>THIS ISSUE IS BEING MADE THROUGH FIXED PRICE PROCESS IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 ("SEBI (ICDR) REGULATIONS") AS AMENDED AND RULE 19(2)(B)(I) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED (THE "SCRR"), THIS ISSUE HAS BEEN MADE FOR AT LEAST 25.00% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, 2018, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE NO. 241 OF THIS PROSPECTUS. A COPY OF THE PROSPECTUS IS DELIVERED TO THE REGISTRAR OF COMPANIES, MUMBAI FOR FILING AS REQUIRED UNDER SECTION 26 OF THE COMPANIES ACT, 2013.</p> <p>All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account and UPI ID in case of RIIs, if applicable, in which the application amount shall be blocked by the Self-Certified Syndicate Banks ("SCSBs") or under UPI Mechanism as the case may be. For details in this regard, specific attention is invited to chapter titled "Issue Procedure" on page no. 241 of this Prospectus.</p>	
RISK IN RELATION TO THE FIRST ISSUE	
<p>This being the first public issue of our company, there has been no formal market for the securities of our company. The face value of the shares is ₹ 10.00/- per equity share and the Issue Price is 7.00 times of the face value. The Issue Price (is determined by our Company, in consultation with the Lead Manager) as stated in the chapter titled on "Basis for Issue Price" beginning on page no. 86 of this Prospectus should not be taken to be indicative of the market price of the equity shares after the equity shares are listed. No assurance can be given regarding an active and/or sustained trading in the equity shares of our company nor regarding the price at which the equity shares will be traded after listing.</p>	
GENERAL RISKS	
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page no. 24 of this Prospectus.</p>	
COMPANY'S ABSOLUTE RESPONSIBILITY	
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
LISTING	
<p>The Equity Shares offered through this Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval Letter dated November 18, 2021 from National Stock Exchange of India Limited for using its name in this Prospectus for listing of our Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").</p>	
LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <p><b>FEDEX SECURITIES PRIVATE LIMITED</b>  B 7, 3<sup>rd</sup> Floor, Jay Chambers, Dayaldas Road,  Vile Parle (East), Mumbai - 400 057, Maharashtra, India.  <b>Tel No:</b> +91 81049 85249  <b>Fax No.:</b> Not Available  <b>E-mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a>  <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a>  <b>Contact Person:</b> Yash Kadakia  <b>SEBI Registration Number:</b> INM000010163  <b>Investor Grievance E-mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a></p>	 <p><b>LINK INTIME INDIA PRIVATE LIMITED</b>  C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083,  Maharashtra, India.  <b>Tel No.:</b> 022-4918 6200  <b>Fax No.:</b> 022-4918 6060  <b>E-mail:</b> <a href="mailto:europanel.ipo@linkintime.co.in">europanel.ipo@linkintime.co.in</a>  <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>  <b>Contact Person:</b> Shanti Gopalkrishnan  <b>SEBI Registration Number:</b> INR000004058  <b>Investor Grievance E-Mail:</b> <a href="mailto:europanel.ipo@linkintime.co.in">europanel.ipo@linkintime.co.in</a></p>
ISSUE PROGRAMME	
<b>ISSUE OPENS ON</b>	December 14, 2021
<b>ISSUE CLOSES ON</b>	December 16, 2021

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## SECTION - I - GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

*The words and expressions used in this Prospectus, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under SEBI ICDR Regulations 2018, the Companies Act 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder.*

*Notwithstanding the foregoing, the terms not defined but used in the chapters titled “Statement of Tax Benefits”, “Restated Financial Statement”, “Outstanding Litigations and Material Developments”, “Key Industry Regulations and Policies” and section titled “Main Provision of Articles of Association” beginning on page no. 89, 149, 204, 113 and 277 respectively, shall have the meanings ascribed to such terms in the respective sections.*

### CONVENTIONAL OR GENERAL TERMS

Term	Description
“Euro Panel Products Limited”, “Euro”, “We” or “us” or “Our Company” or “the Issuer”	Unless the context otherwise indicates or implies refers to Euro Panel Products Limited, a Public Limited Company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at 702, 7th Floor, Aravalli Business Centre, Ramdas Sutrale Road, Borivali (West) Mumbai 400092, Maharashtra, India.
Promoters of our Company	Rajesh Shah and Divyam Shah
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of SEBI ICDR Regulations as disclosed in the chapter titled “Our Promoter and Promoter Group” beginning on page no. 141 of this Prospectus
“you”, “your” or “yours”	Prospective Investors in this Issue / Offer

### CORPORATE RELATED TERMS

Term	Description
AOA/Articles / Articles of Association	The Articles of Association of Euro Panel Products Limited, as amended from time to time
Auditors / Statutory Auditors	The Statutory Auditor of our Company, being M/s Vipul M Shah and Associates (FRN: 117853W)
Audit Committee	The Audit Committee of our Board, as described in “Our Management” beginning on page no. 129 of this Prospectus
Board / Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted from time to time including any Committees thereof as the context may refer to
Company Secretary and Compliance Officer	The Company Secretary of our Company, being Hiral Shah
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being Shrenik Bhavsar
Corporate Identification Number (CIN)	U28931MH2013PLC251176
Director(s)	Director(s) on the Board of Euro Panel Products Limited as appointed from time to time, unless otherwise specified
Equity Shares/Shares	Equity Shares of our Company having face value of ₹ 10.00/- each, fully

Term	Description
	paid up, unless otherwise specified in the context thereof
Equity Shareholders / Shareholders	Persons /entities holding Equity Shares of our Company
Group Companies	Companies (other than our Corporate Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in “ <i>Our Group Companies</i> ” beginning on page no. 145 of this Prospectus
Independent Director	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page no. 129 of this Prospectus.
ISIN	International Securities Identification Number is INE505V01016
Key Management Personnel /KMP	Key Management Personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer “ <i>Our Management</i> ” beginning on page no. 129 of this Prospectus.
MoA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination & Remuneration Committee	The Nomination and Remuneration Committee of our Board described in the chapter titled “ <i>Our Management</i> ” beginning on page no. 129 of this Prospectus.
Non- Executive Director	A Director not being an Executive Director or an Independent Director
NRIs / Non-Resident Indian	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Peer Review Auditor	The Peer Review Auditor of our Company, being M/s Jogin Raval and Associates (FRN: 128586W), having Peer Review Certificate No. 013114
Registered Office	702, 7th Floor, Aravalli Business Centre, Ramdas Sutrale Road, Borivali (West) Mumbai 400092, Maharashtra, India.
Registrar of Companies / ROC / RoC	Registrar of Companies, Mumbai, Maharashtra:100, Everest, Marine Drive, Mumbai-400002, Maharashtra, India.
Restated Financial Statements	The Restated Audited Financial Statements of our Company for the Financial Years ended March 31, 2019, 2020 and 2021 and for the period ended June 30, 2021, which comprises of the Restated Audited Balance Sheet, Restated Audited Statement of Profit and Loss and the Restated Audited Cash Flow Statement, together with the annexures and notes thereto disclosed in chapter titled “ <i>Restated Financial Statement</i> ” beginning on page no. 149 of this Prospectus
Statutory Auditor	The Statutory Auditor of our Company, being M/s Jogin Raval and Associates (FRN: 128586W), having Peer Review Certificate No. 013114 has been appointed at the Extra Ordinary General Meeting on November 10, 2021.

Term	Description
	<i>(M/s. Vipul M Shah and Associates has given its resignation due to personal reasons and the Company has accepted the resignation vide Resignation Letter dated November 09, 2021)</i>
Stakeholders' Relationship Committee	The Stakeholders Relationship Committee of the Board of Directors constituted as the Company's Stakeholders' Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and described in the chapter titled "Our Management" beginning page no. 129 of this Prospectus

#### OFFER RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under SEBI ICDR Regulations and appended to the Application Forms.
Acknowledgement Slip	The acknowledgement slips or document issued by the Designated Intermediary to an applicant as proof of having accepted the Application Form
Allot / Allotment / Allotted / Allotment of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Offer of Equity Shares to the successful Applicants.
Allottee(s)	A successful Applicant to whom the Equity Shares are being allotted
Allotment Advice	Note or advice or intimation of Allotment sent to each successful applicant who have been or are to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of the Prospectus. All the applicants should make application through ASBA only.
Application Lot	2,000 Equity Shares and in multiples thereof
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by applicants to make an application and authorize an SCSB to block the application Amount in the ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by applicant for blocking the application Amount mentioned in the ASBA Form
ASBA Form	An application form, whether physical or electronic, used by ASBA Applicant which will be considered as the application for Allotment in terms of the Prospectus
Bankers to the Company	HDFC Bank Limited and Cosmos Co-operative Bank Limited
Banker to the Offer / Refund Banker / Public Offer Bank	Collectively, Escrow Collection Bank, Public Offer Bank, Sponsor Bank and Refund Bank, as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Offer, described in "Issue Procedure" beginning on page no. 241 of this Prospectus
Business Day	Any day on which commercial banks are open for the business
CAN /Confirmation of Allocation Note	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated

Term	Description
	Stock Exchange
Client ID	Client Identification Number of the Applicant's Beneficiary Account
Collection Centers	Broker Centers notified by National Stock Exchange of India Limited where bidders 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 website of the National Stock Exchange of India Limited
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Bidders with the Registrar to the Offer and EMERGE Platform of National Stock Exchange of India Limited and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time
Demographic Details	The demographic details of the Applicant such as their address, PAN, occupation, bank account details and UPI ID (as applicable)
Depositories	National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) or any other Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depository Participant/DP	A depository participant registered with SEBI under the Depositories Act.
Designated CDP Locations	Such centre of the CDPs where applicant can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the website of National Stock Exchange of India Limited
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 Offer Account or the Refund Account, as appropriate, in terms of the Prospectus, following which the Board may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediaries	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 Offer
Designated Market Maker	Rikhav Securities Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
Designated RTA Locations	Such locations of the RTAs where applicant can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the National Stock Exchange of India Limited
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the ASBA Forms used by the applicant, a list of which is available on <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>
Designated Stock Exchange	EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE")
Draft Prospectus	The Draft Prospectus issued in accordance with the SEBI ICDR Regulations.

Term	Description
Eligible Employees	All or any of the following: a) permanent and full-time employee of our Company, b) (excluding such employees who are not eligible to invest in the Issue under applicable laws, rules, regulations and guidelines and the Promoters and their immediate relatives) as of the date of filing of the Draft Prospectus with the Stock Exchange and Prospectus with the RoC and who continues to be an employee of our Company, as the case may be, until the submission of the Bid cum Application Form and is based, working in India as on the date of submission of the Bid cum Application Form; and (b) a Director of our Company, whether a Whole Time Director or otherwise, (excluding such Directors not eligible to invest in the Issue under applicable laws, rules, regulations and guidelines and the Promoters and their immediate relatives) as of the date of filing the Prospectus with the Stock Exchange and Prospectus with the RoC and who continues to be a Director of our Company until the submission of the Bid cum Application Form and is based in India as on the date of submission of the Bid cum Application Form. (c) An employee of our Company, who is recruited against a regular vacancy but is on probation as on the date of submission of the Bid cum Application Form will also be deemed a permanent and a full-time employee. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹. 5,00,000
Employee Reservation Portion	Reservation of 5,00,000 Equity Shares, available for allocation to Eligible Employees on a proportionate basis aggregating ₹ 315.00 Lakhs
Employee Discount	Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees.
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 ASBA Form and the Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations
Escrow Account(s)	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Applicant Amount
Escrow Agreement	An agreement to be entered among our Company, the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s) and the Lead Manager for the collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Accounts will be opened, in this case being ICICI Bank Limited.
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder

Term	Description
	of the beneficiary account held in joint names or in any revisions thereof
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled “Issue Procedure” beginning on page no. 241 of this Prospectus
Issue / Issue Size / Public Issue / IPO / Offer	Public issue of 65,00,000 Equity Shares of face value of ₹ 10.00 each of our Company for cash at a price of ₹ 70.00* per Equity Share (including a share premium of ₹ 60.00 per Equity Share) aggregating to ₹ 4,515 Lakhs of which 5,00,000 Equity Shares of face value ₹10.00 each for cash at a price of ₹ 63.00 per Equity Share aggregating to ₹ 315.00 Lakhs will be reserved for the subscription by Eligible Employees of the Company and 3,28,000 Equity Shares of face value ₹10.00 each for cash at a price of ₹ 70.00 per Equity Share aggregating to ₹ 229.60 Lakhs will be reserved for the subscription by the Market Maker. <i>* Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees.</i>
Issue Agreement	The agreement dated October 13, 2021 between our Company, the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing Date	The date on which the Issue closes for subscription.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date (inclusive of such date and the Issue Opening Date) during which prospective bidders can submit their Application Forms, inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of bidders. Our Company, in consultation with the Lead Manager, may decide to close applications by QIBs one (1) day prior to the Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Issue Opening Date was published.
Issue Price	₹ 70.00 per Equity Share ( <i>* Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees.</i> )
Issue Proceeds	The proceeds from the Issue based on the total number of equity shares allotted under the issue.
Lead Manager/ LM	The Lead Manager to the Issue namely, Fedex Securities Private Limited
Listing Agreement	The Listing Agreement to be signed between our Company and EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”)
Market Making Agreement	The Market Making Agreement dated November 16, 2021 between our Company, the Lead Manager and Market Maker
Market Maker Reservation Portion	The reserved portion of 3,28,000 Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at a price of ₹ 70.00 per Equity Share aggregating to ₹ 229.60 Lakhs for the Market Maker in this Issue
MSME	Micro Small and Medium Enterprises
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Net Issue of 56,72,000* Equity Shares of face value ₹10.00/- each fully



Term	Description
	paid-up of our Company for cash at a price of ₹ 70.00 per Equity Share aggregating ₹ 3,970.40 Lakhs.
Net Issue Size	<p>The Net Issue Size of 61,72,000* Equity Shares of face value ₹10.00/- each fully paid-up of our Company for cash at a price of ₹ 70.00** per Equity Share aggregating ₹ 4285.40 Lakhs.</p> <p><i>*The Net Issue Size includes Net Issue comprising of 56,72,00 Equity Shares and Reservation for Eligible Employees (other than Promoter and Promoter Group)</i></p> <p><i>**Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees.</i></p>
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to chapter titled “Objects of the Issue” beginning on page no. 78 of this Prospectus
Non-Institutional Bidders / Non-Institutional Investor / NIB/ NII	All Applicants (including Eligible NRIs), who are not QIBs or Retail Individual Bidders and who have applied for Equity Shares for an amount of more than ₹ 2,00,000
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership firm, limited liability partnership firm, 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 may require
Public Issue Account	The account to be opened with the Banker to the Issue under section 40 of Companies Act, 2013 to received monies from the ASBA Accounts
QIBs or Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations
Refund through electronic transfer of funds	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable
Registered Brokers	Stock brokers registered with SEBI as trading members (except Syndicate/sub-Syndicate Members) who hold valid membership of National Stock Exchange of India Limited having right to trade in stocks listed on Stock Exchange and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012
Registrar Agreement	The agreement dated October 13, 2021 entered between our Company, and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar pertaining to the Issue
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue/Registrar	Registrar to the Issue being Link Intime India Private Limited
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Revision Form	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any

Term	Description
	previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Bidders and Eligible Employees can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date
SME	Small and medium sized enterprises
Self-Certified Syndicate Bank(s) / SCSBs	<p>The list of SCSBs notified by SEBI for the ASBA process is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Investors (other than a RIs using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, 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>, or at such other websites as may be prescribed by SEBI from time to time</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a>) and (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a>) respectively, as updated from time to time</p>
Sponsor Bank	Sponsor Bank being ICICI Bank Limited being a Banker to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the RIs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Specified Locations	Bidding Centers where the Syndicate shall accept Application Forms
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form
Underwriter	Underwriter to the Issue being, Fedex Securities Private Limited
Underwriting Agreement	The Agreement dated November 12, 2021 entered between the Underwriters and our Company
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular No SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/ dated March 16, 2021 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID Created on the UPI for single-window mobile payment system

Term	Description
	developed by NPCI
UPI PIN	Password to authenticate UPI transaction
UPI Mandate Request	<p>A request (intimating the RIs by way of a notification on the UPI application and by way of a SMS directing the RIs to such UPI mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a>) and (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a>) respectively, as updated from time to time</p>
UPI Mechanism	The bidding mechanism that may be used by RIs in accordance with the UPI Circulars to make an ASBA Bid in the Offer.
U.S Securities Act	U.S Securities Act of 1933, as amended
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations.
Working Days	<p>All days on which commercial banks in Mumbai are open for business; provided however, with reference to</p> <p>(a) Bid/Offer Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business;</p> <p>(b) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.</p>

#### TECHNICAL /GENERAL AND INDUSTRY RELATED TERMS OR ABBREVIATIONS

Term	Description
Average RoCE	Average return on capital employed, calculated by dividing the earnings before interest and tax by the average total assets
PVDF	polyvinylidene fluoride
CAGR	compound annual growth rate
ASEAN	Association of Southeast Asian Nations

#### CONVENTIONAL TERMS & ABBREVIATIONS

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Bn	Billion

Term	Description
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016, as amended
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST	Central GST
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
COPRA	The Consumer Protection Act, 1986
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from October 15, 2020 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Contract Act	The Indian Contract Act, 1872
CSR	Corporate Social Responsibility
CY	Calendar Year
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extra-Ordinary General Meeting
Electricity Act	The Electricity Act, 2003
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	The Employees' State Insurance Act, 1948
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FEMA Act/ FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and amendments thereto
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations

Term	Description
Financial Year / Fiscal Year / FY	Unless stated otherwise, the period of twelve (12) months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gol/Government	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST Act	The Central Goods and Services Tax Act, 2017
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IEC	Import Export Code
IEM	Industrial Entrepreneurs Memorandum
IFRS	International Financial Reporting Standards
Rs. / Rupees / INR / ₹	Indian Rupees
IGST	Integrated GST
IT Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
KMP	Key Managerial Personnel
Ltd.	Limited
LMs	Lead Managers
IT Act	The Income Tax Act, 1961
IT Rules	Income Tax Rules, 1962
Kms	Kilometres
LC	Letter of Credit
LIBOR	London Interbank Offered Rate
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of funds-based lending rate
Mn	Million
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under SEBI (Mutual Funds) Regulations, 1996
MoU	Memorandum of Understanding
N.A. / NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NR	Non-resident
NRE Account	Non-Resident External Account
NRI	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an

Term	Description
	'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
RBI	Reserve Bank of India
RONW	Return on Net Worth
RoCE	Return on Capital Employed
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEZ	Special Economic Zones
SEBI	The Securities and Exchange Board of India constituted under SEBI Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Sq. metres	Square Metres
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TPA	Tonnes Per Annum
UK	United Kingdom
U.S. / USA / United States	United States of America
USD / US\$	United States Dollars
VCFs	Venture capital funds as defined in and registered with SEBI under SEBI

Term	Description
	VCF Regulations or SEBI AIF Regulations, as the case may be
WCDL	Working Capital Demand Loan
WCTL	Working Capital Term Loan
WEO	World Economic Outlook
WHO	World Health Organization
YoY	Year on Year

## FORWARD-LOOKING STATEMENTS

This Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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

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.

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

- ❖ any disruption in production at, or shutdown of, our manufacturing facility;
- ❖ renew and maintain statutory and regulatory permits;
- ❖ dependency on our key customers and key suppliers;
- ❖ competition from international and domestic companies;
- ❖ fluctuations in foreign exchange rates;
- ❖ changes in the legal, regulatory, economic and political environment in India;
- ❖ general economic and business conditions in India and other countries;

For further discussion of factors that could cause the actual results to differ from the expectations, see the section titled “*Risk Factors*” and chapter titled “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page no. 24, 97 and 193 of this Prospectus, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the Lead Manager, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.



## **PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA**

### **CERTAIN CONVENTIONS**

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

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

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

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

### **FINANCIAL DATA**

Unless stated otherwise, the financial data in the Prospectus is derived from our Restated Financial Statements of our Company for the period ended June 30, 2021 and for the financial year ended March 31, 2021, 2020 and 2019 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP and Guidance Note on "Reports in Company Prospectus", as amended issued by ICAI, as stated in the report of our Statutory and Peer Reviewed Auditor, as set out in the chapter titled "*Restated Financial Statements*" beginning on page no. 149 of this Prospectus.

Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year.

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

There are significant differences between Indian GAAP, IFRS Ind AS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the Restated Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled "*Risk Factors*", "*Business Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page no. 24, 97 and 193, respectively, of this Prospectus and elsewhere in the Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

### **INDUSTRY AND MARKET DATA**

Unless stated otherwise, industry data used throughout the Prospectus has been obtained or derived from industry and government publications, publicly available information and sources.

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in this Prospectus is reliable, it has not been independently verified by the Lead Manager or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

Further, the extent to which the industry and market data presented in this 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.

#### **CURRENCY AND UNITS OF PRESENTATION**

In this Prospectus, unless the context otherwise requires, all references to;

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

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

In this 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.

## SUMMARY OF OFFER DOCUMENT

### SUMMARY OF BUSINESS

Our Company was originally incorporated as a private limited company in the name of “Archer Trading House Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 18, 2013 bearing Corporate Identification Number U51101MH2013PTC251176 issued by the Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our Company was changed to “Euro Panel Products Private Limited” pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 18, 2014. The Deputy Registrar of Companies, Mumbai issued a fresh Certificate of Incorporation dated October 22, 2014, upon change of the name of the Company, bearing Corporate Identification Number U28931MH2013PTC251176. Our Company was converted into a public limited company pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 25, 2021 and consequently upon conversion, the name of our Company was changed to “Euro Panel Products Limited” vide a fresh Certificate of Incorporation dated September 21, 2021 bearing Corporate Identification Number U28931MH2013PLC251176 issued by the Registrar of Companies, Mumbai. For further details, please refer to chapter titled “*History and Certain Corporate Matters*” beginning on page no. 124 of this Prospectus.

Our Company is ISO 9001:2015 certified, engaged in manufacturing of Aluminum Composite Panels (ACPs), having a manufacturing unit situated at Umbergaon, Gujarat and our Head Office is at Mumbai, Maharashtra. ACPs are kind of panels which are widely used as exterior covering of commercial buildings and corporate houses due to its durability and easy maintenance in almost any kind of climate.

For more details, please refer chapter titled “*Business Overview*” beginning on page no. 97 of this Prospectus.

### SUMMARY OF INDUSTRY

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India’s overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development.

The Aluminum Composite Panel (ACP) market is expected to register a CAGR of over 6% during the forecast period. Aluminum Composite Panel (ACP) is a flat panel crafted out of two aluminum alloy sheets bonded with a non-aluminum core, in order to form a composite. It is used as cladding or facade material of buildings, insulation, and signage. In addition, ACPs have many applications associated with body paneling, in the automotive industry.

For more details, please refer chapter titled “*Industry Overview*” beginning on page no. 92 of this Prospectus.

### OUR PROMOTER

The Promoters of our Company are Rajesh Shah and Divyam Shah.

### DETAILS OF THE ISSUE

<b>Issue of Equity Shares of</b>	65,00,000 Equity Shares aggregating ₹ 4,515.00 Lakhs
<b>of which:</b>	
<b>(ii) Employees Reservation Portion</b>	5,00,000** Equity Shares aggregating ₹ 315.00 Lakhs
<b>(iii) Market Maker Reservation Portion</b>	3,28,000 Equity Shares aggregating to ₹ 229.60 Lakhs
<b>Net Issue</b>	56,72,000* Equity Shares aggregating ₹ 3,970.40 Lakhs

**\*\*Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees.**

*\*The Net Issue and the Eligible Employee Reservation is collectively referred to as Net Issue Size (i.e., 61,72,000 Equity Shares*

## OBJECTS OF THE ISSUE

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

(₹ in Lakhs)

Particulars	Amount (₹ in Lakhs)*
Working Capital Requirement	2233.70
Re-Payment of Unsecured loans	904.36
General corporate purposes *	1128.75
<b>Total</b>	<b>4266.81</b>

*\*the amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the issue*

## PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Particulars	Pre-Issue	
	Number of Shares	Percentage (%) holding
<b>Promoters (A)</b>		
Rajesh Shah	67,06,521	37.26%
Divyam Shah	21,53,000	11.96%
<b>Total (A)</b>	<b>88,59,521</b>	<b>49.22%</b>
<b>Promoter Group (B)</b>		
Krishna Shah	40,02,158	22.23%
Yashvi Shah	7,88,321	4.38%
Rajesh Shah (HUF)	12,00,000	6.67%
<b>Total (B)</b>	<b>59,90,479</b>	<b>33.28%</b>
<b>Total (A+B)</b>	<b>1,48,50,000</b>	<b>82.50%</b>

## SUMMARY OF FINANCIAL INFORMATION

(₹ in lakhs)

Particulars	For the period ended June 30, 2021	For the year ended		
		2021	2020	2019
Share Capital (₹ in Lakhs)	1800.00	1800.00	1800.00	1575.50
Net worth (₹ in Lakhs)	3489.13	3301.44	2931.25	2175.53
Total Revenue (₹ in Lakhs)	3,190.61	14,330.37	14,299.36	10,867.04
Profit after Tax (₹ in Lakhs)	187.68	370.19	396.52	393.59
Earnings per share (Basic & diluted) (₹)	1.04	2.06	2.44	3.56
Net Asset Value per Equity Share (Basic & diluted) (₹)	19.38	18.34	16.28	13.81
Total borrowings (₹ in Lakhs)	2,743.47	2,576.20	3,038.37	1,853.62

## QUALIFICATIONS OF AUDITORS

There are no audit qualifications in the audit reports issued by the statutory auditors for the financial year ended on June 30, 2021 and March 31, 2021, 2020 and 2019 which would require adjustments in the restated financial statements of the Company.

## SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPEMENTS

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

Nature of Cases	Number of Cases	Total Amount Involved (In ₹.)
Proceedings against our Company		
Civil	NIL	
Criminal	1	Amount is not ascertainable
Tax	3	8,47,085
Proceedings by our Company		
Civil	40	1,60,48,826
Criminal	1	4,68,512
Tax	NIL	NIL
Proceedings against our Promoters		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	5	1,05,98,251
Proceedings by our Promoters		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL
Proceedings against our Group Companies		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL
Proceedings by our Group Companies		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL

For further details, please refer chapter titled “*Outstanding Litigations & Material Developments*” beginning on page no. 204 of this Prospectus.

## RISK FACTORS

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page no. 24 of this Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

### Provisions, contingent liabilities and contingent assets

Details of Letter of Credit Outstanding as at the year-end is given below

(₹ in lakhs)

Sr. No.	Particulars	for the period ended 30th June 2021 (₹.)	for the year ended 31st March 2021 (₹.)	for the year ended 31st March 2020 (₹.)	for the year ended 31st March 2019 (₹.)
1	Letter of Credit for RM import	2,231.29	2,057.33	944.71	336.83

## SUMMARY OF RELATED PARTY TRANSACTIONS

As per Accounting Standard-18 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are disclosed below.

1. List of related parties		
Sr. No.	Name of the Related Party	Relationship

(a)	<b>Key Management Personnel</b>	-
	Shri Rajesh N. Shah	Director
	Smt. Krishna R Shah	Shareholder
	Shri Divyam R Shah	Director
	Smt. Niranjana N Shah	Shareholder (Till 3rd December 2020)
	Miss Yashvi R Shah	Shareholder
	Miss Hiral Sagar Shah	Company Secretary
(b)	<b>Others:</b>	-
	Divya Ply Agency Pvt. Ltd.	Enterprises over which Key Managerial Personnel Are able to exercise Significant influence
	Divya Panel (Division of Divya Ply Agency Pvt Ltd)	
	Rajesh Multitrade Pvt. Ltd.	
	Rajesh N Shah (HUF)	Shareholder (Director is Karta in HUF)
<b>2. Names of the related parties with whom transaction were carried out during the period and Description of relationship</b>		
Sr. No.	Name of the Related Party	Relationship
1	Shri Rajesh N. Shah	Director/Shareholder
2	Smt. Krishna R Shah	Shareholder
3	Shri Divyam R Shah	Director/Shareholder
4	Miss Yashvi R Shah	Shareholder
5	Divya Ply Agency Pvt. Ltd.	Enterprises over which Personnel Are able to exercise Significant influence
6	Rajesh Multitrade Pvt. Ltd.	
7	Divya Panels (Division of Divya Ply Agency Pvt Ltd)	
8	Rajesh N Shah (HUF)	Shareholder (Director is Karta in HUF)
9	Miss Hiral Sagar Shah	Company Secretary

#### Disclosure of related party transactions

(₹ in Lakhs)

Sr. No.	Particulars	Key Management Personnel	30th June, 2021	31st March, 2021	31st March, 2020	31st March, 2019
1	Office Rent (excluding taxes)	Smt. Krishna R Shah	3.00	11.00	12.00	12.00
		Divya Ply Agency Private Limited	2.25	8.25	9.00	9.00
2	Godown Rent (excluding taxes)	Shri Rajesh N Shah	5.63	20.63	22.50	19.50
		Smt. Krishna R Shah	2.25	8.25	9.00	8.25
3	Bhiwandi flat rent (excluding taxes)	Smt. Krishna R Shah	0.60	2.20	2.40	2.40
			-	-	-	-
4	Salary paid	Shri Rajesh N Shah	12.00	21.07	24.00	24.00
		Shri Divyam R Shah	9.00	19.27	24.00	18.00
		Miss Hiral Sagar Shah	0.49	1.96	1.96	0.16
5	Interest	Shri Rajesh N Shah	30.44	117.38	122.80	121.92
		Smt. Krishna R Shah	14.11	53.97	63.46	67.77
		Shri Divyam R Shah	5.40	12.95	0.14	4.68
		Smt. Niranjana N Shah	-	-	2.93	7.80
		Divya Ply Agency Private Limited	16.42	13.64	1.15	2.26

Sr. No.	Particulars	Key Management Personnel	30th June, 2021	31st March, 2021	31st March, 2020	31st March, 2019
		Rajesh Multitrade Private Limited	-	26.12	22.23	-
6	Sales	Divya Panels (Division of Divya Ply Agency Pvt Ltd)	88.04	369.00	418.35	456.57
7	Purchase	Divya Ply Agency Pvt Ltd	1.79	16.32	14.68	-
		Rajesh Multitrade Private Limited	334.11	1,365.40	709.91	1,096.53
		Divya Panels (Division of Divya Ply Agency Pvt Ltd)	-	-	44.99	90.74
8	Repairs & Maintenance	Divya Ply Agency Private Limited	0.64	1.34	-	2.59
9	Professional Fees	Miss Yashvi R Shah	3.00	6.00	6.00	4.00

(₹ in Lakhs)

Sr. No	Closing balances of Parties	30th June, 2021	31st March, 2021	31st March, 2020	31st March, 2019
1	Smt. Krishna R Shah (Rent)	-	-	2.11	2.11
	Smt. Krishna R Shah (Loan)	392.70	377.00	437.84	356.00
2	Divya Ply Agency Pvt Limited (Rent)	2.43	-	3.24	3.24
	Divya Ply Agency Pvt Limited (Purchase)	0.09	-	1.76	-
	Divya Ply Agency Pvt Limited (Loan)	500.00	200.00	50.46	-
3	Shri Rajesh N Shah (Rent)	2.03	-	2.03	2.03
	Shri Rajesh N Shah (Loan)	921.89	775.00	808.63	734.92
4	Shri Divyam Rajesh Shah (Loan)	152.84	137.98	-	-
5	Smt Niranjan N Shah (Loan)	-	-	-	52.00
6	Rajesh Multitrade Pvt Ltd (Purchase)	605.97	556.86	348.46	399.21
7	Divya Panels (Division of Divya Ply Agency Pvt Ltd) (Sales)	20.43	3.60	6.02	19.89
8	Miss Yashvi R Shah (Professional Fees)	2.70	-	-	-

## FINANCING ARRANGEMENTS

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

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

Since no Equity Shares are acquired by our Promoters in the last one (1) year preceding the date of this Prospectus, the weighted average price of equity share is Nil\*

*\*As certified by CA Jogin Raval, Proprietor at Jogin Raval & Associates, Chartered Accountants, by way of their certificate dated November 22, 2021 bearing UDIN 21122197AAAAFE1424*

## AVERAGE COST OF ACQUISITION OF PROMOTER

The average cost of acquisition per Equity Share to our Promoters as at the date of this Prospectus is:

Sr. No	Name	No of Equity Share Acquired	Average Cost of Acquisition per Equity Share (in ₹)*
1.	Rajesh Shah	67,06,521	12.19
2.	Divyam Shah	21,53,000	10.00

*\*As certified by CA Jogin Raval, Proprietor at Jogin Raval & Associates, Chartered Accountants, by way of their certificate dated November 22, 2021 bearing UDIN 21122197AAAAFD5545*

#### **DETAILS OF PRE-IPO PLACEMENT**

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

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

Our Company has not issued Equity Shares for consideration other than cash in the one (1) year preceding the date of this Prospectus

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

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Prospectus



## SECTION - II - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Prospectus, including the risks and uncertainties described below and the Financial Statements incorporated in this Prospectus, before making an investment in the Equity Shares of our Company. Any potential investor in, and subscribers of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the risks involved. If any or some combination of the following risks occur or if any of the risks that are currently not known or deemed to be not relevant or material now, actually occur, our business, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For further details, please refer to chapters titled *"Business Overview"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on page no. 97 and 193, respectively of this Prospectus, as well as the other financial and statistical information contained in this Prospectus. If our business, results of operations or financial condition suffers, the price of the Equity Shares and the value of your investments therein could decline.

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

- Some risks may not be material at present but may have a material impact in the near future.
- Some risks may not be material individually but may be found material when considered collectively.
- Some risks may have material impact qualitatively and not quantitatively and vice-versa

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Additional risks and uncertainties, including those we are not aware of, or deem immaterial or irrelevant, may also result in decreased revenues, increased expenses or other events that could result in a decline in the value of the Equity Shares and may also have an adverse effect on our business. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section.

You should not invest in this Issue 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 particular consequences to you of an investment in the Equity Shares.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. For further details, please refer to chapter titled *"Forward-Looking Statements"* beginning on page no. 15 of this Prospectus.

Unless otherwise indicated, all financial information included herein are based on our Financial Statements. Please refer to the section titled *"Restated Financial Statement"* beginning on page no. 149 of this Prospectus.

### INTERNAL RISKS

- 1. *Volatility in the supply and pricing of our raw materials may have an adverse effect on our business, financial condition and results of operations.***

The principal raw materials used in our manufacturing process are aluminum Coil, adhesive film, LDPE etc. We do not have long term agreements with any of our raw material or inputs suppliers and we purchase such raw materials and inputs on spot order basis. Our top 10 suppliers for the

period ended June 30, 2021 have contributed 75.79% and for the financial year ended March 31, 2021, have contributed 72.96% of our total purchases. While we are not significantly dependent on any single raw material or inputs supplier, raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labor costs, labor unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials or stores & spares in the future, as and when we need them on commercially acceptable terms.

Further, there may be volatility in prices of our raw material and stores & spares and if we are not able to compensate for or pass on our increased costs to customers, such price increases could have a material adverse impact on our result of operations, financial condition and cash flows. Additionally, we may not be able to pass on every instance of increase in input cost and may have to pursue internal cost control measures.

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

Our products face intense competition from products commercialized or under development by competitors in all of our product portfolios. We compete with local companies, companies from the rest of world. If our competitors gain significant market share at our expense, our business, results of operations and financial condition could be adversely affected. Many of our competitors may have greater financial, manufacturing, research and development, marketing and other resources, more experience in obtaining regulatory approvals, greater geographic reach, broader product ranges and stronger sales forces. Our competitors may succeed in developing products that are more effective, more popular or cheaper than any we may develop, which may render our products obsolete or uncompetitive and adversely affect our business and financial results. Also, we face pressure on our margins due to pricing competition from several small and unorganized local players. Presence of more players in the unorganized sector compared to organized ones has resulted in increasingly competitive environment characterized by stiff price competition

**3. *An inability to expand or manage our distribution network for business or the loss of any significant dealer may adversely affect our business and results of operations.***

We primarily sell our products to customers through our distribution network of dealers and distributors across India. As on the date of the Prospectus, we have more than 79 distributors and 67 dealers. The competition for dealers and distributors is intense in our industry and many of our competitors including the large players continue to expand their distribution networks. There can be no assurance that we will be able to successfully expand, maintain or manage our distribution network and strengthen our relationship with our significant dealers in the future. If we lose any of our significant dealers to competitors, we may lose some or all favorable arrangements with such dealer and distributors, which could result in weakening or termination of our relationships with other dealers and distributors. We may also not be able to effectively manage our dealers and distributors, and the cost of any consolidation or further expansion of our distribution network may exceed the additional revenue generated from such efforts. Furthermore, the performance of our dealers and distributors and their ability to sell our products, strengthen our brand and expand their businesses and their sales network are crucial for the future growth of our business and would directly affect our sales volume and profitability. Our business is dependent on maintaining a continuing relationship with our most significant dealers and distributors as a significant portion of our revenues in our business is generated by a limited number of key dealers and distributors. An inability to develop and maintain our relationship with key dealers and distributors by providing new and quality products, effective branding and marketing for such products, attractive commercial arrangements, or effective training and network support for dealers, may result in the

loss of key dealers and distributors. There can be no assurance that we will be able to maintain or increase the historic levels of business from our key dealers and distributors, or that we will be able to immediately and successfully replace these key dealers and distributors at terms acceptable to us, should we lose any or all of them. Any loss of such key dealers and distributors may adversely affect our business, results of operations and financial condition.

**4. *There are outstanding litigation involving our Company, the Promoters and the Group Companies, which, if determined adversely, may affect our business operations and reputation.***

Our Company, Promoters, Directors and Group Companies are involved in certain legal proceedings at different levels of adjudication before various courts, tribunals and appellate authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties by other statutory authorities, our Company, Directors, Promoters or Group Companies may need to make payments or make provisions for future payments, which may increase expenses and current or contingent liabilities and also adversely affect our reputation.

In the ordinary course of business, our Company and our Promoters are involved in certain legal proceedings, which are pending at varying levels of adjudication at different forum. The summary of outstanding matters set out below includes details of civil proceedings, criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving our Company, Promoters, Directors and our Group Company.

According to the Materiality Policy, any outstanding litigation, other than criminal proceedings, statutory or regulatory actions and taxation matters, is considered material if the monetary amount of claim by or against the entity or person in any such pending matter is in excess of 10% of Profit After Tax as per the restated financials or if an adverse outcome of any such litigation could materially and adversely affect our business, prospects, operations, financial position or reputation

**Summary of outstanding litigations & material developments**

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

<b>Nature of Cases</b>	<b>Number of Cases</b>	<b>Total Amount Involved (In Rs.)</b>
<b>Proceedings against our Company</b>		
Civil	NIL	
Criminal	1	Amount is not ascertainable
Tax	3	8,47,085
<b>Proceedings by our Company</b>		
Civil	40	1,60,48,826
Criminal	1	4,68,512
Tax	NIL	NIL
<b>Proceedings against our Promoters</b>		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	5	1,05,98,251
<b>Proceedings by our Promoters</b>		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL
<b>Proceedings against our Group Companies</b>		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL
<b>Proceedings by our Group Companies</b>		

Nature of Cases	Number of Cases	Total Amount Involved (In Rs.)
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL

Our Company's promoter Rajesh Nanalal Shah has received Demand Notice by Income Tax Authority details of the demand raised is given below:

Sr.No.	Assessment year	Number of cases	Section	Date of demand raised	Outstanding Demand Amount to the Extent of ascertainable (Rs.)	Total
1	AY 2008	1	147	30-12-2017	130948 & INT 562766	69,3714
2	AY 2018	1	1431 a	07-11-2019	1020440 & INT 142856	11,64,608
3	AY 2015	1	1433	26-12-2017	5766116 & INT 144168	59,10,284
4	AY 2011	1	147	13-12-2018	1112248 & INT 278050	13,90,298
5	AY 2013	1	1433	30-03-2016	1080210 & INT 359137	14,39,347
					<b>TOTAL</b>	<b>1,05,98,251</b>

Income Tax demand raised on our Company :

Indirect Tax Liabilities :

- Our Company has received Rectification Order U/s Sec 24 of Maharashtra Value Added Tax Act, 2002 for payment of Total Outstanding Amount of Rs.34,324.00/- to be paid into Government Treasury at any Nationalized bank on or before 30 days from the date of the receipt of the notice i.e 30 days from 21/10/2021.
- Our Company has received Rectification Order u/s 9 (2) of Central Sales Tax Act, 195 from Department of Goods & Services Tax for payment of Total Outstanding Amount of Rs.52,552.00 to be paid into Government Treasury at any Nationalized bank on or before 30 days from the date of the receipt of this demand notice i.e 30 days from 21/10/2021.
- Our Company has received Rectification Order u/s 9 (2) of Central Sales Tax Act, 195 from Department of Goods & Services Tax for payment of Total Outstanding Amount of Rs.7,60,209.00 to be paid into Government Treasury at any Nationalized bank on or before 30 days from the date of the receipt of this demand notice i.e 30 days from 21/10/2021.

Note : Our Company is under process to file an appeal before the Income Tax Appellate Authority against the above mentioned Orders issued by the Income Tax Authority against our Company.

Brief details of such outstanding litigation as of the date of this Prospectus are set forth in chapter "*Outstanding Litigation and Material Developments*" beginning on page no. 204 of this Prospectus.

We cannot assure you that any of the legal proceedings described above will be decided in favor of the Company, the Promoters, Directors and the Group Companies, respectively. Further, the amounts claimed in these proceedings have been disclosed to the extent ascertainable, excluding contingent liabilities and include amounts claimed jointly and severally. Should any new developments arise, such as a change in Indian law or rulings by appellate courts or tribunals, additional provisions may need to be made by us, the Promoters, the Directors and the Group Companies in our respective financial statements, which may adversely affect our business, financial condition and reputation. We may incur significant expenses and management time in such legal proceeding. Decisions in any of the aforesaid proceedings adverse to our interests may have an adverse effect on our business, future financial performance and results of operations.

Further, our Company is not in possession of affirmed documents pertaining to litigation matters described in the chapter titled "*Outstanding Litigation and Material Developments*" beginning on

page no. 204 of this Prospectus. Accordingly, reliance has been placed on court orders, documents and undertakings furnished by the Company to describe the facts of litigation in the aforesaid chapter. Also, information with respect to the tax claims with respect to the Independent Directors of the Company are not available and therefore, we cannot assure you that all information pertaining to the above is accurate.

**5. *Our Promoter has provided personal guarantees to certain loan facilities availed of by us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities, which in turn may adversely impact our cash flow, business and result of operations***

As on June 30, 2021, our Promoter has provided personal guarantees as security to secure some of our existing borrowings and may continue to provide such guarantees post consummation of the issue. In case of a default under our loan agreements, any of the personal guarantees provided by our Promoter may be invoked and / or the security may also be enforced, which could negatively impact the reputation and net worth of our Promoter. In addition, our Promoter may be required to liquidate his shareholding in our Company to settle the claims of the lenders, thereby diluting his shareholding in our Company. Lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative 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.

**6. *We have not entered into any long term or definitive agreements with our dealers or customers. If our dealers or customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.***

We have not entered into any long term or definitive agreements with our dealers or customers, and instead rely on purchase orders to govern the volume, pricing and other terms of sales of our products. However, such orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place, we may be unable to seek compensation for any surplus unpurchased products that we manufacture. Our customers do not, typically, place firm purchase orders until a short time before the products are required from us as a result of which, we do not hold a significant order book at any time, making it difficult for us to forecast revenue, production or sales. Consequently, there is no commitment on the part of the customer to continue to source their requirements from us, and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences.

Additionally, our customers have high and exacting standards for product quantity and quality as well as delivery schedules. Any failure to meet our customers' expectations could result in cancellation of orders. There are also a number of factors other than our performance that are beyond our control and that could cause the loss of a customer. Customers may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, change their outsourcing strategy by moving more work in-house, or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition

**7. *There have been some instances of non-filing / delays / incorrect filings in the past with certain statutory authorities. If the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.***

In the past, there have been some instances of non-filings or incorrect filings or delays in filing statutory forms with the RoC. There has also been an instance of non-compliance with the provisions of the Companies Act however, the Company is as on date in compliance with the requirements of the Companies Act in this regard. While no legal proceedings or regulatory action

has been initiated against our Company in relation to such non-compliance and instances of non-filings or incorrect filings or delays in filing statutory forms with the RoC as of the date of this Draft Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

The Discrepancy was that the Company failed to hold the Annual General Meeting for the FY 2016-2017 within time on or before September 30, 2017. However, the Company has held its Annual General Meeting for the FY March 31, 2017 on November 14, 2017 i.e., Delay of 44 days The Company filed the compounding application with the NCLT Mumbai Bench for not holding its AGM for the year 2017 within 6 months from the end of Financial Year. The Company and its Directors have paid the aggregated compounding fees of Rs. 1,92,000 vide Order Ref: RD(WR)/Compound/47/2019/2430 dated December 18, 2020.

**8. *Our business is dependent on the performance of the real estate, infrastructure and other related industries where our products are utilized. Uncertainty regarding the real estate market, infrastructure sector, economic conditions and other factors beyond our control could adversely affect demand for our products, our costs of doing business and our financial performance.***

Our products are primarily used in the real estate, infrastructure and related sectors. Adverse conditions in or uncertainty about these markets, or the economy could adversely impact our end-customers' confidence or financial condition, causing the reduction of demand for our products or delay purchasing or payment for those products. The performance of these sectors, and consequently the demand for our products in these sectors, are dependent on economic and other factors such as government policies, regulations and budgetary allocations as well as investments made in these industries and sectors. The financial performance of the end users of our products and any adverse developments that affect the real estate, infrastructure and related sectors where our products are used may adversely affect our business, results of operations and financial condition.

**9. *Any disruption in production at, or shutdown of, our sole manufacturing facility could adversely affect our business, results of operations and financial condition***

We own and operate only one manufacturing facility situated at Umbergaon, Gujarat. All of our products are manufactured at this facility only. Our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, ` loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, 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 its business, financial condition and results of operations

**10. *We require a number of regulatory approvals, registrations, licenses and permits in respect of our operations. Failure to obtain, maintain or renew licenses, registrations, permits and approvals in a timely manner or at all, may adversely affect our business and results of operations.***

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at the local, state and central government levels for doing our business.

While we have obtained all necessary and material approvals, licenses, registrations and permits from the relevant authorities, they may contain conditions, some of which could be onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek fresh approvals, from time to time, as and when required in the ordinary course of our business.

We require a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of our business. Some of these approvals are required to be transferred in the name of “Euro Panel Products Limited” from “Euro Panel Products Private Limited” pursuant to conversion and name change of our company and any failure or delay in obtaining such approvals or renewal of the same in a timely manner may adversely affect our operations.

We require a number of approvals, licenses, registrations and permits in ordinary course of our business. Additionally, we need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. We were a private limited company in the name of Euro Panel Products Private Limited. After complying with the relevant provisions and procedures of Companies Act, 2013, the Company was converted into public limited company, followed by the name change of the Company to - Euro Panel Products Limited. We shall be taking necessary steps for transferring the approvals in new name of our company. In case we fail to transfer/obtain the same in name of the company same may adversely affect our business or we may not be able to carry our business.

Any failure to apply for and obtain the required approvals, licenses, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licenses, registrations and permits would result in a delay in our business operations which could otherwise adversely affect our financial condition, results of operations and prospects of the Company. We cannot assure you 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. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations.

**11. Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.**

We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Any fluctuations in interest rates may directly impact the interest costs of loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, our indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled “Financial Indebtedness” beginning on page no. 199 of this Prospectus.

**12. We may be subjected to risks associated with product warranty**

Our products come with different periods of warranties between 7 to 10 years from the date of sale of the products against manufacturing defects. In the event of claimed defects or non-performance of our products, our practice is to accept such genuine claims and to replace such products. In the future, we might also face material number of warranties claims due to defects in our products. Defects, if any, in our products could adversely affect our reputation and demand for our products. In the event that defects, or warranty claims become more frequent, there may be an adverse effect on our operating results and financial condition

**13. *We are subject to restrictive covenants under our credit facilities that could limit our flexibility in managing our business operations. Also, our lenders have imposed certain restrictive conditions on us under our financing arrangements***

There are restrictive covenants in the agreements entered into with our lenders. Certain covenants in these agreements require us to obtain prior approval / permission from our lenders in certain conditions. The agreements governing certain of our debt obligations include terms that require us to, among other things, take prior approval of our lenders for undertaking any change in capital structure, pledge, lien, consolidation, reorganization, dissolution, amendment or modification of our charter documents, etc. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. Such restrictive covenants in our loan documents may restrict our operations or ability to expand and may adversely affect our business. For details of these restrictive covenants, see the chapter titled “*Financial Indebtedness*” beginning on page no. 199 of this Prospectus

**14. *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 and trade 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, we may be required to write-down our inventory or pay our suppliers without new purchases, or create vendor financing, which could have an adverse impact on our income and cash flows. We estimate our sales based on the forecast, demand and requirements and also on the customer specifications. Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts may adversely impact the supply of raw material and local transportation. Should our supply of raw materials be disrupted, we may not be able to procure an alternate source of supply in time to meet the demands of our customers. Such disruption to supply would materially and adversely affect our business, profitability and reputation. In addition, disruptions to the delivery of product to our customer may occur for reasons such as poor handling, transportation bottlenecks, or labour strikes, which could lead to delayed or lost deliveries or damaged products and disrupt supply of these products. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively. If we over-stock inventory, our capital requirements will increase and we will incur additional financing costs. If we under-stock inventory, our ability to meet customer demand and our operating results may be adversely affected. Any mismatch between our planning and actual consumer consumption could lead to potential excess inventory or out-of- stock situations, either of which could have an adverse effect on our business, financial condition and results of operation.

**15. *We have unsecured loans and advances from Promoters / Promoter Group Companies / Group Companies / Relatives of Promoter / Relatives of Directors, which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our business operations.***

As per our Restated Financial Statements, as on June 30, 2021 and for the period ended June 30, 2021, we have unsecured loan of Rs 2,671.79 lakhs and 1,994.34 lakhs respectively from Promoters / Promoter Group Companies / Group Companies which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our liquidity and business operations. For further details of these unsecured loans, please refer to Chapter titled “*Restated Financial Statements*” beginning on page no. 149 of this Prospectus.

**16. *Our inability to meet our obligations under our debt financing arrangements could adversely affect our business, results of operations and cash flows.***



As of June 30, 2021 and March 31, 2021, we had total borrowings, (fund based and non-fund-based limits) of Rs 5734.16 lakhs and Rs 5475.60 lakhs respectively. Our indebtedness could: (i) require us to dedicate a substantial portion of our cash flow from operations to payments in respect of our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate expenditures; (ii) increase our vulnerability to adverse general economic or industry conditions; (iii) limit our flexibility in planning for, or reacting to, competition and/or changes in our business or our industry; (iv) limit our ability to borrow additional funds; (v) restrict us from making strategic acquisitions, introducing new products or services or exploiting business opportunities; and (vi) place us at a competitive disadvantage relative to competitors that have less debt or greater financial resources.

We cannot guarantee that we will be able to generate enough cash flow from operations or that we will be able to obtain enough capital to service our debt or fund our planned capital expenditures. In addition, adverse changes in the business conditions affecting us could cause the amount of refinancing proceeds to be insufficient to meet our interest payments or fully repay any existing debt upon maturity and we may be unable to fund the payment of such shortfalls. If we cannot obtain alternative sources of financing or our costs of borrowings become significantly more expensive, then our financial condition and results of operations will be adversely affected.

**17. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition**

As per our restated financial statements, our cash flows from operating, investing and financing activities are as set out below:

<i>(Rs. In lakhs)</i>				
Particulars	For the period ended June 30, 2021	FY 2021	FY 2020	FY 2019
Net Cash Generated from Operating Activities	(355.9)	673.2	988.9	620.6
Net Cash Generated from Investing Activities	(12.31)	(383.92)	(973.41)	(312.5)
Net Cash Generated from Financing Activities	529.37	(195.10)	114.05	(211.17)

For details, please see chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page no. 193 of this Prospectus.

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources.

If our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

**18. We have in the past entered into related party transactions and may continue to do so in the future**

Our Company has entered into transactions with our certain related parties. While we believe that all such transactions have been conducted on an arm’s length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the

transactions entered by us, please see section titled “Financial Statements” beginning on page no. 149 of this Prospectus.

- 19. Our business prospects and continued growth depends on our ability to access financing at competitive rates and competitive terms, which amongst other factors is dependent on our credit rating. Any downgrade of our credit ratings may restrict our access to capital and thereby adversely affect our business and results of operations.**

Our business depends on our ability to obtain funds at competitive rates. The cost and availability of capital, amongst other factors, is also dependent on our current and future results of operations and financial condition, our ability to effectively manage risks, our brand and our credit ratings. We may not be able to avail the requisite amount of financing or obtain financing at competitive interest rates if we fail to have favorable results of operations. We had been last rated by CRISIL for our borrowing as CRISIL BB+/Stable as long-term rating and CRISIL A4+ as short-term rating. Ratings reflect a rating agency 's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Any downgrade made to our credit ratings could lead to high borrowing costs and limit our access to capital and lending markets and, as a result, could adversely affect our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

- 20. Information relating to the estimated manufacturing capacities and capacity utilization rates of our manufacturing facilities included in this Prospectus is based on various assumptions and estimates. Actual production and future capacity utilization rates may vary from such estimated manufacturing capacity information and historical capacity utilization rates.**

The information relating to the estimated manufacturing capacities and utilization rates of our manufacturing facilities included in this Prospectus is based on various assumptions and estimates of our management. Actual production levels and future capacity utilization rates may differ significantly from the estimated manufacturing capacities of our manufacturing facilities and historical capacity utilization rates. In addition, capacity utilization is calculated differently in different countries, industries and for the different kinds of products we manufacture. Undue reliance should therefore not be placed on the manufacturing capacity information for our existing manufacturing facilities or the historical capacity utilization rate information included in this prospectus.

- 21. We are subject to various risks associated with the overseas markets in which we may operate, including but not limited to foreign currency exchange rate fluctuations and tax, if any. These risks may have an adverse effect on our business, prospects, results of operations and financial condition.**

We derive our revenue from operations from both domestic and export sales. For the three months ended June 30, 2021 and for the years ended March 31, 2021, 2020 and 2019, our revenue from exports were Rs. 120.05 lakhs, Rs. 672.33 lakhs, Rs. 425.62 lakhs and Rs. 84.31 lakhs, respectively. Our Company exports to many countries namely Uganda, United States etc. Consequently, any adverse changes in these economies such as slowdown in the economy, acts of terrorism or hostility targeting these countries, etc. would directly impact our revenues and results from operations. In the event of change in policies or laws in these regions with respect to quality standards, branding or restrictions on usage of certain products, imposition of anti-dumping duties, etc. our financial condition and business operations may be adversely affected. In case of any contingencies in future due to which we are unable to operate effectively in these markets, our results from operations, revenues and profitability may be adversely affected.

Further our financial statements are presented in Indian Rupees. However, our revenue from operations is influenced by the currencies of geographies to where we export our products. The exchange rate between the Indian Rupee and these currencies, has fluctuated in the past and our

results of operations and cash flows have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. We may, therefore, suffer losses on account of foreign currency fluctuations for sale of our products since may not be able to pass on all losses on account of foreign currency fluctuations to our customers

**22. Failure or disruption of our IT and/or business resource planning systems may adversely affect our business, financial condition, results of operations, cash flows and prospects.**

We have implemented various information technology ("IT") systems to cover key areas of our operations. We are dependent on technology in relation to customer order management and dispatches and financial accounting. We rely on our IT infrastructure to provide us with connectivity and data backup across our locations and functions. While the systems that we have implemented have enabled us to improve our working capital cycles, despite an increase in our sales over the period, we can provide no assurance that we will be able to do so in the future.

We believe that we have deployed adequate IT disaster management systems including data backup and retrieval mechanisms, at our manufacturing facilities. However, any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to plan, track, record and analyze work in progress and sales, process financial information, manage our creditors, debtors, or otherwise conduct our normal business operations, which may increase our costs and otherwise adversely affect our business, financial condition, results of operations and cash flows.

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

Our business is working capital intensive in nature and involves significant amount in trade receivables and inventories. Summary of our working capital position, based on the restated financials as at June 30, 2021 is given below:

<i>(Rs. In lakhs)</i>					
Sr No	Particulars	FY 2019 (Audited)	FY 2020 (Audited)	FY 2021 (Audited)	For the period ended June 30, 2021
<b>I</b>	<b>Current assets</b>				
	Inventories	5,093.07	7,954.80	8,232.77	8,972.32
	Trade receivables	1,694.53	1,609.15	2,401.58	2,333.15
	Other current assets	559.60	717.46	675.79	703.05
	<b>Total Current Assets (A)</b>	<b>7,347.20</b>	<b>10,281.41</b>	<b>11,310.15</b>	<b>12,008.52</b>
<b>II</b>	<b>Current liabilities</b>				
	Trade payables	2,430.00	4,315.26	4,842.32	4,596.14
	Other liabilities	620.63	850.79	970.51	1,062.80
	<b>Total current liabilities (B)</b>	<b>3,050.63</b>	<b>5,166.05</b>	<b>5,812.83</b>	<b>5,658.94</b>
<b>III</b>	<b>Net working capital requirements (A – B)</b>	<b>4,296.58</b>	<b>5,115.36</b>	<b>5,497.32</b>	<b>6,349.58</b>

Our Company intends to continue growing by expanding sales orders. This may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of funds, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled "Objects of the Issue" beginning on page no. 78 of this Prospectus.

**24. Any manufacturing or quality control issues may damage our reputation and expose us to litigation or other liabilities, which could adversely affect our financial results**

Being a manufacturer of Aluminium Composite Panels (ACPs), we are subject to significant regulatory scrutiny. Our manufacturing facility at Umbergaon, Gujarat, must manufacture products in accordance with parameters as laid down by the regulatory agencies, as applicable. Further, we are liable for the quality of our products for the entire duration of the shelf life of the product manufactured by us. After our products reach the market, certain developments in the products manufactured by our competitors could adversely affect demand for our products. Disputes over non-conformity of our products with such quality standards or specifications are generally referred to independent government approved testing laboratories. If any such independent laboratory confirms that our products do not conform to the prescribed or agreed standards and specifications, we shall have to bear the expenses of replacing and testing such products, which could adversely affect our business, results of operations and financial condition. We also face the risk of loss resulting from, and the adverse publicity associated with, manufacturing or quality problems. Such adverse publicity harms the brand image of our Company and products. We may be subject to claims resulting from manufacturing defects or negligence in storage and handling of our products. Any loss of our reputation or brand image, for whatsoever reason may lead to a loss of existing business contracts and adversely affect our ability to enter into additional business contracts in the future.

***25. Activities involving our manufacturing process can be dangerous and can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand***

Our business involves manufacturing processes that may be potentially dangerous to our employees. Although we employ safety procedures in the operation of our manufacturing facilities and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at any of our manufacturing facilities. An accident may result in personal injury to our employees, destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and / or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects. In particular, if operations at our manufacturing facilities were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labor dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products. Interruptions in production may also increase our costs and reduce our sales, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations, cash flows and prospects.

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

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

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

***27. Introduction of alternative products caused by changes in technology or consumer needs may affect demand for our existing products which may adversely affect our financial results and business prospects***

Our products are mainly used in the infrastructure and construction sector. Our business is affected by change in technology, consumer needs, market perception of brand, convenience, health and safety norms. Our ability to anticipate such changes and to continuously develop and introduce new and enhanced products successfully on a timely basis will be a key factor in our growth and business prospects. There can be no assurance that we will be able to keep pace with the technological advances that may be necessary for us to remain competitive. Further, any substantial change in preference of clients will affect our businesses and, in turn, will affect the demand for our products. Any failure to forecast and/or meet the changing demands of our businesses and consumer needs may have an adverse effect on our business, profitability and growth prospects

***28. Our insurance policies do not cover all risks, specifically risks like product defect / liability risk, loss of profits and terrorism. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss***

Our insurance policies consist of, among others, standard fire and special perils, earthquake, etc. 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 product defect / liability risk, 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.

***29. Delays or defaults in client payments could result in a reduction of our profits. We may be subject to working capital shortages due to delays or defaults in payments by clients***

If client(s) default in their payments in due time to which we have devoted significant resources it could have a material adverse effect on our business, financial condition and results of operations and could cause the price of our Equity Shares to decline

***30. Our success depends largely upon the services of our Directors, Promoters and other Key Managerial Personnel and our ability to attract and retain them***

Demand for Key Managerial Personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company. Our success is substantially dependent on the expertise and services of our Directors, Promoters and our Key Managerial Personnel. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our future performance will depend upon the continued services of these persons. Demand for Key Managerial Personnel in the industry is intense. We cannot assure you that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations

***31. If we are unable to continue to implement our brand building and marketing initiatives, for our brands, our business and prospects may be adversely affected. Moreover, any deterioration in the***

***reputation and market perception of our brands may have an adverse effect on our sales, profitability and the implementation of our growth strategy***

We operate under our brand “Eurobond”. Our brand and reputation are among our important assets. The performance and quality of products are critical to the success of our business. The success of these products depend significantly on the effectiveness of the product design, quality of the raw materials, quality control systems, installation and after sales service, which in turn, depend on skills and experience of our personnel and our ability to ensure that such personnel adhere to our policies and guidelines. Any adverse change in the quality of products rendered by us including due to reasons beyond our control, or allegations of defects, even when false, at any of our manufacturing facilities could tarnish the image of our brands, result in negative reviews and feedback from our customers.

Further, our brand building would also depend on the effectiveness of sales and promotional activities and choice of channel partners. There can be no assurance that our efforts in these areas would always be effective. Any adverse development or decline in our brand value and reputation may adversely affect our business, results of operations and financial condition.

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

Post this Issue, our Promoters and Promoter Group will collectively own significant percentage of our equity share capital / voting rights. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company. In addition, our Promoter will continue to exercise control over the Company, which may or may not conflict with interests of some or all of our creditors or other shareholders. Accordingly, we cannot assure that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares

***33. We are subject to foreign currency exchange rate fluctuations which could have a material and adverse effect on our results of operations and financial conditions.***

We import our raw materials from other countries and export our products from India and payment for such transactions is paid / received in foreign currency. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company’s results of operations.

***34. Our industry is labor intensive and our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers***

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

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

***35. The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted.***

The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted. In late calendar 2019, COVID-19, commonly known as “novel coronavirus” was first reported in Wuhan, China. Since then, the virus has progressively spread globally too many countries. The World Health Organization declared the COVID-19 outbreak as a health emergency of international concern on January 30, 2020 and thereafter categorized the outbreak as a pandemic on March 11, 2020. In order to contain the spread of COVID-19 virus, the Government of India initially announced a 21-day lockdown on March 24, 2020, which, after being subject to successive extensions, is being relaxed currently. During the duration of the lockdown, there were several restrictions in place including travel restrictions and directive to all citizens to not move out of their respective houses unless essential. Whilst the lockdown required private, commercial and industrial establishments to remain closed, manufacturing units of essential commodities were permitted to be functional. The team members have been working from home during lockdown and have been able to execute their responsibilities and service clients without any disruption, difficulty or delay. Due to the rising number of infected cases of COVID-19 in the country, there is no certainty if additional restrictions will be put back in place or if another lockdown would be re-imposed to control the spread of the pandemic. We cannot assure you that we may not face any difficulty in our operations due to such restrictions and such a prolonged instance of lockdown may adversely affect our business, financial condition and results of operations. Further, our ability to ensure the safety of our workforce and continuity of operations while confirming with measures implemented by the central and state governments in relation to the health and safety of our employees may result in increased costs. In the event a member or members of our senior management team contract COVID-19, it may potentially affect our operations. Further, in the event any of our employees contract COVID-19, we may be required to quarantine our employees and shut down a part of or the entire operating facility as necessary. Risks arising on account of COVID-19 can also threaten the safe operation of our facility, loss of life, injuries and impact the wellbeing of our employees. The ultimate impact will depend on a number of factors, many of which are outside our control. These factors include the duration, severity and scope of the pandemic, the impact of the pandemic on economic activity in India and globally, the eventual level of infections in India, and the impact of any actions taken by governmental bodies or health organization (whether mandatory or advisory) to combat the spread of the virus. These risks could have an adverse effect on our business, results of operations, cash flows and financial condition. To the extent that the COVID19 pandemic adversely affects our business and operations, it may also have the effect of heightening many of the other risks described in this “Risk Factors” chapter beginning on page no. 24 of this Prospectus.

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

Since, the issue size is 4,515 lakhs, which is less than Rs 10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this issue. The deployment of these funds raised from this issue,

is hence, at the discretion of the management and the board of directors of our company and our company's management will have flexibility in applying the proceeds of the Issue and will not be subject to monitoring by any independent agency. The fund requirement and deployment mentioned in the Objects of the Issue is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard

**37. *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

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

Some of the agreements entered into by us may not be adequately stamped and registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute vis-à-vis the said premises and our noncompliance of local laws relating to stamp duty and registration may adversely impact the continuance of our activity from such premises.

**39. *Our registered office and certain other locations used by us as warehouses are situated on leased premises.***

Our registered office is situated at 702, 7th Floor, Aravalli Business Centre, Ramdas Sutrale Road, Borivali (West), Mumbai 400092, Maharashtra, India which is taken on lease from Krishna Rajesh Shah. There can be no assurance that we will be able to continue to occupy the said premises in the future on commercially acceptable terms. If any of these lease or license agreements is terminated for any reason or not renewed on commercially acceptable terms or at all, we may suffer a disruption in our operations or increased costs, or both, which may adversely affect our business, financial condition and results of operations. For further details please refer to Chapter titled "Business Overview" beginning on page no. 97 of Prospectus.

**40. *Compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, prospects, financial condition and results of operations. Due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent environmental, health and safety laws and regulations and various labor, workplace and related laws and regulations.***

We are also subject to environmental laws and regulations, including but not limited to:

- a. Environment (Protection) Act, 1986



- b. Air (Prevention and Control of Pollution) Act, 1981
- c. Water (Prevention and Control of Pollution) Act, 1974
- d. Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008
- e. Public Liability Insurance Act, 1991

The above-mentioned enactments govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our business. The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted and hence the costs and management time required to comply with these requirements could be significant. Amendments to such statutes may impose additional provisions to be followed by our Company and accordingly the Company needs to incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non – compliance, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

**41. *We may not be able to adequately protect our intellectual property, which could harm the value of our brand and services and adversely affect our business, financial condition, results of operations, cash flows and prospects.***

We consider our brand and intellectual property to be one of our most valuable assets and we believe the strength of our brand gives us a competitive advantage. We use our intellectual property rights to protect the goodwill of our brand, promote our brand name, enhance our competitiveness and otherwise support our business goals and objectives. Our business is dependent upon successfully protecting our intellectual property, including but not limited to our trademark etc. As part of our efforts towards ensuring their protection, we have successfully registered trademarks including its logo. We do not have any control over the registration of a trademark and a pending mark may not be granted registration for various reasons including being descriptive, non-distinctive or similar to a prior trademark.

**42. *We may, from time to time, look for opportunities to enter strategic alliances, acquire businesses or enter into joint venture arrangements. Any failure to manage the integration of the businesses or facilities post such acquisition or joint venture may cause our profitability to suffer.***

We may, from time to time, look for opportunities to acquire businesses or enter into strategic partnerships or alliances. Such acquisitions may not contribute to our profitability, and we may be required to incur or assume debt, or additional expenses beyond our forecasts or assume contingent liabilities, as part of any acquisition. Further, the acquisitions may give rise to unforeseen contingent risks relating to these businesses that may only become apparent after the merger or the acquisition is finalized. We may also face difficulty in assimilating and retaining the personnel, operations and assets of the acquired company. Further, we may not be able to accurately identify or forge an alliance with appropriate companies in line with our growth strategy. In the event that the alliance does not perform as estimated, or the inability on the part of our joint venture partner to meet the customer requirements may lead to a failure of such an arrangement which may adversely affect our business.

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

We maintain large amounts of inventory at our premises at all times. Although we have set up security measures, our operations may be subject to incidents of theft or damage to inventory. There can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future which could adversely affect our results of operations and financial condition. Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, there can be no assurance that we will be able to

recover from our insurer the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have a material adverse effect on our business, results of operations and financial condition. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us or the termination of coverage under the relevant policy.

**44. *Our Company does not have any similar and comparable listed peer which is involved in the same line of business for a direct comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue***

As on the date of this Prospectus, we believe that none of the listed companies in India have a business profile and revenue streams along with their size, directly comparable to our Company. However, there are listed companies in India with one or more business segments that maybe common to our business. Since the listed companies may not be directly comparable to our Company, the accounting ratios of the same may not be a representative yardstick for our Company. Therefore, investors must rely on their own examination of our Company for subscribing to the Issue.

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

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

**46. *The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate

of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

**47. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the NSE Emerge under SME Platform of National Stock Exchange of India Limited (NSE) in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the NSE Emerge under SME Platform of National Stock Exchange of India Limited (NSE). Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**48. *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, see “Dividend Policy” beginning on page no. 148 of this Prospectus.

**49. *Our future funds requirements, in the form of fresh issue of capital or securities and / or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

**50. *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 our Equity Shares has been determined by fixed price method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press, media or investment community;
- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- General market conditions; and

- Domestic and international economic, legal and regulatory factors unrelated to our performance

**51. *Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur

There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholders ability to sell for the price at which it can sell, equity shares at a particular point in time

**52. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, business operations and financial condition.***

As on date of this Prospectus, we have not made any alternate arrangements for meeting our capital requirements for some of the objects of the issue. We meet our capital requirements through our bank finance, debts, 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 no. 78 of this Prospectus.

**53. *Our actual results could differ from the estimates and projections used to prepare our financial statements***

The estimates and projections are based on and reflect our current expectations, assumptions and / or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and / or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

**54. *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 channel and to implement systems capable of effectively accommodating our growth. However, we cannot assure that any such employees or distributors 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.

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

Under the Income-tax Act, 1961, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India except any gain realized on the sale of shares on a Stock

Exchange held for more than 12 months will not be subject to capital gains tax in India if the Securities Transaction Tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian Stock Exchange on which equity shares are sold. Any gain realized on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a recognized Stock Exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of shares on a Stock Exchange held for a period of 12 months or less will be subject to short term capital gains tax. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, Section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October, 2004 shall be available only if the acquisition of share is chargeable to STT under Chapter VII of the Finance (No 2) Act, 2004. In this case, this provision becomes effective, sale shares acquired on or after 1st day of October, 2004 on which STT was not charged will attract tax under provisions of Long-Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April, 2018 if the long-term capital gains exceed ₹1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April, 2018 in excess of ₹1,00,000/- p.a. shall be chargeable at the rate of 10%.

Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

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

Our restated financial statements, including the financial statements provided in this Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, refer chapter titled "Presentation of Financial Industry and Market Data" beginning on page no. 16 of this Prospectus.

Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. India has decided to adopt the "Convergence of its existing standards with IFRS" and not the "International Financial Reporting Standards" ("IFRS"), which was announced by the MCA, through the press note dated January 22, 2010. These "IFRS based / synchronized Accounting Standards" are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a

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

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

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

Under the foreign exchange regulations currently in force in India, transfers 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.

## **EXTERNAL RISKS**

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

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Currently, we manufacture only in India and derive most of our sales in India, which are thus dependent on prevailing economic conditions in India. Our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;

- changes in India's tax, trade, financial year or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- occurrence of natural or man-made disasters (such as hurricanes, typhoons, floods, earthquakes, tsunamis and fires) which may cause us to suspend our operations;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war may adversely affect the Indian markets as well as result in a loss of business confidence in Indian companies; and
- epidemics, pandemics or any other public health concerns in India or in countries in the region or globally, including in India's various neighboring countries, such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 pandemic;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
- protectionist and other adverse public policies, including local content requirements, import / export tariffs, increased regulations or capital investment requirements;
- logistical and communications challenges;
- financial instability in financial markets;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis;
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so; and
- other significant regulatory or economic developments in or affecting India

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

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

Our access to the debt markets and our costs of financing depend significantly on the credit ratings of India. India's sovereign rating decreased from Baa2 with a "negative" outlook to Baa3 with a "negative" outlook by Moody's and from BBB with a "stable" outlook to BBB with a "negative" outlook (Fitch) in June 2020; and from BBB "stable" to BBB "negative" by DBRS in May 2020. India's sovereign ratings from S&P is BBB- with a "stable" outlook. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any additional overseas financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

For instance, the Taxation Laws (Amendment) Act, 2019, a tax legislation issued by India's Ministry of Finance effective as of September 20, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this legislation, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits / exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments.

may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains tax on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities / tribunals / courts would have an effect on our profitability.

Further, the Government of India has announced the union budget for Fiscal 2022, pursuant to which the Finance Bill, 2021 ("Finance Bill"), has introduced various amendments. The Finance Bill has received assent from the President of India on March 28, 2021, and has been enacted as the Finance Act, 2021 ("Finance Act").

The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Any further changes in laws may have an impact on our results of operations. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our businesses in the future.

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

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



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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

**63. *The ability of Indian companies to raise foreign capital may be constrained by Indian law.***

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

## SECTION - III –INTRODUCTION

### THE ISSUE

The following table summarizes the Issue details:

PARTICULARS	DETAILS OF EQUITY SHARES
<b>Issue</b>	65,00,000 Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at price of ₹ 70.00 <sup>§</sup> / - per Equity Share aggregating to ₹ 4,515 Lakhs
<b>of which</b>	
<b>Market Maker Reservation Portion</b>	3,28,000 Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at price of ₹ 70.00/- per Equity Share aggregating to ₹ 229.60 Lakhs
<b>Employee Reservation Portion</b>	5,00,000* Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at price of ₹ 63.00 <sup>§</sup> / - per Equity Share aggregating to ₹ 315.00 Lakhs
<b>Net Issue</b>	56,72,000** Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at price of ₹ 70.00/- per Equity Share aggregating to ₹ 3,970.40 Lakhs)
<b>Of which</b>	
<b>(A) Retail Portion*</b>	28,36,000 Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at price of ₹ 70.00/- per Equity Share aggregating to ₹ 1985.20 Lakhs i.e., 50% of the Net Issue shall be available for allocation to Retail Individual Investors.
<b>(B) Non – Institutional Portion*</b>	28,36,000 Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at price of ₹ 70.00/- per Equity Share aggregating to ₹ 1985.20 Lakhs i.e., 50% of the Net Issue shall be available for allocation for Investors other than Retail Individual Investors
<b>Pre-and Post-Issue Equity Shares</b>	
<b>Equity shares outstanding prior to the issue</b>	1,80,00,000 Equity Shares of face value of ₹ 10.00/- each
<b>Equity shares outstanding after the issue</b>	2,45,00,000 Equity Shares of face value of ₹ 10.00/- each
<b>Use Of Issue Proceeds</b>	For details, please refer chapter titled “Objects of the Issue” beginning on page no. 78 of this Prospectus.

<sup>§</sup> Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees.

\*\* The Net Issue Size includes Net Issue and Reservation for Eligible employees (other than promoter and promoter group. For details refer to Chapter titled “Definitions and Abbreviations” beginning on page 02 of this Prospectus.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 30, 2021 and approved by the shareholders of our Company vide a special resolution at the Members Meeting held on September 30, 2021 pursuant to section 62(1)(c) of the Companies Act.

This Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, 2018, as amended. For further details, please refer to section titled “Issue Structure” beginning on page no. 237 of this Prospectus.

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

- a) Minimum fifty percent to retail individual investor; and
- b) remaining to:
  - (i) individual applicants other than retail individual investors; and
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

*If the retail individual investor category is entitled to more than allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation ₹ 500,000), shall be added to the Net Issue. The Employee Reservation Portion shall not exceed 5% of our post- Issue paid-up Equity Share capital. For further details, please refer to section titled “Issue Structure” beginning on page no. 237 of this Prospectus.

Our Company, in consultation with the Lead Manager, have offered a discount of 10 % of the Issue Price (equivalent of ₹ 7.00 per Equity Share) to Eligible Employees (as defined in this Prospectus) bidding/applying in the Employee Reservation Portion.

Retail Individual Bidders and Eligible Employees must ensure that the Bid Amount, does not exceed Rs 200,000. Retail Individual Bidders and Eligible Employees should note that while filling the “SCSB/Payment Details” block in the Application Form, Retail Individual Bidders and Eligible Employees must mention the Bid Amount.

## SUMMARY OF FINANCIAL INFORMATION

### Annexure I - Restated Standalone Statement of Assets and Liabilities of Euro Panel Products Limited (Formerly known as Euro Panel Products Private Limited)

(₹ in lakhs)

Particulars	Annexure / Note no.	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Equity and liabilities</b>					
<b>Shareholder's funds</b>					
A. Share Capital	Annexure V, Note - 1	1,800.00	1,800.00	1,800.00	1,575.50
B. Reserves & Surplus	Annexure V, Note - 2	1,689.13	1,501.44	1,131.25	600.03
<b>Non- current liabilities</b>					
A. Long Term Borrowings	Annexure V, Note - 3	1,102.00	1,098.03	774.11	353.62
B. Other Long -Term Liabilities	Annexure V, Note - 4	2,671.79	1,994.34	1,888.86	2,014.82
C. Deferred Tax Liability	Annexure V, Note - 10	73.07	76.81	79.11	76.26
<b>Current liabilities</b>					
Short Term Borrowings	Annexure V, Note - 5	1,641.46	1,478.17	2,264.27	1,500.00
Trade payables	Annexure V, Note - 6	4,596.14	4,842.32	4,315.26	2,430.00
Other current liabilities	Annexure V, Note - 7	1,274.71	1,328.57	746.54	804.72
Short term provisions	Annexure V, Note - 8	470.11	401.70	298.10	127.50
<b>Total</b>		<b>15,318.40</b>	<b>14,521.38</b>	<b>13,297.48</b>	<b>9,482.45</b>
<b>Assets</b>					
<b>Non-current assets</b>					
<b>Fixed assets</b>					
Property plant and equipment	Annexure V, Note - 9	-	-	-	-
(i) Tangible Assets		2,390.33	2,337.17	2,556.64	1,628.18
(ii) Intangible Assets		97.58	106.12	140.41	172.78
(iii) Capital Work in Progress		230.65	342.68	10.11	130.76
Non-Current Investment	Annexure VII	68.81	68.06	64.88	68.24
Long term loans and advances	Annexure IX	32.14	27.86	8.88	29.64
<b>Current assets</b>					
Inventory	Annexure VIII	8,972.32	8,232.77	7,954.80	5,093.07
Current Investment	Annexure VII	-	-	-	-
Trade receivables	Annexure IX	2,333.15	2,401.58	1,609.15	1,694.53
Cash and bank balances	Annexure IV, Note - 11	490.36	329.33	235.14	105.65
Short term loans and advances	Annexure X	111.43	105.28	81.57	101.95
Other current assets	Annexure IV, Note - 12	591.63	570.50	635.89	457.65
Preliminary Expenses		-	-	-	-
<b>Total</b>		<b>15,318.40</b>	<b>14,521.38</b>	<b>13,297.48</b>	<b>9,482.45</b>

Summary of Significant Accounting Policies: Annexure IV, Note 22 of Annexure V

The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial information appearing in Annexure V and Statement of Adjustments to Audited Financial Statements appearing in Annexure VI.

The accompanying annexures are an integral part of statement of Assets and Liabilities.

As per our report of even date

**For Jogin Raval & Associates**

Chartered Accountants

ICAI's Firm Registration Number: 128586W

**For and on behalf of the Board of Directors**

**Euro Panel Products Limited (Formerly known as Euro Panel Products Private Limited)**

**CA Jogin K Raval**

Proprietor

Membership No. 122197

**Rajesh N Shah**

Chairman and Managing Director

DIN: 02038392

**Divyam R Shah**

Whole Time Director

DIN: 05129462

Place: Mumbai

Date: October 13, 2021

Place: Mumbai

Date: October 13, 2021

**UDIN: 21122197AAAAEQ5751**

**Annexure II - Restated Standalone Statement of Profit and Loss of Euro Panel Products Limited (Formerly known as Euro Panel Products Private Limited)**

(₹ in lakhs)

Particulars	Annexure / Note no.	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Revenue</b>					
Revenue from operations	Annexure V, Note - 13	3,143.68	14,225.16	14,238.14	10,802.37
Other income	Annexure V, Note - 14	46.94	105.21	61.23	64.66
Total Revenue (A)		3,190.61	14,330.37	14,299.36	10,867.04
<b>Expenses</b>					
Cost of Raw Material Consumed	Annexure V, Note - 15	2,823.61	10,157.21	10,924.87	7,748.80
Changes In Inventories of Stock	Annexure V, Note - 16	(751.01)	(120.41)	(959.69)	(82.39)
Employee benefits expense	Annexure V, Note - 17	279.47	973.97	992.94	713.91
Finance costs	Annexure V, Note - 18	162.56	696.83	680.84	670.90
Depreciation expense	Annexure V, Note - 9.2	76.43	298.75	236.33	168.89
Other expenses	Annexure V, Note - 19	347.21	1,731.77	1,797.30	1,240.67
Total Expenses (B)		2,938.27	13,738.12	13,672.58	10,460.78
Profit before tax (C=A-B)		252.34	592.25	626.78	406.26
Tax expense					
- Current tax		68.41	147.00	170.60	84.10
- Deferred tax charge / (credit)		(3.74)	(2.29)	2.84	6.62
- Short /(excess) provision for tax		-	2.34	-	1.09
- MAT Entitlement Credit/(Utilised)		-	(75.01)	(56.82)	79.14
Total Tax Expenses (D)		64.66	222.06	230.26	12.67
Net Profit as restated (C-D)					
Net Profit as restated		187.68	370.19	396.52	393.59
Earnings per equity share (Nominal value of ₹. 10 each)	Annexure V, Note - 20				
- Basic		1.04	2.06	2.44	3.56
- Diluted		1.04	2.06	2.44	3.56

**Summary of Significant Accounting Policies: Annexure IV, Note 22 of Annexure V**

The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial information appearing in Annexure V and Statement of Adjustments to Audited Financial Statements appearing in Annexure VI.

The accompanying annexures are an integral part of statement of Profit and Loss.

As per our report of even date

**For Jogin Raval & Associates**

Chartered Accountants

ICAI's Firm Registration Number: 128586W

**For and on behalf of the Board of Directors****Euro Panel Products Limited (Formerly known as Euro Panel Products Private Limited)****CA Jogin K Raval**

Proprietor

Membership No. 122197

**Rajesh N Shah**

Chairman and Managing Director

DIN: 02038392

**Divyam R Shah**

Whole Time Director

DIN: 05129462

Place: Mumbai

Date: October 13, 2021

UDIN: 21122197AAAAEQ5751

Place: Mumbai

Date: October 13, 2021

**Annexure III - Restated Standalone Statement of Cash Flows of Euro Panel Products Limited (Formerly known as Euro Panel Product Private Limited)**

*(₹ in lakhs)*

Particulars		For the Year Ended			
		June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>(i)</b>	<b>Cash flow from operating activities</b>				
	<b>Restated Profit before tax</b>	252.34	592.25	626.78	406.26
	Adjustments for:				
	Depreciation expenses	76.43	298.75	236.33	168.89
	Interest Paid	152.16	624.50	539.68	627.30
	Interest Received	(1.73)	(15.80)	(14.25)	(6.41)
	<b>Operating profit before working capital changes</b>	<b>479.20</b>	<b>1,499.69</b>	<b>1,388.53</b>	<b>1,196.04</b>
	<b>Changes in working capital:</b>				
	(Increase)/Decrease in Short Term Loans & Advances	(6.14)	(23.71)	20.38	(87.34)
	(Increase)/Decrease in Inventories	(739.55)	(277.97)	(2,861.73)	(1,144.93)
	(Increase)/Decrease in Trade Receivables	68.44	(792.44)	85.38	(823.28)
	(Increase)/Decrease in Other Current Assets	(21.12)	65.39	(178.24)	(179.84)
	(Increase)/Decrease in Preliminary Expenses	-	-	-	-
	Increase/(Decrease) in Short Term Borrowings	163.29	(786.10)	764.27	500.00
	Increase/(Decrease) in Trade Payables	(246.18)	527.06	1,885.26	1,110.09
	Increase/(Decrease) in Other Current Liabilities	(53.86)	582.03	(58.18)	(18.90)
	Increase/(Decrease) in Short Term Provisions	68.41	103.60	170.60	69.86
	<b>Cash generated (used in) / from operations</b>	<b>(287.52)</b>	<b>897.56</b>	<b>1,216.27</b>	<b>621.69</b>
	- Direct taxes paid (net of refunds)	(68.41)	(224.35)	(227.42)	(1.09)
	<b>Net cash generated (used in) / from operating activities (i)</b>	<b>(355.93)</b>	<b>673.21</b>	<b>988.85</b>	<b>620.60</b>
<b>(ii)</b>	<b>Cash flow from investing activities</b>				
	Investment In Fixed Deposit/Share Money	(0.75)	(3.18)	3.36	(4.33)
	Purchase Of Fixed Asset	(9.01)	(377.56)	(1,011.78)	(316.02)
	Security Deposit	(4.28)	(18.98)	20.76	1.41
	Interest Received	1.73	15.80	14.25	6.41
	<b>Net cash generated from / (used in) investing activities (ii)</b>	<b>(12.31)</b>	<b>(383.92)</b>	<b>(973.41)</b>	<b>(312.53)</b>
<b>(iii)</b>	<b>Cash flow from financing activities</b>				
	Increase In Share Capital	-	-	224.50	375.50
	Share Premium Received	-	-	134.70	225.30
	Proceeds From Long Term Borrowings	3.98	323.92	420.48	17.63
	Repayment of Other Long-Term Liabilities	677.45	105.48	(125.96)	(202.31)
	Interest Expenses	(152.16)	(624.50)	(539.68)	(627.30)
	<b>Net cash generated from / (used in) financing activities (iii)</b>	<b>529.27</b>	<b>(195.10)</b>	<b>114.05</b>	<b>(211.17)</b>
	<b>Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)</b>	<b>161.03</b>	<b>94.19</b>	<b>129.48</b>	<b>96.90</b>
	<b>Cash and cash equivalents at the beginning of the year</b>	<b>329.33</b>	<b>235.14</b>	<b>105.65</b>	<b>8.75</b>
	<b>Cash and cash equivalents at the end of the year</b>	<b>490.36</b>	<b>329.33</b>	<b>235.14</b>	<b>105.65</b>



	<b>Cash and cash equivalents at the end of the year comprises of</b>				
	Cash in hand	10.25	5.42	8.32	3.69
	Balance with scheduled banks in current accounts	480.11	323.91	226.82	101.96
		490.36	329.33	235.14	105.65

**Notes:**

- 1. The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard-3 on 'Cash Flow Statements' notified under specified section 133 of the Companies Act,2013 read with Rule 7 of the Companies (Accounts) Rules,2014 and Companies (Accounting Standards) Amendment Rules, 2016.**

**The accompanying annexure are an integral part of the financial information.**

**As per our report of even date**

**For Jogin Raval & Associates**

Chartered Accountants

ICAI's Firm Registration Number: 128586W

**For and on behalf of the Board of Directors**

**Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

**CA Jogin K Raval**

Proprietor

Membership No. 122197

**Rajesh N Shah**

Chairman and Managing Director

DIN: 02038392

**Divyam R Shah**

Whole Time Director

DIN: 05129462

Place: Mumbai

Date: October 13, 2021

**UDIN: 21122197AAAAEQ5751**

Place: Mumbai

Date: October 13, 2021

## GENERAL INFORMATION

Our Company was originally incorporated as a private limited company in the name of “Archer Trading House Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 18, 2013 bearing Corporate Identification Number U51101MH2013PTC251176 issued by the Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our Company was changed to “Euro Panel Products Private Limited” pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 18, 2014. The Deputy Registrar of Companies, Mumbai issued a fresh Certificate of Incorporation dated October 22, 2014, upon change of the name of the Company, bearing Corporate Identification Number U28931MH2013PTC251176. Our Company was converted into a public limited company pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 25, 2021 and consequently upon conversion, the name of our Company was changed to “Euro Panel Products Limited” vide a fresh Certificate of Incorporation dated September 21, 2021, bearing Corporate Identification Number U28931MH2013PLC251176 issued by the Registrar of Companies, Mumbai. For further details, please refer to chapter titled “History and Certain Corporate Matters” beginning on page no. 124 of this Prospectus.

### REGISTERED OFFICE OF OUR COMPANY

#### EURO PANEL PRODUCTS LIMITED

702, 7th Floor, Aravalli Business Centre,  
Ramdas Sutrale Road, Borivali (West),  
Mumbai 400092, Maharashtra, India.

**Tel:** 022 29686500

**Email Id:** [cs@eurobondacp.com](mailto:cs@eurobondacp.com)

**Website:** [www.eurobondacp.com](http://www.eurobondacp.com)

### ADDRESS OF REGISTRAR OF COMPANIES

#### Registrar of Companies, Mumbai, Maharashtra.

100, Everest, Marine Drive, Mumbai- 400002,  
Maharashtra.

### BOARD OF DIRECTORS OF OUR COMPANY

Our Company’s Board comprises of the following Directors as set forth the details in the following table:

NAME	DIN	DESIGNATION	ADDRESS
Rajesh Shah	02038392	Chairman and Managing Director	A801, Aquaria Grande CHS, Devidas Lane, Borivali (West), Mumbai-400103, Maharashtra, India.
Divyam Shah	05129462	Whole-Time Director	A801, 8 <sup>th</sup> Floor, Aquaria Grande Tower, Devidas Lane, Near St. Lawrence High School, Borivali (West), Mumbai-400103, Maharashtra, India.
Bharkharani Nevatia	08531880	Independent Director	Flat No. 303, Ganagapreet, ITI Road, Aundh, Be-Saraswat Bank, Pune 411007, Maharashtra, India.
Alok Rungta	09310321	Independent Director	Opp. ICICI Bank ATM Plot No. 222, Pitreshwari Apartment Nandanvan Layout, Hanuman Nagar, Nagpur 440009, Maharashtra, India.
Daisy Dsouza	09348309	Additional Independent Director	31-3, Kabirashram, Pandurang Budhkar Marg, Opp Nestle Apartment, Deisle Road, Worli, Mumbai 400013, Maharashtra, India.

For brief profiles of our Board of Directors, please see “Our Management” beginning on page no. 129 of this Prospectus.

## COMPANY SECRETARY & COMPLIANCE OFFICER

### Hiral Shah

702, 7th Floor, Aravalli Business Centre,  
Ramdas Sutrale Road, Borivali (West),  
Mumbai 400092, Maharashtra, India

**Tel:** 022 29686500

**Email Id:** [cs@eurobondacp.com](mailto:cs@eurobondacp.com)

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

**ALL GRIEVANCES RELATING TO THE ASBA PROCESS AND UPI PAYMENT MECHANISM MAY BE ADDRESSED TO THE REGISTRAR TO THE ISSUE, WITH A COPY TO THE RELEVANT DESIGNATED INTERMEDIARY WITH WHOM THE ASBA FORM WAS SUBMITTED. THE APPLICANT SHOULD GIVE FULL DETAILS SUCH AS NAME OF THE SOLE OR FIRST APPLICANT, ASBA FORM NUMBER, APPLICANT DP ID, CLIENT ID, UPI ID (IF APPLICABLE), PAN NUMBER, DATE OF THE ASBA FORM, ADDRESS OF THE APPLICANT, NUMBER OF EQUITY SHARES APPLIED FOR AND THE NAME AND ADDRESS OF THE DESIGNATED INTERMEDIARY WHERE THE ASBA FORM WAS SUBMITTED BY THE ASBA APPLICANT.**

**Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above.**

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

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<b>Fedex Securities Private Limited</b> B 7, 3 <sup>rd</sup> Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India <b>Tel No:</b> +91 8104985249 <b>Fax No:</b> Not Available <b>Contact Person:</b> Yash Kadakia <b>Email Id:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a> <b>Investor Grievance Email:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>SEBI Registration Number:</b> INM000010163	<b>Link Intime India Private Limited</b> C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India. <b>Tel No:</b> +91 22 4918 6200 <b>Fax No:</b> 022 - 4918 6060 <b>Contact Person:</b> Shanti Gopalkrishnan <b>Email Id:</b> <a href="mailto:europanel.ipo@linkintime.co.in">europanel.ipo@linkintime.co.in</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Investor Grievance Email:</b> <a href="mailto:europanel.ipo@linkintime.co.in">europanel.ipo@linkintime.co.in</a> <b>SEBI Registration Number:</b> INR000004058
LEGAL ADVISOR TO THE ISSUE	STATUTORY AUDITORS
<b>Pooja Sharma</b> 8/14, 30, Malad Co-op Housing Society Limited, Poddar Park, Malad East, Mumbai – 400097, Maharashtra, India. <b>Tel No.:</b> +91 9022869773 <b>Email Id:</b> <a href="mailto:poojalegalventures@gmail.com">poojalegalventures@gmail.com</a> <b>Bar Council No.:</b> MAH/5967/2013	<b>Jogin Raval and Associates</b> B-101/102, Shree Sai Towers CHS, Sodawala Lane, Nutan Nagar, Borivali West, Mumbai 400092 <b>Tel No.:</b> +91 9870122870 <b>Email:</b> <a href="mailto:joginravalca@gmail.com">joginravalca@gmail.com</a> <b>Membership No.:</b> 122197 <b>Firm Registration No.:</b> 128586W <b>Contact Person:</b> CA Jogin K Raval
PEER REVIEWED AUDITOR	BANKERS TO THE COMPANY
<b>Jogin Raval and Associates</b> B-101/102, Shree Sai Towers CHS, Sodawala Lane, Nutan Nagar, Borivali West, Mumbai 400092 <b>Tel No.:</b> +91 9870122870	<b>The Cosmos Co-op Bank Limited</b> 2 <sup>nd</sup> Floor, Horizon Building, Ranade Road and Gokhale Road Junction, Dadar West, Mumbai- 400028, Maharashtra, India. <b>Tel No:</b> 022224476001

<b>Email:</b> <a href="mailto:joginravalca@gmail.com">joginravalca@gmail.com</a> <b>Membership No.:</b> 122197 <b>Firm Registration No.:</b> 128586W <b>Contact Person:</b> CA Jogin K Raval	<b>Fax No:</b> Not Available <b>Contact Person:</b> Purva Chavan <b>Email Id:</b> <a href="mailto:aakanksha.rane@cosmosbank.in">aakanksha.rane@cosmosbank.in</a> <b>Website:</b> <a href="http://www.cosmosbank.com">www.cosmosbank.com</a>
<b>BANKERS TO THE COMPANY</b>	<b>BANKERS TO THE ISSUE / REFUND BANK / SPONSOR BANK</b>
<b>HDFC Bank Limited</b> C Wing, 3 <sup>rd</sup> Floor, Trade Star Building J B Nagar Andheri East 400059. <b>Tel No:</b> 02240800968 <b>Fax No:</b> Not Available <b>Contact Person:</b> Girdhar Nandurkar <b>Email Id:</b> <a href="mailto:Girdhar.nandurkar@hdfcbank.com">Girdhar.nandurkar@hdfcbank.com</a> <b>Website:</b> <a href="http://www.hdfcbank.com">www.hdfcbank.com</a>	<b>ICICI Bank Limited</b> Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020. <b>Tel No:</b> 022- 66818911/23/24 <b>Fax No:</b> 022- 22611138 <b>Contact Person:</b> Sagar Welekar <b>Email Id:</b> <a href="mailto:sagar.welekar@icicibank.com">sagar.welekar@icicibank.com</a> <b>Website:</b> <a href="http://www.icicibank.com">www.icicibank.com</a>

### SYNDICATE MEMBER(s)

As on the date of this Prospectus, there are no syndicate members

### DESIGNATED INTERMEDIARIES

#### Self-Certified Syndicate Banks (“SCSBs”)

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

#### SCSBs eligible as Issuer Banks for UPI Mechanism

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

#### Registered Brokers

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

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

#### Registrar to The Issue and Share Transfer Agents (“RTA”)

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

#### Collecting Depository Participants (“CDP”)

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

#### **CREDIT RATING**

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

#### **IPO GRADING**

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

#### **DEBENTURE TRUSTEES**

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

#### **MONITORING AGENCY**

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

#### **APPRAISING ENTITY**

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

#### **FILING THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT**

- a) The Soft copy of Draft Prospectus and Prospectus shall be filed with EMERGE Platform of National Stock Exchange of India Limited ("**NSE EMERGE**") situated at Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, Maharashtra, India.
- b) A soft copy of Draft Prospectus shall be submitted to SEBI. However, SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with relevant documents shall be filed with SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>
- c) A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC at its office and through the electronic portal at <https://www.mca.gov.in>

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

Fedex Securities Private Limited is the sole 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 is not required.

#### **TYPE OF ISSUE**

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

#### **UNDERWRITERS**

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The Underwriting Agreement is dated November 12, 2021 and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The

underwriter has indicated their intention to underwrite following number of specified securities being issued through this Issue.

Name, Address, Telephone, Facsimile, and Email of the Underwriters	Indicated number of Equity Shares to be Underwritten	Amount Underwritten (in Lakhs)	% of the total Issue size Underwritten
Fedex Securities Private Limited B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India. <b>Tel No:</b> +91 8104985149 <b>Fax No:</b> +91 22 26186966 <b>Contact Person:</b> Yash Kadakiya <b>Email Id:</b> mb@fedsec.in <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a> <b>Investor Grievance Email:</b> mb@fedsec.in <b>SEBI Registration Number:</b> INM000010163	65,00,000*	4515.00	100.00%
<b>TOTAL</b>	65,00,000	4515.00	100.00%

*\*Includes 3,28,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

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

#### CHANGE IN THE STATUTORY AUDITOR DURING LAST THREE (3) YEARS

Our Company had appointed M/s. Vipul M Shah and Associates (FRN: 117853W) as the Statutory Auditor of the Company for five (5) financial years from April 01, 2020 to March 31, 2025 at Annual General Meeting held on October 09, 2020. Further, M/s. Vipul M Shah and Associates has given its resignation due to personal reasons and the Company has accepted the resignation vide Resignation Letter dated November 09, 2021. In order to fill the vacancy, the Company has appointed M/s. Jogin Raval and Associates (FRN: 128586W), having valid Peer Review Certificate No. 013114 as the Statutory Auditor of the Company at the Extra Ordinary General Meeting held on November 10, 2021.

#### WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the Board meeting for Allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working 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 notice of withdrawal will be issued in the same newspapers where the Pre-Issue advertisements were published and the Stock Exchange will also be informed promptly.

The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within (1) one day of receipt of such notification. Our Company shall also promptly inform EMERGE Platform of National Stock Exchange of India Limited on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from EMERGE Platform of National Stock Exchange of India Limited, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

## DETAILS OF MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company, Market Maker and the Lead Manager has entered into Market Making Agreement dated November 16,2021 with the following Market Maker to fulfill the obligations of Market Making for this Issue:

<b>Name</b>	Rikhav Securities Limited
<b>Address</b>	35 B, Matru Chhaya, S N Road, Mulund (West), Mumbai-400080
<b>Tel no</b>	9769618582
<b>Fax no</b>	91 022-25935300
<b>Email id</b>	info@rikhav.net
<b>Website</b>	www.rikahv.net
<b>Contact person</b>	Hitesh Lakhani
<b>Sebi registration no</b>	INZ000157737
<b>Market Making Registration No.</b>	INB231280430

Rikhav Securities Limited, registered with EMERGE Platform of National Stock Exchange of India Limited will act as the market maker and have agreed to receive or deliver the specified securities in the market making process for a period of (3) three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and as amended from time to time and the circulars issued by the National Stock Exchange of India Limited and SEBI regarding this matter from time to time.

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

1. The Market Maker(s) 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. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of EMERGE Platform of National Stock Exchange of India Limited and SEBI from time to time
3. The minimum depth of the quote shall be ₹ 1.00 Lakh. However, the investors with holdings of value less than 1.00 Lakh shall be allowed to Issue their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ 70.00 /- per share the minimum bid lot size is 2,000 Equity Shares thus minimum depth of the quote shall be 2,000 Equity Shares until the same, would be revised by EMERGE.
4. After a period of (3) three months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
5. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market maker(s) during market making process has been made applicable, based on the issue size and as follows:

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

6. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
8. There would not be more than five Market Makers for a script at any point of time. These would be selected on the basis of objective criteria to be evolved by the Exchange which would include capital adequacy, Networth, infrastructure, minimum volume of business etc. The Market Makers may compete with other Market Maker for better quotes to the investors. At this stage, Rikhav Securities Limited is acting as the sole Market Maker.
9. 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. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for (10) ten days from the date of listing of Equity shares on the Stock Exchange.
10. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
11. The shares of our Company will be traded in continuous trading session from the time and day our company gets listed on EMERGE Platform of National Stock Exchange of India Limited and the Market Maker will remain present as per the guidelines mentioned under National Stock Exchange of India Limited and SEBI circulars.
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. Once registered as a Market Maker, he has to act in that capacity for a period as mutually decided between the Lead Manager and Market Maker. Once registered as a Market Maker, he has to start providing quotes from the day of the listing/the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the Stock Exchange.
14. The Market Maker shall have the right to terminate said arrangement by giving a six-month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.
15. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Manager reserve the right to appoint other Market Maker either as a



replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Maker does not exceed five (5) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

16. Risk containment measures and monitoring for Market Makers: Stock Exchange will have all margins, which are applicable on the main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. Stock Exchange can impose any other margins as deemed necessary from time-to-time.
17. Punitive Action in case of default by Market Makers: NSE EMERGE 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. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
19. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME 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

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

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

## CAPITAL STRUCTURE

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

<i>Amount (in Lakhs except share data)</i>			
Sr. No.	Particulars	Aggregate Nominal Value	Aggregate value at Issue Price
<b>A.</b>	<b>AUTHORISED EQUITY SHARE CAPITAL</b>		
	2,60,00,000 Equity Shares of face value of ₹ 10.00/- each	2,600.00	--
<b>B.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>		
	1,80,00,000 Equity Shares of face value of ₹ 10.00/- each	1,800.00	--
<b>C.</b>	<b>PRESENT ISSUE IN TERMS OF THIS PROSPECTUS*</b>		
	Issue of 65,00,000 Equity Shares of ₹10.00/- each for cash at price of ₹ 70.00 <sup>@</sup> /- per share	650.00	4515.00
	<b>Which comprises:</b>		
	<b>Market Maker Reservation portion:</b> Reservation for Market Maker 3,28,000 Equity Shares of ₹10.00/- each for cash at price of ₹ 70.00 /- per share	32.80	229.60
	<b>Employee Reservation portion:</b> Reservation for Employee of 5,00,000 Equity Shares of ₹10.00/- each for cash at price of ₹ 63.00 <sup>@</sup> /- per share	50.00	315.00
	<b>Net Issue</b> Net Issue to the Public 56,72,000 <sup>#</sup> Equity Shares of ₹ 10.00/- each for cash at price of ₹ 70.00 /- per share	567.20	3970.40
	<b>Of which:</b>		
	<b>Allocation to Retail Individual Investor:</b> 28,36,000 Equity Shares of ₹ 10.00/- each for cash at price of ₹ 70.00/- per share i.e., 50% of the Net Issue shall be available for allocation Retail Individual Investors	283.60	1985.20
	<b>Allocation to Other than Retail Individual Investors:</b> 28,36,000 Equity Shares of ₹10.00/- each for cash at price of ₹ 70.00 /- per share i.e., 50% of the Net Issue shall be available for allocation to other than Retail Individual Investors	283.60	1985.20
<b>D.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE</b>		
	2,45,00,000 Equity Shares of face value of ₹10.00/- each	2450.00	
<b>E.</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue		360.00**
	After the Issue		4,225

\* The present Issue has been authorized pursuant to a resolution of our Board of Directors dated September 30, 2021 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Members Meeting held on September 30, 2021.

\*\*The Securities Premium Amount is as on June 30, 2021

@Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees

#The Net Issue and the Eligible Employee Reservation is collectively referred to as Net Issue Size (i.e., 61,72,000 Equity Shares

**DETAILS OF CHANGES IN AUTHORIZED SHARE CAPITAL OF THE COMPANY SINCE INCORPORATION:**

For details in relation to the changes in the authorized share capital of our Company, see “History and Certain Corporate Matters” beginning on page no. 124 of this Prospectus.

**NOTES TO THE CAPITAL STRUCTURE****1. Share Capital History of our Company****a) The History of Equity Share Capital of our Company is disclosed below**

Date of Allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Form of allotment	Cumulative no. of Equity Shares
On Incorporation <sup>(i)</sup>	10,000	10.00	10.00	Cash	Subscription to MOA	10,000
September 16, 2014 <sup>(ii)</sup>	9,90,000	10.00	10.00	Cash	Rights Issue	10,00,000
August 06, 2016 <sup>(iii)</sup>	40,00,000	10.00	10.00	Cash	Rights Issue	50,00,000
August 09, 2017 <sup>(iv)</sup>	10,00,000	10.00	10.00	Cash	Issue against unsecured loan	60,00,000
July 05, 2018 <sup>(v)</sup>	12,37,500	10.00	16.00	Private Placement	Cash	72,37,500
August 16, 2018 <sup>(vi)</sup>	60,00,000	10.00	N.A	Other than Cash	Conversion of Preference Shares to Equity Shares	1,32,37,500
February 05, 2019 <sup>(vii)</sup>	25,17,500	10.00	16.00	Private Placement	Cash	1,57,55,000
January 15, 2020 <sup>(viii)</sup>	22,45,000	10.00	16.00	Rights Issue	Cash	1,80,00,000

\* All equity shares are fully paid-up as on the date of filing of this Prospectus. The details of shares fully paid-up are provided below:

**i. Initial Subscribers to the Memorandum of Association of our company**

Sr. No.	Name	No. of Equity Shares
1.	Rajesh Shah	4,000
2.	Krishna Shah	3,000
3.	Divyam Shah	3,000
<b>TOTAL</b>		<b>10,000</b>

**ii. Allotment of 9,90,000 Equity Shares of face value of ₹ 10.00/- each as per the details given below:**

Sr. No.	Name	No. of Equity Shares
1.	Rajesh Shah	2,96,000
2.	Krishna Shah	4,97,000
3.	Divyam Shah	1,97,000
<b>TOTAL</b>		<b>9,90,000</b>

**iii. Allotment of 40,00,000 Equity Shares of face value of ₹ 10.00/- each as per the details given below:**

Sr. No.	Name	No. of Equity Shares
1.	Rajesh Shah	15,00,000
2.	Krishna Shah	15,00,000
3.	Divyam Shah	10,00,000
<b>TOTAL</b>		<b>40,00,000</b>

iv. Allotment of 10,00,000 Equity Shares of face value of ₹ 10.00/- each as per the details given below:

Sr. No.	Name	No. of Equity Shares
1.	Rajesh Shah (HUF)	10,00,000
<b>TOTAL</b>		<b>10,00,000</b>

v. Allotment of 12,37,500 Equity Shares of face value of ₹ 10.00/- each as per the details given below:

Sr. No.	Name	No. of Equity Shares
1.	Bhaves Shah	4,12,500
2.	Paresh Shah	4,12,500
3.	Rakesh Shah	4,12,500
<b>TOTAL</b>		<b>12,37,500</b>

vi. Allotment of 60,00,000 Equity Shares of face value of ₹ 10.00/- each pursuant to conversion of 15% convertible Preference Shares to Equity Shares as per the details given below:

Sr. No.	Name	No. of Equity Shares
1.	Rajesh Shah	24,54,000
2.	Krishna Shah	17,03,000
3.	Divyam Shah	9,53,000
4.	Niranjana Shah	6,90,000
5.	Rajesh Shah (HUF)	2,00,000
<b>TOTAL</b>		<b>60,00,000</b>

vii. Allotment of 25,17,500 Equity Shares of face value of ₹ 10.00/- each as per the details given below:

Sr. No.	Name	No. of Equity Shares
1.	Rajesh Shah	8,05,000
2.	Vinesh Shah	4,12,500
3.	Rinkal Gada	5,50,000
4.	Suresh Gada	7,50,000
<b>TOTAL</b>		<b>25,17,500</b>

viii. Allotment of 22,45,000 Equity Shares of face value of ₹ 10.00/- each as per the details given below:

Sr. No.	Name	No. of Equity Shares
1.	Rajesh Shah	16,47,521
2.	Krishna Shah	4,99,158
3.	Niranjana Shah	98,321
<b>TOTAL</b>		<b>22,45,000</b>

**b) The history of the preference share capital of our Company is disclosed below**

Date of Allotment	Number of Preference Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Form of allotment	Cumulative no. of Preference Shares
October 29, 2014 <sup>(i)</sup>	40,00,000*	10.00	10.00	Cash	Private Placement Basis	40,00,000
August 09, 2017 <sup>(ii)</sup>	20,00,000*	10.00	10.00	Other than Cash	Issue against unsecured loan	60,00,000

*The Preference Shares have been converted by our Company into Equity Shares pursuant to resolution passed by the Board dated August 16, 2018.*

**i. Allotment of 40,00,000 15% Convertible Preference Shares of face value of ₹ 10.00/- each as per the details given below:**

Sr. No.	Name	No. of Preference Shares
1.	Rajesh Shah	19,54,000
2.	Krishna Shah	9,03,000
3.	Divyam Shah	9,53,000
4.	Niranjana Shah	1,90,000
<b>TOTAL</b>		<b>40,00,000</b>

**ii. Allotment of 20,00,000 15% Convertible Preference Shares of face value of ₹10.00/- each against the unsecured loan as per the details given below:**

Sr. No.	Name	No. of Preference Shares
1.	Rajesh Shah	5,00,000
2.	Krishna Shah	8,00,000
3.	Niranjana Shah	5,00,000
4.	Rajesh Shah (HUF)	2,00,000
<b>TOTAL</b>		<b>20,00,000</b>

**2. Issue of Equity Shares and Preference Shares for consideration other than cash or out of revaluation reserves**

Except as detailed below, our Company has not issued any Equity Shares and Preference Shares for consideration other than cash, on the date of this Prospectus

**a) Equity Shares**

Date of Issue Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for Allotment	Name of Allottee's	No. of Shares Allotted	Benefits Accrued
August 09, 2017 <sup>(v)</sup>	10,00,000	10.00	10.00	Issue against unsecured loan	Rajesh Shah (HUF)	10,00,000	Reduction in borrowing costs

**b) Preference Shares**

Date of Issue Allotment	Number of Preference Shares	Face Value (₹)	Issue Price (₹)	Reasons for Allotment	Name of Allottee's	No. of Shares Allotted	Benefits Accrued
August 09, 2017 <sup>(vi)</sup>	20,00,000*	10.00	10.00	Issue against unsecured loan	Rajesh Shah Krishna Shah Niranjana Shah Rajesh Shah (HUF)	5,00,000	Reduction in borrowing costs
						8,00,000	
						5,00,000	
						2,00,000	

*The Preference Shares have been redeemed by our Company pursuant to resolution passed by the Board dated August 16, 2018.*

### **3. Issue of specified securities at a price lower than the Issue Price in the last year**

Except as disclosed above under “Capital Structure - History of Equity Share capital of our Company” and “Capital Structure – History of preference share capital of our Company” on beginning page no. 65 of this Prospectus, our Company has not issued any Equity Shares or preference shares at a price which may be lower than the Issue Price during a period of one year preceding the date of this Prospectus.

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 230-234 of the Companies Act, 2013.
5. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
6. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees.
7. As on the date of this Prospectus, our Company does not have any preference share capital.
8. The Issue Price shall be determined by our Company in consultation with the Lead Manager.

## 9. Shareholding Pattern of our Company:

The table below presents the shareholding pattern of our Company as on the date of this Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No of fully paid-up equity shares held (IV)	No of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR, 1957) (As a % of (A + B + C2) (VIII))	Number of Voting Rights held in each Class of securities (IX)		No of underlying outstanding convertible securities (incl. Warrants)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI) =VII +X)	Number of Locked in shares (XII)		No. of shares Pledged or Otherwise Encumbered (XIII)		No. of Equity shares held in Demat Form (XIV)
								No of voting Right	Total as % of (A+B+C)			No (a)	As a % of total shares held (b)	No (a)	As a % of total shares held (b)	
<b>A</b>	Promoter and Promoter Group	5	1,48,50,000	--	--	1,48,50,000	82.50%	1,48,50,000	82.50%	--	--	--	--	--	--	1,48,50,000
<b>B</b>	Public	6	31,50,000	--	--	31,50,000	17.50%	31,50,000	17.50%	--	--	--	--	--	--	31,50,000
<b>C</b>	Non-Promoter Non-Public	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
<b>C1</b>	Shares Underlying DRs	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
<b>C2</b>	Shares held by Employee Trusts	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
	<b>Total (A+B+C)</b>	<b>11</b>	<b>1,80,00,000</b>			<b>1,80,00,000</b>	<b>100.00%</b>	<b>1,80,00,000</b>	<b>100.00%</b>	<b>--</b>	<b>-</b>					<b>1,80,00,000</b>

\*As on the date of this Prospectus 1 Equity Share holds 1 Vote.

10. The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

Particulars	Pre-Issue		Post-Issue	
	Number of Shares	Percentage (%) holding	Number of Shares	Percentage (%) holding
<b>Promoters (A)</b>				
Rajesh Shah	67,06,521	37.26	67,06,521	27.37
Divyam Shah	21,53,000	11.96	21,53,000	8.79
<b>Total (A)</b>	<b>88,59,521</b>	<b>49.22</b>	<b>88,59,521</b>	<b>36.16</b>
<b>Promoter Group (B)</b>				
Krishna Shah	40,02,158	22.23	40,02,158	16.34
Yashvi Shah	7,88,321	4.38	7,88,321	3.22
Rajesh Shah (HUF)	12,00,000	6.67	12,00,000	4.90
<b>Total (B)</b>	<b>59,90,479</b>	<b>33.28</b>	<b>59,90,479</b>	<b>24.45</b>
<b>Total (A+B)</b>	<b>1,48,50,000</b>	<b>82.50</b>	<b>1,48,50,000</b>	<b>60.61</b>

11. Details regarding major shareholders:

- (a) List of shareholders holding 1% or more of the paid-up capital of our company as on date of this Prospectus:

Particulars	Number of Shares	Percentage (%) holding
Rajesh Shah	67,06,521	37.26
Divyam Shah	21,53,000	11.96
Krishna Shah	40,02,158	22.23
Yashvi Shah	7,88,321	4.38
Rajesh Shah (HUF)	12,00,000	6.67
Bhaves Shah	4,12,500	2.29
Paresh Shah	4,12,500	2.29
Rakesh Shah	4,12,500	2.29
Vinesh Shah	4,12,500	2.29
Rinkal Gada	7,50,000	4.17
Suresh Gada	7,50,000	4.17

- (b) List of shareholders holding 1% or more of the paid-up capital of our company as on date two (2) years prior to the date of the Prospectus:

Particulars	Number of Shares	Percentage (%) holding
Rajesh Shah	50,59,000	32.11
Divyam Shah	21,53,000	13.67
Krishna Shah	35,03,000	22.23
Niranjana Shah	6,90,000	4.38
Rajesh Shah (HUF)	12,00,000	7.62
Bhaves Shah	4,12,500	2.62
Paresh Shah	4,12,500	2.62
Rakesh Shah	4,12,500	2.62
Vinesh Shah	4,12,500	2.62
Rinkal Gada	7,50,000	4.76
Suresh Gada	7,50,000	4.76



- (c) List of shareholders holding 1% or more of the paid-up capital of our company as on date one (1) year prior to the date of the Prospectus:

Particulars	Number of Shares	Percentage (%) holding
Rajesh Shah	67,06,521	37.26
Divyam Shah	21,53,000	11.96
Krishna Shah	40,02,158	22.23
Yashvi Shah	7,88,321	4.38
Rajesh Shah (HUF)	12,00,000	6.67
Bhaves Shah	4,12,500	2.29
Paresh Shah	4,12,500	2.29
Rakesh Shah	4,12,500	2.29
Vinesh Shah	4,12,500	2.29
Rinkal Gada	7,50,000	4.17
Suresh Gada	7,50,000	4.17

- (d) List of shareholders holding 1% or more of the paid-up capital of our company as on date ten (10) days prior to the date of the Prospectus:

Particulars	Number of Shares	Percentage (%) holding
Rajesh Shah	67,06,521	37.26
Divyam Shah	21,53,000	11.96
Krishna Shah	40,02,158	22.23
Yashvi Shah	7,88,321	4.38
Rajesh Shah (HUF)	12,00,000	6.67
Bhaves Shah	4,12,500	2.29
Paresh Shah	4,12,500	2.29
Rakesh Shah	4,12,500	2.29
Vinesh Shah	4,12,500	2.29
Rinkal Gada	7,50,000	4.17
Suresh Gada	7,50,000	4.17

12. Our Company presently does not have any intention, proposal, negotiation or consideration to alter its capital structure within a period of six (6) months from the date of Issue Opening Date, by way of split/ consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise or issue of bonus or rights, except that if we acquire companies / business or enter into joint venture(s) or for any regulatory compliance, we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

### 13. Details of our Promoters' Shareholding

As on the date of this Prospectus, our Promoters Rajesh Shah and Divyam Shah are holding 88,59,521 Equity Shares, constituting 49.22% of the pre- issued, subscribed and paid-up Equity Share capital of our Company.

#### Build-up of our Promoters' Shareholding in Our Company

##### 1. Rajesh Shah

Date of Allotment / Acquisition / Sale	Number of Equity Shares		Face Value (Rs)	Issue Price (Rs)	Nature of Consideration (Cash / Other than Cash)	Nature Allotment	% of pre issue share capital	% of post issue share capital
On Incorporation	4,000	-	10.00	10.00	Cash	Subscription to MOA	0.02	0.02
September 16, 2014	2,96,000	-	10.00	10.00	Cash	Right Issue	1.64	1.21
August 06, 2018	15,00,000	-	10.00	10.00	Cash	Right Issue	8.33	6.12
August 16, 2018	24,54,000	-	10.00	10.00	Other than Cash	Conversion from Preference Share to Equity Share	13.63	10.02
February 02, 2019	8,05,000	-	10.00	16.00	Cash	Preferential Allotment	4.47	3.29
January 15, 2020	16,47,521	-	10.00	16.00	Cash	Right Issue	9.15	6.72
<b>Total</b>	<b>67,06,521</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>37.26</b>	<b>27.37</b>

## 2. Divyam Shah

Date of Allotment / Acquisition / Sale	Number of Equity Shares		Face Value (Rs)	Issue Price (Rs)	Nature of Consideration (Cash / Other than Cash)	Nature Allotment	% Of pre issue share capital	% of post issue share capital
On Incorporation	3,000	-	10.00	10.00	Cash	Subscription to MOA	0.02	0.01
September 16, 2014	1,97,000	-	10.00	10.00	Cash	Right Issue	1.09	0.80
August 06, 2018	10,00,000	-	10.00	10.00	Cash	Right Issue	5.56	4.08
August 16, 2018	9,53,000	-	10.00	10.00	Other than Cash	Conversion from Preference Share to Equity Share	5.29	3.89
<b>Total</b>	<b>21,53,000</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11.96</b>	<b>8.79</b>

14. All the Equity Shares held by our Promoters were fully paid. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

15. As on Date of filing Prospectus we have Eleven (11) shareholders

16. There has been no acquisition and sale/transfer of Equity Shares by our Promoters in last six (6)

months

- 17.** No financing arrangements have been entered by the members of the Promoter Group, the Directors or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six (6) months preceding the date of filing of this Prospectus.

**18. Details of Promoters' Contribution and Lock-in for Three Years**

Pursuant to the Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years.. As on date of this Prospectus, our Promoters collectively hold 88,59,521 Equity Shares constituting 36.16 % of the Post Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoters' Contribution.

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

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

Date of Allotment/transfer/made fully paid up	Nature of acquisition	Number of Equity Shares	Face Value per Equity Share (in Rs)	Issue price per Equity Share (in Rs)	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital	Lock-in Period
<b>Rajesh Shah</b>							
On incorporation	Subscription to MOA	4,000	10.00	10.00	0.02	0.02	3 Years
September 16, 2014	Right Issue	2,96,000	10.00	10.00	1.64	1.21	3 Years
August 06, 2018	Right Issue	15,00,000	10.00	10.00	8.33	6.12	3 Years
August 16, 2018	Conversion from Preference Share to Equity Share	24,54,000	10.00	10.00	13.63	10.02	3 Years
February 02, 2019	Preferential Allotment	8,05,000	10.00	16.00	4.47	3.29	3 Years
<b>Total</b>		50,59,000			28.11	20.65	

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- (i) The Equity Shares acquired during the three (3) years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets, or bonus shares issued out of revaluations reserves or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoter's Contribution;
- (ii) The Equity Shares acquired during the year preceding the date of this Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue is not part of the minimum promoter's contribution;

The Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance

Specific written consent has been obtained from the Promoters for inclusion of 50,59,000 Equity Shares for ensuring lock-in of three years to the extent of minimum 20.65 % of post issue Paid-up Equity Share Capital from the date of allotment in the public Issue.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations. The Promoters' Contribution constituting 50,59,000 Equity Shares which is 20.65 % of the post issue capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue.

As on the date of this Prospectus, some of the Equity Shares held by the Promoters and members of the promoter Group are in dematerialised form. **Equity Shares locked-in for one year other than Minimum Promoters' Contribution.**

Pursuant to regulation 238(b) and 239 of the SEBI (ICDR) Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three (3) years, all pre-Issue Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

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

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock- in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

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

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

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

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

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

- a) In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;
  - b) The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
  - c) The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- 22.** Our Company, our Directors and the Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
- 23.** As on date of the Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants shall be issued fully paid-up equity shares.
- 24.** Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
- 25.** 5,00,000 Equity Shares are reserved for allocation to Eligible Employees (as defined) under the Employee Reservation Portion, subject to valid Bids being received at the Offer Price (net of Employee Discount, as applicable for the Employee Reservation Portion). Only Eligible Employees shall be eligible to apply in this Offer under the Employee Reservation Portion. Bids by Eligible Employees could also be made in the Net Issue and such Bids were not treated as multiple Bids. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000.
- 26.** Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
- 27.** As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
- 28.** As per RBI regulations, OCBs are not allowed to participate in this Issue.
- 29.** Our Company has not raised any bridge loans.
- 30.** None of our other Promoters or members of our Promoter Group will participate in the Issue.

- 31.** Our Company has not made any public issue since its incorporation.
- 32.** As on the date of this Prospectus, the Lead Manager and their respective associates (determined as per the definition of 'associate Company' under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company.

Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Prospectus and Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

## SECTION - IV – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue comprises of fresh issue of 65,00,000 Equity Shares by our Company aggregating Rs 4,515 Lakhs ("Issue"). Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees.

**Our Company proposes to utilize the Net Proceeds from the Issue towards the following objects:**

1. Meeting incremental working capital requirements
2. Repayment of unsecured loan availed by our company
3. General corporate purposes

***(Collectively referred to as "Objects")***

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchange, enhancement of our Company's brand name and creation of a public market for our Equity Shares in India.

The main objects clause and the objects ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

### NET PROCEEDS

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

<i>(₹. In lakhs)</i>	
Particulars	Estimated Amount
Gross Proceeds from the Issue*	4,515.00
Less: Issue related expenses*	248.19
<b>Net proceeds of the Issue*</b>	<b>4,266.81</b>

### REQUIREMENT OF FUNDS AND UTILIZATION OF NET PROCEEDS

<i>(₹. In lakhs)</i>	
Particulars	Estimated Amount
Meeting incremental working capital requirements*	2233.70
Repayment and/or pre-payment of unsecured loan *	904.36
General corporate purposes*#	1128.75

*\*to be updated in the prospectus prior to filing with RoC*

*#the amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the issue*

We may have to revise our expenditure and fund requirements as a result of variations in cost estimates on account of variety of factors such as changes in our financial condition, business or strategy as well as external factors which may not be in our control and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management. In case of any surplus after utilization of the Net Proceeds for the stated objects, we may use such surplus towards general corporate

purposes. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the aforementioned objects of the Issue, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in subsequent financial years towards the aforementioned objects.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be done through internal accruals through cash flows from our operations and debt. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

The above estimates are based on current conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, business or strategy. For further details of factors that may affect these estimates, see section titled “Risk Factors” on beginning on page no. 24 of this Prospectus.

#### **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 set forth in the table below:

**(₹. In lakhs)**

<b>Particulars</b>	<b>Amount to be funded from Issue Proceeds</b>	<b>Amount already deployed</b>	<b>Amount to be deployed in FY 2021-22</b>	<b>Amount to be deployed in FY 2022-23</b>
Meeting incremental working capital requirements	2233.70	0.00	2233.70	0.00
Repayment and/or pre-payment of unsecured loan	904.36	0.00	904.36	0.00
General corporate purposes*	1128.75	0.00	1000.00	128.75

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

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects as described in the Financial Year 2021-22 & 2022-23. In the event that the estimated utilization of the Net Proceeds in financial year 2023 is not completely met, the same shall be utilized, in part or full, in the next financial year or a subsequent period towards the Objects.

#### **MEANS OF FINANCE**

The fund requirements mentioned above are based on internal management estimates of our Company and have not been verified by the lead manager or appraised by any bank or financial institution or any other external agency. Given the dynamic nature of our business and our Company, we may have to revise the estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest rate fluctuations. Consequently, the fund requirements



of our Company are subject to revisions in the future at the discretion of the management. In addition, the estimated dates of completion of various plans as described herein are based on management's current expectations and are subject to change due to various factors, some of which may not be in our control.

We confirm that there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations 2018 and Clause 9(C) 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.

## DETAILS OF THE OBJECTS OF THE ISSUE

### 1. Meeting incremental working capital requirements

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, financing from banks and unsecured loans from body corporates, Directors & shareholders. As on March 31, 2019, March 31, 2020 and March 31, 2021, the amount outstanding on our Company's fund based working capital facilities was ₹ 1646.09 Lakhs, ₹ 2266.89 Lakhs and ₹ 1780.83 Lakhs respectively as per Restated Financial Statements and the amount outstanding on our Company's non-fund based working capital facility was ₹ 351.33 Lakhs, ₹ 1027.61 Lakhs and ₹ 2140.24 Lakhs respectively. As on June 30, 2021, our outstanding working capital facilities comprised fund-based limit of ₹ 1944.15 Lakhs and non- fund facilities of ₹ 2314.19 Lakhs. For further details, please refer to the chapter titled "Financial Indebtedness" beginning on page no. 199 of the Prospectus.

Basis of estimation of working capital requirement, the details of Company's working capital as at June 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 and the source of funding, on the basis of Restated Financial Information of our Company as at June 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 are provided in the table below:

(₹. In lakhs)					
Sr No	Particulars	Amount as on June 30, 2021	FY 2021 (Audited)	FY 2020 (Audited)	FY 2019 (Audited)
I	<b>Current assets</b>				
	Inventories	8,972.32	8,232.77	7,954.80	5,093.07
	Trade receivables	2,333.15	2,401.58	1,609.15	1,694.53
	Other current assets*	703.05	675.79	717.46	559.60
	<b>Total Current Assets (A)</b>	<b>12,008.52</b>	<b>11,310.15</b>	<b>10,281.41</b>	<b>7,347.20</b>
II	<b>Current liabilities</b>				
	Trade payables	4,596.14	4,842.32	4,315.26	2,430.00
	Other liabilities	1,062.80	970.51	850.79	620.63
	<b>Total current liabilities (B)</b>	<b>5,658.94</b>	<b>5,812.83</b>	<b>5,166.05</b>	<b>3,050.63</b>
III	<b>Net working capital (A – B)</b>	<b>6,349.58</b>	<b>5,497.32</b>	<b>5,115.36</b>	<b>4,296.58</b>
	<b>Sources of funds</b>				
	Internal accruals	1,733.64	1,722.15	959.61	635.67
	Borrowings	4,615.94	3,775.17	4,155.75	3660.91

\* Other current assets exclude Cash and Cash Equivalents

For further details, please refer to "Restated Financial Information" beginning on page no. 149, respectively.

On the basis of existing and estimated working capital requirement of our Company and assumptions for such working capital requirements, for Financial Year 2022 and 2023 and the proposed funding of such working capital requirements as set forth below:

(₹. In lakhs)

Sr No	Particulars	FY 2022 (Estimated)	FY 2023 (Estimated)
<b>I</b>	<b>Current assets</b>		
	Inventories	8900.00	9275.00
	Trade receivables	3190.00	3429.00
	Other current assets*	781.00	819.00
	<b>Total Current Assets (A)</b>	<b>12871.00</b>	<b>13523.00</b>
<b>II</b>	<b>Current liabilities</b>		
	Trade payables	5987.70	5482.80
	Other liabilities	861.01	840.50
	<b>Total current liabilities (B)</b>	<b>6848.71</b>	<b>6323.30</b>
<b>III</b>	<b>Net working capital requirements (A – B)</b>	<b>6022.29</b>	<b>7199.70</b>
	<b>Sources of funds</b>		
	Internal accruals	1938.59	5349.70
	Borrowings	1850.00	1850.00
	Issue proceeds	2233.70	0.00 ]

\* Other current assets exclude Cash and Cash Equivalents

Our Company proposes to utilize ₹ 2233.70 from the Net Proceeds towards funding our working capital requirements. In addition to the Net Proceeds, our Company expects that the funding pattern for working capital requirements for Fiscals 2022 and 2023 will comprise of working capital facilities and internal accruals.

The table below contains the details of the holding levels (in number of days or relevant matrix as applicable) considered and is derived from the Restated Financial Information for Fiscal 2019, Fiscal 2020 and Fiscal 2021 and for the three months ended June 30, 2021, the projections for Fiscal 2022 and Fiscal 2023 and the assumptions based on which the working plan projections has been made and approved by our Board of Directors:

Assumptions for our estimated working:

Particulars	FY 2023 (Estimated)	FY 2022 (Estimated)	June 30, 2021	FY 2021 (Audited)	FY 2020 (Audited)	FY 2019 (Audited)
Trade receivables	60.00	67.00	67.54	61.62	41.25	57.26
Inventories	230.00	266.00	289.16	299.39	291.36	242.48
Trade payables	136.00	180.00	148.13	176.10	158.06	115.69

#### Key justifications for holding levels

Key assumptions for working capital projections made by our Company:

S. No.	Particulars	Assumptions
<b>Current Assets</b>		
1.	Trade receivables	The Trade period is marginally higher considering the effect of COVID-19 pandemic. The Company would optimize the trade receivable days going forward and is estimated to be around 60 days in FY 2023 as against 67 days in FY 2022.
2.	Inventories	Company is in growing phase and are exploring new markets for business expansion for fast delivery and timely execution of orders company has to maintain stock. This is also based on the fact that the Company has to reply on imported raw materials.
<b>Current Liabilities</b>		
1.	Trade payables	The Company enjoys the buyers credit facility for its import payables. The company will rationalize its trade payable period to maximize its return on capital.

## 2. Repayment of unsecured loan availed by our company

As on June 30, 2021, our Company had total outstanding unsecured borrowings ₹ 1004.36 lakhs, which are proposed to be repaid/prepaid from the issue proceeds, amounting to ₹ 904.36 Lakhs. of the said borrowings, , including unsecured borrowings of ₹ 500.00 Lakhs availed by our Company from M/s. Divya Ply Agency Private Limited (one of our group companies). We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness. We believe that reducing our indebtedness will result in enhanced equity base, reduce our financial costs, improve our profitability and improve our leverage capacity.

The following table sets forth details of certain unsecured borrowings proposed to be repaid:

(₹. In lakhs)					
Name of the lender	Type of loan	Amount outstanding as on June 30, 2021	Interest (% p.a.)	Purpose of loan availed	Amount to be repaid from issue proceeds
HDK International Private Limited <sup>(i)</sup>	Unsecured	100.00	9%	Working Capital	100.00
Zodiac Developers Private Limited <sup>(ii)</sup>	Unsecured	104.36	9%	Working Capital	104.36
Divya Ply Agency Private Limited <sup>(iii)</sup>	Unsecured	500.00	15%	Working Capital	400.00
Millennium Investment and Financial Services Private Limited <sup>(iv)</sup>	Unsecured	300.00	9%	Working Capital	300.00
<b>Total</b>		<b>1004.36</b>			<b>904.36</b>

- (i) Various dates starting Year 2020-21
- (ii) Various dates starting Year 2018-19, 2019-20 and 2020-21
- (iii) Various dates starting Year 2018-19, 2019-20 and 2020-21
- (iv) Various dates starting (i) Year 2018-19, 2019-20 and 2020-21
- Repayment is based on available cash flow and as agreed mutually.

Notes:

1) as certified by M/s. Jogin Raval and Associates , Chartered Accounts vide their certificate dated November 22, 2021 having UDIN No. 21122197AAAAFL7754

### 3. General corporate purposes

In terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be used for general corporate purposes is estimated not to exceed 25.00% of the gross proceeds of the issue.

Our management will have flexibility in applying Rs 1128.75 lakhs from the Net Proceeds towards general corporate purposes, including but not restricted to financing working capital requirements, capital expenditure, acquiring business premises, meeting exigencies, repaying long term loans etc. or any other purpose as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

Our management in accordance with the policies of the Board, will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company from time to time.

#### ESTIMATED ISSUE RELATED EXPENSES

The details of the estimated issue related expenses are as below:

Particulars	Estimated expenses (₹. In lakhs)	As a % of total estimated issue related expenses	As a % of the total Issue size
Lead manager fees including underwriting commission	11.00	4.43	0.24
Brokerage, selling, commission and upload fees	120.00	48.35	2.66
Registrar to the issue	0.50	0.20	0.01
Legal and other advisory services	5.00	2.01	0.11
Advertising and marketing expenses	80.00	32.23	1.77
Regulators including stock exchange	3.50	1.41	0.08
Printing and distribution of issue stationery	3.19	1.29	0.07
Others, if any (market making, depositories, marketing fees, secretarial, peer reviewed auditors etc.)	25.00	10.07	0.55
<b>Total estimated issue related expenses</b>	<b>248.19</b>	<b>100.00</b>	<b>5.50</b>

Notes:

1. The fund deployed out of internal accruals as on November 22, 2021 is Rs. 4.25 lakhs towards issue expenses vide certificate dated November 22, 2021 having UDIN 21122197AAAAFI1770 received from Jogin Raval & Associates, Chartered Accountants and the same will be recouped out of issue expenses
2. Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs

ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Issue is made as per Phase I of UPI Circular)	Rs 10.00 per application on wherein shares are allotted
Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them)	Rs 10.00 per application on wherein shares are allotted
Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank	Rs 10.00 per application on wherein shares are allotted
Sponsor Bank shall be payable processing fees on UPI application processed by them	Rs 10.00 per application on wherein shares are allotted

3. No additional uploading / processing charges shall be payable to the SCSBs on the applications directly procured by them
4. The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries
5. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

#### **INTERIM USE OF NET PROCEEDS**

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with the scheduled commercial banks for the necessary duration. Such deposits will be approved by our Board from time to time. Our Company confirms that, pending utilization of the Net Proceeds for the purposes described above, it shall not use the funds for any investment in any other equity or equity linked securities

#### **BRIDGE FINANCING FACILITIES**

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds

#### **APPRAISAL REPORT**

None of the Objects of the Issue for which the Net Proceeds will be utilized has been appraised by any agency

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

Since our issue size, does not exceed one hundred crore rupees, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations

Our Audit Committee shall monitor the utilization of the proceeds of the Issue. We will disclose the utilization of the Net Proceeds, including interim use, under a separate head specifying the purpose for which such proceeds have been utilized along with details, if any in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds

of the Issue in our balance sheet for the relevant financial years subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to Regulation 32(5) of the SEBI Listing Regulations, our Company shall disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilized for purposes other than those stated in this Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Net Proceeds have been utilized in full. The statement shall be certified in accordance with Regulations 32(5) of the SEBI Listing Regulations. Furthermore, in accordance with the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including deviations, if any, in the utilization of the Net Proceeds of the Issue from the objects of the Issue as stated above and details of category wise variation in the actual utilization of the Net Proceeds of the Issue from the objects of the Issue as stated above. The information will also be published in newspapers simultaneously with the submission of such information to the Stock Exchanges, after placing the same before the Audit Committee. We will disclose the utilization of the Net Proceeds under a separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilized clearly specifying the purpose for which such Net Proceeds have been utilized

#### **VARIATION IN OBJECTS**

In accordance with Sections 13(8) and 27 of the Companies Act 2013 and the SEBI ICDR Regulations, our Company shall not vary the Objects of the Fresh Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders. 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 2013. Pursuant to the Companies Act 2013, the Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act 2013 and provisions of the SEBI ICDR Regulations.

#### **OTHER CONFIRMATION**

Except for the repayment of unsecured borrowings to be made to our group company Divya Ply Agency Private Limited, there are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoters, members of the Promoter Group, Directors, Group Companies or Key Managerial Personnel. Our Company has not entered into and is not planning to enter into any arrangement / agreements with our Promoters, Directors, Key Managerial Personnel or our Group Companies in relation to the utilization of the Net Proceeds.

## BASIS FOR ISSUE PRICE

The Issue Price of Rs 70.00 per equity share is determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is ₹ 10 per Equity Share and Issue Price is ₹ 70.00 per equity share. The Issue Price is 7.00 times the face value and 6.3 times the face value in case of Employees Reservation.

Investors should refer sections / chapter titled “Risk Factors”, “Business Overview”, “Financial Statements” and “Management Discussion and Analysis of Financial Condition and Results of Operations” beginning on beginning page no. 24, 97, 149 and 193 respectively of this Prospectus to get an informed view before making an investment decision. The trading price of the Equity shares of our Company could decline due to risk factors and you may lose all or part of your investments.

### Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Issue Price are:

- Brand Image
- Collaborative and experienced work force
- Diversified client base with long standing relationship and ability to cross-sell value added products
- Extensive distribution network supported by advanced information technology capabilities with 79 distributors and presence in various countries like USA, Uganda, Columbo, New York, Brazil, Kenya, Nepal, Oman, Egypt.
- Consistent financial performance
- Commitment of Euramax to work with our Company as the only ACP producer – partner in India.

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Business Overview” beginning on page no. 97 of this Prospectus.

### Quantitative Factors

The information presented in this section for the financial year ended June 30, 2021 is derived from our Restated Consolidated Financial Statements. For more details on financial information, investors please refer the section titled “Restated Financial Statements” beginning on page no. 149 of this Prospectus.

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

#### 1. Basic and Diluted Earnings per Share (EPS)

Year / Period ended	Basis and Diluted EPS	Weights
March 31, 2019	3.56	1.00
March 31, 2020	2.44	2.00
March 31, 2021	2.06	3.00
Weightage Average	2.44	
Three-month period ended June 30, 2021*	1.04	

\* Not annualized

Note:

- 1) *Basic and diluted earnings per share calculations are in accordance with Indian GAAP and Accounting Standard as applicable*
- 2) *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*
- 3) *Weighted Average EPS = Aggregate of Year wise weighted EPS divided by the Aggregate weights i.e [(EPS \*Weights) for each year / Total Weights]*
- 4) *The above statement should be read with significant accounting policies and notes on Restated Financial Information as appearing in the Restated Financial Statements.*

## 2. Price to Earnings (P/E) ratio in relation to Issue Price ₹. 70.00 per Equity Share

Particulars	P/E ratio
P/E ratio based on Basic EPS as per the Restated Financial Statements for the year ended March 31, 2021	33.98
P/E ratio based on Diluted EPS as per the Restated Financial Statements for the year ended March 31, 2021	33.98
<b>Industry*</b>	
Lowest	NA
Highest	NA
Average	NA

*\*We believe there are no listed peer group comparable companies in India which are engaged in similar line of business of manufacturing of Aluminum Composite Panels. Further, there are no listed entities which are focused exclusively on the segment in which we operate.*

## 3. Return on Net worth (RoNW)

Return on Net Worth (RoNW) as per restated financial statements are as follows:

Financial Year / Period ended	RONW (%)	Weights
March 31, 2021	18.09	3.00
March 31, 2020	13.53	2.00
March 31, 2019	11.21	1.00
Weighted Average	15.42	
June 30, 2021*	5.38	

*\* Not annualized*

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

- 1) *Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year / period end.*  
  
*“Net Worth” means the aggregate value of the paid-up share capital of our Company and all reserves created out of profits and securities premium account, as per the restated statement of assets and liabilities of our Company in the Restated Financial Information.*
- 2) *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*



#### 4. Net Asset Value

Net Asset Value per Equity Share	Rs per share
As on June 30, 2021	19.38
As of March 31, 2021	18.34
After the Issue	31.90
Issue Price	70.00

*Note: Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares at the end of the year / period*

*“Net Worth” means the aggregate value of the paid-up share capital of our Company and all reserves created out of profits and securities premium account, as per the restated statement of assets and liabilities of our Company in the Restated Financial Information.*

#### 5. Comparison with listed industry peers

Our Company is engaged in the business of manufacturing of Composite Aluminum Panels. We believe none of the listed companies in India are engaged in the portfolio of business similar to ours.

The Issue Price of ₹ 70.00 per equity share has been determined by the Company in consultation with the lead manager on the basis of an assessment of market demand for the equity shares through the fixed price issue process and on the basis of qualitative and quantitative factors.

Prospective investors should read the above-mentioned information along with “Risk Factors”, “Business Overview”, “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Restated Financial Statements” beginning on page no. 24, 97, 193 and 149, respectively, to have a more informed view. The trading price of the equity shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

## STATEMENT OF TAX BENEFITS

To,

The Board of Directors

Euro Panel Products Limited

702, 7th Floor, Aravalli Business Centre,

Ramdas Sutrale Road, Borivali (West),

Mumbai 400092, Maharashtra, India.

Dear Sir,

**Sub: Statement of possible Special Tax Benefits ("the Statement") available to Euro Panel Products Limited ("the Company") and its Shareholders prepared in accordance with the requirements of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ("the Regulations").**

We report that the enclosed statement in the Annexure I, states the possible special tax benefits under direct and indirect tax laws presently in force in India, available to the Company and its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure I are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for 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 Offer. Neither are we suggesting nor advising the investor to invest in the Offer based on this statement. Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits have been/would be met.
- the revenue authorities will concur with the views expressed herein.

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws. We hereby give consent to include this statement of special tax benefits in the draft prospectus and prospectus and in any other material used in connection with the Offer (together, the "Offer Documents").

This certificate is issued for the sole purpose of the Offer, and can be used, in full or part, for inclusion in the Offer Documents, and for the submission of this certificate as may be necessary, to any regulatory / statutory/ judicial authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the Lead Manager in connection with the Offer and in accordance with applicable law, and for the purpose of any Defense the Lead Manager may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

This certificate may be relied on by the Lead Manager, their affiliates and legal counsel in relation to the Offer.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

The enclosed annexure is intended for your information and for inclusion in the Draft Prospectus and Prospectus or any other issue related material in connection with the proposed Fresh Issue of Equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

**For Jogin Raval & Associates**  
**Chartered Accountants**

**CA Jogin Raval**  
**Proprietor**  
**M. No.: 122197**  
**FRN No.: 128586W**

**Place: Mumbai**  
**Date: October 13, 2021**  
**UDIN: 21122197AAAAEP2822**

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

Outlined below are the possible special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 (the "Act") as amended by the Finance Act, 2020 applicable for the Financial Year 2020-21 relevant to the Assessment Year 2021-22, presently in force in India.

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

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

### **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.

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

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

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We undertake to update you in writing of any changes in the abovementioned position until the date the Equity Shares issued pursuant to the Offer commence trading on the stock exchanges. In the absence of any communication from us till the Equity Shares commence trading on the stock exchanges; you may assume that there is no change in respect of the matters covered in this certificate.

**For Jogin Raval & Associates**  
**Chartered Accountants**

**CA Jogin Raval**  
**Proprietor**  
**M. No.: 122197**  
**FRN No.: 128586W**

**Place: Mumbai**  
**Date: October 13, 2021**  
**UDIN: 21122197AAAAEP2822**

## SECTION V – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from the from various government publications and industry sources. Neither we, the Lead Manager or any of our or their respective affiliates or advisors nor any other person connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

Before deciding to invest in the Equity Shares, prospective investors should read this entire Prospectus, including the information in the sections "*Risk Factors*" and "*Financial Statements*" beginning on page no. 24 and 149 of this Prospectus, respectively. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section "*Risk Factors*" beginning on page no. 24 of this Prospectus. Accordingly, investment decisions should not be based on such information.

#### INDUSTRY

##### INTRODUCTION

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development.

##### MARKET SIZE

According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDIs in the construction development sector (townships, housing, built up infrastructure and construction development projects) and construction (infrastructure) activities stood at US\$ 26.08 billion and US\$ 24.72 billion, respectively, between April 2000 and March 2021. In FY21, infrastructure activities accounted for 13% share of the total FDI inflows of US\$ 81.72 billion.

The market is segmented by Top Coatings (PE, PVDF, and Other Top Coatings), Application (Interior Decoration, Hoarding, Insulation, Cladding, Railway Carrier, Column Cover & Beam Wrap, and Other Applications), End-user Industry (Building and Construction, Transportation, and Other End-user Industries), and Geography (Asia-Pacific, North America, Europe, South America, and Middle-East and Africa).

The Aluminum Composite Panel (ACP) market is expected to register a CAGR of over 6% during the forecast period. Aluminum Composite Panel (ACP) is a flat panel crafted out of two aluminum alloy sheets bonded with a non-aluminum core, in order to form a composite. It is used as cladding or facade material of buildings, insulation, and signage. In addition, ACPs have many applications associated with body paneling, in the automotive industry.

- Increasing demand for PVDF-based aluminum composite panels is expected to drive the demand for the market, during the forecast period.

- Availability of cheaper alternatives is likely to hinder the market growth.
- Large-scale investments on hotels in ASEAN countries are projected to act as an opportunity for the market, in the future.

#### **KEY MARKET TRENDS**

- ACPs are lightweight and have an impressive strength to weight ratio. They provide improved rigidity and durability, weather and UV resistance, superior thermal and sound insulations, and resistivity to harsh conditions, such as acids, alkali salts, and pollution.
- Owing to the aforementioned factors, they find widespread applications in interior decorations, claddings, building exterior wall insulations and coverings, and exterior and interior components of transportation vehicles, such as ships, trucks, and passenger cars, among others.
- The construction industry has been witnessing rapid growth since the past few years, mainly on account of the large investments and demand for infrastructure in the emerging economies, such as China, India, Brazil, and Russia, among others.
- Increased construction industry urbanization and development has led, especially in the Asia-Pacific and South America, to an increase in the demand for aluminum composite panels.
- In addition, high surface corrosion resistance and significant applications are expected to drive market growth in kitchens, bathrooms, walls, ceilings.
- Currently, the construction industry is majorly witnessing strong growth in the Asia-Pacific and Middle East & African regions.
  - In the Asia-Pacific region, India is anticipated to remain the fastest growing G20 economy. The Indian government announced a target of USD 376.5 billion investment in infrastructure over a period of three years, including USD 120.5 billion for developing 27 industrial clusters, and USD 75.3 billion for road, railway, and port connectivity projects.
  - In the Middle East, Qatar is expected to be among the fastest-growing construction markets, globally, till 2022. Qatar's construction market, with a projected growth of 12.1%, between 2017 and 2021, is expected to benefit from the investment in the preparations of the FIFA World Cup 2022, which is being hosted by Qatar. This is anticipated to further influence the growth in sales and applications of ACP in the construction sector, in that particular region.

All the aforementioned factors, in turn, are expected to increase the demand for the ACPs during the forecast period.

#### ***Asia-Pacific Region to Dominate the Market***

- The Asia-Pacific region dominated the global market share. Factors, such as growing construction activities and preference for low maintenance building products, are favoring the market growth.
- Large-scale investments on hotels, by tourism departments of ASEAN countries, provide lucrative opportunities for the growth of the market, owing to their use in interior decoration purposes for aesthetic appeal.
- India is the fastest-growing construction market in the Asia-Pacific region. The construction sector in India has been growing rapidly, with increased investment by the government. The Indian government's 'Housing for All by 2022' is also a major game-changer for the industry.

- The country is likely to witness an investment of around USD 1.3 trillion in housing over the next seven years, where the country is likely to witness the construction of 60 million new homes. The availability of affordable housing is expected to rise around 70%, by 2024, in India.
- The increasing investments in the residential and commercial sectors, along with strategic initiatives by the Indian government, are expected to boost the construction sector in the country, which, in turn, is anticipated to drive the aluminum composite panel (ACP) market in India.
- Moreover, the growing interest of the companies, in exploring the rural markets in the region, has further aided the growth of the sector. The Government of India encourages foreign investment in the automobile sector and allows 100% FDI under the automatic route.
- Hence, with the rapid growth expected in the construction and automotive industries, demand for aluminum composite panels (ACP) in the region is expected to rapidly increase over the forecast period.

## **GROWTH DRIVERS**

### **Increasing Demand for Strong and Lightweight Materials in Construction and Transportation:**

In order to reduce structural weight, sandwich panels are used mainly when designing and constructing transport systems such as aircraft, Satellite, missiles and high speed trains. For the manufacturing of sandwich panels, aluminum composites are used, which in turn boost market growth over the forecast period. In addition, technical developments in the ACP sheets and panels production process are projected to have a huge impact on the overall market. Because of the eco-friendly characteristics of such products, increasing popularity of green buildings is also expected to fuel product needs. The incorporation of ACPs, is governed by various regulations and safety standards, such as LEED and British Safety Standards is favorable for Aluminium composite market. ACPs also offer high tensile strength and reduce the total weight of the frame, which makes it one of the ideal materials for modern construction industries.

## **CHALLENGES – ALUMINIUM COMPOSITE PANEL MARKET**

- The costs and time involved in repairing aluminum panel, for producers could be a major challenge. However, such causes are avoided by new technologies as pre-made adhesive film and extrusion lamination, and the associated costs are fairly high and are thus a challenge.
- High price of raw materials: In terms of volatile availability and prices of core materials such as polyethylene core, aluminum metal and other coating materials, the growth of the aluminum composite panel market is limited. Compared to other construction materials, the raw materials of aluminum composite panels are also expensive and manufacturing costs are also high. Fluctuating crude oil prices and fluctuations in foreign currencies have led to increased cost of raw materials. The initial capital investment required is high to develop facilities for production smelting, refining and metal recovery. The bauxite-to-aluminum smelters are costly. The aluminum industry is power-intensive and consumes between 13,000-15,000 power units per ton, according to Metal World.

## **ROAD AHEAD**

The infrastructure sector has become the biggest focus area for the Government of India. India plans to spend US\$ 1.4 trillion on infrastructure during 2019-23 to have a sustainable development of the country. The Government has suggested investment of ₹. 5,00,000 crore (US\$ 750 billion) for railways infrastructure from 2018-30.

India and Japan have joined hands for infrastructure development in India's Northeast states and are also setting up an India-Japan Coordination Forum for Development of Northeast to undertake strategic infrastructure projects for the region.

## **MANUFACTURING INDUSTRY**

### **ROAD AHEAD**

The manufacturing sector of India has the potential to reach US\$ 1 trillion by 2025. The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US\$ 2.5 trillion along with a population of 1.32 billion people, which will be a big draw for investors. The Indian Cellular and Electronics Association (ICEA) predicts that India has the potential to scale up its cumulative laptop and tablet manufacturing capacity to US\$ 100 billion by 2025 through policy interventions.

With impetus on developing industrial corridors and smart cities, the Government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

### **PILLAR FOR ECONOMIC GROWTH**

- Organised manufacturing is the biggest private sector employer in India. Overall, more than 30 million people are employed in the sector (organised and unorganised) and will become the engine of growth as it tries to incorporate the huge available workforce in India, most of who are semi-skilled.
- The sector will push growth in the rural areas where more than 5 million manufacturing establishments are running already. This will be an alternative available to the new generation of farmers.
- Government aims to achieve 25% GDP share and 100 million new jobs in the sector by 2022.
- The manufacturing sector of India has the potential to reach US\$ 1 trillion by 2025.

### **POTENTIAL TO BECOME A GLOBAL HUB**

- India's manufacturing industry is already moving in the direction of industry 4.0 where everything will be connected, and every data point will be analysed. Indian companies are at the forefront of R&D and have already become global leaders in areas such as pharmaceuticals and textiles. Areas such as automation and robotics also receiving the required attention from the industry.
- Large international industrial producers such as Cummins and Abbott already have manufacturing bases in the country.

### **COMPETITIVENESS**

- India has all the necessary ingredients for its major industrial push - a huge semi-skilled labour force, multiple Government initiatives like Make in India, high investments and a big domestic market.
- Necessary support infrastructure is being developed with areas such as power being the prime focus.
- Government incentives like free land to set up base and 24\*7 power supply is making India competitive on a global scale.

### **CAPACITY UTILISATION IN MANUFACTURING SECTOR**

- Capacity utilisation in the manufacturing sector is measured by Reserve Bank of India (RBI) in its quarterly order books, inventories and capacity utilisation survey.



- It indicates not only the production levels of companies but also the potential for future investment.
- As per the latest survey, capacity utilisation in India's manufacturing sector stood at 66.6% in the third quarter of FY21.
- As per RBI's Industrial Outlook Survey, manufacturing firms estimated further strengthening of production, orders and employment in the fourth quarter of FY21. Also, the first three months of FY22 are projected to record improvements in capacity utilisation, production, business improvement and employment generation.

#### **NATIONAL MANUFACTURING POLICY**

- National Manufacturing Policy was introduced in 2011 to increase the share of manufacturing sector in India's GDP to 25% and create 100 million jobs by 2021.
- The policy was introduced to create an enabling policy framework and provide incentives for infrastructure development on PPP basis.
- Under the policy, National Investment and Manufacturing Zones (NIMZ's) have been conceived as large industrial townships managed by a Special Purpose Vehicle (SPV). These SPV's would ensure planning of the zones, pre-clearances for setting up industrial units and undertaking other specific functions.
- Fourteen NIMZ's have already been granted 'in principle' approval while four of them have been given final approval.
- Central and State governments will provide exemptions subject to fulfillment of conditions by the SPV from compliance burdens for industries located in these zones.
- Exemption from Capital Gains Tax on sale of plant and machinery will be granted in case of re-investment of the capital gain amount for purchase of plant and machinery within the same or different NIMZ within three years of sale.
- A Technology Acquisition and Development Fund (TADF) has been launched for acquisition of appropriate technologies, creation of a patent pool and development of domestic manufacturing of equipment's for reducing energy consumption.

#### **Sources:**

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

[www.mordorintelligence.com](http://www.mordorintelligence.com)

## **BUSINESS OVERVIEW**

*Some of the information in this chapter, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” beginning on page no. 15 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page no. 24, 149 and 193 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our Company’s financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for financial years 2019, 2020 and 2021 included herein is derived from the Restated Financial Information, included in this Prospectus. For further information, see “Financial Statements” beginning on page no. 149. Additionally, please refer to “Definitions and Abbreviations” beginning on page no. 02 for certain terms used in this section.*

*Unless the context otherwise requires, in relation to business operations, in this section of this Prospectus, all references to “we”, “us”, “our”, “our Company” or “Euro” and “EPPL” are to “Euro Panel Products Limited”.*

## **COMPANY BACKGROUND**

Our Company was originally incorporated as a private limited company in the name of “Archer Trading House Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 18, 2013 bearing Corporate Identification Number U51101MH2013PTC251176 issued by the Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our Company was changed to “Euro Panel Products Private Limited” pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 18, 2014. The Deputy Registrar of Companies, Mumbai issued a fresh Certificate of Incorporation dated October 22, 2014, upon change of the name of the Company, bearing Corporate Identification Number U28931MH2013PTC251176. Our Company was converted into a public limited company pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 25, 2021 and consequently upon conversion, the name of our Company was changed to “Euro Panel Products Limited” vide a fresh Certificate of Incorporation dated September 21, 2021 bearing Corporate Identification Number U28931MH2013PLC251176 issued by the Registrar of Companies, Mumbai. For further details, please refer to chapter titled “History and Certain Corporate Matters” beginning on page no. 124 of this Prospectus.

## **BUSINESS OVERVIEW**

Our Company is being promoted by Rajesh Shah. He in his early days, he was engaged in whole sale business of various items like jaggery, traditional clothing, teak wood and also delt in the plywood business. Thereafter, with rising opportunity in the Aluminium Composite Panel (ACP) industry, he incorporated the Company in the Name Archer Trading House Private Limited and in the year 2015, set up a factory at Umbergaon, Gujarat for manufacturing of Aluminium Composite Panel. at Umbergaon, Gujarat. Later on, Divyam Shah joined the Company to understand the core aspects of business Management.

Our Company is ISO 9001:2015 certified and contribute towards improving the quality standards of the construction industry in India. We manufacture ACPs at our factory unit located at Umbergaon, Gujarat and our Head Office is located at Mumbai, Maharashtra. We operate through our distribution channels on PAN India basis, through our depots, distributors and dealers. As on the date of this Prospectus the Company has more than 79 distributors and 67 dealers. Currently, our depots are located at Chhattisgarh, Delhi, Gujarat, Madhya Pradesh, Maharashtra, Uttar Pradesh through which we can ensure that our products are supplied at proper time to our customers, distributors and clients. Under “**Eurobond**”, we integrate the innovation along with quality to offer a wide portfolio of ACPs that complements the architectural structures in India

Euro manufactures ACPs through Quality-Controlled Production method. ACPs are kind of panels, which are widely used as an exterior covering of commercial buildings and corporate houses due to its durability and easy maintenance in almost any kind of climate.

At Euro, we manufacture varieties of ACPs in different colors, designs and texture to cater the varied needs of our customers. To achieve the optimum utilization of resources, we have adopted **Kaizen** strategy. Kaizen strategy is an approach to create continuous improvement, where employees at all levels of a Company work together proactively to achieve commitments, incremental improvements to the manufacturing process.

We have been associated with various organizations which includes Government Organizations, Hospitals, Multi-Specialty Hospitals, Airports etc. In past, we have entered the foreign market and have been exporting our products in USA, South Africa, Uganda, Nigeria, Tanzania, Sri Lanka and Nepal since year 2014. Our Company has been recognised as One Star Export House by Ministry of Commerce and Industry. Euro is also an Annual Member of Indian Green Building Council (IGBC).



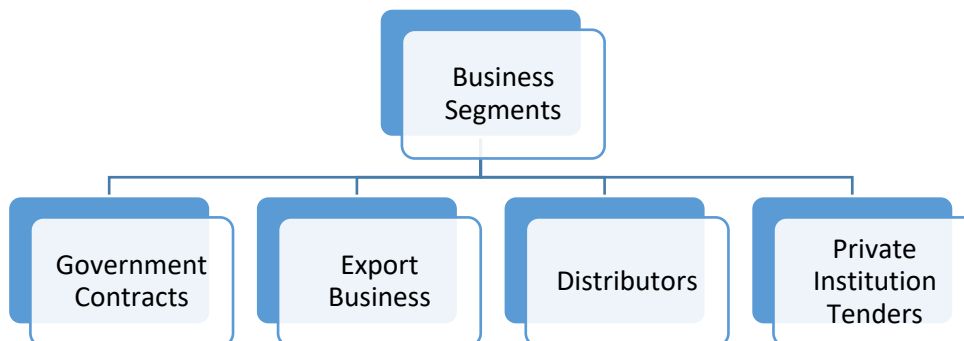
*Manufacturing Unit at Umbergaon, Gujarat.*

## **BUSINESS MODEL**

Our Company functions on two sales business models:

- 1) Business 2 Business model (B2B) and
- 2) Business to Customer model (B2C).

**Below are the different segments constituting our business:**



Currently we operate through network of dealers, suppliers and distributors which are spread throughout the Country. Therefore, it helps us our business model to spread our market risks arising out of fluctuation in the market shares of various brands besides helping us to achieve economies of scale. The focus is to capture a considerable market share in each of the product categories.

We operate through our Registered Office situated at Mumbai and sales offices and warehouses located at Bhiwandi, Ahmedabad, Nagpur, Delhi, Lucknow, Raipur, Kolkata and Indore, covering the geographical territories, to the extent possible, within the country. We have presence in various regions and try to reach out to maximum possible areas of the country.

## **SUMMARY OF OUR REVENUE**

SUMMARY REVENUE BREAK UP- FY 18-19		
Type of Customer	Amount (₹ in Lakhs)	%
Dealer	815.96	7.55%
Distributor	7387.07	68.38%
Export	84.31	0.78%
Other/Customer	2515.03	23.28%
<b>Grand Total</b>	<b>10802.37</b>	<b>100.00%</b>
SUMMARY REVENUE BREAK UP- FY 19-20		
Type of Customer	Amount (₹ in Lakhs)	%
Dealer	825.23	5.80%
Distributor	9749.62	68.48%
Export	416.54	2.93%
Other/Customer	3246.74	22.80%
<b>Grand Total</b>	<b>14238.14</b>	<b>100.00%</b>
SUMMARY REVENUE BREAK UP- FY 20-21		
Type of Customer	Amount (₹ in Lakhs)	%
Dealer	909.67	6.39%
Distributor	9607.43	67.54%
Export	672.30	4.73%
Other/Customer	3035.75	21.34%
<b>Grand Total</b>	<b>14225.16</b>	<b>100.00%</b>
SUMMARY REVENUE BREAK UP- FY 21-22 (up to June 30,2021)		
Type of Customer	Amount (₹ in Lakhs)	%
Dealer	174.20	5.54%
Distributor	2060.81	65.55%
EXPORT	129.88	4.13%
Other/Customer	778.79	24.77%
<b>Grand Total</b>	<b>3143.68</b>	<b>100.00%</b>

#### MANUFACTURING PROCESS/FLOW

The manufacturing process is supported by the team of professionals and is headed by our Managing Director, Rajesh Shah. The manufacturing process is supervised through quality control equipments and qualified personnel.

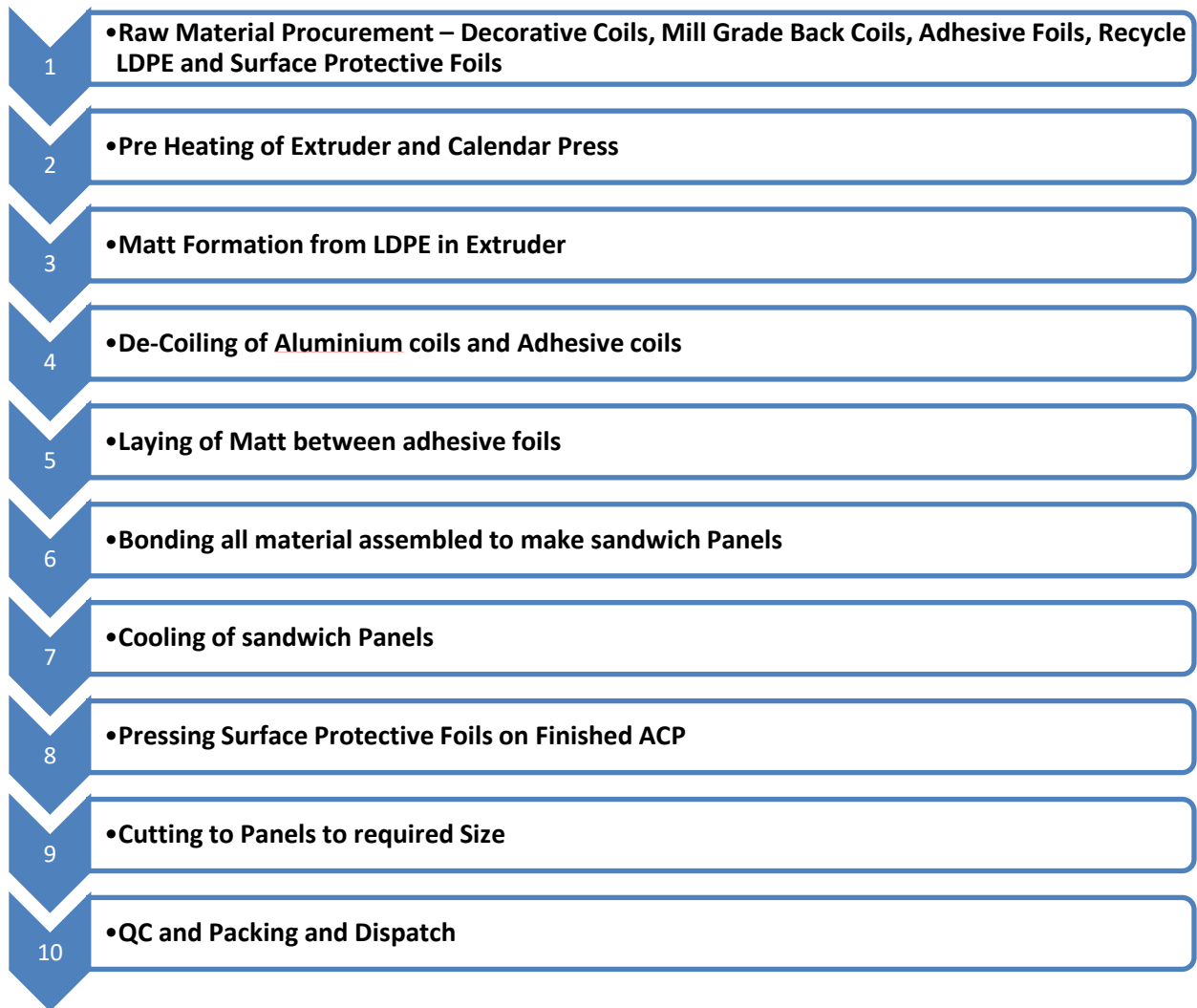
Aluminium Composite Panel, it is a new technology building material, the panel is a composite consisting of two layers of aluminium sheet sandwiching a polyethylene core produced from a continuous extrusion process.



*Production line at Eur***The production process is as follows:**

The production process of ACPs is first to clean the aluminium coil. After cleaning and chemical treatment of the aluminium coil, a protective film is formed on the surface, this chemical film helps to improve oxidation resistance of the aluminium coil and prolong the life of the aluminium foil. The composite panel is produced by a continuous lamination process, in which a sheet of the material that will make up the core is extruded and compacted between two aluminium sheets that are unwound at the same time. Finally, the flatness of the material is compacted and perfected and a protective film is applied.

**Aluminium Composite Panels (ACPs):**



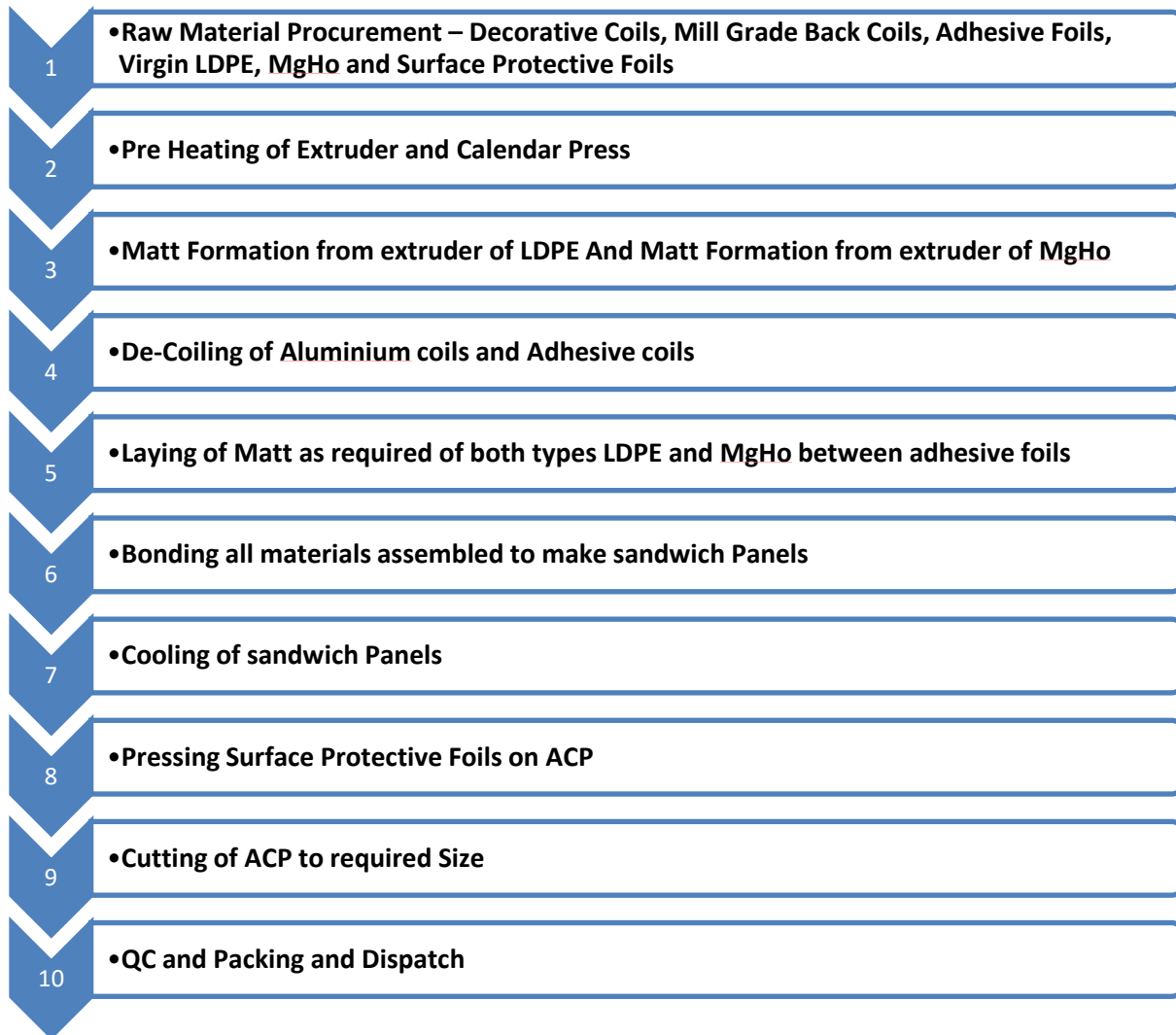
*LDPE: Low Density Polyethylene*

*QC: Quality Check*



### **Fire Retardant Aluminium Composite Panels (FR ACPs):**

FR ACPs are strong and durable, weather proof, fire retardant and environment friendly. They offer highest strength and making them construction friendly at all times. FR ACPs are increasingly used in high rise building, malls and education institute which are now required to have fire retardant surface.



*MgHo: Magnesium Hydroxide*

### **DESCRIPTION OF SUBSISTING COLLABORATIONS ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS**

As on the date of this Prospectus, our Company has not formed any collaborations for any assistance in marketing the products. However, our Company has formed network of dealers, suppliers and distributors over the time and as a result, we are able to provide materials to our customers on timely basis.



## OUR PRODUCT CATEGORY

The category of our products includes:

Sr.No.	Name of the Product	Usage
1.	PVDC (Poly Vinyl Dene Fluoride)	Its fluoride properties reflect heat coatings are one of the most common types of industrial coating in use today. It's a specialty plastic and is used in applications that require high levels of purity and strength. It has excellent resistance to chemical, thermal, and acoustic, weather, mechanical and dust. It possesses colour fastness, hence used in exterior application. It has a fairly low melting point, which can be beneficial as well in certain applications. This type of coating is less expensive and less dense compared to Nano.
2.	PE (Polyester Enamel)	The PE coatings are commonly used in interior decor. PE coated coils are used in interior application due to its low heat resistance. It has a great resistance number of advantages, like light weight, high strength, extreme rigidity, superior impact resistance, excellent surface flatness and smoothness, and uniform colours, etc. It is elegant and magnificent and its good flexibility makes it fit to various designs. It is also characterized by easily maintenance and simple cleaning. PE Aluminium composite panel can be used for interior wall decoration, low building cladding, shop face decoration, partitions interior decorations, and more. This building material is also ideal for use in billboards, signboards, ceiling, eaves, balconies, kitchen, bathroom, galleries, tunnels, subway interiors and other industrial usage.
3.	Nano	The new Nano Technology is an advance technology over its predecessors coating of PVDF and PE. Due to advance technology particles of coating are more loosely knitted and applied like HD photo or screen. The new technology when combined with the traditional production technology of ACP, innovative Nano coating ACP can be manufactured. Nano coating itself has the self-cleaning function so dirt cannot stick onto it easily. It will give the building a consistently new look in all weathers and can lower maintenance costs a lot. Nano coating is available in Nano PVDF ACP and Nano Polyester ACP. Nano PVDF is 3-layer coating and Nano Polyester is 2-layer coat. Nano ACP would look more-glossy and shiny than Non- Nano ACP owing to clear Nano top coat.
4.	Wooden	Wooden grain Aluminium Composite Panel is coated with PVDF fluorocarbon coatings and comes with a great variety of wooden grains for customers to choose from.
5.	Fireproof Aluminium Composite Panel	Fireproof Aluminium Composite Panel is a new type of composite material cored with non-combustible mineral. It has excellent fire resistance as compared with traditional aluminum composite panel. It is environmentally friendly building material that offers excellent fire resistance and minimal gas generation when burnt.



*Raw Material*

#### AWARDS AND ACCREDITATIONS

Calender Year	Particulars
2019	ISO 9001:2015 – Issued by TUV India Private Limited
2021	Issue of One Start Export House Certification by Industry of Commerce and Industry
2021	Annual Member of Indian Green Building Council
2021	Received approval by a leading Oil Corporation for their Pan India retail visual identity
2021	Received approval by a Fashion House for its visual identity in retail locations across India
2021	Received approval by a E-vehicle brand for their Pan India retail visual identity.

#### OUR COMPETITIVE STRENGHTS

Our Company focuses on changing trends, evolving needs of our Industry:

- **Brand Image:**

Our brand name is what differentiates us in the market place. It gives a competitive edge to our Company with other brands in the market. Our brand image has helped our Company to form customer base. Our Brand image has helped us to reach the Company's strategic vision and mission.

- **Collaborative and experienced work force:**

The workforce is the backbone and value-addition into the productivity and creativity of our Company. The employees are enthusiastic to accept new challenges which helps the Organization to grow. The management with years of experience in the industry and understanding of nature of work allows others to learn from them. Hence, it enhances the efficiency and renders quality and quantity output.

- **Widespread Geographical reach:**

We have sales offices located at different regions in the Country to channelize the strategic marketing plan. Our distribution network enables the Company to enhance customers base and establish new relationships with prospective customers so that the customer base can be expanded and new territory can be explored.

- **Investment in R&D driving sustainable growth**

We intend to continue to drive our R&D initiatives towards the development of innovative products for our domestic as well as international market and develop on our brand value. Our primary focus is to research and innovate new formulations to increase the portfolio of our products, so that the Company can get a competitive edge over its peers. We also intend to improve our R&D capabilities, with a focus on capturing more high value first-to-market opportunities in key international markets, as well as leveraging our broad product basket to enhance our market position at global level.

#### **OUR STRATEGY**

- **Adding new products in the existing business**

Our principal strategy includes adding new products to our existing product range. We believe that it will help us to accelerate our growth along with balanced portfolio. It will also help to expand our customer base.

- **Increase in geographical presence:**

Our diversified growth strategy protects our Company from country specific economic downturns. It assists us to gain access to new markets and identify new customers and manufactures. Hence our sales agents are spread out to extend our geographical presence to expand our business and in turn increase the revenue and profitability of our Company.

- **Growth in existing product lines:**

Growth in existing product lines will allow our business to grow and capitalize on its established reputation. We plan to achieve this by supporting existing vendors in their efforts to expand their market share and by partnering with new vendors in the products which we distribute currently.

#### **HUMAN RESOURCES**

The details of human resources are given below as on October 31, 2021

Sr No.	Particulars	Department	Nos. of Employee
1	Head Office	Management	3
		HR & Admin	8
		Accounts	9
		Sales Coordination	4
		Purchase	3
		Credit Control	8
		Orders	4
		System	3
		MIS	2
		Marketing	2
		Export	2

		Inventory & Logistic	1
		Production & Planning	1
		Others	1
2	Factory	Admin, HR & Accounts	4
		Dispatch	14
		Maintenance	11
		Operations	1
		Production	40
		Quality	6
		Sample	2
		Store	4
3	Warehouse		54
4	Sales		130
		<b>TOTAL</b>	<b>317</b>

#### **INTELLECTUAL PROPERTY RIGHTS**

For details related to Intellectual property rights, please refer to chapter titled “Government and Other Statutory Approvals” beginning on page no. 212 of this Prospectus.

#### **INFRASTRUCTURE FACILITIES FOR RAW MATERIALS AND UTILITIES LIKE WATER, ELECTRICITY ETC.**

Our Registered and Sales offices/Warehouses are equipped with computer systems, internet connectivity, other communication, equipment, security and other facilities which are required for our business operations to function smoothly.

Our Company has entered into an agreement dated March 31, 2015 with Dakshin Gujarat Vij Company Limited for the supply of electricity upto the maximum of 11000 volts.

## CAPACITY AND CAPACITY UTILISATION

Particulars	FY 2018-2019			FY 2019-2020				FY 2020-2021		
	Installed Capacity	Utilised Capacity	% Of Utilization	Installed Capacity	Revised Capacity	Utilised Capacity	% Of Utilization	Installed Capacity	Utilised Capacity	% Of Utilization
April	234,000	108,986	46.58%	234,000	-	180,019	76.93%	351000	-*	0.00%
May	234,000	56,393	24.10%	234,000	-	150,652	64.38%	351000	43,626	12.43%
June	234,000	73,057	31.22%	234,000	-	143,389	61.28%	351000	133,088	37.92%
July	234,000	88,354	37.76%	234,000	-	224,810	96.07%	351000	136,972	39.02%
Aug	234,000	126,402	54.02%	234,000	-	242,886	103.80%	351000	149,522	42.60%
Sep	234,000	191,761	81.95%	234,000	-	213,513	91.24%	351000	231,896	66.07%
Oct	234,000	135,058	57.72%	234,000	-	200,688	85.76%	351000	229,485	65.38%
Nov	234,000	152,269	65.07%	234,000	-	224,318	95.86%	351000	210,685	60.02%
Dec	234,000	163,097	69.70%	234,000	-	183,975	78.62%	351000	258,752	73.72%
Jan	234,000	214,251	91.56%	234,000	117,000	228,242	65.03%	351000	212,478	60.53%
Feb	234,000	129,246	55.23%	351,000	-	193,115	55.02%	351000	211,620	60.29%
Mar	234,000	136,804	58.46%	351,000	-	142,752	40.67%	351000	254,690	72.56%
<b>AVERAGE</b>	<b>234,000</b>	<b>131,306</b>	<b>56.11%</b>	<b>253,500</b>	<b>-</b>	<b>194,030</b>	<b>76.54%</b>	<b>351,000</b>	<b>188,438</b>	<b>53.69%</b>

Notes:

(i) Unit: Sq. mts;

(ii) Assuming 26 working days in a month.

(iii) \*In response to the outbreak of the novel strain of corona virus (COVID-19), the Government of India had imposed country wide lockdown.

(iv) On conservative basis 20% of the total capacity installed is kept for the maintenance.

## PROPERTY

### Details of Immovable Property:

The details of the Leased and Owned properties are given below:

SN	Particulars office address	Address	Owned / Leased / Rented / Pursuant to Agreement
1.	Head Office	Unit no 702, Aravalli Business Centre, Ramdas Sutarle Marg, Borivali West, Mumbai-400092.	Leased

SN	Particulars office address	Address	Owned / Leased / Rented / Pursuant to Agreement
2.	Godown	Building No "Q" Flat No. 104 and 105, at Taluka Bhiwandi, District Thane, Krishna Complex	Leased
3.	Additional space for Head Office	201, 2nd Floor, Aravalli Business Centre, Soda Wala Lane, Borivali West, Mumbai-400092	Leased
4.	Depo	Unit no 7 and 8, Ground Floor, "O" Building of Krishna Complex, Near Gupta Compund, Val Village, Taluka, Bhiwandi District, Thane.	Leased
5.	Depo	Unit no. 3,4,5, and 6, Ground Floor, "O" Building of Krishna Complex, Near Gupta Compound, Val Village, Taluka, Bhiwandi, District Thane.	Leased
6.	Depo	Gowdown No 12 A, Near Pragati Estate, Near Hyundai Motors, Sarkhej Sanand Road, Ahmedabad	Leased
7.	Depo	No:Plot no.59, Building Name:-, Block Sector:Amravati Road, Control Wadi, Nagpur-440023, Road:Chaturbhuj Jain Layout, City:Vadi, District:Nagpur,	Leased
8.	Depo	Khasra No.344, Pipe Line Road, Near Tata Dharm Kanta, Alipur	Leased
9.	Sales Office	C-48, First Floor, DDA Shed Okhla, Industrial Area, Phase-I, New Delhi-110020	Leased
10.	Depo	Gala No. 17, Raipur Metal Compound, Near Railway Bridge, Khamrarai Raipur – 492001	Leased
11.	Rented Space for Labour	Sr.No.215, Uruli Devachi	Leased
12.	Depo	Sr. No.11, Uruli Devachi Mantarwadi,Shivam Nagar, Opposite Star Weight Machine Tel, Haveli District, Pune – 412308	Leased
13.	Depo	Godown Space no 9A, Premises No. 109/1, Foreshore Road, P.O. and P.S. Shibpur, Howrah-711 102	Leased
14.	Depo	Godown No. 34, Siddharath Compound, Khasara No. 76/6, Lasudiya Mouri, Devas Naka, Indore.	Leased
15.	Depo	Khasra No.743, Lal Dora of Village, Alipur, Delhi	Leased
16.	Manufacturing unit	124/4, Manekpur, Khatalwada, Taluka-Umbergaon, Valsad, Umbergaon, Gujarat- 396120	Owned
<i>Note: Agreement dated August 08, 2019 between Subhash Chandra Agrawal and the Company for the location: Tin Shed Area-Plot no 70, Industrial Area, Lucknow has been expired on June 30, 2020, however, Company has continued to occupy the space for the purpose of conduct of business activities on mutual understanding with the lessor and the Company has been paying rent for the usage of the space.</i>			

## INSURANCE

Sr. No	Name of the Insurance Company	Address of the Insured place	Policy No.	Type of the Policy	Validity Period	Premium (in Rs)
1.	Bajaj Allianz General Insurance Company Limited	Unit no 702, Aravalli Business Centre, Ramdas Sutarle Marg, Borivali West, Mumbai-400092	OG-22-1919-4010-00000016	Burglary Insurance Policy	19/04/2021 to 18/04/2022	32,450
2.	Bajaj Allianz General Insurance Company Limited	Unit no 7 and 8, Ground Floor, "O" Building of Krishna Complex, Near Gupta Compound, Val Village, Taluka, Bhiwandi District, Thane.	OG-22-1919-4056-00000192	For Building, Plant and Machinery, Furniture, Fixture and Fittings and other contents, raw material, stock in progress, finished stock (premium amount includes: Fire premium	03/07/2021 to 02/07/2022	13,645
3.	Bajaj Allianz General Insurance Company Limited	Unit no. 3,4,5, and 6, Ground Floor, "O" Building of Krishna Complex, Near Gupta Compound, Val Village, Taluka, Bhiwandi, District Thane.	OG-22-1919-4056-00000191	For Building, Plant and Machinery, Furniture, Fixture and Fittings and other contents, raw material, stock in progress, finished stock (premium amount includes: Fire premium	03/07/2021 to 02/07/2022	51,018
4.	Bajaj Allianz General Insurance Company Limited	Sr. No.11, Uruli Devachi Mantarwadi, Shivam Nagar, Opposite Star Weight Machine Tel, Haveli District, Pune – 412308	OG-22-1919-4010-00000016	Burglary Insurance Policy	19/04/2021 to 18/04/2022	27,500
5.	TATA AIG General Insurance Company Limited	124/4, Manekpur, Khatalwada, Taluka-Umbergaon, Valsad, Umbergaon, Gujarat- 396120	865085781	Marine Open Policy enhancement	13/11/2020 to 12/11/2021	79,650

Sr. No.	Name of the Insurance Company	Address of the Insured place	Policy No.	Type of the Policy	Validity Period	Premium (in Rs)
6.	IFFCO-TOKIO General Insurance Co. Ltd		43224110	Workmen's Compensation Policy	19/01/2021 to 18/01/2022	23,689.69
7.	Bajaj Allianz General Insurance Company Limited		OG-22-1919-4001-00000030	Standard Fire and Special Perils Policy (Also includes Solar Panel Systems Insurance of Rs. 2,00,00,000)	19/04/2021 to 18/04/2022	7,23,390
8.	Bajaj Allianz General Insurance Company Limited		OG-22-1919-4010-00000014	Burglary Insurance Policy	19/04/2021 to 18/04/2022	73,750
9.	Bajaj Allianz General Insurance Company Limited	At various locations: Khasara 743, Lal dora of Village, Alipur, New Delhi 110036; Krishna Complex Gala No. 4,5,6,7,8 Gundawali Village, near Gupta Compound, Bhiwandi, Thane; Gowdown No 12 A, Near Pragati Estate, Near Hyundai Motors, Sarkhej Sanand Road, Ahmedabad; No:Plot no.59, Building Name:-, Block Sector:Amravati Road, Control Wadi, Nagpur-440023, Road:Chaturbhuj Jain Layout, City:Vadi, District:Nagpur, Godown No. 34, Siddharath	OG-22-1919-4057-00000002	Bharat Laghu Udyam Suraksha	19/04/2021 to 18/04/2022	14,16,944



Sr. No.	Name of the Insurance Company	Address of the Insured place	Policy No.	Type of the Policy	Validity Period	Premium (in Rs)
		Compound, Khasara No. 76/6, Lasudiya Mouri, Devas Naka, Indore; Gala No. 17, Raipur Metal Compound, Near Railway Bridge, Khamrarai Raipur - 492001				
10.	Bajaj Allianz General Insurance Company Limited	Unit no 702, Aravalli Business Centre, Ramdas Sutarle Marg, Borivali West, Mumbai-400092	OG-22-1919-4011-00000095	Money Insurance Policy	03/08/2021 to 02/08/2022	4514.00

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our Company. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. Our Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. The statements below are based on the current provisions of Central and the State laws, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of such approvals, please refer to the chapter titled “Government and other Statutory Approvals” beginning on page no. 212 of this Prospectus.*

### BUSINESS OR TRADE RELATED LAWS

#### **The Gujarat Industrial Policy, 2015 (“The Industrial Policy”)**

The Industrial Policy, 2015 aims at making the Gujarat a “Total Business Destination” as a globally competitive and innovative industrial destination that stimulates development and inclusive growth. Some of the primary objective of this policy is to create employment opportunities, to provide proactive support to micro small and medium enterprises, to make Gujarat a Global hub for manufacturing, to create a healthy conducive climate for conducting business and industrial production and to ensure effective implementation of the policies. The Government has introduced various schemes under the policy to fulfil the objective of the Industrial policy.

#### **The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951**

The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”) seeks to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi to examine the enterprises engaged in the manufacturing activities or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951.

The Central Government has vide its notification numbering 1702(E) dated June 1, 2020 amended the definition of MSME which has come into effect from July 1, 2020.

The revised definition is as under:

- (i) a micro enterprise, where the investment in Plant and Machinery or Equipment does not exceed one Crore rupees and turnover does not exceed five Crore rupees;
- (ii) a small enterprise, where the investment in Plant and Machinery or Equipment does not exceed ten Crore rupees and turnover does not exceed fifty Crore rupees; and
- (iii) a medium enterprise, where the investment in Plant and Machinery or Equipment does not exceed fifty Crore rupees and turnover does not exceed two hundred and fifty Crore rupees.

The MSME Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority.

The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council ('Council'). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

## **TAXATION LAWS**

### **The Income-tax Act, 1961**

The Income Tax Act, 1961 ("IT Act") deals with the taxation of individuals, corporates, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its "Residential Status" and "Type of Income" involved. 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.

### **The Goods and Services Tax ("GST")**

The GST is applicable on the supply of goods or services as against the present concept of tax on the manufacture and sale of goods or provision of services. It is a destination-based consumption tax. It is dual GST with the Central and State Governments simultaneously levying it on a common tax base. The GST to be levied by the Centre on intra-State supply of goods and / or services is called the Central GST (CGST) and that to be levied by the States is called the State GST (SGST). An Integrated GST (IGST) is to be levied and collected by the Centre on inter-State supply of goods and services.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration numbers known as Goods and Service Tax Identification Number (GSTIN).

There were indirect taxes that were levied and collected by the Central and State Government which are now subsumed under GST. Some of the taxes which were applicable to the Company are as follows:

- Service Tax
- Value Added tax
- The Central Sales Tax
- Excise Duty

### **The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976**

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 Gujarat promulgated this law to structure and formulate the respective professional tax criteria and to collect funds through professional tax. The professional tax is charged on the income of individuals, profits of business or gains in 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 person 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 person.

### **The Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made thereunder are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an Importer Exporter Code.

## **LABOUR LAWS**

### **Factories Act, 1948**

Factories Act, 1948 ("Factories Act") came into force on April 01, 1949 as amended by the Factories (Amendment) Act, 1987 and extends to the whole of India. Factories Act serves to assist in formulating national policies in India with respect to occupational safety and health in factories and docks in India. It deals with various problems concerning safety, health, efficiency and well-being of the persons at work places. The term 'factory', as defined under the Factories Act, means any premises which employs or has employed on any day in the preceding 12 (twelve) months, 10 (ten) or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 (twenty) or more workmen are employed at any day during the preceding 12 (twelve) months and in which any manufacturing process is carried on without the aid of power, but this does not include a mine, or a mobile unit belonging to the armed forces of the union, a railway running shed or a hotel, restaurant or eating place.

### **The Employees State Insurance Act, 1948**

The ESI Act provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act.

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act) applies to factories employing 20 or more employees and such other establishments and industrial undertakings as notified by the government from time to time. The EPF Act requires all such establishments to be registered with the Regional Provident Fund Commissioner and requires the employers and their employees to contribute in equal proportion to the employees' provident fund, the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State Provident Fund Commissioner.

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

The Payment of Gratuity Act, 1972 applies to every shop or establishment within the meaning of any law for the time being in force. Under the Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement or resignation, superannuation or death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent on an employee having completed five years of continuous service. An employee in a factory is said to be in 'continuous service' for a certain period notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee'.

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

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc. Our Government further amended the Act which is known as 'The Maternity Benefit (Amendment) Act, 2017', effective from March 27, 2017 introducing more benefits for pregnant women in certain establishments.

### **The Child Labour (Prohibition and Regulation) Act, 1986**

The Child Labour (Prohibition & Regulation) Act, 1986, as amended from time to time ("Child Labour Act") was enacted to prohibit the engagement of children below the age of 14 years in certain specified occupations and processes and to regulate their conditions of work in certain other employments.

### **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

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

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

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

A bonus payment is usually made to employees in addition to their base salary as part of their wages or salary. Pursuant to the Payment of Bonus Act, 1965, as amended (the "Bonus Act"), an employee in a factory or in any establishment where twenty or more persons are employed on any day during an accounting year, who has worked for at least 30 working days in a year is eligible to be paid a bonus.

### **The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957**

The Industrial Disputes Act extends to whole of India and applies to every industrial establishment carrying on any business, trade, manufacture or distribution of goods and services irrespective of the number of workmen employed therein. This act aims at secure industrial peace and harmony by providing machinery and procedure for the investigation and settlement of industrial disputes by conciliation, arbitration and adjudication machinery which is provided under the statute.

### **The Equal Remuneration Act, 1976**

Equal Remuneration Act, 1976 was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution. The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Act, the term 'remuneration' means "the basic wage or salary and any additional emoluments whatsoever payable, either in cash or in kind, to a person employed in respect of

employment or work done in such employment, if the terms of the contract of employment, express or implied, were fulfilled."

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

The Employees' Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The Employees' Compensation Act makes every employer liable to pay compensation, if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWWA")**

The SHWWA is a legislative act in India that seeks to protect women from sexual harassment at their place of work. The SHWWA has been introduced in 2013 to provide a safe, secure and enabling environment, free from sexual harassment to every woman. Every employer is legally required to comply with the statutory requirements as mentioned in the Act.

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

The Contract Labour (Regulation & Abolition) Act and Rules, 1970 act has been enacted to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances and for matters connected therewith. It applies to all establishments employing 20 or more contract labour and to all contractors who employ 20 or more contract labours. It applies to all establishments 20 or more contract Labour and to all contractors who employer, 20 or more Contract Labour. The Act provides for the constitution of Central and State Advisory Boards to advise the concerned governments on matters arising out of the administration of the Act. The Central Government has issued a number of notifications prohibiting employment of Contract Labour in different categories of works, job and process as in mines, Food Corporation of India's godowns, port trusts and many other industries/establishments for which it is the Appropriate Government. The Central Advisory Contract Labour Board has also constituted a number of committees to enquire into the question of prohibition of contract labour system in different establishments. Central Government is the Appropriate Government in respect of industries and establishments for which it is Appropriate Government under the industrial Disputes Act, 1947.

### **ENVIRONMENTAL LAWS:**

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

The Environment (Protection) Act, 1986 was enacted as a general legislation to safeguard the environment from all sources of pollution by enabling coordination of the activities of the various regulatory agencies concerned. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed.

#### **The Water (Prevention and Control of pollution) Act, 1981**

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 (Prevention and Control of Pollution) Act, 1981 ("Air Act") 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.

#### **The Hazardous and Other Wastes (Management, Handling and Transboundary Movement) Rules, 2016**

Hazardous and Other Wastes (Management, Handling and Transboundary Movement) Rules, 2016 came into force from April 04, 2016 superseding the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008. Hazardous waste means any waste, which by reason of characteristics, such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger to health, or environment. It comprises the waste generated during the manufacturing processes of the commercial products such as industries involved in petroleum refining, production of pharmaceuticals, petroleum, paint, aluminium, electronic products etc. Hazardous Waste Management Rules are notified to ensure safe handling, generation, processing, treatment, package, storage, transportation, use reprocessing, collection, conversion, and offering for sale, destruction and disposal of Hazardous Waste.

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

The Public Liability Insurance Act, 1991, imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. Every owner (in the case of a company, any of its directors, managers, secretaries or other officers who is directly in charge of, and is responsible to the company for the conduct of the business of the company) is obligated to take out, before he starts handling any hazardous substance, one or more insurance policies providing for contracts of insurance whereby he is insured against liability to give relief under the Public Liability Insurance Act.

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

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. It is a statement of India's commitment to making a positive contribution to international efforts. The National Environment Policy is intended to mainstream environmental concerns in all development activities. 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 Gujarat Fire Prevention and Life Safety Measures Act, 2013**

##### **(Gujarat Act No. 11 of 2013)**

An Act to make effective provisions for the fire prevention, safety and protection of life and property, in various types of buildings and temporary structures or shamiyana or tents or mandap likely to cause a risk of fire in different areas in the State of Gujarat and for matters connected therewith or incidental thereto.

Whereas it is expedient to make effective provisions for the fire prevention, safety and protection of life and property in various types of buildings and temporary structures or shamiyana or tents or mandap likely to cause a risk of fire, in different areas in the State of Gujarat, fire service fee, constitution of a special fund and for the purposes connected therewith or incidental thereto;

### **The Indian Boilers Act, 1923 (“Boilers Act”)**

The Boilers Act states that the owner of any boiler (as defined therein), which is wholly or partly under pressure when is shut off, shall under the provisions of the Boilers Act, apply to the Inspector appointed thereunder to have the boiler registered which shall be accompanied by prescribed fee. The certificate for use of a registered boiler is issued pursuant to such application, for a period not exceeding twelve months, provided that a certificate in respect of an economiser or of an unfired boiler which forms an integral part of a processing plant in which steam is generated solely by the use of oil, asphalt or bitumen as a heating medium may be issued for a period not exceeding twenty-four months in accordance with the regulations made under Boilers Act. On the expiry of the term or due to any structural alteration, addition or renewal to the boiler, the owner of the boiler shall renew the certificate by providing the Inspector all reasonable facilities for the examination and all such information as may reasonably be required of him to have the boiler properly prepared and ready for examination in the prescribed manner. The following are the regulations which are applicable to us: Indian Boilers Regulations, 1950

### **Shops and Establishments Act of relevant state**

Under the provisions of local Shops and Establishments laws applicable in various states, 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.

## **INTELLECTUAL PROPERTY RELATED LAWS**

### **The Trademarks Act, 1999**

The Indian Law on trademarks is enshrined in the Trade Marks Act, 1999 (the “TM Act”). Under the existing Legislation, a trademark is a mark used in relation to goods so as to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. The TM Act 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. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fee.

## **STATUTORY AND COMMERCIAL LAWS**

### **Indian Stamp Act, 1899**

The Indian Stamp Act of 1899 is an in-force Act of the Government of India for the charging of stamp duty on instruments recording transactions. For the sake of ensuring uniformity of rates of duty with regard to certain instruments of a commercial nature such as bills of exchange, cheques, promissory notes, bills of lading, letters of credit, policies of insurance, transfer of shares, debentures, proxies and receipts, the power to prescribe the rates of duties on such commercial documents is vested with the Union Legislature and the power to reduce, remit or compound such duties on the commercial documents is also vested with the Central Government.



### **The Registration Act, 1908**

Registration Act was introduced to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud. Registration lends inviolability and importance to certain classes of documents.

### **The Transfer of Property Act, 1882**

The Transfer of Property Act, 1882 (hereinafter referred to as the 'T P Act, 1882') was intended to define and amend the existing laws and not to introduce any new principle. It applies only to voluntary transfers. The Act provides a clear, systematic and uniform law for the transfer of immovable property. Transfer of property means an act by which a person conveys the property to one or more persons, or himself and one or more other persons. The act of transfer may be done in the present or for the future. The person may include an individual, company or association or body of individuals, and any kind of property may be transferred, including the transfer of immovable property.

### **The Indian Contract Act, 1872**

The Indian Contract Act occupies the most important place in the Commercial Law. Without contract Act, it would have been difficult to carry on trade or any other business activity and in employment law. It is not only the business community which is concerned with the Contract Act, but it affects everybody. The objective of the Contract Act is to ensure that the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

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

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **Competition Act, 2002**

The Competition Act, 2002 aims to anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act. The prima facie duty of the Competition Commission established under the Act is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade.

### **The Information Technology Act, 2000**

The Information Technology Act, 2000 was notified on October 17, 2000. It is the law that deals with cybercrime and electronic commerce in India. The Information Technology Act, 2000 provides legal

recognition to the transaction done via an electronic exchange of data and other electronic means of communication or electronic commerce transactions.

### **Negotiable Instrument Act, 1881**

Negotiable Instruments Act was enacted to legalize the system by which instruments contemplated by it could pass from hand to hand by negotiation like any other goods. The purpose of the act was to present an orderly and authoritative statement of leading rules of law relating to the negotiable instruments. To achieve the objective of the Act, the legislature thought it proper to make provision in the Act for conferring certain privileges to the mercantile instruments contemplated under it and provide special procedure in case the obligation under the instrument was not discharged.

### **Other Legislations**

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

The Legal Metrology Act, 2009, as amended (the “LM Act”) seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith. The LM Act makes it mandatory to obtain a license from the Controller of Legal Metrology by any person who manufactures, sells or repairs any weight or measure. All weights or measures in use or proposed to be used in any transaction are required to be verified and stamped at such place and during such hours as the Controller of Legal Metrology may specify on payment of the prescribed fees. Additionally, no person shall import any weight or measure unless he is registered in such manner and on payment of the requisite fees. The LM Act enlists several penalties for the contravention of its provisions, for instance, a penalty for manufacture or sale of non-standard weight or measure may attract a fine of up to ₹ 20,000 and a subsequent offence may lead to penalties and imprisonment extending to three years. Further, whoever imports any weights or measures without being registered under the LM Act, may be punished with a fine of ₹ 25,000. The LM Act also provides for provisions relating to compounding of offences.

#### **The Legal Metrology (Approval of Models) Rules, 2011**

The Legal Metrology (Approval of Models) Rules, 2011 (“Approval of Models Rules”) lay down provisions regarding approval of models of weights and measures. The Approval of Models Rules state that only recognised laboratories shall carry out tests for approval of models. Application for approval of models needs to be made to the director of legal metrology with the prescribed information. Once a model is approved, a certificate of approval is issued, pursuant to which, a license to manufacture the model may be obtained from the State Government. The procedure for issue, revocation and suspension of the certificate of approval is also laid down in the Approval of 144 Models Rules. The Approval of Models Rules repealed the Standard of Weights and Measures (Approval of Models) Rules, 1987.

#### **Bureau of Indian Standards Act, 2016**

The Bureau of Indian Standards Act, 2016 (the “BIS Act”) establishes the Bureau of Indian Standards as the National Standards Body of India, with an aim to bring more services, products and processes under the mandatory standardized regime. The BIS Act seeks to bring about a compulsory certification for all products covered under its ambit, while also containing enabling provisions to implement mandatory hallmarking of precious metal articles. The BIS Act further strengthens penal provisions for better and effective compliance, while laying down provisions for compounding of offences for repeated or multiple violations. In addition to the above, our Company is required to comply with certain rudimentary laws, inter alia, in order to effectuate its business, such as the Companies Act, 2013, the Indian Contract Act, 1872 and the Sale of Goods Act, 1930.

**Other Acts that are applicable to Our Company:**

1. The Occupational Safety, Health and Working Conditions Code, 2020
2. The Specific Relief Act, 1963
3. The Copyright Act, 1957 ("The Copyrights Act")
4. The Consumer Protection Act, 1986
5. Sale of Goods Act, 1930

**The 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 DIPP, has issued consolidated FDI Policy DPIIT File Number 5(2)/2020-FDI Policy Dated the October 15, 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 of India 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 Foreign Exchange Management Act, 1999 ("the FEMA"), and Rules and Regulations framed thereunder**

The Foreign Exchange in India is primarily governed by the provisions of FEMA which relates to regulations primarily by the RBI and the rules, regulations and notifications thereunder, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India. As laid by the FEMA Regulations no prior consent and approvals are required from the Reserve Bank of India for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and respect of investment in excess of specified sectoral limits under the automatic route, consent may be required from FIPB and/or the RBI. The RBI in exercise of its powers under FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside of India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and the Foreign Exchange Management (Export of Good and Service) Regulations, 2000 for regulations on exports of goods and services.

**Foreign Trade (Development & Regulation) Act, 1992**

The Foreign Trade (Development & Regulation) Act, 1992 provide for regulation and development of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. The Import-Export code number and license to import or export includes a custom clearance permit and any other permission issued or granted under this Act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint the Director General for Foreign Trade (DGTF) for the purpose of import-export policy formulation. If any person makes any contravention to law or commits any economic offence or import/exports in a manner prejudicial to trade of India or to the interest of other person engaged in import or export then there shall be no Import Export granted by the Director- General to such person and if in case granted then shall remain suspended or cancelled. Provision of search and seizure of Code of Criminal Code, 1973 shall apply to every search and

seizure under this Act. The EXIM Policy is a set of guidelines and instructions set by the DGTF in matters related to the export and import of goods in India. This policy is regulated under the said Act. The DGTG is the main governing body in matters related to the EXIM Policy.

**In addition to the above, our Company is also required to comply with the provisions of the Companies Act, applicable SEBI regulations and rules framed thereunder and other applicable statutes enacted by the Gol or relevant state governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws.**

## HISTORY AND CERTAIN CORPORATE MATTERS

### HISTORY AND BACKGROUND

Our Company was originally incorporated as a private limited company in the name of “Archer Trading House Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 18, 2013 bearing Corporate Identification Number U51101MH2013PTC251176 issued by the Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our Company was changed to “Euro Panel Products Private Limited” pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 18, 2014. The Deputy Registrar of Companies, Mumbai issued a fresh Certificate of Incorporation dated October 22, 2014, upon change of the name of the Company, bearing Corporate Identification Number U28931MH2013PTC251176. Our Company was converted into a public limited company pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 25, 2021 and consequently upon conversion, the name of our Company was changed to “Euro Panel Products Limited” vide a fresh Certificate of Incorporation dated September 21, 2021 bearing Corporate Identification Number U28931MH2013PLC251176 issued by the Registrar of Companies, Mumbai. For further details, please refer to chapter titled “History and Certain Corporate Matters” beginning on page no. 124 of this Prospectus.

### CHANGES IN REGISTERED OFFICE OF THE COMPANY

Our Company’s Registered Office is presently situated at 702, 7th Floor, Aravalli Business Centre, Ramdas Sutrale Road, Borivali (West), Mumbai 400092, Maharashtra, India.

Sr. No.	Date Of Resolution	From	To
1	August 11, 2014	B-117, Mandpeshwar Industrial Premises, Prem Nagar, Off. SVP Road, Borivali West, Mumbai-400092, Maharashtra, India.	701-702, A Wing, Aravali Business Centre, Chandavarkar Road, Borivali West, Mumbai- 400092, Maharashtra, India.
2	September 12, 2014	701-702, A Wing, Aravali Business Centre, Chandavarkar Road, Borivali West, Mumbai- 400092, Maharashtra, India.	702, 7th Floor, Aravalli Business Centre, Ramdas Sutrale Road, Borivali (West), Mumbai-400092, Maharashtra, India.

### MAIN OBJECTS OF OUR COMPANY

The Main Objects clause of the Company as per the MoA is as under:

*To carry on the business of manufacture, exporter, importers, processors, distributors, traders, commission agents, shapers, dealers in all kinds of Aluminum Composite Panels, bonds, architectural fittings, architectural panels architectural frames, doors, windows, louvers, ventilators or staircase fittings, domestic or industrial furniture, grills, gates, hardware and accessories or any other fabricated material used mainly in construction of building. These may be made from steel, anodized or unanodized aluminum wood, sponge, plastic, glass, bake lite, rubber, ferrous and non-ferrous metals or other materials.*

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

The following table sets forth details of the amendments to the Memorandum of Association in the last ten (10) years of our Company:

Sr. No	Date of Resolution	Particulars
1.	August 18, 2014	Change of name from “Archer Trading House Private Limited” to “Euro Panel Products Private Limited”.
2.	August 18, 2014	Alteration of Main Object Clause specified in Part III A of the Memorandum of Association.
3.	June 09, 2014	The Authorised Share Capital of our Company has increased from ₹ 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each to ₹ 5,00,00,000/- (Rupees Five Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of face value of ₹. 10/- (Rupees Ten Only) each and 40,00,000 (Forty Lakhs) 15% convertible preference shares of face value of ₹. 10 each /- (Rupees Ten Only)
4.	July 16, 2016	The Authorised Share Capital of our Company has increased from ₹ 5,00,00,000/- (Rupees Five Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of face value of ₹. 10/- (Rupees Ten Only) each and 40,00,000 (Forty Lakhs) 15% convertible preference shares of face value of ₹ 10/- (Rupees Ten Only) each to ₹ 10,00,00,000/- (Rupees Ten Crore Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each and 40,00,000 (Forty Lakhs) 15% convertible preference shares of face value of ₹ 10/- (Rupees Ten Only) each
5.	June 02, 2017	The Authorised Share Capital of our Company has increased from ₹ 10,00,00,000/- (Rupees Ten Crore Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of face value of ₹. 10/- (Rupees Ten Only) each and 40,00,000 (Forty Lakhs) 15% convertible preference shares of face value of ₹ 10/- (Rupees Ten Only) each to ₹ 12,00,00,000/- (Rupees Twelve Crore only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each and 60,00,000 (Sixty Lakhs) 15% convertible preference shares of face value of ₹ 10/- (Rupees Ten Only) each.
6.	April 30, 2018	The Authorised Share Capital of our Company has increased from ₹ 12,00,00,000/- (Rupees Twelve Crore only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each and 60,00,000 (Sixty Lakhs) 15% convertible preference shares of face value of ₹ 10 each/- (Rupees Ten Only) to ₹ 15,00,00,000 (Rupees Fifteen Crore Only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each and 60,00,000 (Sixty Lakhs) 15% convertible preference shares of face value of ₹ 10/- (Rupees Ten Only) each.
7.	July 30, 2018	Re-classification of the Authorised Share Capital: The Authorised Share Capital of our Company has been re-classified from ₹ 15,00,00,000 (Rupees Fifteen Crore Only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of face value of ₹ 10/- Rupees Ten Only) each and 60,00,000 (Sixty Lakhs) 15% convertible preference shares of face value of ₹ 10/- (Rupees Ten Only) each to ₹ 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000

		(One Crore Fifty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each.
8.	October 31, 2018	The Authorised Share Capital of our Company has increased from ₹ 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each to ₹ 18,00,00,000 (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each.
9.	August 25, 2021	The Authorised Share Capital of our Company has increased from ₹ 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of face value of ₹ 10/-(Rupees Ten Only)each to ₹ 26,00,00,000 (Rupees Twenty-Six Crore Only) divided into 2,60,00,000 (Two Crore & Sixty Lakhs) Equity Shares of face value of ₹ 10/-(Rupees Ten Only) each
10.	August 25, 2021	Change of name from “Euro Panel Products Private Limited” to “Euro Panel Products Limited”.

#### **MAJOR EVENTS, KEY AWARDS, ACCREDITATIONS OR RECOGNITION OF OUR COMPANY**

<b>Year</b>	<b>Particulars</b>
2014	Change of name from “Archer Trading House Private Limited” to “Euro Panel Products Private Limited”.
2019	ISO 9001:2015 – Issued by TUV India Private Limited
2020	Exclusive Contract with EURAMAX
2021	Issue of One Start Export House Certification by Industry of Commerce and Industry
2021	Annual Member of Indian Green Building Council
2021	Eurobond received approval by a leading Oil Corporation for their Pan India retail visual identity
2021	Eurobond received approval by a Fashion House for its visual identity in retail locations across India
2021	Eurobond received approval by a E-vehicle brand for their Pan India retail visual identity.
2021	Change of name from “Euro Panel Products Private Limited” to “Euro Panel Products Limited

#### **TIME AND COST OVERRUN IN SETTING UP OF PROJECTS**

There have been no instances of time and cost overruns in setting up of our projects in the past.

#### **DETAILS OF LAUNCH OF KEY PRODUCTS OR SERVICES, CAPACITY AND CAPACITY UTILISATION, LOCATION OF PLANTS AND ENTRY IN NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS**

For details pertaining to our launch of key products or services, capacity and capacity utilisation, location of plants, entry in new geographies or exit from existing markets, please refer chapter titled “*Business Overview*” beginning on page no. 97 of this Prospectus.

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

There have been no instances of defaults or rescheduling/restructuring of borrowings with financial institutions or banks as on the date of this Prospectus.

#### **CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS**

There has been no change in the activities of our Company during the last five (5) years which may have had a material effect on the statement of profit & loss of our Company, including discontinuance of a line of business, loss of agencies or markets and similar factors.

#### **ACQUISITION OR DIVESTMENTS OF BUSINESS / UNDERTAKINGS, MERGERS AND AMALGAMATIONS IN LAST TEN (10) YEARS**

There are no mergers and amalgamation etc. with respect to our Company and we have not acquired any business/undertaking since the incorporation.

#### **REVALUATION OF ASSETS IN LAST TEN (10) YEARS**

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

#### **STRATEGIC PARTNERS**

Our Company does not have any strategic partners as on Prospectus.

#### **FINANCIAL PARTNERS**

Our Company does not have any financial partner.

#### **HOLDING COMPANY**

Our Company does not have a holding company as on the date of this Prospectus.

#### **SUBSIDIARIES**

Our Company has no Subsidiaries as on the date of this Prospectus.

#### **JOINT VENTURES**

Our Company has no joint-ventures as on the date of this Prospectus.

#### **SHAREHOLDERS AND OTHER MATERIAL AGREEMENTS**

##### **a) Key terms of all subsisting shareholders' agreements, if any:**

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of this Prospectus.

##### **b) Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:**

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

##### **c) Guarantee provided to the third parties by the promoter offering shares it shares in the proposed offer for sale**

As our issue is consist of Fresh Equity shares only, thus there is no guarantee provided by our promoter to third parties in the proposed offer for sale.



**d) Key terms, dates, parties to and general nature of any other subsisting material agreements including with strategic partners, joint venture partners and/or financial partners:**

As on the date of this Prospectus there are no subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the issuer.

**e) Other Material Agreement:**

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

## OUR MANAGEMENT

The following table sets forth the details of our Board as on the date of this Prospectus:

Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Other directorships
<p><b>Rajesh Shah</b>  <b>DIN:</b> 02038392  <b>Designation:</b> Chairman and Managing Director  <b>Date of Birth:</b> November 21, 1965  <b>Age:</b> 55 years  <b>Occupation:</b> Business  <b>Address:</b> A 801, Aquaria Grande CHS, Devidas Lane, Borivali (West), Mumbai-400103, Maharashtra, India.  <b>Term:</b> Liable to retire by Rotation  <b>Period of Directorship:</b> for five (5) consecutive years w.e.f. August 25, 2021</p>	<ul style="list-style-type: none"> <li>• Divya Ply Agency Private Limited</li> <li>• Rajesh Multitrade Private Limited</li> <li>• Nexon Boards LLP</li> <li>• Euro Panel Industries LLP*</li> </ul>
<p><b>Divyam Shah</b>  <b>DIN:</b> 05129462  <b>Designation:</b> Whole-Time Director  <b>Date of Birth:</b> March 23, 1993  <b>Age:</b> 28 years  <b>Occupation:</b> Business  <b>Address:</b> A 801, 8<sup>th</sup> Floor, Aquaria Grande CHS, Devidas Lane, Borivali (West), Mumbai-400103, Maharashtra, India.  <b>Term:</b> Liable to retire by Rotation  <b>Period of Directorship:</b> for five (5) consecutive years w.e.f. August 25, 2021</p>	<ul style="list-style-type: none"> <li>• Rajesh Multitrade Private Limited</li> <li>• Euro Panel Industries LLP*</li> </ul>

Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Other directorships
<p><b>Barkharani Nevatia</b>  <b>DIN:</b> 08531880  <b>Designation:</b> Independent Director  <b>Date of Birth:</b> July 06, 1994  <b>Age:</b> 27 years  <b>Occupation:</b> Business  <b>Address:</b> Flat No. 303, Gangapreet, ITI Road, Be-Saraswat Bank, Aundh, Pune-411007, Maharashtra, India.  <b>Period of Directorship:</b> for five (5) consecutive years w.e.f. August 25, 2021</p>	<ul style="list-style-type: none"> <li>• Shree Pushkar Chemicals &amp; Fertilisers Limited</li> <li>• Kedia Construction Company Limited</li> <li>• Nitin Castings Limited</li> <li>• Kirti Investments Limited</li> </ul>
<p><b>Alok Rungta</b>  <b>DIN:</b> 09310321  <b>Designation:</b> Independent Director  <b>Date of Birth:</b> February 08, 1973  <b>Age:</b> 48 years  <b>Occupation:</b> Business  <b>Address:</b> Plot No. 222, Pitreshwari Apartment, Nandanvan Layout, Hanuman Nagar, Nagpur-4440009, Maharashtra, India.  <b>Period of Directorship:</b> for five (5) consecutive years w.e.f. September 04, 2021</p>	<p>NIL</p>
<p><b>Daisy Dsouza</b>  <b>DIN:</b> 09348309  <b>Designation:</b> Additional Independent Director  <b>Date of Birth:</b> July 30, 1972  <b>Age:</b> 49 years  <b>Occupation:</b> Self-Employed  <b>Address:</b> 31-3, Kabiraahram Pandurang Budhkar Marg, Worli, Mumbai-400013, Maharashtra  <b>Period of Directorship:</b> for five (5) consecutive years w.e.f. October 12, 2021</p>	<p>NIL</p>

*\*Euro Panel Industries LLP is under Process of Strike Off)*

### **Brief Biographies of our Directors**

**Rajesh Shah**, aged 55 years, Promoter of our Company, has been appointed as a Director of our Company since Incorporation i.e. December 18, 2013. Further, he was appointed as Chairman and Managing Director of the Company on August 25, 2021. He has pursued his higher education in Arts filed from L.S. Rahesja College of Arts and Commerce, Santacruz. He has experience of more than a decade in Aluminum Composite Panel industry. He looks after Finance, Expansion and business development, marketing and brand building activities of the Company

**Divyam Shah**, aged 28 years, appointed on August 08, 2014 as an Additional Non-Executive Director of our Company. Later, his designation was changed to Executive Director on September 30, 2014. Subsequently he was appointed as Whole-Time Director on August 25, 2021. He has completed Bachelor of Business Administration (BBA) from Narsee Monjee Institute of Management Studies (NMIMS) . He also looks after procurement, production, branding & marketing activities in the Company.

**Barkharani Nivetia**, aged 27 years, was appointed as an Independent Director of our Company on August 25, 2021. She is a qualified Chartered Accountant from ICAI and LLB graduate. She has experience in the fields of corporate tax compliances, statutory audits, GST and Income Tax.

**Alok Rungta** aged 48 years years, was appointed as an Additional Independent Director of our Company on September 04, 2021 and regularized as Independent Director on September 30, 2021. He is a Insolvency Professional. He a Commerce graduate from Nagpur University. He also possesses Master of Business Administration Degree from Mumbai University. He has experience of handling legal cases and general administration activities of the companies.

**Daisy Dsouza** aged 49 years, was appointed as an Additional Independent Director of our Company on October 12, 2021. She is a Commerce graduate from University of Mumbai.

### **Terms of Appointment & Remuneration to Executive Directors**

#### **Rajesh Shah**

He was appointed on December 18, 2013 as a Director of our Company. Further, he was appointed as Chairman and Managing Director of the Company on August 25, 2021. The remuneration shall not exceed 5% of the net profit of the Company as per the Companies Act, 2013. With the authority of the Nomination and Remuneration Committee of the Board may alter the remuneration as it may deem fit. He is appointed for the period of five (5) consecutive years w.e.f. August 25, 2021.

#### **Divyam Shah,**

He was appointed on August 08, 2014 as an Additional Non-Executive Director of our Company. Later he was appointed as Executive Director on September 30, 2014. Subsequently he was appointed as Whole-Time Director on August 25, 2021. The remuneration shall not exceed 5% of the net profit of the Company as per the Companies Act, 2013. With the authority of the Nomination and Remuneration Committee of the Board may alter the remuneration as it may deem fit. He is appointed for the period of five (5) consecutive years w.e.f. August 25, 2021.

### **Compensation paid to Executive Directors during preceding FY 2020-2021**

<b>Name of the Directors</b>	<b>Amount (₹ in lakhs)</b>
Rajesh Shah	21.07
Divyam Shah	19.27

**Payment or benefit to Non -Executive Directors and Independent Directors of our Company**

Non-Executive Director(s) and Independent Director(s) shall be paid sitting fees as decided by the Board of our Company from time to time.

**Payment of benefits (non-salary related)**

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Prospectus or is intended to be paid or given to any of our Directors except the remuneration for services rendered and/or sitting fees as Directors.

**Contingent and deferred compensation payable to Directors**

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

**Relationship between our Directors and Directors and KMPs**

Except as mentioned below, as on the date of this Prospectus, none of our Directors and KMPs are related to each other as per section 2(77) of the Companies Act, 2013.

Director	Other Director	Relation with Other Director
Rajesh Shah	Divyam Shah	Father-Son

**Bonus or profit-sharing plan for the Directors**

None of the Directors are party to any bonus or profit-sharing plan of our Company.

**Shareholding of Directors in our Company**

As per our AOA, our directors are not required to hold any qualification shares.

The shareholding of our Directors in our Company as on the date of this Prospectus is set forth below:

Name of director	Number of equity shares
Rajesh Shah	67,06,521
Divyam Shah	21,53,000

**Confirmations**

None of our Directors is or was a Director of any listed companies, whose shares have been or were suspended from being traded on any stock exchanges having nationwide terminals, during the five (5) years preceding from the date of this Prospectus, during their term of directorship in such company.

None of our Directors have been or was identified as a wilful defaulter as defined under SEBI ICDR Regulations.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

**Details of any arrangement or understanding with major shareholders, customers, suppliers or others**

As on the date of this Prospectus, our Company has no arrangement or understanding with any major shareholders, customers or suppliers and none of our directors or members of senior management were

appointed pursuant to any arrangement or understanding with any major shareholders, customers, suppliers or others.

#### **Service contracts with Directors**

There are no other services contract with the Directors pursuant to which they are entitled to any benefits upon termination of employment as on the date of this Prospectus.

#### **Borrowing Powers of the Board**

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by the Shareholders at its meeting held on August 25, 2021 in accordance with Section 180 of the Companies Act and rules made there under, the Board approved that the Company may borrow from time to time, loan from Directors / Banks / Financial Institutions, any sum or sums of monies, which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) provided that the total outstanding amount so borrowed shall not any time exceed the limit of ₹ 250 Crores ( Rupees Two Hundred and Fifty Crores).

#### **Directorships of Directors in listed companies**

None of our Directors are, or for the five (5) years prior to the date of this Prospectus, have been on the board of directors of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure.

None of our Directors has been or is a director on the board of directors of any listed company which has been /was delisted from any stock exchange(s), during their tenure.

#### **Interest of directors**

All our Non-Executive Directors including Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles. Our executive Directors deemed to be interested to the extent of remuneration payable to them pursuant to Articles of the Company and resolution approved by the Board of Directors/ Members of our Company, as the case may be, time to time for services rendered as an officer or employee of our Company. The Directors may also be deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer chapter titled "Our Management - Shareholding of Directors in our Company" beginning on page no. 65 of this Prospectus.

Other than our Directors who are Promoters of our Company, no other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Except as stated in the chapter "*Business Overview*" beginning on page no. 97 of this Prospectus and in the chapter "*Restated Financial Statement*" beginning on page no. 149 none of our Directors have any interest in the property acquired or proposed to be acquired by our Company.

Except as stated in "*Restated Financial Statement*" beginning on page no. 149 and as disclosed in this section, our Directors do not have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

### Changes in the board of directors in the last three (3) years

There has been no change in the Board of Directors, except as stated below during the last three (3) years immediately preceding the date of filing of this Prospectus:

Sr. No	Name	Date of Event/Change	Designation	Reason
1.	Bharkharani Nivetia	August 25, 2021	Independent Director	Appointment
2.	Rajesh Shah	August 25, 2021	Chairman and Managing Director	Change in Designation
3.	Divyam Shah	August 25, 2021	Whole Time Director	Change in Designation
4.	Alok Rungta	September 04, 2021	Additional Independent Director	Appointment
5.	Alok Rungta	September 30, 2021	Independent Director	Regularisation
6.	Daisy Dsouza	October 12, 2021	Additional Independent Director	Appointment

### Corporate Governance

In addition to the applicable provisions of the Companies Act with respect to corporate governance, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the entity whose shares are listed on Stock Exchange and shall be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations. The Board functions either as a full board or through various committees constituted to oversee specific functions

### Committees of the Board of directors

Our Board of Directors presently has three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI Listing Regulations: (i) Audit Committee, (ii) Nomination and Remuneration Committee and (iii) Stakeholders Relationship Committee

#### (i) Audit Committee

Our Company has re-constituted an Audit Committee as per Section 177 of the Companies Act vide resolution passed in the meeting of our Board dated October 13, 2021. The constitution of the Audit Committee is as follows:

Name of Director	Position in the Committee	Designation
Alok Rungta	Chairman	Independent Director
Bharkharani Nevatia	Member	Independent Director
Rajesh Shah	Member	Managing Director

The scope and function of the Audit Committee is in accordance with section 177 of the Companies Act. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board

Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

### **Terms of Reference of Audit Committee**

The terms of reference of the Audit Committee are given below:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related matters.
- (ix) any other responsibility as may be assigned by the board from time to time.

### **Meeting and Quorum of the Committee:**

The committee shall meet at least four (4) times in a year and not more than four (4) months shall elapse between any two meetings. The quorum for the meeting shall be presence of any two members of the committee, but there shall be presence of minimum two independent members at each meeting.

### **(ii) Nomination and Remuneration Committee**

Our Company has re-constituted a Nomination and Remuneration committee as per section 178 of the Companies Act vide resolution passed in the meeting of Board dated October 13, 2021. The constitution of the Nomination and Remuneration committee is as follows:

<b>Name of Director</b>	<b>Position in the Committee</b>	<b>Designation</b>
Barkharani Nevatia	Chairman	Independent Director
Alok Rungta	Member	Independent Director
Daisy Dsouza	Member	Additional Independent Director

The scope and functions of the Nomination and Remuneration Committee are in conformity with the requirements of section 178 of the Companies Act.

### **The terms of reference of the Nomination and Remuneration Committee, inter alia includes the following:**

- (i) Any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Nomination and Remuneration Committee.
- (ii) the Committee be and is hereby authorised to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration for the directors, KMP and other employees.



- (iii) the Committee be and is hereby authorized to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board their appointment and removal and carry out evaluation of every directors' performance.

**Meetings and Quorum:** The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum of the meeting shall be presence of any two members.

**(iii) Stakeholders Relationship Committee**

Our Company has Stakeholders Relationship Committee as per the Section 178 of the Companies Act vide resolution passed in the meeting of Board dated October 13, 2021. The constitution of the Stakeholders Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
Barkharani Nevatia	Chairman	Independent Director
Daisy Dsouza	Member	Additional Independent Director
Divyam Shah	Member	Whole Time Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

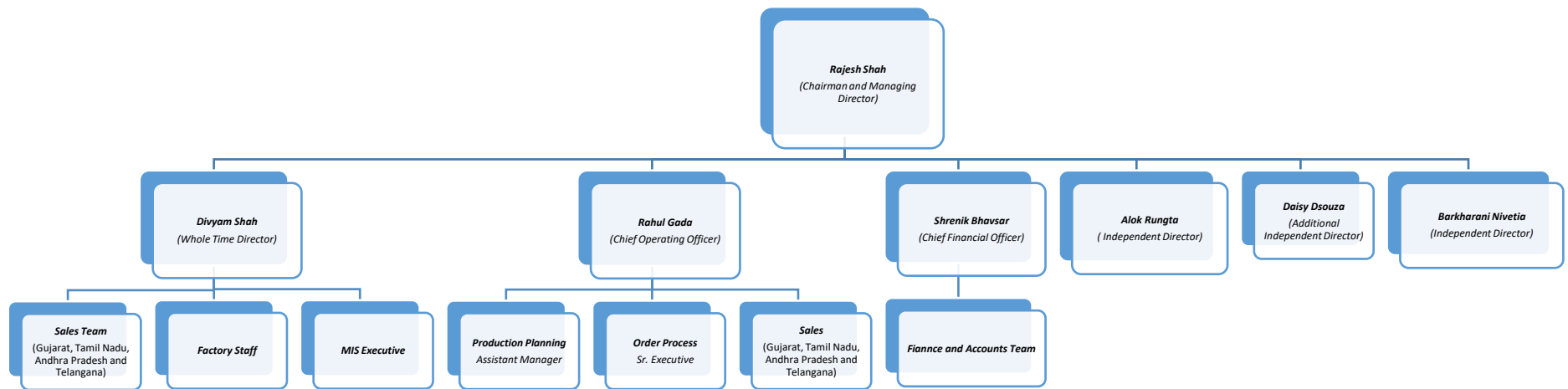
The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and functions of the Stakeholders Relationship Committee are in conformity with the requirements of section 178 of the Companies Act.

**The terms of reference of the Stakeholders Relationship Committee, inter alia includes the following:**

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- ii. Redressal of security holders's/investor's complaints Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- iii. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
- iv. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- v. Allotment and listing of shares;
- vi. Reference to statutory and regulatory authorities regarding investor grievances; and
- vii. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- viii. Any other power specifically assigned by the Board of Directors of the Company

**Meetings and Quorum:** The Stakeholder/ Investor Relationship Committee shall meet at least once a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for the meeting shall be the presence of any two of the members out of which one shall be a Non-Executive Director.

## ORGANIZATION STRUCTURE



## OUR KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel are permanent employees of our Company.

### **Brief Profile of Key Managerial Personnel:**

#### ***Rajesh Shah, Chairman and Managing Director***

Please refer chapter titled “Our Management - Brief Biographies of our Directors” beginning on page no. 129 of this Prospectus

#### ***Divyam Shah, Whole Time Director***

Please refer chapter titled “Our Management - Brief Biographies of our Directors” beginning on page no. 129 of this Prospectus

#### ***Shrenik Bhavsar, Chief Financial Officer***

Shrenik Bhavsar was appointed as Chief Financial Officer of the Company in the Board Meeting held on August 25, 2021. He is a qualified Chartered Accountant from Institute of Chartered Accountant of India. His role in the Company is to look after the financial areas of the Company. The remuneration paid to him in the financial year 2020-2021 was Nil.

#### ***Hiral Shah, Company Secretary and Compliance Officer***

Our Board of Directors has appointed Hiral Shah as Company Secretary and Compliance Officer in their meeting held on March 01, 2019. She holds the degree of Company Secretary from Institute of Company Secretaries of India. Her role in the Company is to handle the secretarial compliances, SEBI compliances and compliances in accordance with Companies Act, 2013 and other applicable laws enforced in India. The remuneration paid to her in the financial year 2020-2021 was 1.95 Lakhs

### **Nature of any family relation between any of the key managerial personnel**

Except mentioned below, none of other Directors or Key Managerial Personnel's and Promoters are related to each other.

<b>Director</b>	<b>Other Director</b>	<b>Relation with another Director</b>
Rajesh Shah	Divyam Shah	Father-Son

### **Contingent or deferred compensation**

No contingent or deferred compensation was paid to any of our Key Managerial Personnel for Fiscal 2021.

### **Arrangement or understanding with major shareholders, customers, suppliers or others**

As on the date of this Prospectus, our Company has no arrangement or understanding with any major shareholders, customers or suppliers or others, pursuant to which any of the Directors or Key managerial personnel were selected as a Key Managerial Personnel or member of the senior management.

### **Compensation paid to Key Managerial Personnel during last financial year i.e., 2020-2021**

For details of the compensation paid to our Key Managerial Personnel during preceding Financial Year 2020-21 refer “Our Management – Compensation paid to Executive Directors during FY 2020-21” on beginning page no. 129 and “Restated Financial Statement” beginning on page no.149 of this Prospectus.

### **Service Contracts with Key Managerial Personnel**

Our Company have not entered in to any service contracts Key Managerial Personnel as on the date of this prospectus.

#### **Interest of Key Managerial Personnel**

Other than as provided in “Our Management – Interest of Directors” and to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares held by them, if any, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel do not have any other interest in the Company.

No loans have been availed by our Key Managerial Personnel from our Company as on the date of this Prospectus.

#### **Bonus or profit-sharing plan for Key Managerial Personnel**

Except for the payments and compensation required to be paid under the laws of India, there is no profit-sharing plan for the Key Managerial Personnel Status of Key Managerial Personnel.

All our Key Managerial Personnel are permanent employees of our Company.

#### **Shareholding of the Key Managerial Personnel**

The shareholding of our Key Managerial Personnel in our Company as on the date of this Prospectus is set forth below:

<b>Name of director</b>	<b>Number of equity shares</b>
Rajesh Shah	67,06,521
Divyam Shah	21,53,000

#### **Changes in Key Managerial Personnel**

Except as mentioned below, there has been no change in Key Managerial Personnel during the last three (3) years preceding the date of this Prospectus are set forth below:

<b>Sr. No</b>	<b>Name</b>	<b>Date of Event/ change</b>	<b>Designation</b>	<b>Reason</b>
1	Hiral Shah	March 01, 2019	Company Secretary	Appointment
2	Rajesh Shah	August 25, 2021	Chairman and Managing Director	Appointment
3	Divyam Shah	August 25, 2021	Whole Time Director	Appointment
4	Shrenik Bhavsar	August 25, 2021	Chief Financial Officer	Appointment

#### **Attrition of Key Managerial Personnel**

The attrition of Key Management Personnel is not high in our Company compared to the industry

#### **Employees’ Stock Option Plan**

As on date of this Prospectus, our Company have not issued any employee stock option scheme.

#### **Service Contracts with KMPs**

Our Company do not have any service contract with the KMP pursuant to which they are entitled to any benefits upon termination of employment.

#### **Payment or benefits to officers of our Company**

Except as disclosed in this Prospectus, other than statutory payments and remuneration, no amount or benefits has been or given to any officer of our company within two (2) years preceding the date of filing of this this Prospectus or is intended to be paid or given other than in the ordinary course of their employment.


## OUR PROMOTER AND PROMOTER GROUP

### Our Promoter

The Promoters of our Company are Rajesh Shah and Divyam Shah

As on the date of this Prospectus, our Promoters hold in aggregate 88,59,521 Equity Shares of face value ₹ 10 each, representing 49.22 % of the issued, subscribed and paid-up Equity Share capital of our Company.

### Details of Individual Promoter of our Company

	<p><b>Rajesh Shah</b>, aged about 55 years. He is the Chairman and Managing Director of the Company.</p> <p><b>Address:</b> A 801, Aquaria Grande CHS, Devidas Lane, Borivali (West), Mumbai-400103, Maharashtra, India.</p> <p><b>Date of Birth:</b> November 21, 1965</p> <p><b>Permanent Account Number:</b> AADPS2989M</p> <p><b>Aadhar No.:</b> XXXX XXXX 2225</p> <p><b>Driving License No.:</b> MH02 2007 003 0369</p> <p>For further details of his educational qualifications, experience, position/posts held in the past directorships held and special achievements, please refer to section titled “Our Management” beginning on page no. 129 of this Prospectus.</p>
	<p><b>Divyam Shah</b>, aged about 28 years. He is the Whole-Time Director of the Company.</p> <p><b>Address:</b> A 801, 8<sup>th</sup> Floor, Aquaria Grande CHS, Devidas Lane, Borivali (West), Mumbai-400103, Maharashtra, India.</p> <p><b>Date of Birth:</b> March 23, 1993</p> <p><b>Permanent Account Number:</b> DPHPS6150A</p> <p><b>Aadhar No.:</b> XXXX XXXX 9334</p> <p><b>Driving License No.:</b> MH02 20110050107</p> <p>For further details of his educational qualifications, experience, position/posts held in the past directorships held and special achievements, please refer to section titled “Our Management” beginning on page no. 129 of this Prospectus.</p>

## **DECLARATION**

Our Company confirms that the Permanent Account Number (PAN), Bank Account Number(s) and Passport Number(s) of our Promoter shall be submitted to National Stock Exchange of India Limited at the time of filing of Prospectus.

### **Other Ventures of our Promoter**

Other than as disclosed in the chapter *"Our Management, Our Promoter and Promoter Group, "Our Group Companies"* beginning on page nos. 129, 141, and 145 of this Prospectus, our Promoter are not involved in any other ventures.

### **Nature and extent of the interest, if any, of directors:**

For further details, please refer Chapter *"Our Management"* beginning on page no. 129 of this Prospectus.

### **Nature and extent of the interest, if any, group companies:**

For further details, please refer Chapter *"Our Group Companies"* beginning on page no. 145 of this Prospectus.

### **Interest in promotion of our Company**

Our Promoter are interested in the promotion of our Company and to the extent of their respective direct or indirect shareholdings in our Company and the dividend declared, if any and any other distributions paid by the Company. Our Promoter may also be interested to the extent of the shareholding of their relatives in our Company.

Our Promoter is also interested in our Company to the extent of being Directors of our Company and the remuneration and reimbursement of expenses payable to them in such capacities.

Our Promoter may also be interested to the extent of providing personal guarantees for some of the loans taken by our Company and also to the extent of unsecured loans.

No sum has been paid or agreed to be paid to our Promoter and our Promoter are not interested as members of any firm or any company and hence no sum has been paid or agreed to be paid to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

For further details, please refer chapters titled *"Capital Structure"*, *"Restated Financial Statement"* and *"Our Management"* beginning on pages no. 65, 149 and 129, respectively of this Prospectus.

### **Interest in the properties of our Company**

Except as stated in the chapter *"Business Overview"* beginning on page no. 97 of this Prospectus and in the chapter titled *"Restated Financial Statement"* beginning on page no. 149 of this Prospectus none of our Promotor have any interest in the property acquired by or proposed to be acquired by our Company during a period of three (3) years prior to filing of the Prospectus.

### **Other Interest**

Except as mentioned in chapters titled *"Business Overview"* *"History and certain Corporate Matters"* and *"Restated Financial statement"* beginning on page nos. 97, 124 and 149 of this Prospectus respectively. Our Promoter are not interested in any transaction for acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

### **Payment of benefits to our Promoter and Promoter Group during the last two (2) years**

Except in the ordinary course of business and as stated in section *"Financial Statements"* beginning on page no. 149 of this Prospectus, there has been no payments or benefits to our Promoter during the last two (2) years preceding the date of filing of this Prospectus, nor is there any intention to pay or give any benefit to our Promoter and Promoter Group as on the date of this Prospectus.

### **Change in the Management and control of Our Company**

Our Promoter is the original Promoter of the Company and there has not been any change in the management or control of our company within five (5) years immediately preceding the date of this Prospectus.

### **Experience of our Promoter in the business of Our Company**

For details in relation to experience of our Promoter in the business of our Company, please refer Chapter *"Business Overview"* and *"Our Management"* beginning on page no. 97 and 129 respectively of this Prospectus.

### **Litigation involving our Promoter**

For details of legal and regulatory proceedings involving our Promoter, please refer chapter titled *"Outstanding Litigation and Material Developments"* beginning on page nos. 204 of this Prospectus.

### **Material Guarantees by our Promoter**

Except as stated in the chapter titled *"Financial Indebtedness"* and section titled *"Financial Statements"* on beginning on page no. 199 and 149 of this Prospectus, respectively, there are no material guarantees given by the Promoter to third parties with respect to specified securities of the Company as on the date of this Prospectus.

### **Details of Companies / Firms from which our Promoter have disassociated**

Except mentioned, our Promoter, have not disassociated themselves from any firms or companies in the last three (3) years preceding this Prospectus.

<b>Sr No.</b>	<b>Name of the Entity</b>	<b>Name of the Promoter</b>	<b>Reason</b>
1.	Euro Panel Industries LLP	Rajesh Shah and Divyam Shah	Under Process of Strike Off

### **Our Promoter Group**

In addition to our Promoters, the following individuals, companies form part of our Promoter Group in terms of SEBI ICDR Regulation 2(1) (pp) of the SEBI ICDR Regulations:

***The natural persons who are part of the Promoter Group (due to their relationships with our Promoter), other than our Promoter, are as follows:***

<b>Promoter</b>	<b>Rajesh Shah</b>	<b>Divyam Shah</b>
<b>Father</b>	Nanalal Shah	Rajesh Shah
<b>Mother</b>	Niranjana Shah	Krishna Shah
<b>Spouse</b>	Krishna Shah	--
<b>Brother</b>	Jitendra Shah	--
<b>Sister</b>	Priti Sanghvi, Snehalata Sheth	Yashvi Shah
<b>Son</b>	Divyam Shah	--
<b>Daughter</b>	Yashvi Shah	--



<b>Spouse's Father</b>	Hemchand Mehta	--
<b>Spouse's Mother</b>	Harsha Mehta	--
<b>Spouse's Brother</b>	Bharat Mehta,	--
<b>Spouse's Sister</b>	Bhavna Shah, , Heena Shah and Daxa Mehta	--

***(b) Companies/Entities forming part of the Promoter Group:***

***As per Regulation 2(1)(pp)(iii and iv) of the SEBI ICDR Regulations, the following Companies / Trusts /Partnership firms / HUFs or Sole Proprietorships shall form part of our Promoter Group***

<b>Sr. No.</b>	<b>Name of the Entity/Company</b>
1.	Rajesh Multitrade Private Limited
2.	Divya Ply Agency Private Limited
3.	Rajesh N Shah HUF
4.	Nexon Board LLP
5.	Euro Panel Industries LLP*

*\* Under process of Strike off.*

**Shareholding of the Promoter Group in our Company**

For details of the shareholding of our Promoter and Promoter Group as on the date of this Prospectus, please refer chapter titled “*Capital Structure*” beginning on page no. 65 of this Prospectus.

## OUR GROUP COMPANIES

*In terms of the SEBI ICDR Regulations, for the purpose of identification of “Group Companies”, our Company has considered:*

- *companies (other than our Promoter) with which there were related party transactions, during the period for which financial information is disclosed in this Prospectus, as covered under Accounting Standard 18; and*
- *other companies that are considered material by our Board.*

For the purpose of avoidance of doubt and pursuant to regulation 2(1)(t) of SEBI ICDR Regulations, 2018 it is clarified that our promoters and subsidiaries will not be considered as Group Companies

Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. The Group Company Financial Information and other information provided on the websites given below does not constitute a part of this Prospectus. Such information should not be considered as part of information that any investor should consider to purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

Neither our Company nor any of the Lead Manager nor any of the Company's, the Lead Managers' or respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented, contained or referred in the Group Company Financial Information or any other information provided on the websites given below.

### **Details of our Group Companies**

<b>Name</b>	<b>Registered Office</b>	<b>Website Address for Financial Information</b>
Divya Ply Agency Private Limited	703-705, 7th Floor, Aravalli Business Centre, Ramdas Sutrale Road, Borivali (West), Mumbai 400092, Maharashtra, India.	<a href="http://www.divyaplyagency.com">www.divyaplyagency.com</a>
Rajesh Multitrade Private Limited	701, 7th floor, Aravalli Business Centre, Ramdas Sutrale Road, Borivali (West), Mumbai 400092, Maharashtra, India.	<a href="http://www.eurobondacp.com">www.eurobondacp.com</a>

### **Nature and Extent of Interest of Group Companies**

#### ***a. In Promotion of our Company***

Except as stated in the chapter “*Restated Financial Statements*” beginning on page no. 149, none of our group companies any interest in the promotion of our Company.

#### ***b. In the properties acquired or proposed to be acquired by our Company in the past three years prior to filing this Prospectus***

Except as stated in the chapter “*Restated Financial Statements*” beginning on page no. 149, none of our group companies are interested in the properties acquired or proposed to be acquired by our Company in the past three years prior to filing this Prospectus.

**c. In transactions for acquisition of land, construction of building and supply of machinery**

Except as stated in the chapter “*Restated Financial Statements*” on beginning on page no. 149, none of our group companies are interested in any transaction for the acquisition of land, construction of building and supply of machinery.

**Related business transactions within the Group Companies and significance on the financial performance of our Company**

For more details on Related Business Transaction within the Group Companies and significance on the financial performance of our Company, please refer chapter titled “*Restated Financial Statement*” beginning on page no. 149 of this Prospectus.

**Common Pursuits between our Group Companies and our Company**

Our Group Companies are not engaged in the similar line of business activity as of our Company. For details, please refer section titled “*Financial Statements*” beginning on page no. 149 of this Prospectus.

**Business and other interests**

None of our Group Companies have any business or other interest in our Company except as otherwise disclosed below and in “*Financial Statements*” on page no. 149 of this Prospectus

**Certain other confirmations**

None of the securities of our Group Companies are listed on any stock exchange.

None of our Group Companies have made any public or rights issue in the three immediately preceding years

**Pending Litigation**

**LITIGATION RELATING TO OUR GROUP COMPANIES**

- 1. DIVYA PLY AGENCY PRIVATE LIMITED**
- 2. RAJESH MULTITRADE PRIVATE LIMITED**

**A. LITIGATION AGAINST OUR GROUP COMPANIES**

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

NIL

- (i) Direct Tax Liabilities

NIL

- (ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

**B. LITIGATION BY OUR GROUP COMPANIES**

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

NIL

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

## **DIVIDEND POLICY**

The declaration and payment of dividends will be recommended by the Board of Directors and approved by majority of the Shareholders, at their discretion, subject to the provisions of the Articles of Association of the Company and the Companies Act, 2013. The declaration of dividend, if any, will depend on a number of factors, including but not limited to the future expansion plans and capital requirements, profit earned during the financial year, capital requirements, and surpluses, contractual restrictions, liquidity and applicable taxes including dividend distribution tax payable by our Company and any other factors considered by our Board of Directors.

The Articles of Association also provides discretion to our Board to declare and pay interim dividends. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please refer chapter titled "*Financial Indebtedness*" beginning on page no. 199 of this Prospectus.

Our Company has not adopted any Formal Dividend Distribution Policy as on the date of this Prospectus.

Our Company has not declared and/or paid any dividend on the Equity Shares since Incorporation.

**SECTION VI – FINANCIAL STATEMENTS**  
**RESTATED FINANCIAL STATEMENT**  
**AUDITORS’ REPORT ON RESTATED FINANCIAL INFORMATION**

**Independent Auditor’s Report on Restated Financial Statements**

To,  
The Board of Directors  
**Euro Panel Products Limited**  
(Formerly known as Euro Panel Products Private Limited)  
702, 7th Floor, Aravalli Business Centre,  
Ramdas Sutrale Road, Borivali (West),  
Mumbai - 400 092

1. We have examined the attached restated financial information of **Euro Panel Products Limited**, (Formerly known as Euro Panel Products Private Limited) (hereinafter referred to as “the Company”) comprising the restated statement of assets and liabilities as at June 30, 2021 and March 31, 2021, 2020 and 2019, restated statement of profit and loss and restated cash flow statement for the financial year ended on June 30, 2021 and March 31, 2021, 2020 and 2019 and the summary statement of significant accounting policies and other explanatory information (collectively referred to as the “Restated Financial Information” or “Restated Financial Statements”) annexed to this report and initiated by us for identification purposes. These restated financial statements have been prepared by the management of the Company and approved by the board of directors at their meeting in connection with the proposed Initial Public Offering on Emerge Platform of National Stock Exchange of India Limited (“NSE EMERGE”) of the company.
2. These restated summary statements have been prepared in accordance with the requirements of:
  - a. Section 26 of Part – I of Chapter III of Companies Act, 2013 (the “Act”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“ICDR Regulations”) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India (“SEBI”);
  - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“Guidance Note”)
3. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Statements for inclusion in the Draft Prospectus/ Prospectus to be filed with EMERGE Platform of National Stock Exchange of India Limited in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Statements. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such restated financial statements taking into consideration:

- a. The terms of reference and terms of our engagement letter requesting us to carry out the assignment, in connection with the proposed IPO;
  - b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements;
  - d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. The restated financial statements of the Company have been extracted by the management from the audited financial statements of the Company for the year ended on June 30, 2021 and March 31, 2021, 2020 and 2019.
  6. Audit for the financial year ended on June 30, 2021 and March 31, 2021, 2020 and 2019 was conducted by M/s. Vipul M Shah & Associates. There are no audit qualifications in the audit reports issued by the statutory auditors for the financial year ended on June 30, 2021 and March 31, 2021, 2020 and 2019 which would require adjustments in the restated financial statements of the Company. The financial report included for these years is based solely on the report submitted by them. Further financial statements for the financial year ended on March 31, 2021 and June 30, 2021 have been re-audited by us as per the relevant guidelines.
  7. Based on our examination and according to information and explanations given to us, we are of the opinion that the restated financial statements:
    - a. Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial years ended on June 30, 2021 and March 31, 2021, 2020 and 2019.
    - b. do not require any adjustment for modification as there is no modification in the underlying audit reports;
    - c. There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
    - d. Have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.
  8. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:
    - a. The “**restated statement of asset and liabilities**” of the Company as at June 30, 2021 and March 31, 2021, 2020 and 2019 examined by us, as set out in Annexure I to this report read with significant accounting policies in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion we reappropriate and more fully described in notes to the restated summary statements to this report.
    - b. The “**restated statement of profit and loss**” of the Company for the financial year ended on June 30, 2021 and March 31, 2021, 2020 and 2019 examined by us, as set out in Annexure II to this report read with significant accounting policies in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company,

as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

- c. The “**restated statement of cash flows**” of the Company for the financial year ended on June 30, 2021 and March 31, 2021, 2020 and 2019 examined by us, as set out in Annexure III to this report read with significant accounting policies in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.
9. We have also examined the following other financial information relating to the Company prepared by the management and as approved by the board of directors of the Company and annexed to this report relating to the Company for the financial year ended on June 30, 2021 and March 31, 2021, 2020 and 2019 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”).

**Annexure to restated financial statements of the Company: -**

- i) Summary statement of assets and liabilities, as restated as appearing in ANNEXURE I;
- ii) Summary statement of profit and loss, as restated as appearing in ANNEXURE II;
- iii) Summary statement of cash flows as restated as appearing in ANNEXURE III;
- iv) Corporate Information, Significant accounting policies as restated and Notes to reconciliation of restated profits as appearing in ANNEXURE IV;
- v) Details of share capital as restated as appearing in Note 1 of ANNEXURE V to this report;
- vi) Details of reserves and surplus as restated as appearing in Note 2 of ANNEXURE V to this report;
- vii) Details of long-term borrowings as restated as appearing in Note 3 of ANNEXURE V to this report;
- viii) Details of other long-term liabilities as restated as appearing in Note 4 of ANNEXURE V to this report;
- ix) Details of short-term borrowings as restated as appearing in Note 5 of ANNEXURE V to this report;
- x) Details of trade payables as restated as appearing in Note 6 of ANNEXURE V to this report;
- xi) Details of other current liabilities as restated as appearing in Note 7 of ANNEXURE V to this report;
- xii) Details of short-term provision as restated as appearing in Note 8 of ANNEXURE V to this report;
- xiii) Details of property, plant & equipment as restated as appearing in Note 9 of ANNEXURE V to this report;
- xiv) Details of deferred tax assets (net) as restated as appearing in Note 10 of ANNEXURE V to this report;
- xv) Details of cash and cash equivalents as restated as appearing in Note. 11 of ANNEXURE V to this report;



- xvi) Details of other current assets as restated as appearing in Note 12 of ANNEXURE V to this report;
  - xvii) Details of revenue from operations as restated as appearing in Note 13 of ANNEXURE V to this report;
  - xviii) Details of other income as restated as appearing in Note 14 of ANNEXURE V to this report;
  - xix) Details of cost of raw material consumed as restated as appearing in Note 15 of ANNEXURE V to this report;
  - xx) Details of cost of changes in inventories of finished goods as restated as appearing in Note 16 of ANNEXURE V to this report;
  - xxi) Details of employee benefit expenses as restated as appearing in Note 17 of ANNEXURE V to this report;
  - xxii) Details of finance cost as restated as appearing in Note 18 of ANNEXURE V to this report;
  - xxiii) Details of other expenses as restated as appearing in Note. 19 of ANNEXURE V to this report;
  - xxiv) Details of earning per equity share as restated as appearing in Note. 20 of ANNEXURE V to this report;
  - xxv) Details of related party transactions as restated as appearing in Note 21 of ANNEXURE V to this report;
  - xxvi) Details of disclosure under accounting standard as restated as appearing in Note 22 of ANNEXURE V to this report;
  - xxvii) Details of restated statement on adjustments to standalone audited financial statements as appearing in ANNEXURE VI to this report;
  - xxviii) Details of Investments as restated as appearing in ANNEXURE VII to this report;
  - xxix) Details of Inventories as restated as appearing in ANNEXURE VIII to this report;
  - xxx) Details of trade receivables as restated as appearing in ANNEXURE IX to this report;
  - xxxi) Details of loans & advances as restated as appearing in ANNEXURE X to this report;
  - xxxii) Summary of significant accounting ratios as restated as appearing in ANNEXURE XI to this report,
  - xxxiii) Capitalization statement as at June 30, 2021 as restated as appearing in ANNEXURE XII to this report;
  - xxxiv) Statement of tax shelters as restated as appearing in ANNEXURE XIII to this report;
10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
  11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
  12. Our report is intended solely for use of the board of directors for inclusion in the offer document to be filed with SEBI, EMERGE Platform National Stock Exchange of India Limited and Registrar of Companies (Mumbai) in connection with the proposed IPO. Our report should not be used, referred

to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Jogin Raval & Associates**

**Chartered Accountants**

**ICAI's Firm Registration No. 128586W**

**CA Jogin K. Raval**

**Proprietor**

**M No. 122197**

**Mumbai,**

**Date - 13.10.2021**

**UDIN: 21122197AAAAEQ5751**

**Annexure I - Restated Standalone Statement of Assets and Liabilities of Euro Panel Products Limited  
(Formerly known as Euro Panel Products Private Limited)**

**(₹ in lakhs)**

Particulars	Annexure / Note no.	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Equity and liabilities</b>					
<b>Shareholder's funds</b>					
A. Share Capital	Annexure V, Note - 1	1,800.00	1,800.00	1,800.00	1,575.50
B. Reserves & Surplus	Annexure V, Note - 2	1,689.13	1,501.44	1,131.25	600.03
<b>Non- current liabilities</b>					
A. Long Term Borrowings	Annexure V, Note - 3	1,102.00	1,098.03	774.11	353.62
B. Other Long -Term Liabilities	Annexure V, Note - 4	2,671.79	1,994.34	1,888.86	2,014.82
C. Deferred Tax Liability	Annexure V, Note - 10	73.07	76.81	79.11	76.26
<b>Current liabilities</b>					
Short Term Borrowings	Annexure V, Note - 5	1,641.46	1,478.17	2,264.27	1,500.00
Trade payables	Annexure V, Note - 6	4,596.14	4,842.32	4,315.26	2,430.00
Other current liabilities	Annexure V, Note - 7	1,274.71	1,328.57	746.54	804.72
Short term provisions	Annexure V, Note - 8	470.11	401.70	298.10	127.50
<b>Total</b>		<b>15,318.40</b>	<b>14,521.38</b>	<b>13,297.48</b>	<b>9,482.45</b>
<b>Assets</b>					
<b>Non-current assets</b>					
<b>Fixed assets</b>					
Property plant and equipment	Annexure V, Note - 9	-	-	-	-
(i) Tangible Assets		2,390.33	2,337.17	2,556.64	1,628.18
(ii) Intangible Assets		97.58	106.12	140.41	172.78
(iii) Capital Work in Progress		230.65	342.68	10.11	130.76
Non-Current Investment	Annexure VII	68.81	68.06	64.88	68.24
Long term loans and advances	Annexure IX	32.14	27.86	8.88	29.64
<b>Current assets</b>					
Inventory	Annexure VIII	8,972.32	8,232.77	7,954.80	5,093.07
Current Investment	Annexure VII	-	-	-	-
Trade receivables	Annexure IX	2,333.15	2,401.58	1,609.15	1,694.53
Cash and bank balances	Annexure IV, Note - 11	490.36	329.33	235.14	105.65
Short term loans and advances	Annexure X	111.43	105.28	81.57	101.95
Other current assets	Annexure IV, Note - 12	591.63	570.50	635.89	457.65

Preliminary Expenses		-	-	-	-
<b>Total</b>		<b>15,318.40</b>	<b>14,521.38</b>	<b>13,297.48</b>	<b>9,482.45</b>

**Summary of Significant Accounting Policies: Annexure IV, Note 22 of Annexure V**

The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial information appearing in Annexure V and Statement of Adjustments to Audited Financial Statements appearing in Annexure VI.

The accompanying annexures are an integral part of statement of Assets and Liabilities.

**As per our report of even date**

**For Jogin Raval & Associates**

Chartered Accountants

ICAI's Firm Registration Number: 128586W

**For and on behalf of the Board of Directors**

**Euro Panel Products Limited (Formerly known as Euro Panel Products Private Limited)**

**CA Jogin K Raval**

Proprietor

Membership No. 122197

**Rajesh N Shah**

Chairman and Managing Director

DIN: 02038392

**Divyam R Shah**

Whole Time Director

DIN: 05129462

Place: Mumbai

Date: October 13, 2021

Place: Mumbai

Date: October 13, 2021

**UDIN: 21122197AAAAEQ5751**

**Annexure II - Restated Standalone Statement of Profit and Loss of Euro Panel Products Limited  
(Formerly known as Euro Panel Products Private Limited)**

**(₹ in lakhs)**

Particulars	Annexure / Note no.	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Revenue</b>					
Revenue from operations	Annexure V, Note - 13	3,143.68	14,225.16	14,238.14	10,802.37
Other income	Annexure V, Note - 14	46.94	105.21	61.23	64.66
<b>Total Revenue (A)</b>		<b>3,190.61</b>	<b>14,330.37</b>	<b>14,299.36</b>	<b>10,867.04</b>
<b>Expenses</b>					
Cost of Raw Material Consumed	Annexure V, Note - 15	2,823.61	10,157.21	10,924.87	7,748.80
Changes In Inventories of Stock	Annexure V, Note - 16	(751.01)	(120.41)	(959.69)	(82.39)
Employee benefits expense	Annexure V, Note - 17	279.47	973.97	992.94	713.91
Finance costs	Annexure V, Note - 18	162.56	696.83	680.84	670.90
Depreciation expense	Annexure V, Note - 9.2	76.43	298.75	236.33	168.89
Other expenses	Annexure V, Note - 19	347.21	1,731.77	1,797.30	1,240.67
<b>Total Expenses (B)</b>		<b>2,938.27</b>	<b>13,738.12</b>	<b>13,672.58</b>	<b>10,460.78</b>
<b>Profit before tax (C=A-B)</b>		<b>252.34</b>	<b>592.25</b>	<b>626.78</b>	<b>406.26</b>
<b>Tax expense</b>					
- Current tax		68.41	147.00	170.60	84.10
- Deferred tax charge / (credit)		(3.74)	(2.29)	2.84	6.62
- Short /(excess) provision for tax		-	2.34	-	1.09
- MAT Entitlement Credit/(Utilised)		-	(75.01)	(56.82)	79.14
<b>Total Tax Expenses (D)</b>		<b>64.66</b>	<b>222.06</b>	<b>230.26</b>	<b>12.67</b>
<b>Net Profit as restated (C-D)</b>					
<b>Net Profit as restated</b>		<b>187.68</b>	<b>370.19</b>	<b>396.52</b>	<b>393.59</b>
<b>Earnings per equity share (Nominal value of ₹. 10 each)</b>	Annexure V, Note - 20				
- Basic		<b>1.04</b>	<b>2.06</b>	<b>2.44</b>	<b>3.56</b>
- Diluted		<b>1.04</b>	<b>2.06</b>	<b>2.44</b>	<b>3.56</b>

**Summary of Significant Accounting Policies: Annexure IV, Note 22 of Annexure V**

**The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial information appearing in Annexure V and Statement of Adjustments to Audited Financial Statements appearing in Annexure VI.**

**The accompanying annexures are an integral part of statement of Profit and Loss.**

**As per our report of even date**

**For Jogin Raval & Associates**

Chartered Accountants

ICAI's Firm Registration Number: 128586W

**For and on behalf of the Board of Directors**

**Euro Panel Products Limited (Formerly known as Euro**

**Panel Products Private Limited)**

**CA Jogin K Raval**

Proprietor

Membership No. 122197

**Rajesh N Shah**

Chairman and Managing Director

DIN: 02038392

**Divyam R Shah**

Whole Time Director

DIN: 05129462

Place: Mumbai

Date: October 13, 2021

UDIN: 21122197AAAAEQ5751

Place: Mumbai

Date: October 13, 2021

**Annexure III - Restated Standalone Statement of Cash Flows of Euro Panel Products Limited (Formerly known as Euro Panel Product Private Limited)**

(₹ in lakhs)

Particulars		For the Year Ended			
		June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>(i)</b>	<b>Cash flow from operating activities</b>				
	<b>Restated Profit before tax</b>	252.34	592.25	626.78	406.26
	Adjustments for:				
	Depreciation expenses	76.43	298.75	236.33	168.89
	Interest Paid	152.16	624.50	539.68	627.30
	Interest Received	(1.73)	(15.80)	(14.25)	(6.41)
	<b>Operating profit before working capital changes</b>	<b>479.20</b>	<b>1,499.69</b>	<b>1,388.53</b>	<b>1,196.04</b>
	<b>Changes in working capital:</b>				
	(Increase)/Decrease in Short Term Loans & Advances	(6.14)	(23.71)	20.38	(87.34)
	(Increase)/Decrease in Inventories	(739.55)	(277.97)	(2,861.73)	(1,144.93)
	(Increase)/Decrease in Trade Receivables	68.44	(792.44)	85.38	(823.28)
	(Increase)/Decrease in Other Current Assets	(21.12)	65.39	(178.24)	(179.84)
	(Increase)/Decrease in Preliminary Expenses	-	-	-	-
	Increase/(Decrease) in Short Term Borrowings	163.29	(786.10)	764.27	500.00
	Increase/(Decrease) in Trade Payables	(246.18)	527.06	1,885.26	1,110.09
	Increase/(Decrease) in Other Current Liabilities	(53.86)	582.03	(58.18)	(18.90)
	Increase/(Decrease) in Short Term Provisions	68.41	103.60	170.60	69.86
	<b>Cash generated (used in) / from operations</b>	<b>(287.52)</b>	<b>897.56</b>	<b>1,216.27</b>	<b>621.69</b>
	- Direct taxes paid (net of refunds)	(68.41)	(224.35)	(227.42)	(1.09)
	<b>Net cash generated (used in) / from operating activities (i)</b>	<b>(355.93)</b>	<b>673.21</b>	<b>988.85</b>	<b>620.60</b>
<b>(ii)</b>	<b>Cash flow from investing activities</b>				
	Investment In Fixed Deposit/Share Money	(0.75)	(3.18)	3.36	(4.33)
	Purchase Of Fixed Asset	(9.01)	(377.56)	(1,011.78)	(316.02)
	Security Deposit	(4.28)	(18.98)	20.76	1.41
	Interest Received	1.73	15.80	14.25	6.41
	<b>Net cash generated from / (used in) investing activities (ii)</b>	<b>(12.31)</b>	<b>(383.92)</b>	<b>(973.41)</b>	<b>(312.53)</b>
<b>(iii)</b>	<b>Cash flow from financing activities</b>				
	Increase In Share Capital	-	-	224.50	375.50
	Share Premium Received	-	-	134.70	225.30
	Proceeds From Long Term Borrowings	3.98	323.92	420.48	17.63
	Repayment of Other Long-Term Liabilities	677.45	105.48	(125.96)	(202.31)
	Interest Expenses	(152.16)	(624.50)	(539.68)	(627.30)
	<b>Net cash generated from / (used in) financing activities (iii)</b>	<b>529.27</b>	<b>(195.10)</b>	<b>114.05</b>	<b>(211.17)</b>

	<b>Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)</b>	161.03	94.19	129.48	96.90
	<b>Cash and cash equivalents at the beginning of the year</b>	329.33	235.14	105.65	8.75
	<b>Cash and cash equivalents at the end of the year</b>	490.36	329.33	235.14	105.65
	<b>Cash and cash equivalents at the end of the year comprises of</b>				
	Cash in hand	10.25	5.42	8.32	3.69
	Balance with scheduled banks in current accounts	480.11	323.91	226.82	101.96
		490.36	329.33	235.14	105.65

**Notes:**

1. The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard-3 on 'Cash Flow Statements' notified under specified section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.

The accompanying annexure are an integral part of the financial information.

As per our report of even date

**For Jogin Raval & Associates**

Chartered Accountants

ICAI's Firm Registration Number: 128586W

**For and on behalf of the Board of Directors**

**Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

**CA Jogin K Raval**

Proprietor

Membership No. 122197

**Rajesh N Shah**

Chairman and Managing Director

DIN: 02038392

**Divyam R Shah**

Whole Time Director

DIN: 05129462

Place: Mumbai

Date: October 13, 2021

Place: Mumbai

Date: October 13, 2021

**UDIN: 21122197AAAAEQ5751**



**Annexure IV - Restated Standalone Statement of Cash Flows of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

**Notes Annexed to and Forming Part of the Financial Statements for the Period Ended June 30, 2021, March 31, 2021, 2020 and 2019.**

**Schedule '2': Significant Accounting Policies and Notes to The Financial Statements**

**I. Corporate Information:**

Euro Panel Products Limited (Formerly known as Euro Panel Products Private Limited) ('the Company') is a company registered under the Companies Act, 2013 and primarily engaged in the business of Manufacturing and supplying of Aluminum composite panels in India and Globally. The company is incorporated on December 18, 2013 vide CIN U28931MH2013PLC251176.

The Head office of the company is at Borivali (Mumbai), Factory at Umbergaon (Gujarat) and depots at Nagpur, Indore, Bhiwandi, Pune, Lucknow, Kolkata, Delhi, Raipur and Ahmedabad.

**II. Significant accounting policies:**

**a) Basis of accounting and preparation of financial statements**

The restated summary statement of assets and liabilities of the Company as at 30th June 2021, 31st March 2021, 31st March 2020 and 31st March 2019 and the related restated summary statement of profits and loss and cash flows for the quarter ended 30th June 2021 and for the years ended 31st March 2021, 31st March 2020 and 31st March 2019 (herein collectively referred to as "Restated Summary Statements") have been compiled by the ("Guidance Note"). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the EMERGE Platform of NSE Limited in connection with its proposed Initial public offering of equity shares. The Company's management has recasted the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated Summary Statements.

These aforementioned financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Restated Standalone Financial Information have been prepared to comply in all material aspects with the requirements of Section 26(1)(b) of the Act read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time).

All assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in the Schedule III to the Companies Act, 2013. Based on nature of services, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**b) Use of estimates**

The preparation of the Restated Standalone Financial Information in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**c) Inventories**

Inventories include finished goods, raw materials and work - in - progress.

a) Raw Material is valued at cost.

b) For the purpose of finished goods and work in progress, the cost comprises of all direct and indirect cost relating to production.

**d) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. The Company recognizes revenues on sale of products, net of cash discounts and turnover discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties when the products are delivered to customer which is when title and risk and rewards of ownership pass to the customer.

Revenue from sales is recognized when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell/ consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

**e) Property Plant and Equipment:**

**i. Tangible Assets**

Fixed Assets are capitalized at acquisition cost, including directly attributable cost such as freight, Insurance and specific installation charges up to the point the asset is ready for its intended use.

**ii. Intangible Assets**

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at the end of each financial year. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Computer software which is not an integral part of the related hardware is classified as an intangible asset. The intangible assets are amortized over the period of 5 years of useful life.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

**f) Depreciation/ Amortization:**

Depreciation on Fixed Assets for the quarter ended 30th June 2021 and for the years ended 31st March 2021, 31st March 2020 and 31st March 2019 has been provided as per Straight Line Method (SLM) (i.e. calculated as per useful life of assets) as prescribed under Companies Act, 2013

Sr. No	Assets	Useful Life (in years)
1	Factory Building	30
2	Motor Car	8
3	Plant & Machinery	8
4	Air Conditioner	5
5	Computer Hardware	3
6	Electrical Equipment's	10
7	Furniture & Fixtures	10
8	Laboratory Equipment's	10
9	Office Equipment's	5
10	Computer Software	6
11	Brand	5

**g) Impairment of assets**

The Company assesses at each balance sheet date whether there is any indication that an asset (property, plant and equipment or intangible) may be impaired. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

**h) Foreign currency transactions**

**a) Initial Recognition:**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**b) Conversion:**

Monetary & Non-monetary items denominated in foreign currencies at the year-end are restated at the exchange rate prevailing on the date of the balance sheet.

**c) Exchange Differences:**

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

**i) Government Grant:**

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

**j) Investments:**

Investment that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long -term investments (non-current investments).

Current investments are carried at cost or fair value, whichever is lower. In case of investment in mutual funds, the net asset value of units declared by the mutual funds is considered as fair value.

Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

**k) Employee Benefits:**

All short-term employee benefits are recognised at their undiscounted amount in the accounting period in which they are incurred.

Company's contribution to Provident Fund, ESIC & MLWF is accounted on accrual basis & charged to Profit & Loss Account.

Company is paying off Salary inclusive of Bonus, awards, ex-gratia, performance pay & other benefits to all employees as per company's policy.

In accordance with applicable Indian laws, the Company provides for gratuity. Gratuity provides a lump sum payment to vested employees, at retirement or termination of

employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company and future increments. Liability with regard to gratuity is accrued based on valuations at the balance sheet date. Gain or loss is recognised immediately in the statement of profit and loss as income or expense. This liability is however not funded by the Company.

**l) Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.

**m) Leased Assets:**

Assets acquired under Leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as Operating Leases. The rentals and all other expenses of assets under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

**n) Earnings per share**

The amount considered in ascertaining the Company's earning per share constitutes the net profit after tax. The number of shares used in computing basic earning per share is the weighted average number of share outstanding during the period. The number of shares used in computing diluted earning per share comprises the weighted average number of shares considered for deriving basic earning per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

**o) Taxes on Income:**

- i. Tax on income for the current period is determined on the basis of estimated taxable income and tax credit computed in accordance with the provisions of the Income-tax Act 1961 and based on expected outcome of assessments / appeals.
- ii. Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and capable of reversal in one or more subsequent periods.
- iii. Minimum Alternative Tax (MAT) Credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period.

**p) Provisions, Contingent Liabilities and Contingent Assets:**

Provisions are recognized in the financial statement in respect of present probable obligations, for amounts which can be reliably estimated. Contingent Liabilities are disclosed in respect of possible obligations that arise from past events whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

**Annexure V - Notes to the Restated Standalone Financial Information of Euro Panel Product Limited  
(Formerly known as Euro Panel Product Private Limited)**

**Note 1: Share capital**

*(₹ in lakhs)*

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Authorised:</b>				
180,00,000 Equity shares of ₹. 10/- each	1,800.00	1,800.00	1,800.00	1,800.00
<b>Issued, Subscribed and Paid Up:</b>				
180,00,000 Equity shares of ₹. 10/- each	1,800.00	1,800.00	1,800.00	1,575.50
<b>Total</b>	<b>1,800.00</b>	<b>1,800.00</b>	<b>1,800.00</b>	<b>1,575.50</b>

**1 Reconciliation of number of shares:**

*(₹ in lakhs)*

Particulars	As at June 30, 2021		As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
<b>Issued, Subscribed and Paid-up:</b>					-			
<u>Equity Shares of ₹. 10/- each</u>								
Balance as at the beginning of the year	1,80,00,000	1,800.00	18,00,000	1,800.00	1,57,55,000	1,575.50	60,00,000	600.00
Add: Increase during the year	-	-	-	-	22,45,000	224.50	97,55,000	975.50
<b>Balance as at the end of the year</b>	<b>180,00,000</b>	<b>1800.00</b>	<b>180,00,000</b>	<b>1800.00</b>	<b>180,00,000</b>	<b>1800.00</b>	<b>1,57,55,000</b>	<b>1575.50</b>

**1.2 Rights, preferences and restrictions attached to shares:**

The Company has one class of equity shares having a par value of ₹. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of Company, the equity shareholders are eligible to receive the remaining assets of the Company after distributions of all preferential amounts, in proportion to their shareholding.

**1.3 Shares held by Holding company:**

Name of shareholders	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Equity shares of ₹. 10/- each, fully paid up	1,80,00,000	1,80,00,000	1,80,00,000	1,57,55,000
<b>Total</b>	<b>1,80,00,000</b>	<b>1,80,00,000</b>	<b>1,80,00,000</b>	<b>1,57,55,000</b>

**1.4 The details of shares held by shareholders holding more than 5% of the aggregate shares in the company:**

**(₹ in lakhs)**

Name of the shareholder	As at June 30, 2021		As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Mr. Rajesh Nanalal Shah	67,06,521	37.26 %	67,06,521	37.26 %	67,06,521	37.26 %	50,59,000	32.11 %
Mrs. Krishna Rajesh Shah	40,02,158	22.23 %	40,02,158	22.23 %	40,02,158	22.23 %	35,03,000	22.23 %
Mr. Divyam Rajesh Shah	21,53,000	11.96 %	21,53,000	11.96 %	21,53,000	11.96 %	21,53,000	13.67 %
Mr. Rajesh Nanalal Shah (HUF)	12,00,000	6.67 %	12,00,000	6.67 %	12,00,000	6.67 %	12,00,000	7.62 %
<b>Total</b>	<b>180,00,000</b>	<b>78.12 %</b>	<b>180,00,000</b>	<b>78.12 %</b>	<b>180,00,000</b>	<b>78.12 %</b>	<b>1,57,55,000</b>	<b>75.63 %</b>

**1.5 As per the records of the company, no securities are convertible into equity/preference shares.**

**Annexure V - Notes to the Restated Standalone Financial Information of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

**Note 2: Reserves and Surplus**

**(₹ in lakhs)**

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Surplus in statement of profit and loss account</b>				
Balance as at the beginning of the year	1,141.44	771.25	374.73	79.69
Less: Useful life adjustment due to transitional provisions of Schedule II (Refer note 7.8)	-	-	-	-
Preliminary Expenses	-	-	-	-83.80
Provision for Gratuity	-	-	-	-14.74
Add: Net profit for the year	187.68	370.19	396.52	393.59
<b>Balance as at the end of the year</b>	<b>1,329.13</b>	<b>1,141.44</b>	<b>771.25</b>	<b>374.73</b>
<b>Share Premium</b>				
Balance as at the beginning of the year	360.00	360.00	225.30	-
Add: Addition during the year	-	-	134.70	225.30
	360.00	360.00	360.00	225.30
<b>Total</b>	<b>1,689.13</b>	<b>1,501.44</b>	<b>1,131.25</b>	<b>600.03</b>

**Note 3: Long term Provisions**

(₹ in lakhs)

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Secured</b>				
<b>Term Loan -HDFC</b>				
1. Term Loan (Rs. 4.20 Crore) Is to Be Repaid In 34 Monthly Installments Commencing from December 2018 to April 2022	133.40	172.62	236.87	376.40
2. Term Loan (Rs. 1.50 Crore) Is to Be Repaid In 60 Monthly Installments Commencing from December 2018 to July 2024	101.15	108.43	116.91	142.11
3. Term Loan (Rs. 2.50 Crore) is to Be Repaid In 60 Monthly Installments Commencing from July 2019 to Feb 2025	204.28	216.15	225.51	0.00
(Secured By Way of Equitable Mortgage of Factory Building, Plant & Machinery and Other Fixed Assets.)	0.00	0.00	0.00	0.00
(Interest Rate (3month Repo Rate +4.45%) (PY Interest Rate (1 Yr MCLR Rate +1.15%))	0.00	0.00	0.00	0.00
<b>Guaranteed Emergency Credit Line</b>	496.83	496.83	0.00	0.00
(Guaranteed Emergency Credit Line (Rs. 4.9682823 Crore) Is to Be Repaid In 60 Monthly Installments including 12 months monetarium Period Commencing from September 2021 to August 2024).	0.00	0.00	0.00	0.00
Interest Rate 8.25%	0.00	0.00	0.00	0.00
<b>Term Loan -COSMOS</b>	427.16	445.87	368.36	0.00
(Secured By Way of Equitable Mortgage of Plant & Machinery)	0.00	0.00	0.00	0.00
(Term Loan (Rs.5 Crore) Is to Be Repaid In 60 Monthly Installments Plus 6 Month Moratorium Period Commencing from January 2020 to June 2025).	0.00	0.00	0.00	0.00
Interest Rate 9.25% (PY Interest Rate 9.95%)	0.00	0.00	0.00	0.00
<b>Term Loan -COSMOS (Vehicle)</b>	13.01	14.63	17.07	0.00
(Secured By Way of Equitable Mortgage of Toyota Crysta Gx8 and PDC'S)	0.00	0.00	0.00	0.00
(Term Loan (Rs. 19.50 Lakhs) Is to Be Repaid In 36 Monthly Installments Plus 6 Month Moratorium Period Commencing from November 2019 To April 2023).	0.00	0.00	0.00	0.00
(Interest Rate Fixed @ 8.25%)	0.00	0.00	0.00	0.00
<b>Term Loan -COSMO Business Comfort Term Loan (CBCTL)</b>	100.00	100.00	0.00	0.00



(Secured By Way of Equitable Mortgage on existing collateral Securities)	0.00	0.00	0.00	0.00
(Term Loan (Rs. 100 Lakhs) is To Be Repaid In 36 Monthly Installments including 12 Month Moratorium Period Commencing from September 2021 to August 2023).	0.00	0.00	0.00	0.00
Interest Rate 9.25%				
	1,475.82	1,554.53	964.73	518.52
<b>Less: Current Maturity of Long-Term Debts</b>	373.81	456.50	190.62	164.89
	<b>1,102.00</b>	<b>1,098.03</b>	<b>774.11</b>	<b>353.62</b>

#### Note 4: Other Long-Term Liabilities

(₹ in lakhs)

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Unsecured</b>				
Loan From Directors	1,074.74	912.98	808.63	734.92
Loan From Shareholders & Related Parties	892.70	577.00	488.31	408.00
Loan From Others	704.36	504.36	591.92	871.90
<b>Total</b>	<b>2,671.79</b>	<b>1,994.34</b>	<b>1,888.86</b>	<b>2,014.82</b>

#### Note 5: Short Term Borrowings

(₹ in lakhs)

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Secured</b>				
<b>From HDFC Bank</b>				
(Secured By Hypothecation of Present and Future Stock of Raw Material and Finished Goods, Book Debts & "Personal Guarantees of The Directors and Their Relative")				
Cash Credit Account	996.73	945.36	1,714.57	1,500.00
<b>From COSMOS Bank</b>				
(Secured By Hypothecation of Present and Future Stock of Raw Material and Finished Goods, Book Debts & "Personal Guarantees of The Directors and Their Relative")				
Cash Credit Account	644.73	532.81	549.70	0.00
<b>Total</b>	<b>1,641.46</b>	<b>1,478.17</b>	<b>2,264.27</b>	<b>1,500.00</b>

**Note 6: Trade payables****(₹ in lakhs)**

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Total outstanding dues of micro small and medium enterprises	799.87	784.45	865.51	286.11
Total outstanding dues of creditors other than micro small and medium enterprises	3,782.90	4,009.10	3,448.35	2,143.88
Other Payables	13.37	48.77	1.40	0.00
<b>Total</b>	<b>4,596.14</b>	<b>4,842.32</b>	<b>4,315.26</b>	<b>2,430.00</b>

(\*) There are no amounts due to any micro, small and medium enterprises as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 as on June 30, 2021, March 31, 2021, March 31, 2020, March 31, 2019. The above information regarding Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information available with the company.

**Note 7: Other Current Liabilities****(₹ in lakhs)**

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Other liabilities</b>				
Current Maturities of Long-Term Debts	373.81	456.50	190.62	164.89
Temporary Over Draft Facility/WCDL Loan	302.69	302.66	2.62	146.09
Liabilities For Expenses	160.52	147.42	156.45	105.32
Provision for Gratuity - Current	1.31	1.25	1.06	0.46
Provision for Gratuity - Non - Current	57.22	56.02	56.51	24.62
VAT/CST Tax Payable	0.00	-	1.50	-
TDS Payable	12.39	18.93	32.48	28.56
TCS Payable	1.37	1.70	-	-
Advance From Customer	158.52	116.27	141.68	151.55
Maharashtra GST	0.00	-	-	6.83
Gujarat GST	0.00	-	8.83	17.31
Madhya Pradesh GST	0.00	-	-	1.17
Reverse Charges Payable -Maharashtra	0.44	2.29	0.11	0.16
Reverse Charges Payable-Gujarat	1.85	5.92	1.24	0.65
Reverse Charges Payable-Delhi	0.27	0.87	0.15	0.08
Reverse Charges Payable-Raipur	0.01	0.04	0.00	-
Reverse Charges Payable-MP	0.13	0.22	0.04	0.01
Reverse Charges Payable-Lucknow	0.03	0.22	0.01	0.01
<u>Sundry Creditors for Expenses</u>		-	-	-
Other Than MSME	180.05	191.51	101.54	142.34

Total Outstanding Dues from MSME	24.09	26.75	51.69	14.65
<b>Total</b>	<b>1,274.71</b>	<b>1,328.57</b>	<b>746.54</b>	<b>804.72</b>

**Note 8: Short term Provisions**

*(₹ in lakhs)*

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Provision for Taxation (FY 17-18)	0.00	0.00	43.40	43.40
Provision for Taxation (FY 18-19)	84.10	84.10	84.10	84.10
Provision for Taxation (FY 19-20)	170.60	170.60	170.60	-
Provision for Taxation (FY 20-21)	147.00	147.00	-	-
Provision for Taxation (FY 21-22)	68.41	-	-	-
<b>Total</b>	<b>470.11</b>	<b>401.70</b>	<b>298.10</b>	<b>127.50</b>

**Annexure V - Notes to the Restated Standalone Financial Information of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

**9 Property, Plant and Equipment**

**9.1 Fixed assets - Property plant and equipment for June 30, 2021**

(₹ in lakhs)

Particulars	Useful life (No of Years)	Gross block				Depreciation				Net block	
		As at April 1, 2020	Additions	Disposals / Adjustments	As at June 30, 2021	As at April 1, 2020	For the year	Disposals / Adjustments	As at June 30, 2021	As at June 30, 2021	As at March 31, 2020
<b><u>Tangible Assets</u></b>											
1. Factory Buildings	30	1,348.63	101.14	-	1,449.77	161.35	10.26	-	171.61	1,278.16	1,187.28
2. Motor Car	8	38.11	-	-	38.11	14.96	1.12	-	16.08	22.03	23.16
3. Plant & Machinery	8	1,466.24	15.81	-	1,482.06	588.28	44.18	-	632.46	849.60	877.96
4. Air Conditioner	5	22.55	0.49	-	23.04	8.26	0.93	-	9.19	13.85	14.29
5. Computer	3	61.41	0.69	-	62.10	41.78	2.24	-	44.01	18.09	19.63
6. Electrical Equipments	10	95.13	-	-	95.13	54.23	2.23	-	56.47	38.67	40.90
7. Furniture & Fixtures	10	223.33	2.69	-	226.02	76.22	5.21	-	81.43	144.59	147.11
8. Laboratory Equipments	10	10.32	-	-	10.32	4.52	0.24	-	4.76	5.56	5.80
9. Office Equipments	5	36.92	0.21	-	37.13	15.87	1.47	-	17.34	19.79	21.05
<b><u>Intangible Assets</u></b>		-	-	-	-	-	-	-	-	-	-
1. Brand/ Trade Marks	5	152.74	-	-	152.74	62.05	7.23	-	69.29	83.46	90.69
2. Computer Software	6	33.38	-	-	33.38	17.95	1.31	-	19.26	14.12	15.43
<b><u>Capital Work in Progress</u></b>		342.68	6.16	(118.19)	230.65	-	-	-	-	230.65	342.68
<b>Total</b>		<b>3,831.45</b>	<b>127.20</b>	<b>(118.19)</b>	<b>3,840.46</b>	<b>1,045.47</b>	<b>76.43</b>	<b>-</b>	<b>1,121.90</b>	<b>2,718.56</b>	<b>2,785.98</b>

### 9.1 Fixed assets - Property plant and equipment for March 31, 2021

(₹ in lakhs)

Particulars	Useful life (No Of Years)	Gross block				Depreciation				Net block	
		As at April 1, 2020	Additions	Disposals / Adjustments	As at March 31, 2021	As at April 1, 2020	For the year	Disposals / Adjustments	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
<b><u>Tangible Assets</u></b>											
1. Factory Buildings	30	1,348.63	-	-	1,348.63	120.21	41.13	-	161.35	1,187.28	1,228.42
2. Motor Car	8	38.11	-	-	38.11	10.45	4.50	-	14.96	23.16	27.66
3. Plant & Machinery	8	1,464.22	2.02	-	1,466.24	413.03	175.25	-	588.28	877.96	1,051.19
4. Air Conditioner	5	16.71	5.84	-	22.55	5.35	2.91	-	8.26	14.29	11.36
5. Computer	3	48.52	12.88	-	61.41	35.77	6.01	-	41.78	19.63	12.75
6. Electrical Equipments	10	95.13	-	-	95.13	45.27	8.96	-	54.23	40.90	49.87
7. Furniture & Fixtures	10	205.00	18.33	-	223.33	57.10	19.13	-	76.22	147.11	147.91
8. Laboratory Equipments	10	9.93	0.39	-	10.32	3.56	0.95	-	4.52	5.80	6.37
9. Office Equipments	5	31.38	5.53	-	36.92	10.26	5.61	-	15.87	21.05	21.12
<b><u>Intangible Assets</u></b>		-	-	-	-	-	-	-	-	-	-
1. Brand/ Trade Marks	5	152.74	-	-	152.74	33.03	29.03	-	62.05	90.69	119.72
2. Computer Software	6	33.38	-	-	33.38	12.69	5.26	-	17.95	15.43	20.70
<b><u>Capital Work in Progress</u></b>		10.11	332.57	-	342.68	-	-	-	-	342.68	10.11
<b>Total</b>		<b>3,453.89</b>	<b>377.56</b>	<b>-</b>	<b>3,831.45</b>	<b>746.73</b>	<b>298.75</b>	<b>-</b>	<b>1,045.47</b>	<b>2,785.98</b>	<b>2,707.17</b>

### 9.1 Fixed assets - Property plant and equipment for March 31, 2020

(₹ in lakhs)

Particulars	Useful life (No of Years)	Gross block				Depreciation				Net block	
		As at April 1, 2019	Additions	Disposals / Adjustments	As at March 31, 2020	As at April 1, 2019	For the year	Disposals / Adjustments	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
<b>Tangible Assets</b>											
1. Factory Buildings	30	910.76	437.87	-	1,348.63	85.46	34.76	-	120.21	1,228.42	825.30
2. Motor Car	8	17.48	20.63	-	38.11	7.33	3.12	-	10.45	27.66	10.15
3. Plant & Machinery	8	869.31	594.91	-	1,464.22	285.40	127.64	-	413.03	1,051.19	583.92
4. Air Conditioner	5	6.60	10.11	-	16.71	3.45	1.90	-	5.35	11.36	3.15
5. Computer	3	39.41	9.11	-	48.52	31.51	4.26	-	35.77	12.75	7.90
6. Electrical Equipments	10	95.13	-	-	95.13	36.31	8.96	-	45.27	49.87	58.83
7. Furniture & Fixtures	10	163.86	41.14	-	205.00	40.31	16.78	-	57.10	147.91	123.55
8. Laboratory Equipments	10	7.86	2.07	-	9.93	2.73	0.84	-	3.56	6.37	5.13
9. Office Equipments	5	16.56	14.83	-	31.38	6.30	3.97	-	10.26	21.12	10.26
<b>Intangible Assets</b>		-	-	-	-	-	-	-	-	-	-
1. Brand/ Trade Marks	5	152.74	-	-	152.74	4.02	29.01	-	33.03	119.72	148.73
2. Computer Software	6	31.64	1.74	-	33.38	7.59	5.10	-	12.69	20.70	24.05
<b>Capital Work in Progress</b>		130.76	10.11	(130.76)	10.11	-	-	-	-	10.11	130.76
<b>Total</b>		<b>2,442.11</b>	<b>1,142.53</b>	<b>(130.76)</b>	<b>3,453.89</b>	<b>510.40</b>	<b>236.33</b>	<b>-</b>	<b>746.73</b>	<b>2,707.17</b>	<b>1,931.71</b>

#### 9.1 Fixed assets - Property plant and equipment for March 31, 2019

(₹ in lakhs)

Particulars		Gross block	Depreciation	Net block
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	Useful life (No Of Years)	As at April 1, 2018	Additions	Disposals / Adjustments	As at March 31, 2019	As at April 1, 2018	For the year	Disposals / Adjustments	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
<b>Tangible Assets</b>											
1. Factory Buildings	30	857.98	52.78	-	910.76	58.91	26.54	-	85.46	825.30	799.06
2. Motor Car	8	15.18	2.30	-	17.48	5.50	1.83	-	7.33	10.15	9.68
3. Plant & Machinery	8	860.14	9.17	-	869.31	182.87	102.53	-	285.40	583.92	677.27
4. Air Conditioner	5	5.71	0.89	-	6.60	2.26	1.19	-	3.45	3.15	3.45
5. Computer	3	33.14	6.27	-	39.41	26.49	5.03	-	31.51	7.90	6.66
6. Electrical Equipments	10	95.13	-	-	95.13	27.27	9.04	-	36.31	58.83	67.86
7. Furniture & Fixtures	10	117.62	46.24	-	163.86	27.56	12.75	-	40.31	123.55	90.06
8. Laboratory Equipments	10	7.86	-	-	7.86	1.98	0.75	-	2.73	5.13	5.88
9. Office Equipments	5	10.93	5.62	-	16.56	3.56	2.74	-	6.30	10.26	7.38
<b>Intangible Assets</b>		-	-	-	-	-	-	-	-	-	-
1. Brand/ Trade Marks	5	106.87	45.88	-	152.74	-	4.02	-	4.02	148.73	106.87
2. Computer Software	6	15.53	16.12	-	31.64	5.11	2.48	-	7.59	24.05	10.42
<b>Capital Work in Progress</b>		-	130.76	-	130.76	-	-	-	-	130.76	-
<b>Total</b>		<b>2,126.10</b>	<b>316.02</b>	<b>-</b>	<b>2,442.11</b>	<b>341.51</b>	<b>168.89</b>	<b>-</b>	<b>510.40</b>	<b>1,931.71</b>	<b>1,784.59</b>

## 9.2 Depreciation expense

(₹ in lakhs)

Particulars	Year Ended	Year Ended	Year Ended	Year Ended
	June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Depreciation</b>				
- On property plant and equipment	764.25	2,987.47	2,363.27	1,688.91
<b>Total</b>	<b>764.25</b>	<b>2,987.47</b>	<b>2,363.27</b>	<b>1,688.91</b>

- 9.3** There are no adjustments to Fixed Assets on account of borrowing costs and exchange differences. There is no revaluation of Fixed Assets.
- 9.4** During the previous year 2018-19, with regards to Logo "EURO", there was a litigation pending before The Mumbai High Court which has come in the favour of the company by Order dated 4th December 2018 and hence, Advocate fees of Rs. 45.5 lakhs (P.Y. 25.8 lakhs) relating to litigation has been capitalized under Brand / Trademark.  
Further, Euro Bond Industries Pvt Ltd filed a Special Leave Petition to the Supreme Court which was dismissed by Supreme Court on 18th January 2019.
- 9.5** During the previous year 2019-2020, the company has purchased Motor Car (Toyota Crysta GX 8 Str) which is registered in the personal name of Director. However, the same is shown as Fixed Assets in the books of the company.



**Note 10: Deferred Tax Assets (net)***(₹ in lakhs)*

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Deferred tax assets/liabilities</b>				
Opening Balance (DTL)	76.81	79.11	76.26	69.64
Depreciation as per Books	76.43	2,363.27	1,688.91	7,642.52
Provision for Bonus & Leave Encashment	6.64	317.84	251.10	663.71
Provision for Gratuity	1.26	329.48	103.40	126.15
Less: Depreciation as per Income Tax	69.45	3,112.79	2,281.35	6,944.58
Net Difference	14.88	-102.20	-237.95	1,487.80
Tax Rate	25.17%	25.17%	27.82%	27.82%
<b>DTL (-)/DTA (+)</b>	3.74	-28.43	-66.20	374.48
DTL To be Recognized	-73.07	-791.07	-762.64	-7,306.99

**Note 11: Cash and Bank Balances***(₹ in lakhs)*

Particulars	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Cash and cash equivalents</b>				
Cash on hand	4.22	5.42	8.32	3.69
Prepaid Card	6.03	-	-	-
Balances with banks				
- In Current accounts	132.35	14.62	7.31	26.71
- Margin Money	347.75	309.28	219.51	75.25
Note: Held as Lien by Bank Against Letter Of Credit	-	-	-	-
<b>Total</b>	<b>490.36</b>	<b>329.33</b>	<b>235.14</b>	<b>105.65</b>

**Note No. 12: Other Current Assets***(₹ in lakhs)*

Particulars	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Other Current Assets</b>				
Prepaid Expenses	22.20	26.17	35.12	33.26
VAT / CST Refundable	0.58	0.58	0.58	0.70
Delhi -GST	71.44	46.19	60.07	58.62
Gujarat GST	(51.11)	33.93	-	-
Maharashtra -GST	133.06	38.43	50.65	-
Madhya Pradesh -GST	10.40	9.92	12.95	-
Uttar Pradesh -GST	21.92	21.77	27.10	27.24
Raipur -GST	24.63	21.72	24.96	4.75
FD Interest Receivable from Bank	3.89	4.72	5.12	-

Particulars	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Subsidy Installment Receivable	27.55	37.93	50.00	39.21
Excise Duty Receivable	-	-	7.26	7.85
VKGUY/FPS Licenses	9.54	12.24	28.04	9.29
GST Refund Receivable (Deemed Export)	-	-	5.11	5.11
OEM Film Deposit Refundable (Grand China IMP & EXP)	-	-	0.73	0.73
IGST on Stock Transfer Input Credit (Goods in Transit)	-	-	-	6.51
Advance Processing Charges	-	-	-	1.18
Duty Drawback Receivable	0.57	0.82	1.02	-
<b>(A)</b>	<b>274.67</b>	<b>254.43</b>	<b>308.70</b>	<b>194.44</b>
<b>Advance Tax</b>				
Tax Deducted at Source (FY 18-19)	0.64	0.64	0.64	0.64
Tax Deducted at Source (FY 17-18)	-	-	0.46	0.46
Tax Deducted at Source (FY 19-20)	1.43	1.43	1.43	-
Tax Deducted at Source (FY 20-21)	1.95	1.95	-	-
Tax Deducted at Source (FY 21-22)	0.17	-	-	-
TCS receivable on Purchase	3.39	2.68	-	-
MAT Entitlement Credit Receivable	-	-	75.01	131.82
Advance Tax (FY 18-19)	79.38	79.38	79.38	85.00
Advance Tax (FY 17-18)	-	-	30.00	30.00
Advance Tax (FY 19-20)	125.00	125.00	125.00	-
Advance Tax (FY 20-21)	105.00	105.00	-	-
Self-Assessment Tax FY 17-18	-	-	15.28	15.28
<b>(B)</b>	<b>316.95</b>	<b>316.07</b>	<b>327.19</b>	<b>263.21</b>
<b>Total</b>	<b>591.63</b>	<b>570.50</b>	<b>635.89</b>	<b>457.65</b>

**Note 13: Revenue from Operations**

**(₹ in lakhs)**

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Sale of Product</b>				
Manufacturing	3,023.63	13,552.83	13,812.52	10,718.06
Export	120.05	672.33	425.62	84.31
<b>Total</b>	<b>3,143.68</b>	<b>14,225.16</b>	<b>14,238.14</b>	<b>10,802.37</b>

**Note 14: Other Income***(₹ in Lakhs)*

Particulars	Nature (Recurring / Non- recurring)	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Interest On FDR	Recurring	1.73	15.80	14.25	6.41
Interest on Security Deposit with DGVCL	Recurring	-	0.13	-	-
Subsidy Received (For Term Loan) Treasury Off, Valsad	Non- Recurring	-	-	25.00	25.00
Other Income	Recurring	-	0.19	0.26	1.83
Foreign Exchange Fluctuation (Net)	Non- Recurring	29.03	73.81	-	24.46
Income From MEIS License	Recurring	0.60	7.04	13.38	1.34
Duty Drawback Received	Recurring	1.53	7.37	5.70	-
Sundry Balance Written Back	Non- Recurring	-	0.87	2.64	4.72
Machine Scrap Sales	Non- Recurring	-	-	-	0.90
Damages & Customer Claim	Recurring	14.04	-	-	-
<b>Total</b>		<b>46.94</b>	<b>105.21</b>	<b>61.23</b>	<b>64.66</b>

**Note 15: Raw Material Consumed***(₹ in Lakhs)*

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Cost Of Raw Material Consumed</b>				
Opening Stock	4,476.84	4,319.28	2,417.23	1,354.69
Add: Purchases	2,812.15	10,314.77	12,826.91	8,811.34
Less: Closing Stock including Goods in Transit	4,465.38	4,476.84	4,319.28	2,417.23
<b>Total</b>	<b>2,823.61</b>	<b>10,157.21</b>	<b>10,924.87</b>	<b>7,748.80</b>

**Note 16: Changes in Inventory of Finished Goods***(₹ in Lakhs)*

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Work-In-Progress &amp; Stock-In-Trade</b>				
Opening Stock - Finished Goods	3,755.93	3,635.52	2,675.84	2,593.45
Less: Closing Stock - Finished Goods	4,506.94	3,755.93	3,635.52	2,675.84
<b>Total</b>	<b>(751.01)</b>	<b>(120.41)</b>	<b>(959.69)</b>	<b>(82.39)</b>

**Note 17: Employee Benefits Expenses**

(₹ in Lakhs)

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Salaries And Wages	225.14	792.25	782.49	571.45
Directors Remuneration	21.00	40.33	48.00	42.00
Contributions To Provident Fund and Other	14.53	51.24	47.00	24.79
Gratuity	1.26	(0.30)	32.95	10.34
Staff Welfare Expenses	17.54	90.44	82.51	65.33
<b>Total</b>	<b>279.47</b>	<b>973.97</b>	<b>992.94</b>	<b>713.91</b>

**Note 18: Finance Costs**

(₹ in lakhs)

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Interest expenses</b>				
- On Loan from Bank	68.75	341.26	255.97	203.93
- Others	83.41	283.24	283.70	423.37
	152.16	624.50	539.68	627.30
Bank charges	10.40	72.33	141.16	43.60
<b>Total</b>	<b>162.56</b>	<b>696.83</b>	<b>680.84</b>	<b>670.90</b>

**Note 19: Other Expenses**

(₹ in lakhs)

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Commission	7.36	109.02	160.62	105.77
Consumable & Store	3.40	7.14	11.91	8.77
Courier, Freight and Forwarding	134.89	619.40	513.03	297.17
Damages & Customer Claim	-	6.56	21.52	24.33
Insurance Charges	16.13	18.30	7.86	4.14
Labour Charges	15.02	77.86	83.21	44.12
Legal & Professional	17.94	78.99	75.11	57.70
Other Expenses	6.98	48.79	36.13	14.62
Donation	-	0.59	1.17	0.96
Packing Charges	4.07	11.10	9.81	9.29
Power and Fuel	50.74	231.69	281.28	164.93
Printing & Stationery	1.51	6.22	4.76	7.17
Rent Rates and Taxes	26.93	99.78	98.00	88.87
Repairs and Maintenance	9.26	41.68	34.63	23.25
Sales Promotions	38.59	252.05	306.48	202.95
Security Charges	2.76	13.19	12.66	11.33
Telephone Expenses	1.66	8.04	8.86	6.54
Testing Charges	3.33	4.88	44.97	5.99

Travelling Expenses	5.82	57.58	78.75	60.75
Bad Debts Written Off	0.18	36.41	-	-
Foreign Exchange Fluctuation (Net)	-	-	4.55	-
Royalty Fees	-	-	-	100.00
<b>Total</b>	<b>346.59</b>	<b>1,729.27</b>	<b>1,795.30</b>	<b>1,238.67</b>

**Note 19: Auditors Remuneration**

(₹ in lakhs)

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Statutory audit fees (excluding taxes)	0.44	1.75	1.50	1.50
Other matters	0.19	0.75	0.50	0.50
<b>Total</b>	<b>0.63</b>	<b>2.50</b>	<b>2.00</b>	<b>2.00</b>

**Note 20: Earnings per Share**

(₹ in lakhs)

Particulars	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Profit after tax</b>	187.68	370.19	396.52	393.59
<b>Weighted average number of equity shares</b>				
- For Basic EPS (No.)	1,80,00,000	1,80,00,000	1,62,27,309	1,10,42,705
- For Diluted EPS (No.)	1,80,00,000	1,80,00,000	1,62,27,309	1,10,42,705
Nominal value of equity shares (Rs. per share)	10.00	10.00	10.00	10.00
<b>Earnings per equity share:</b>				
- Basic	1.04	2.06	2.44	3.56
- Diluted	1.04	2.06	2.44	3.56

**Note 21: Disclosure of Related Parties/Related Party Transactions:**

As per Accounting Standard-18 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are disclosed below.

<b>1. List of related parties</b>		
Sr. No.	Name of the Related Party	Relationship
<b>(a)</b>	<b><u>Key Management Personnel</u></b>	-
	Shri Rajesh N. Shah	Director
	Smt. Krishna R Shah	Shareholder
	Shri Divyam R Shah	Director
	Smt. Niranjana N Shah	Shareholder (Till 3rd December 2020)
	Miss Yashvi R Shah	Shareholder
	Miss Hiral Sagar Shah	Company Secretary
<b>(b)</b>	<b><u>Others:</u></b>	-

	Divya Ply Agency Pvt. Ltd.	Enterprises over which Key Managerial Personnel Are able to exercise Significant influence
	Divya Panel (Division of Divya Ply Agency Pvt Ltd)	
	Rajesh Multitrade Pvt. Ltd.	
	Rajesh N Shah (HUF)	Shareholder (Director is Karta in HUF)
<b>2. Names of the related parties with whom transaction were carried out during the period and Description of relationship</b>		
Sr. No.	Name of the Related Party	Relationship
1	Shri Rajesh N. Shah	Director/Shareholder
2	Smt. Krishna R Shah	Shareholder
3	Shri Divyam R Shah	Director/Shareholder
4	Miss Yashvi R Shah	Shareholder
5	Divya Ply Agency Pvt. Ltd.	Enterprises over which Personnel Are able to exercise Significant influence
6	Rajesh Multitrade Pvt. Ltd.	
7	Divya Panels (Division of Divya Ply Agency Pvt Ltd)	
8	Rajesh N Shah (HUF)	Shareholder (Director is Karta in HUF)
9	Miss Hiral Sagar Shah	Company Secretary

#### Disclosure of related party transactions

(₹ in Lakhs)

Sr. No.	Particulars	Key Management Personnel	30th June, 2021	31st March, 2021	31st March, 2020	31st March, 2019
1	Office Rent (excluding taxes)	Smt. Krishna R Shah	3.00	11.00	12.00	12.00
		Divya Ply Agency Private Limited	2.25	8.25	9.00	9.00
2	Godown Rent (excluding taxes)	Shri Rajesh N Shah	5.63	20.63	22.50	19.50
		Smt. Krishna R Shah	2.25	8.25	9.00	8.25
3	Bhiwandi flat rent (excluding taxes)	Smt. Krishna R Shah	0.60	2.20	2.40	2.40
			-	-	-	-
4	Salary paid	Shri Rajesh N Shah	12.00	21.07	24.00	24.00
		Shri Divyam R Shah	9.00	19.27	24.00	18.00
		Miss Hiral Sagar Shah	0.49	1.96	1.96	0.16
5	Interest	Shri Rajesh N Shah	30.44	117.38	122.80	121.92
		Smt. Krishna R Shah	14.11	53.97	63.46	67.77
		Shri Divyam R Shah	5.40	12.95	0.14	4.68
		Smt. Niranjana N Shah	-	-	2.93	7.80
		Divya Ply Agency Private Limited	16.42	13.64	1.15	2.26
		Rajesh Multitrade Private Limited	-	26.12	22.23	-
6	Sales	Divya Panels (Division of Divya Ply Agency Pvt Ltd)	88.04	369.00	418.35	456.57
7	Purchase	Divya Ply Agency Pvt Ltd	1.79	16.32	14.68	-

		Rajesh Multitrade Private Limited	334.11	1,365.40	709.91	1,096.53
		Divya Panels (Division of Divya Ply Agency Pvt Ltd)	-	-	44.99	90.74
8	Repairs & Maintenance	Divya Ply Agency Private Limited	0.64	1.34	-	2.59
9	Professional Fees	Miss Yashvi R Shah	3.00	6.00	6.00	4.00

(₹ in Lakhs)

Sr. No	Closing balances of Parties	30th June, 2021	31st March, 2021	31st March, 2020	31st March, 2019
1	Smt. Krishna R Shah (Rent)	-	-	2.11	2.11
	Smt. Krishna R Shah (Loan)	392.70	377.00	437.84	356.00
2	Divya Ply Agency Pvt Limited (Rent)	2.43	-	3.24	3.24
	Divya Ply Agency Pvt Limited (Purchase)	0.09	-	1.76	-
	Divya Ply Agency Pvt Limited (Loan)	500.00	200.00	50.46	-
3	Shri Rajesh N Shah (Rent)	2.03	-	2.03	2.03
	Shri Rajesh N Shah (Loan)	921.89	775.00	808.63	734.92
4	Shri Divyam Rajesh Shah (Loan)	152.84	137.98	-	-
5	Smt Niranjana N Shah (Loan)	-	-	-	52.00
6	Rajesh Multitrade Pvt Ltd (Purchase)	605.97	556.86	348.46	399.21
7	Divya Panels (Division of Divya Ply Agency Pvt Ltd) (Sales)	20.43	3.60	6.02	19.89
8	Miss Yashvi R Shah (Professional Fees)	2.70	-	-	-

**Annexure VII-Restated Standalone Statement of Investments of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

(₹ in lakhs)

Particulars	As at			
	June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Non-current investments</b>				
<b>Non Trade - Unquoted</b>				
<b>Investment In Fixed Deposit</b>	22.23	22.23	20.52	18.98
1. Fixed Deposit No.04140300044081 (Custom License)	-	-	-	48.25
2. Fixed Deposit No.04140300053346 (DGVCL)	1.13	1.13	1.07	1.01
3. Fixed Deposit No.04140300056771 (Custom License)	15.06	14.30	13.40	-
4. Fixed Deposit No.50300332924157 (Custom License)	7.13	7.13	7.13	-
5. Fixed Deposit No.50300334481921 (DGVCL)	12.07	12.07	12.07	-
6. Fixed Deposit No.50300390362605 (Custom License)	-	-	-	-
<b>Investment In Share</b>	11.20	11.20	10.70	-

The Cosmos Co-Op Bank Ltd (Share Money)	-	-	-	-
(Out of the above, Share Certificate amounting to Rs. 19500 is in the personal name of the Director)	-	-	-	-
<b>Total</b>	<b>68.81</b>	<b>68.06</b>	<b>64.88</b>	<b>68.24</b>

**Annexure VIII-Restated Standalone Statement of Inventory of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

(₹ in lakhs)

Particulars	As at			
	June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Raw Material & Scraps, Stores and Spares	4,465.38	4,451.83	3,220.07	2,417.23
Finished Goods	4,506.94	3,755.93	3,635.52	2,675.84
Goods in Transit	0.00	25.01	1,099.21	0.00
(As Taken, Valued & Certified by the Management)				
<b>Total</b>	<b>8,972.32</b>	<b>8,232.77</b>	<b>7,954.80</b>	<b>5,093.07</b>

**Annexure IX-Restated Standalone Statement of Trade Receivables of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

(₹ in lakhs)

Particulars	As at			
	June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Trade Receivables for More Than 6 Months	420.62	375.53	347.23	144.79
Trade Receivables for Less Than 6 Months	1,912.52	2,026.05	1,261.92	1,549.74
(Unsecured Considered Good by The Management)				
<b>Total current trade receivables</b>	<b>2,333.15</b>	<b>2,401.58</b>	<b>1,609.15</b>	<b>1,694.53</b>

**Annexure X-Restated Standalone Statement of Loans & Advances of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

(₹ in lakhs)

Particulars	As at			
	June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Long-term loans and advances: [A]</b>				
<b>Unsecured and considered good</b>				
Unsecured - considered good				
Security deposits	0.00	0.00	0.00	0.00
- Security deposits - Premises	32.14	27.86	8.88	29.64
<b>Total (A)</b>	<b>32.14</b>	<b>27.86</b>	<b>8.88</b>	<b>29.64</b>
<b>Short-term loans and advances: [B]</b>				
<u>Unsecured Considered Good by The Management</u>				
Advances recoverable in cash or in kind:				
- Advance To Suppliers	100.98	98.54	76.71	95.10
- Staff / Worker Advances	10.45	6.74	4.86	6.85



<b>Total (B)</b>	<b>111.43</b>	<b>105.28</b>	<b>81.57</b>	<b>101.95</b>
<b>Total (A+B)</b>	<b>143.57</b>	<b>133.15</b>	<b>90.46</b>	<b>131.59</b>

**Schedule Annexed to and Forming Part of The Financial Statements for The Period Ended 30 June, 2021 and year ended 31st March, 2021**

**Disclosures under Accounting Standards**

**1) Foreign currency transactions**

Foreign Currency transactions on Imports and exports have been properly accounted in books of account. The Balance lying as on 30th June 2021, 31st March 2021, 2020 and 2019 are taken at Re conversion rate of USD as on 30th June 2021, 31st March, 2021, 2020 and 2019 (i.e. 1\$= Rs.74.3456, Rs.73.5047, Rs.75.3859 and Rs.69.1713 respectively) and EURO as on 30th June 2021, 31st March, 2021, 2020 and 2019 (i.e. 1€= Rs.88.5035, Rs. 86.099, Rs. 83.0496 and Rs. 77.8706 respectively) . The fluctuation gain / loss of Rs.29,03,205, Rs. 73,80,908/-, (4,54,728) and 24,46,305 is accounted in the respected Profit and Loss Statements.

**2) Provisions, contingent liabilities and contingent assets**

**Details of Letter of Credit Outstanding as at the year-end is given below**

*(₹ in lakhs)*

<b>Sr. No.</b>	<b>Particulars</b>	<b>for the period ended 30th June 2021 (Rs.)</b>	<b>for the year ended 31st March 2021 (Rs.)</b>	<b>for the year ended 31st March 2020 (Rs.)</b>	<b>for the year ended 31st March 2019 (Rs.)</b>
1	Letter of Credit for RM import	2,231.29	2,057.33	944.71	336.83

**3) Earnings per Share**

*(₹ in lakhs)*

	<b>Particulars</b>	<b>30th June, 2021</b>	<b>31st March, 2021</b>	<b>31st March, 2020</b>	<b>31st March, 2019</b>
a	Net profit/(loss) after tax attributable to equity shareholders	187.68	370.19	396.52	393.59
b	Weighted average number of shares outstanding during the period basic and diluted	1,80,00,000	1,80,00,000	1,62,27,309	1,10,42,705
a / b	Basic EPS	1.04	2.06	2.44	3.56
	Nominal value per equity share	10	10	10	10

**4) Other Notes to the Financial Statements**

- i. In the opinion of the Board of Directors, current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amounts at which they are stated and a provision for all known liabilities has been made in the financial statements.
- ii. **Provision for Gratuity**

*(₹ in lakhs)*

<b>Opening Balance</b>	<b>14.74</b>
<b>Financial Year ended 31st March 2019</b>	<b>10.34</b>

Financial Year ended 31st March 2020	32.95
Financial Year ended 31st March 2021	(0.30)
Quarter ended 30th June 2021	1.26

iii. The details of Auditors' Remuneration are given below:

(₹ in lakhs)					
Sr No.	Particulars	June 30, 2021 (₹ in lakhs)	March 31, 2021 (₹ in lakhs)	March 31, 2020 (₹ in lakhs)	March 31, 2019 (₹ in lakhs)
i	Tax audit fees	0.44	1.75	1.50	1.50
ii	Taxation Matters	0.19	0.75	0.50	0.50
iii	Certification Work	3.00	6.23	3.28	-

iv. As at 30th June 2021, 31st March, 31st March 2021, 31st March 2020 and 31st March 2019 the Company has dues outstanding in respect of vendors covered by the Micro, Small and Medium Enterprises Development Act, 2006 amounting to Rs. 7,99,86,506, Rs. 7,84,45,114, Rs. 8,65,51,334 and Rs. 2,86,11,138 respectively.

v. **Segment Reporting:** The Company is a manufacturer of Aluminium Composite Panel.

vi. **Personal guarantee:**

All credit facilities provided by HDFC Bank has been secured by Personal guarantees of Mr. Rajesh N Shah, Mrs. Krishna R Shah, Mr. Divyam R Shah and Rajesh Shah HUF.

All credit facilities provided by COSMOS Bank has been secured by Personal guarantees of Mr. Rajesh N Shah, Mrs. Krishna R Shah and Mr. Divyam R Shah.

vii. **Other Matters:**

Transfer of Shares : During the year, the share capital of Niranjana Shah is transferred to Yashvi Rajesh Shah under gift Deed.

viii. The balances appearing under unsecured loans, sundry creditors, sundry debtors, loans and advances, and certain banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of reconciliation and/or confirmation.

ix. All known liabilities are provided for on the basis of available information/ estimates.

x. **Expenses recognized during the year**

Particulars	Gratuity (Not funded)			
	Apr-June 21	2020-21	2019-20	2018-19
<b>In Income Statement</b>				
Current Service Cost	4.57	16.79	21.06	9.42
Interest Cost	0.94	3.74	1.71	1.11
<b>Total cost</b>	5.52	20.53	22.76	10.53
<b>In Other Comprehensive Income</b>	-	-	-	-
Actuarial (Gain) / Loss	(4.26)	(20.83)	10.18	0.27
	(4.26)	(20.83)	10.18	0.27

(₹ in Lakhs)

Actuarial Assumptions				
Indian Assured Lives Mortality (2006-08) Ultimate	Gratuity (Not funded)			
	Apr-June 21	2020-21	2019-20	2018-19
Discount rate (per annum) #	6.60%	6.50%	6.80%	7.50%
Rate of escalation in salary (per annum) *	7.00%	7.00%	7.00%	7.00%
Retirement age	60 years	60 years	60 years	60 years

# We have used the Discount Rate as 6.60% p.a. which relates to the par-yield rate available on Government Securities (G. Sec.) for the tenure of 14.00 years i.e., the expected term of the obligation. The rate is taken as per the deal rate as on 30-06-2021 as suggested under Indian Accounting Standard - 15.

\* Estimates of future salary increases have been done on the basis of current salary suitably projected for future, beginning one year after the valuation date, the period is validated based on the available information as to the salary revision date other than the date one year after the valuation date, taking into consideration the general trend in inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**xi. Additional disclosure on Uncertainty relating to the global health pandemic on COVID-19**

In assessing the recoverability of receivables including unbilled receivables, contract assets and contract costs, intangible assets, and certain investments, the Company has considered internal and external information up to the date of approval of these standalone financial statements including credit reports and economic forecasts. The Company has performed sensitivity analysis on the assumptions used herein. Based on the current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

The Company on the basis of its assessment believes that the probability of the occurrence of forecasted transactions is not impacted by COVID-19. The Company has also considered the effect of changes, if any, both in counterparty credit risk and own credit risk.

The impact of COVID-19 remains uncertain and may be different from what the company has estimated as of the date of approval of these standalone financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

**Annexure VI - Restated Statement on Adjustments to Standalone Audited Financial Statements of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

Summarized below are the restatement adjustments made to the Audited Financial Statements for the quarter ended 30th June 2021 and years ended March 31, 2021, 2020, 2019 and their impact on the retained earnings of the Company:

(₹ in lakhs)

Particulars	For the Year ended			
	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>A. Adjustments:</b>				
<b>Material Restatement Adjustments</b>				
i Additional Gratuity Provision (Provision as per Actuarial Valuation less provision as per books)	28.51	19.74	(23.17)	(10.34)

ii. Gratuity Provision for period prior to 1st April 2018	-	-	-	(14.74)
iii. Preliminary Expenses written off prior to 1st April 2018	-	-	-	(83.80)
iv. Reversal of Preliminary Expenses written off	-	-	41.90	41.90
v. Depreciation & Amortization Expenses	9.64	-	-	(9.64)
vi. Prepaid Expenses/ Provision for Expenses	2.99	(0.99)	(1.92)	(0.08)
<b>(Excluding those on account of changes in accounting policies):</b>	-	-	-	-
<b>(i) Audit Qualifications</b>	-	-	-	-
<b>Total:</b>	<b>41.14</b>	<b>18.75</b>	<b>16.81</b>	<b>(76.70)</b>
<b>(ii) Other material adjustments</b>	-	-	-	-
<b>(iii) Tax adjustments</b>	-	-	-	-
i. Deferred Tax Assets/ Liabilities Provision	(7.22)	(4.91)	6.57	5.56
ii. Provision for Income Tax	16.27	(4.85)	(11.97)	(4.96)
<b>Total:</b>	<b>50.19</b>	<b>8.99</b>	<b>11.42</b>	<b>(76.10)</b>
<b>B. Adjustments on account of changes in accounting policies:</b>	-	-	-	-
<b>Total:</b>	-	-	-	-
<b>Total impact of Adjustments (A+B)</b>	<b>50.19</b>	<b>8.99</b>	<b>11.42</b>	<b>(76.10)</b>
<b>Reconciliation of Restated Retained Earnings:</b>	-	-	-	-
Retained Earnings as per Audited Financials	1,334.63	1,197.14	835.94	450.84
Add/ Less Impact of Adjustments	(5.51)	(55.70)	(64.69)	(76.10)
Retained Earnings as per Restated Financial	1,329.13	1,141.44	771.25	374.73

**Annexure VI - Restated Statement on Adjustments to Standalone Audited Financial Statements of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

Summarized below are the restatement adjustments made to the Audited Financial Statements for the quarter ended 30th June 2021 and years ended March 31, 2021, 2020, 2019 and their impact on the profit / (loss) of the Company.

(₹ in lakhs)

Particulars	For the Year ended			
	As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>A. Adjustments:</b>				
<b>Material Restatement Adjustments</b>				
i. Additional Gratuity Provision (Provision as per Actuarial Valuation less provision as per books)	28.51	19.74	(23.17)	(10.34)
ii. Preliminary Expenses written off	-	-	41.90	41.90

iii. Depreciation & Amortization Expenses	9.64	-	-	(9.64)
iv. Provision for Expenses	2.99	(0.99)	(1.92)	(0.08)
<b>(Excluding those on account of changes in accounting policies):</b>	-	-	-	-
<b>(i) Audit Qualifications</b>	-	-	-	-
<b>Total:</b>	<b>41.14</b>	<b>18.75</b>	<b>16.81</b>	<b>21.84</b>
<b>(ii) Other material adjustments</b>	-	-	-	-
<b>(iii) Tax adjustments</b>	-	-	-	-
i. Deferred Tax Assets/ Liabilities Provision	-7.22	-4.91	6.57	5.56
ii. Provision for Income Tax	16.27	-4.85	-11.97	-4.96
<b>Total:</b>	<b>50.19</b>	<b>8.99</b>	<b>11.42</b>	<b>22.44</b>
<b>B. Adjustments on account of changes in accounting policies :</b>	-	-	-	-
<b>Total:</b>	-	-	-	-
<b>Total impact of Adjustments (A+B)</b>	<b>50.19</b>	<b>8.99</b>	<b>11.42</b>	<b>22.44</b>
<b>Reconciliation of Restated Profit / Losses :</b>	-	-	-	-
Net Profit/ Loss after Tax as per Audited Financials	137.49	361.20	385.10	371.15
Add/ Less Impact of Adjustments	50.19	8.99	11.42	22.44
<b>Net Profit/ Loss after Tax as per Restated Financials</b>	<b>187.68</b>	<b>370.19</b>	<b>396.52</b>	<b>393.59</b>
<b>Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years:</b>				
<b>Adjustments having impact on Profit:</b>				
a) <b>Depreciation &amp; Amortization Expense</b> – Depreciation on one of Machinery in F Y 2018-2019 was wrongly calculated amounting to Rs. 9,63,591/- which has now been restated.				
b) <b>Preliminary Expenses Written-off</b> - Preliminary Expenses of ₹ 83,79,870.38 was amortized over 2 years and which has now been deducted from opening reserves.				
c) <b>Provision for Gratuity:</b> The Company has provided for Provision for gratuity from F Y 2019-2020 onwards as per working provided by Provision for Gratuity Act, which has now been restated from inception of company as per actuarial valuation. Provision prior to restatement period is restated in opening reserves.				
d) <b>Provision for Expenses:</b> Provision for Interest on LC charges was not calculated for each period of restatement are now restated in the respective years.				
e) <b>Deferred Tax Benefit</b> - The Company has provided for Deferred tax benefit in the books. However, due to restatement of accounts, the same is recalculated and provided into the books of accounts.				
f) <b>Provision for Income Tax:</b> The Company has provided for Provision for Income Tax in the books. However, due to restatement of accounts, the same is recalculated and provided into the books of accounts.				
<b>Adjustments having no impact on Profit:</b>				
a) <b>Material Regrouping:</b> Appropriate regroupings 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, 2018 (as amended).

**Annexure VII-Restated Standalone Statement of Investments of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

(₹ in lakhs)

Particulars	As at			
	June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Non-current investments</b>				
<b>Non Trade - Unquoted</b>				
<b>Investment In Fixed Deposit</b>				
1. Fixed Deposit No.04140300044081 (Custom License)	22.23	22.23	20.52	18.98
2. Fixed Deposit No.04140300053346 ( DGVCL )	-	-	-	48.25
3. Fixed Deposit No.04140300056771 (Custom License)	1.13	1.13	1.07	1.01
4. Fixed Deposit No.50300332924157 (Custom License)	15.06	14.30	13.40	-
5. Fixed Deposit No.50300334481921 ( DGVCL )	7.13	7.13	7.13	-
6. Fixed Deposit No.50300390362605 (Custom License)	12.07	12.07	12.07	-
	-	-	-	-
<b>Investment In Share</b>	11.20	11.20	10.70	-
The Cosmos Co-Op Bank Ltd (Share Money)	-	-	-	-
(Out of the above, Share Certificate amounting to Rs. 19500 is in the personal name of the Director)	-	-	-	-
	<b>68.81</b>	<b>68.06</b>	<b>64.88</b>	<b>68.24</b>

**Annexure VIII-Restated Standalone Statement of Inventory of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

**Inventories**

(₹ in lakhs)

Particulars	As at			
	June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Raw Material & Scraps, Stores and Spares	4,465.38	4,451.83	3,220.07	2,417.23
Finished Goods	4,506.94	3,755.93	3,635.52	2,675.84
Goods in Transit	-	25.01	1,099.21	-
(As Taken, Valued & Certified by the Management)	-	-	-	-
	-	-	-	-
<b>Total</b>	<b>8,972.32</b>	<b>8,232.77</b>	<b>7,954.80</b>	<b>5,093.07</b>

**Annexure XI-Restated Standalone Statement of Accounting Ratios of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

Sr. No.	Particulars	For the year ended			
		June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
1	Restated Profit / (Loss) after Tax (₹ in lakhs)	187.68	370.19	396.52	393.59
2	Net Profit / (Loss) available to Equity Shareholders (₹ in lakhs)	187.68	370.19	396.52	393.59
3	Weighted average number of Equity Shares outstanding during the year	18,000,000	18,000,000	16,227,309	11,042,705
4	Number of Equity Shares outstanding at the end of the year	18,000,000	18,000,000	18,000,000	15,755,000
5	Net Worth for Equity Shareholders (₹ in lakhs)	3,489.13	3,301.44	2,931.25	2,175.53
6	Accounting Ratios:				
	Basic & Diluted Earnings / (Loss) per Share (₹) (2)/ (3)	1.04	2.06	2.44	3.56
	Return on Net Worth for Equity Shareholders (2)/ (5)	5.38%	11.21%	13.53%	18.09%
	Net Asset Value Per Share (₹) (5)/ (4)	19.38	18.34	16.28	13.81

**Notes:**

- 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. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- Net worth for ratios mentioned in note D is = Equity share capital + Reserves and surplus (including Subsidy, Securities Premium and Surplus/ (Deficit).
- The above ratios have been computed on the basis of the Restated Financial Information- Annexure I & Annexure II.

**Annexure XII-Restated Standalone Statement of Capitalization of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

(₹ in lakhs)

Particulars	Pre-Issue as at June 30, 2021	Post Issue As at June 30, 2021
<b>Debt:</b>		
Long term borrowings	1102.00	1102.00
Short term borrowings	1641.46	737.11
Current portion of Secured long-term borrowings, included in Other Current Liabilities	676.50	676.50

<b>Total debt (A)</b>	<b>3419.97</b>	2515.62
<b>Shareholders' Funds:</b>		
Equity Share Capital	1,800.00	2450.00
Reserves and Surplus	1689.13	5589.13
<b>Total Shareholders' Funds (B)</b>	<b>3489.13</b>	<b>8039.13</b>
<b>Total Debt/Equity Ratio (A/B)</b>	<b>0.98</b>	<b>0.31</b>

**Annexure XIII - Restated Standalone Statement of Tax Shelter of Euro Panel Product Limited (Formerly known as Euro Panel Product Private Limited)**

(₹ in lakhs)

Particulars		For The Year Ended			
		As at June 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
A	Profit before taxation and Restatement adjustments	252.3 4	592.2 5	626.7 8	406.26
B	Tax at applicable Rates	25.17 %	25.17 %	27.82 %	27.82 %
C	Tax thereon at the above rate	63.52	149.0 7	174.3 7	113.02
	<b>Adjustments:</b>				
D	<b><u>Permanent differences</u></b>				
	Net Disallowances / (Allowances) under the Income Tax Act, 1961				
	<b>Total permanent differences</b>	0.00	0.00	0.00	0.00
E	<b><u>Timing Difference</u></b>				
i.	Difference between book and tax depreciation	6.98	(-7.11)	(73.40 )	(62.39 )
ii.	Deductions u/s 43B of the Income Tax Act, 1961	11.21	-21.33	26.46	0.20
	- Bonus and leave encashment	-	-	-	-
iii.	Statutory Liabilities	1.26	-0.30	32.95	10.34
	Provision for Gratuity	-	-	-	-
vi	Donation	-	0.59	1.17	0.96
vii	Brought Forward Losses	-	-	-	-77.04
viii	Deductions u/s 80G of the Income Tax Act, 1961	-	-0.30	-0.59	-0.31
	<b>Total timing differences</b>	<b>19.48</b>	<b>-28.41</b>	<b>-13.39</b>	<b>- 128.23</b>
F	Net Adjustments (D+E)	<b>19.48</b>	<b>-28.41</b>	<b>-13.39</b>	<b>- 128.23</b>
G	Tax Expenses / (Savings) thereon (FxB)	<b>4.90</b>	<b>-7.15</b>	<b>-3.73</b>	<b>-35.67</b>
H	Tax Liability (C+G)	<b>68.42</b>	<b>141.9 2</b>	<b>170.6 4</b>	<b>77.35</b>
I	<b>Minimum Alternate Tax under Sec. 115 JB of Income Tax Act including other taxes</b>				



	Book profit u/s 115 JB	252.3 4	592.2 5	626.7 8	406.26
	Tax Rate as per Minimum Alternate Tax under Sec. 115 JB of Income Tax Act	1.72	1.72	1.67	2.06
	Tax Liability as per Minimum Alternate Tax under Sec. 115 JB of Income Tax Act including other taxes	43.30	101.6 3	104.6 2	83.64
J	Net Tax Liability (Higher of H and I)	68.42	141.9 2	170.6 4	83.64
K	<b>Total Current tax</b>	68.42	141.9 2	170.6 4	83.64
L	Impact of Material Adjustments for Restatement in corresponding period / years	--	--	--	--
M	Current Tax Liability on Material Adjustments for restatement in corresponding period / years	--	--	--	--
L	Taxable Profit before Taxation and after adjustments as Restated (A+F+L, restricted to zero)	271.8 3	563.5 4	612.8 0	200.69
M	Total Tax Liability after Tax impact of adjustments	68.42	141.8 4	170.4 8	55.83

## **MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS**

The following discussion is intended to convey Management’s perspective on our financial condition and results of operations for the period ended June 30, 2021 and for the financial year ended March 31, 2021, 2020, and 2019. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Prospectus. You should also read the section entitled “*Risk Factors*” beginning on page no. 24 of this Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our Restated Financial Statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“Fiscal Year”) are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers to Euro Panel Products Limited, our Company. Unless otherwise indicated, financial information included herein are based on our “*Restated Financial Statements*” for the period ended June 30, 2021 and for the Financial Years 2021, 2020, and 2019 beginning on page no. 149 of this Prospectus.

### **BUSINESS OVERVIEW**

Our Company was originally incorporated as a private limited company in the name of “Archer Trading House Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 18, 2013 bearing Corporate Identification Number U51101MH2013PTC251176 issued by the Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our Company was changed to “Euro Panel Products Private Limited” pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 18, 2014. The Deputy Registrar of Companies, Mumbai issued a fresh Certificate of Incorporation dated October 22, 2014, upon change of the name of the Company, bearing Corporate Identification Number U28931MH2013PTC251176. Our Company was converted into a public limited company pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on August 25, 2021 and consequently upon conversion, the name of our Company was changed to “Euro Panel Products Limited” vide a fresh Certificate of Incorporation dated September 21, 2021 bearing Corporate Identification Number U28931MH2013PLC251176 issued by the Registrar of Companies, Mumbai. For further details, please refer to chapter titled “History and Certain Corporate Matters” beginning on page no. 124 of this Prospectus.

For further details, please refer chapter “*Business Overview*” on page no. 97 of this Prospectus.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:**

**After the date of last financial year i.e. March 31, 2021, the following material events have occurred after the last audited period.**

1. The Board of Directors of the Company approved the Initial Public Offering of our Company in their meeting held on September 30, 2021.
2. The Shareholders of the Company approved the Initial Public Offering of our Company in their meeting held on September 30, 2021

### **KEY FACTORS AFFECTING THE RESULTS OF OPERATION:**

Our Company’s future results of operations could be affected potentially by the following factors:

1. Changes in Laws and Regulations that apply to our Industry.
2. Changes in Fiscal, Economic or Political conditions in India
3. Failure to comply with regulations prescribed by authorities of the jurisdiction in which we operate
4. Competition with existing and new entrants

## DISCUSSION ON RESULTS OF OPERATIONS

### Revenue of operations

Our Company is engaged into manufacturing of Aluminium Composite Panels (ACPs). Our primary revenue is from sales of ACPs through our distributors on PAN India basis.

### Other Income

Our other income consists of Fixed Deposits Receipts, Interest on Security Deposit with Dakshin Gujarat Vij Company Limited (DGVCL), Subsidy Received (For Term Loan) Treasury Off, Valsad, Foreign Exchange Fluctuation (Net), etc.

(Rs in lakhs)

PARTICULARS	For the period ended June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Revenue from Operations</b>	<b>3,143.68</b>	<b>14,225.16</b>	<b>14,238.14</b>	<b>10,802.37</b>
% of total revenue	98.96	99.27	99.57	99.40
<b>Other Income</b>	<b>46.94</b>	<b>105.21</b>	<b>61.23</b>	<b>64.66</b>
% of total revenue	1.04	0.73	0.43	0.60
<b>Total Revenue</b>	<b>3190.62</b>	<b>14330.37</b>	<b>14299.37</b>	<b>10867.03</b>
<b>Expenditure</b>				
Cost of Material Consumed	<b>2,823.61</b>	<b>10,157.21</b>	<b>10,924.87</b>	<b>7,748.80</b>
% of total revenue	88.50	70.88	76.40	71.31
<b>Changes in Inventories</b>	<b>(751.01)</b>	<b>(120.41)</b>	<b>(959.69)</b>	<b>(82.39)</b>
% of total revenue	(23.54)	(0.84)	(6.71)	(0.76)
<b>Direct Expenses</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
% of total revenue	0.00	0.00	0.00	0.00
<b>Employee Benefit Expenses</b>	<b>279.47</b>	<b>973.97</b>	<b>992.94</b>	<b>713.91</b>
% of total revenue	8.76	6.80	6.94	6.57
<b>Finance Cost</b>	<b>162.56</b>	<b>696.83</b>	<b>680.84</b>	<b>670.90</b>
% of total revenue	5.09	4.86	4.76	6.17
<b>Depreciation and Amortisation</b>	<b>76.43</b>	<b>298.75</b>	<b>236.33</b>	<b>168.89</b>
% of total revenue	2.40	2.08	1.65	1.55
<b>Other Expenses</b>	<b>347.21</b>	<b>1,731.77</b>	<b>1,797.30</b>	<b>1,240.67</b>
% of total revenue	10.88	12.08	12.57	11.42
<b>Total Expenditure</b>	<b>2938.27</b>	<b>13,738.12</b>	<b>13,672.59</b>	<b>10,460.78</b>
% of total revenue	92.09	95.87	95.62	96.26
<b>Profit and Loss Before Tax</b>	<b>252.34</b>	<b>592.25</b>	<b>626.78</b>	<b>406.25</b>
<b>Tax Expense:</b>				

<b>PARTICULARS</b>	<b>For the period ended June 30, 2021</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
Current Tax	68.41	147.00	170.60	84.10
Deferred Tax Charge/(Credit)	(3.74)	(2.29)	2.84	6.62
Short /(excess) provision for tax	0.00	2.34	0.00	1.09
MAT Entitlement Credit/(Utilised)	0.00	(75.01)	(56.82)	79.14
<b>Total Tax Expense</b>	<b>64.67</b>	<b>222.06</b>	<b>230.26</b>	<b>12.67</b>
<b>PROFIT AND LOSS FOR THE YEAR</b>	<b>187.68</b>	<b>370.19</b>	<b>396.52</b>	<b>393.59</b>
% of total revenue	5.88	2.58	2.77	3.63

#### **FOR THE PERIOD ENDED JUNE 30, 2021**

##### **Income**

##### *Revenue from Operations*

Our revenue from operations for the period ended June 30, 2021 was ₹ 3,143.68 Lakhs which is about 98.95% of the total revenue and which includes revenue from manufacturing and sales of Aluminium Composite Panels (ACPs)

##### *Other Income*

Our other income for the period ended June 30, 2021 was ₹ 46.94 Lakhs which is about 1.47% of the total revenue.

##### **Expenditure:**

##### *Cost of Material Consumed*

Our Cost of Material consumption for the period ended June 30, 2021 was ₹ 2,823.61 Lakhs which is about 88.50% of total revenue.

##### *Employee Benefits Expenses*

The employee benefits expenses for the period ended June 30, 2021 is ₹ 279.47 Lakhs which is about 8.76% of the total revenue and which includes Salaries, Bonus, Provident Fund and ESIC, Gratuity and other expenses.

##### *Finance Cost*

Financial costs for the period ended June 30, 2021 is ₹ 162.56 Lakhs which is about 5.09% of the total revenue and which consists of interest on working capital loan and Interest on loan.

##### *Other Expenses*

Other Expenses for the period ended June 30, 2021 is ₹ 347.21 Lakhs which is about 10.88 % of the total revenue and which includes legal and professional Fees, labour charges, rent, sales promotion, packing charges.

##### *Depreciation and Amortization Expenses:*

Depreciation for the period ended June 30, 2021 is ₹ 76.43 Lakhs which is about 2.40% of the total revenue and which consists of depreciation and amortization.

##### *Profit after Tax*

Profit after tax for the period ended June 30, 2021 is ₹ 187.68 Lakhs which is about 5.88% of the total revenue.

**COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2021 TO FINANCIAL YEAR ENDED MARCH 31, 2020**

**Income**

*Revenue from Operations*

The company is engaged in manufacturing of ACPs. The total income from operations for the F.Y. 2021 was ₹. 14,225.16 lakhs and it was ₹. 14,238.14 lakhs during the F.Y. 2020. The revenue of the Company has decreased in the year FY 2021 by 0.09 %.

*Other Income*

The Other Income comprises of interest on deposits, interest on FDR, foreign exchange fluctuation. In the F.Y. 2021 it was ₹. 105.21 Lakhs as compared to ₹. 61.23 Lakhs for the F.Y. 2020 which shows an increase by 71.83 %. This was mainly due to foreign exchange fluctuations.

**Expenditure:**

*Cost of Material Consumed*

The cost of material consumed in FY 2021 was ₹. 10,157.21 Lakhs compared to ₹. 10,924.87 in FY 2020 due to reduction in the purchase of the raw materials.

*Change in Inventories*

There was decrease in change in inventories in FY 2021 by 87.45% as compared to FY 2020.

*Employee Benefits Expenses*

The Employee expenses for F.Y. 2021 was ₹. 973.97 Lakhs as compared to ₹. 992.94 Lakhs in F.Y. 2020. The decrease in the employee expenses was on account of decrease in gratuity. However, there was increase in the salaries and wages of the employees and staff welfare expenses.

*Finance Cost*

The Finance Cost for F.Y. 2021 was ₹. 696.83 Lakhs against the Finance Cost of F.Y. 2020 which was ₹. 680.84 Lakhs.

*Other Expenses*

The other expenses, in the F.Y. 2021 it was ₹. 1,731.77 Lakhs as compared to ₹. 1797.30 Lakhs for the F.Y. 2020 which shows a reduction of 3.65% in other expenses. This was due to reduction in commission expenses, labour charges and sales promotion.

*Depreciation and Amortization Expenses:*

The Depreciation for F.Y. 2021 was ₹. 298.75 Lakhs as compared to ₹. 236.33 Lakhs in F.Y. 2020.

*Profit after Tax (PAT)*

PAT was decreased from ₹. 396.52 lakhs in F.Y. 2020 to ₹. 370.19 Lakhs in F.Y. 2021. The profit after tax decreased by 6.64 % as compared to F.Y. 2020 on account of decrease in revenue from operations.

## **COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2020 TO FINANCIAL YEAR ENDED MARCH 31, 2019**

### **Income**

#### *Revenue from Operations*

The company is engaged in manufacturing of ACPs. The income from revenue from operations for the F.Y. 2020 was ₹. 14,238 Lakhs and it was ₹. 10,802 Lakhs during F.Y. 2019. The Company's revenue from operations has increased in the year FY 2020 by 31.81 %.

#### *Other Income*

The other income in F.Y. 2020 was ₹. 61.23 lakhs as compared to ₹. 64.66 lakhs in F.Y. 2019 which shows a decrease by 5.30 % in other Income.

### **Expenditure:**

#### *Cost of Material Consumed*

The cost of material consumed in FY 2020 was ₹. 10,924.87 Lakhs which is more as compared to FY 2019 i.e. ₹. 7748.80 as the Company increased its purchases by 40.99 %.

#### *Change in Inventories*

There was decrease in change in inventories in FY 2020 by 1064.81% as compared to FY 2019.

#### *Employee Benefits Expenses*

The Employee expenses for F.Y. 2020 was ₹. 992.94 Lakhs against the expenses of F.Y. 2019 was ₹. 713.91 Lakhs. The increase in the employee expenses was on account of increase in salary, Contribution to Provident Fund and welfare of staff members.

#### *Finance Cost*

The Finance Cost for F.Y. 2020 was ₹. 680.84 Lakhs against the Finance Cost of F.Y. 2019 which was ₹. 670.90 Lakhs.

#### *Other Expenses*

Other Expenses increased from ₹. 1240.67 Lakhs for F.Y. 2019 against ₹. 1797.30 Lakhs in F.Y. 2020. The other expenses includes commission, insurance charges, legal and professional fees, rent etc.

#### *Depreciation and Amortization Expenses:*

The Depreciation for F.Y. 2020 was ₹. 236.33 Lakhs as compared to ₹. 168.89 lakhs in F.Y.2019.

#### *Profit after Tax (PAT)*

PAT increased from ₹. 393.58 Lakhs for the F.Y. 2019 to ₹. 396.52 lakhs in F.Y. 2020. The profit after tax increased by 0.75 % as compared to F.Y. 2019 on account of increase in total revenue.

### **Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

#### **1. Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three (3) years.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in *'Factors Affecting our Results of Operations'* and the uncertainties described in the section entitled *"Risk Factors"* beginning on page no. 24 of this Prospectus. To our knowledge, except as we have described in this Prospectus, there are no known factors which we expect to bring about significant economic changes.

**3. Income and Sales on account of major product/main activities**

Income and sales of our Company on account of main activities derives from manufacturing of ACPs and selling them through the distributors on PAN India basis.

**4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled *"Risk Factors"* beginning on page no. 24 in this Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**6. Extent to which material increases in net sales or revenue are due to increase in services**

Increases in revenues are by and large linked to increases in volume of business.

**7. Total turnover of each major industry segment in which the issuer company operated.**

The Company is engaged in manufacturing business of Aluminium Composite Panel, the relevant industry data, as available, has been included in the chapter titled *"Industry Overview"* beginning on page no 92 of this Prospectus.

**8. Status of any publicly announced new products or business segment.**

Our Company has not announced any new services or business segment.

**9. The extent to which business is seasonal.**

Our Company's business is not seasonal.

**10. Any significant dependence on a single or few suppliers or customers.**

Our Company is not dependent on any single or few suppliers of customers.

**11. Competitive conditions.**

Competitive conditions are as described under the Chapters titled *"Industry Overview"* and *"Business Overview"* beginning on page no. 92 and 97, respectively of this Prospectus.

## FINANCIAL INDEBTEDNESS

Our Company has availed certain credit facilities in the ordinary course of business for the purposes. Below are the details:

### **A. SECURED**

#### **1. Credit facilities from Cosmos Co-op Bank Limited vide Sanction Letter dated July 26, 2021**

Facility	Cash Credit	Letter of Credit (Import/Inland) (Sub limit of cash credit)
Amount	850.00 Lakhs	(200.00) Lakhs
Purpose	Working Capital Finance	Raw materials to be purchased under LC
Rate of Interest	8.75%	--
Period	Repayable on demand/review upto 31/07/2022	
Security	Paripassu charge along with HDFC Bank Limited on all current assets with the Company	Raw materials to be purchased under LC
Guarantors	Rajesh Shah, Divyam Shah and Krishna Shah	
Outstanding as on June 30, 2021	644.73 Lakhs	

### **Security**

1. Pari Passu charge with HDFC Bank Limited on all current assets including in particular all stock of raw material, work in progress, finished goods, stores, consumable items, all other articles, stock whosoever situated and / or in transit wherever it is and all book debts / bills / monies / claims, receivables etc.
2. **The Cosmos Co-op Bank Ltd. Will have First Charge and HDFC Bank Ltd will have Second Charge on following securities: -**
  - Jumbo Shed Godown no 1 to 6 on ground floor, totally adm about 16875 Sq. ft in building no O, Krishna Complex, along with equal area of land beneath the godown with rights to construct open to sky, bearing New Survey No 7, Hissa no 8, (Old Survey No. 7/8, 9/1, 100/6, 100/8, 117/1, 117/3), Village Val, Near Gupta Compound, Anjur Road, Bhiwandi, Thane- 421302. It is owned by Mr. Rajesh Nanalal Shah.
  - Jumbo Shed Godown bearing no. 7 & 8, on ground floor, totally adm abt 4513 sq. ft. in building no. O , in Krishna Complex, along with equal area of land beneath the godown with rights to construct open to sky, bearing New Survey No. 7, Hissa No. 8, (old SN 7 /8, 9/ 1, 100/6, 100/8, 117 / 1, 117 /3), Village-Val, Near Gupta Compound, Anjur Road, Bhiwandi, Thane-421302. It is owned by Mrs. Krishna Rajesh Shah.
  - RCC Godown no. 1 on Ground floor and upper floor adm abt 3125 sq. ft. in building no. L, Krishna Complex, along with equal area of land beneath the godown with rights to construct open to sky, bearing SN 100, Hissa No. 4, Village-Val, Near Gupta Compound, Anjur Road, Bhiwandi, Thane-421302, owned by Mrs. Krishna Rajesh Shah
  - R C C Godown no. 2, ground and one upper floor, adrneasuring about 3125 sq. ft. in building no. L, Krishna Complex, along with equal area of land beneath the godown with



rights to construct open to sky, bearing Survey No. 100, Hissa No. 4, Village-Val, Near Gupta Compound, Anjur Road, Bhiwandi, Thane-421302. It is owned by Mrs. Krishna Rajesh Shah.

- Solar Panel, ACP Machines, Cranes, Forklift, etc. purchased from our Term Loan.

**3. HDFC Bank Ltd will have First Charge and The Cosmos Co-Op. Bank Ltd will have Second Charge on the following Collateral Securities: -**

- Existing Plant and Machineries hypothecated with HDFC Bank Ltd and Plant and Machineries to be purchased from the term loan disbursement of HDFC Bank Ltd.
- Factory land & building at Revenue Survey no. 124/4, adm abt 1 H. 32 ARE, 54 sq. mt. bearing Khata No. 340, Village Manekpur, Taluka- Urnbergaon, District-Valsad, Gujrat. It is owned by M/s. Euro Panel Products Pvt. Ltd.
- Flat no. 801, 8th floor, adrn abt 2045 sq. ft., Acquaria Grande' Tower A Co-Op. Housing Society Ltd, .along with 2 car parking spaces nos. 16 & 17 on the stilt (Renumbered as Podium Level Pl-17 & 18),Near Orn Shanti Chowk, Devidas Road, Borivali West, Murnbai-400103. It is owned by Mr. Rajesh Nanalal Shah

**Key Covenants**

- You should not make any change in the existing constitution as well as in the Director/s of the concern without prior express permission of the Bank
- You should not incur any capital expenditure without proper Long-Term fund tie up. In case these funds are to be raised from any other financial institute, prior permission of our Bank will have to be obtained.
- You should not sell any of your fixed assets / investment which are charged to the bank without prior permission of our Bank. If any fixed asset is to be sold, even though not charged to the bank, which will adversely affect the performance of the company, banks prior permission will have to be obtained

**2. Credit facilities from HDFC Bank Limited**

Sr. No	Credit Facility	Limits	Interest Rate	BG / LC Commission	Tenor / Valid upto	Valid upto	Outstanding Loan as on June 30, 2021
1.	Letter of Credit	3300.00	--	1.00% p.a	180 days	July 31, 2021	2,231.29
2.	Cash Credit (Sublimit LC)	(1500.00)	3 Month Repo + 4 i.e 8 % p.a	--	12 Months	July 31, 2021	788.73
3.	Term Loan – 1	420.00	3 Month Repo + 4.85 i.e 8.85 % p.a	--	Balance tenor July 31, 2021	--	133.40
4.	PSR (Sublimit LC)	(500.00)	As Applicable	--	12 Months	July 31, 2021	--

Sr. No	Credit Facility	Limits	Interest Rate	BG / LC Commission	Tenor / Valid upto	Valid upto	Outstanding Loan as on June 30, 2021
5.	Term Loan – 2	150.00	3 Month Repo + 4.85 i.e 8.85 % p.a	--	60 Months	July 31, 2021	101.15
6.	Bank Guarantee	100.00	--	1.25%	60 Months	July 31, 2021	68.41
7.	Term Loan – 3	250.00	3 Month Repo + 4.85 i.e 8.85 % p.a	--	60 Months	July 31, 2021	204.28
8.	Cash Credit	250.00	3 Month Repo + 4 i.e 8 % p.a	--	12 Months	July 31, 2021	208.00
9.	BG for SBLC	(3300.00)	-	1.00 p.a%	180 days	July 31, 2021	--
10.	SBLC for BG	(3300.00)	-	1.00 p.a%	180 days	July 31, 2021	--
11.	WCDL	300.00	Existing CC rate + 2%	--	3 Months	--	302.69*
12.	TL for Gift City	(3300.00)	--	1.00 p.a%	180 days	July 31, 2021	--
13.	GECL	496.83	8.25% p.a (7.45% + 0.80%)	--	4 years	--	496.83
	<b>Total</b>	<b>5266.83</b>					

\*Amount Outstanding includes Interest on WCDL

**Purpose – Working Capital**

**Security –**

**a) Primary**

- Hypothecation by way of first pari passu charge on all present and future Stocks, Book Debts and other Current assets with Cosmos Bank Second (residual) charge on machineries bought from Cosmos Bank Term Loan on which Cosmos Bank has first charge.

**b) Collateral**

- FLAT No. 801, Eighth Floor, Aquaria Grande Tower A Chsl Near Saint Lawrence School, Borivali W- 400103 (Cosmos Bank is given second (residual) charge on the said property)
- SURVEY No : 124/4,VILLAGE MANEKPUR, NEAR APAR INDUSTRIES, SANJAN-NARGOL ROAD, TALUKA:UMBERGAON, DIST: VALSAD 396120 (Cosmos Bank is given second (residual) charge on the said property)

- Second (Residual) charge on Bhiwandi properties mortgaged with Cosmos Bank on which Cosmos Bank has first charge

**Restrictive Covenants:**

- Guarantors not to issue any Personal Guarantee for any other loans without prior written permission of Bank except for Car Loans, Personal loans, Home loans, Education loans to be obtained for self and family member
- Borrower shall not divert any funds to any purpose and launch any new scheme of expansion without prior permission of Bank

**3. Cosmos Business Comfort Term Loan from Cosmos Co-op Bank Limited vide Sanction Letter dated August 20, 2020 bearing reference no. COS/RO-II/10/2020-21.**

<b>Cosmos Business Comfort Term Loan</b>	₹.100.00 Lakhs
<b>Purpose</b>	Working Capital Finance
<b>Rate of Interest</b>	9.25% p.a.
<b>Period</b>	36 months (including moratorium period of 12 months and repayment period of 24 months)
<b>Monthly instalment</b>	₹. 4,61,250.00 (Rupees Four Lakhs Sixty-One Thousand Two Hundred and Fifty)
<b>Security</b>	Paripassu charge on all current (present and future) assets with the Company and charge on existing collateral securities by way of Equitable mortgage through notice of information on existing collateral securities.
<b>Guarantors</b>	Rajesh Shah, Divyam Shah and Krishna Shah
<b>Outstanding as on June 30, 2021</b>	₹. 100.00 Lakhs

**4. Vehicle Loan from Cosmos Co-op Bank Limited vide Sanction Letter dated September 10, 2020 bearing reference no. Cos/Gore-W/17/2020-21. (Rephasement of existing car loan under COVID-19 Scheme).**

<b>Vehicle Loan</b>	₹. 18.30 Lakhs
<b>Purpose</b>	Rephasement of repayment period and installment
<b>Rate of Interest</b>	8.25% as applicable
<b>Period</b>	32 months/ repayment on or before 22/04/2023
<b>Instalment</b>	₹. 63, 919 per month
<b>Security</b>	Vehicle Purchased (Toyota Crysta GX8 Str)
<b>Terms and Conditions</b>	All other terms and conditions mentioned in the original sanction letter dated October 18, 2019 bearing Ref: Cos/Gorgoan/Rajesh/29/2018-19) shall be applicable mutatis mutandis except change in the repayment period and instalment as mentioned hereinabove.
<b>Outstanding as on June 30, 2021</b>	Rs. 13.01 Lakhs

**5. Term Loan from Cosmos Co-op Bank Limited vide Sanction Letter dated September 08, 2020 bearing reference no. Cos/RO-II/7B/2020-21. (Rephasement of existing term loan under COVID-19 Scheme).**

Term Loan (outstanding portion as on 31/08/2020 of Original Term Loan of Rs. 500 Lakhs)	Rs. 394.66 Lakhs
Purpose	Rephasement of repayment period and installment
Rate of Interest	9.955% as applicable
Margin	Not Applicable
Period	58 months
Instalment	Rs. 10,97,239 per month
Security	Securities and Loan documents which are taken for principal/base facilities will continue to be security for present outstanding portion of Term Loan.
Guarantors	Rajesh Shah, Divyam Shah and Krishna Shah
Terms and Conditions	All other terms and conditions mentioned in the original sanction letter dated May 17, 2019 bearing Ref: COS/MRO A/2019-20) shall be applicable mutatis mutandis except change in the repayment period and instalment as mentioned hereinabove.
<b>Outstanding as on June 30, 2021</b>	<b>Rs. 427.16 Lakhs</b>

**B. UNSECURED**

(₹. in Lakhs)

<b>Particulars</b>	<b>Amount Outstanding as at June 30, 2021</b>
Loan From Directors	1,074.74
Loan From Shareholders & Related Parties	892.70
Loan From Others	704.36
<b>Total</b>	<b>2,671.79</b>

## **SECTION VII – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act ) against our Company, Promoter, Group Companies and Directors as of the date of this Prospectus that would have a material adverse effect on our business. There are no defaults, non-payments or overdue of statutory liabilities, institutional/ bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.

Except as disclosed below there are no:

- i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years;
- ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
- iii) pending proceedings initiated against our Company for economic offences;
- iv) default and non-payment of statutory dues by our Company;
- v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies' law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or
- vi) material frauds committed against our Company in the last five years.

Except as stated below there are no outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on August 25, 2021 determined that outstanding dues to creditors exceeds 10% of Profit After Tax as per the latest Restated Financial Statement of total outstanding trade payables of our Company as per last audited financial statements shall be considered as material dues ("Material Dues").

Our Board, in its meeting held on August 25, 2021 determined that litigations involving the Company/ promoters/ group companies other than criminal proceedings, statutory or regulatory actions and taxation matters where a monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 10% of Profit After Tax of latest Restated Financial Statement as per last audited financial statements and such pending cases are material from the perspective of the Company's business, operations, prospects or reputation, shall be considered as material. Unless otherwise stated to contrary, the information provided is as of date of this Prospectus.

#### **PART 1: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

##### **1. Litigation Involving Criminal Laws**

Our Company has received Legal notice cum Reply dated : 14-08-2017 under section 406,420 of Indian Penal Code from the Advocate of Mr.Ashish Passawala,proprietor of M/s. Radhe Krishna Enterprises for

supply of defective goods as contended by the applicant. However no Criminal Case is initiated against our Company yet.

## 2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

## 3. Litigation involving Tax Liabilities

### (i) Direct Tax Liabilities:

NIL

### (ii) Indirect Taxes Liabilities

Income Tax demand raised on our Company

- d) Our Company has received Rectification Order U/s Sec 24 of Maharashtra Value Added Tax Act,2002 for payment of Total Outstanding Amount of Rs.34,324.00/- to be paid into Government Treasury at any Nationalized bank on or before 30 days from the date of the receipt of the notice i.e 30 days from 21/10/2021.
- e) Our Company has received Rectification Order u/s 9 (2) of Central Sales Tax Act,195 from Department of Goods & Services Tax for payment of Total Outstanding Amount of Rs.52,552.00 to be paid into Government Treasury at any Nationalized bank on or before 30 days from the date of the receipt of this demand notice i.e 30 days from 21/10/2021.
- f) Our Company has received Rectification Order u/s 9 (2) of Central Sales Tax Act,195 from Department of Goods & Services Tax for payment of Total Outstanding Amount of Rs.7,60,209.00 to be paid into Government Treasury at any Nationalized bank on or before 30 days from the date of the receipt of this demand notice i.e 30 days from 21/10/2021.

Note : Our Company is under process to file an appeal before the Income Tax Appellate Authority against the above mentioned Orders issued by the Income Tax Authority against our Company.

## 4. Other Pending Litigations

NIL

## B. FILED BY OUR COMPANY

### 1. Litigation involving Criminal Laws

Our Company has lodged complaint before Dy.Commissioner of Police Borivali (W) against the M/S.GFS FABRICATORS U/s.154(3) of Cr.P.C for recovery of an amount of ₹.4,68,512/- .

### 2. Litigation Involving Civil Laws

Our Company has filed cases filed before Borivali 43<sup>rd</sup> -Metropolitan Magistrate under Negotiable Instrument Act,1881 under section 138 for dishonour of cheques against different Companies for supplying the goods details of the pending cases are as follows :

Sr. No.	Company name (defendants)	Under section 141,142 138 negotiable instrument act,1881	Case no.	Amount receivable	Interest	Case status	Filing date	Next date
1	JAYMIN ENTERPRISE	138 & u/s.313 C.r.P.C	4951/SS/2016	3,82,463	24%	Statement u/s.313 Cr. PC	1-12-2016	15-01-2022
2	ALLCO ENTERPRISES	138	932/207	6,24,435	24%	Examination in chief - Affidavit filed Part heard	10-03-2017	18-12-2021
3	IDEAL ENTERPRISES	138	1573/2017	2,29,087	24%	Not heard cases	24-04-2017	15-04-2022
4	A.R. SOLUTIONS	138	1574/2017	7,50,000	24%	Part Heard	24-04-2017	01-12-2021
5	SL FABS	138	4435/2017	5,00,000	24%	Not heard cases	12-12-2017	25-02-2022
6	TUFWALL GLAZING AND CLADING	138	2529/2017	3,35,329	24%	Part Heard	18-07-2017	02-03-2022
7	KEVINKUMAR AND BROS	138	1946/2017		24%	Not heard cases	25-05-2017	10-03-2022
8	A P MARKETING	138	4939/2018	5,24,561	24%	Not heard cases	15-10-2018	18-01-2022
9	ALCO SHEETS & PANELS PVT LTD	138	412/MISC/2019	1,71,917	24%	Not heard cases	27-09-2019	29-04-2022
10	KRISHNA CREATORS	138	5898/2019	20,26,680	24%	Not heard cases	26-12-2019	07-01-2022
11	M/S. MIND FARE PROJECTS	138 RW142	5689/2019	1,37,931	24%	Not heard cases	12-12-2019	07-01-2022
12	THE BEST CONTRACTORS	138 RW142	5688/2019	3,24,330	24%	Not heard cases	12-12-2019	07-01-2022
13	SHREE DÉCOR	138 142	5687/2019	1,76,000	24%	Not heard cases	12-12-2019	07-01-2022

Sr. No.	Company name (defendants)	Under section 141,142 138 negotiable instrument act,1881	Case no.	Amount receivable	Interest	Case status	Filing date	Next date
14	URBANARCH SYSFAB PVT LTD & ORS	138RW141, 142	5243/2019	87,602	24%	Not heard cases	21-11-2019	08-04-2022
15	M/S.RAJSHREE CONSTRUCTION AND 2 ORS	138RW141, 142	4231/2019	5,57,212	24%	Not heard cases	25-09-2019	05-02-2022
16	M/S.ALUSTRUCT GLAZING & 2 ORS	138RW141, 142	3846/2019	3,86,922	24%	Not heard cases	03-09-2019	01-12-2021
17	M/S.ARYAN GLAZE ENTERPRISES	138 RW 142	3631/2019	3,45,400	24%	Not heard cases	27-08-2019	01-12-2021
18	M/S.SUNGLAZ	138,142	1869/2019	3,47,253	24%	Not heard cases	08-05-2019	07-01-2022
19	M/S.GLASS CREATION	138,141,142	4301335/2020	3,64,798	24%	Not heard cases	03-03-2020	29-12-2021
20	M/S.ALCOI SALES CORPORATION ELA SHARMA	138	4301827/2020	6,35,538	24%	Not heard cases	11-11-2020	04-02-2022
21	M/S.LEXUS ENTERPRISES	138,142	4301826/2020		24%	Not heard cases	11-11-2020	04-02-2022
22	M/S.VIN SEMICONDUCTORS PVT LTD & 2 ORS	138,141,142	4301336/2020	6,61,546	24%	Not heard cases	03-03-2020	29-12-2021
23	M/S. A H ENTERPRISES	138R/W142	958/2020	2,30,876	24%	Not heard cases	31-01-2020	08-04-2022
24	M/S.DIAMOD INCUBAORS OVERSEAS INC	138r/w142	5878/2019	1,72,036	24%	Not heard cases	19-12-2019	07-01-2022
25	M/S.SHREE ALUMINIUM	138,142	1870/2019	1,76,000	24%	Not heard cases	08-04-2019	07-01-2022
26	AGGARWAL HARDWARE STORE	4300168/2021	138,142	2,26,406	24%	Not heard cases	08-01-2021	10-02-2022
27	RIGHT ENTERPRISES	4300164/2021	138 r/w 141,142	6,16,349	24%	Not heard cases	08-01-2021	10-02-2022



Sr. No.	Company name (defendants)	Under section 141,142 138 negotiable instrument act,1881	Case no.	Amount receivable	Interest	Case status	Filing date	Next date
28	COMPOSITE BUILDING TECHNOLOGIES	4300166/2021	138 r/w 141,142	5,42,397	24%	Not heard cases	08-01-2021	10-02-2022
29	DEFAB PROJECTS	4300165/2021	138 r/w 141,142	4,47,770	24%	Not heard cases	08-01-2021	10-02-2022
30	SAI ARCHTECTURAL PVT LTD	4301842/2021	138 r/w 141,142	5,73,362	24%	For Verification	21-08-2021	28-12-2021
31	BEACON TRADE INDIA	4301533/2021	138 r/w 142	4,15,141	24%	Not heard cases	10-05-2021	21-02-2022
32	THE STRUCTURES	4301803/2021	138 r/w 142	1,42,245	24%	For Verification	13-08-2021	28-12-2021
33	NIKET ALUMINIUM	4301809/2021	138 r/w 142	1,00,000	24%	For Verification	13-08-2021	28-12-2021
34	MAA JAISWAL ALUMINIUM WORKS	4300935/2021	138 r/w 142	1,22,944	24%	For Verification	15-02-2021	18-01-2022
35	JAI DURGA ALUMINIUM SECTION HOUSE	4300936/2021	138 r/w 142	2,28,457	24%	Not heard cases	15-02-2021	18-01-2022
36	VISHAKHA ENTERPRISES	4300927/2021	138 r/w 142	2,93,623	24%	Not heard cases	15-02-2021	18-01-2022
37	SHIVAM ENTERPRISES	4300930/2021	138 r/w 142	7,12,439	24%	Not heard cases	15-02-2021	18-01-2022
38	PRAMILA ENTERPRISES	4300925/2021	138 r/w 142	4,19,907	24%	Not heard cases	15-02-2021	18-01-2022
39	BANSI CREATIVEE	4300928/2021	138 r/w 142	2,75,504	24%	Not heard cases	15-02-2021	18-01-2022
40	M/s.PAVITER SHEETS AND GRILL WORKS	4300837/2021	138 r/w 142	9,26,333	24%	Misc.cases	20-10-2021	29-12-2021

41. Our Company has issued Notice against the Company MARS TECHNOLOGIES:

Current status: settlement arrived between the parties via email date 17<sup>th</sup> Septemeber,2021 received from Mars Technologies

### 3. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

### 4. Litigation involving Tax Liabilities

#### (i) Direct Tax Liabilities:

NIL

#### (ii) Indirect Taxes Liabilities

NIL

### 5.Other Pending Litigations

NIL

## PART 2: LITIGATION RELATING TO OUR PROMOTERS

### A. FILED AGAINST OUR PROMOTERS

#### 1. Litigation Involving Criminal Laws

NIL

#### 2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

#### 3. Litigation involving Tax Liabilities

##### (i) Direct Tax Liabilities:

##### (ii) Indirect Taxes Liabilities

Our Companies Promoter RAJESH NANALAL SHAH has received Demand Notice by Income Tax Authority details of the demand raised is given below: -

Sr.No.	Assessment year	Number of cases	Section	Date of demand raised	Outstanding Demand Amount to the Extent of ascertainable (₹.)	TOTAL
1	AY 2008	1	147	30-12-2017	130948 & INT 562766	693714
2	AY 2018	1	1431 a	07-11-2019	1020440 & INT 142856	11,64,608
3	AY 2015	1	1433	26-12-2017	5766116 & INT 144168	59,10,284
4	AY 2011	1	147	13-12-2018	1112248 & INT 278050	13,90,298
5	AY 2013	1	1433	30-03-2016	1080210 & INT 359137	14,39,347
					TOTAL	1,05,98,251

#### 4. Other Pending Litigations

NIL

**B. CASES FILED BY OUR PROMOTERS**

## 1. Litigation Involving Criminal Laws

NIL

## 2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

## 3. Litigation involving Tax Liabilities

## (iii) Direct Tax Liabilities

NIL

## (iv) Indirect Taxes Liabilities

NIL

## 4. Other Pending Litigations

NIL

**PART 3: LITIGATION RELATING TO OUR DIRECTORS (OTHER THAN THE PROMOTERS OF THE COMPANY)****A. LITIGATION AGAINST OUR DIRECTORS**

## 1. Litigation Involving Criminal Laws

NIL

## 2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

## 3. Litigation involving Tax Liabilities

NIL

## (i) Direct Tax Liabilities

NIL

## (ii) Indirect Taxes Liabilities

NIL

## 4. Other Pending Litigations

NIL

**B. LITIGATION BY OUR DIRECTORS**

## 1. Litigation Involving Criminal Laws

NIL

## 2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

## 3. Litigation involving Tax Liabilities

NIL

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

**AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS**

The details pertaining to net outstanding dues towards our material creditors are available on the website of our Company at <https://www.eurobondacp.com>

**MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE**

Except as disclosed elsewhere in this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company have received the necessary consents, licenses, permissions, registrations, and approvals from the Government of India, various governmental agencies and other statutory and / or regulatory authorities required for carrying out our present business activities. Set out below is an indicative list of all material approvals, licenses, registrations and permits obtained by our Company which are necessary to continue our business activities ("Material Approvals"). Except as mentioned below, no further material approvals from any governmental or regulatory authority or any other entity are required to undertake the Issue. Our Company undertake to obtain all material approvals, licenses and permissions required to operate our present business activities, including such material approvals, licenses and permissions as may be necessary for manufacturing of Aluminum Composite Panels (ACPs). Unless otherwise stated, these approvals or licenses are valid as of the date of this Prospectus and in case of licenses and approvals which have expired, we have either made an application for renewal, or are in the process of making an application for renewal. For further details in connection with the applicable regulatory and legal framework, see "Risk Factors" and "Key Industry Regulations and Policies" beginning on page no. 24 and 113, respectively of this Prospectus.

Approvals In Relation to the Issue for details, see "Other Regulatory and Statutory Disclosures" on page no. 219 of this Prospectus.

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 PERTAINING TO INCORPORATION AND CONSTITUTION OF OUR COMPANY

1. Certificate of Incorporation dated December 18,2013 issued by the Registrar of Companies, Maharashtra, Mumbai in the name of "**ARCHER TRADING HOUSE PRIVATE LIMITED**".
2. ARCHER TRADING HOUSE PRIVATE LIMITED which was originally incorporated on 18<sup>th</sup> day of December,2013 under the Companies Act, 1956 as ARCHER TRADING HOUSE PRIVATE LIMITED and upon an intimation made for name change of Company from ARCHER TRADING HOUSE PRIVATE LIMITED to EURO PANEL PRODUCTS PRIVATE LIMITED and approval of Central Government signified in writing have been accorded thereto by Roc-Mumbai dated 22<sup>nd</sup> day of October,2014 is this day changed to EURO PANEL PRODUCTS PRIVATE LIMITED Fresh Certificate of Incorporation dated October 22, 2014, issued by the Registrar of Companies, Mumbai, Maharashtra consequent upon change of name of the Company from "**ARCHER TRADING HOUSE PRIVATE LIMITED**" to "**EURO PANEL PRODUCTS PRIVATE LIMITED**".
3. Fresh Certificate of Incorporation dated, September 21, 2021, issued by the Registrar of Companies, Mumbai, Maharashtra consequent upon conversion of the Company from private limited company to public limited company i. e. from "**EURO PANEL PRODUCTS PRIVATE LIMITED**" to "**EURO PANEL PRODUCTS LIMITED**".
4. The Corporate Identification Number (CIN) of the Company is U28931MH2013PLC251176.

### II. APPROVALS FOR THE ISSUE:

#### Corporate Approvals:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on September 30, 2021,2021 authorized the Issue, subject to the approval of the Shareholders and such other authorities as may be necessary.
2. The Shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Members Meeting held on September 30, 2021 authorized the Issue.

### 3. In-principle approval from the Stock Exchange

In-principle approval from the National Stock Exchange of India for the listing of the Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited, pursuant to letter dated November 18, 2021 bearing reference no. NSE/LIST/1308.

### III. Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated August 04, 2021 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated August 16, 2016 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent for the dematerialization of its shares.
3. The Company's International Securities Identification Number ("ISIN") is **NE505V01016**.

For further details of the properties mentioned below, please refer to the "*Details of Immovable Property*" in the chapter titled "*Business Overview*" on page no. 97 of this Prospectus.

### IV. APPROVALS / LICENSES RELATED TO OUR BUSINESS ACTIVITIES

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

SN	Description	Authority	Registration No. / License No.	Date of Issue/ Commencement	Date of Expiry
1	Udyam Registration Certificate under Udyog Aadhar Memorandum / Entrepreneurs Memorandum for setting micro, small and medium Enterprises Unit	Ministry of Micro, Small and Medium Enterprises, Government of India	UDYAM – MH-18-0004834	August 21, 2020	Valid until cancelled
2	Certificate of Recognition Ministry of Commerce and Industry ONE STAR EXPORT HOUSE	Directorate General of Foreign Trade	03012000 1786	November 25, 2020	Valid upto November 24, 2025

SN	Description	Authority	Registration No. / License No.	Date of Issue/ Commencement	Date of Expiry
3	Certificate of Importer-Exporter Code	Ministry of Commerce and Industry Govt of India	IEC No.0314013792	May 26, 2014	Valid until cancelled
4	Gujarat Pollution Control Board Provisional consent Order	Gujarat Pollution Control Board,	Consent No. WH-43205	September 18, 2020	Valid upto September 17, 2025
5	License to work a factory situated at S.R.No.124/4, Village: Manekpur, Taluka: Umbergaon. District: Valsad	Joint Directorate Industrial Safety & Health, Surat Region	Registration no.2748/22209/2015 License No.21703	March 07, 2018	License is valid up to December 31, 2022
6	Fire Safety Certificate for Factory at Umbergaon	Provisional Fire NOC	Application No.970	March 05,2021	Valid upto 1 year i.e March 05,2022
7	Certificate of Registration under Maharashtra Shop and Establishments (Regulation of Employment and conditions of Service) Act,2017 for the establishment situated at 702, Aravali Business Centre, Ramdas Sutrale Marg, Borivali West,	Office of Chief Facilitator	Registration No.820021816/RC Ward/ Commercial II	January 03, 2019	Valid upto January 02, 2022

SN	Description	Authority	Registration No. / License No.	Date of Issue/ Commencement	Date of Expiry
	Mumbai-400092.				

**#Our Company has yet to obtain the certificate under the name EURO PANEL PRODUCTS LIMITED pursuant to the conversion of the Company from PRIVATE TO LIMITED except UYAM Certificate& Shop & Establishment Registration which is already obtained in the name of EURO PANEL PRODUCTS LIMITED#**

**#UDYAM Certificate is obtained in EURO PANEL PRODUCTS LIMITED Company's name#**

**V. TAX RELATED APPROVALS**

SN	Description	Issuing Authority	Registration No. / License No.	Date of Issue
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AAMCA2789F	December 18,2013
2.	Tax Deduction Account Number (TAN) EPL	Income Tax Department through National Securities Depository Limited (NSDL), Ministry of Finance, Government of India	MUMA45271C	December 06, 2014
3.	Certificate of Registration issued under sub-section (1) of Section 5 of the Indore State-Tax on Professions, Trade Callings and Employment Act, 1976 for office located at 15 Roshan Compound, Opp Agarwal Tool Kata, A B Road, Indore Municipal Ward No.35 EURO PANEL PRODUCTS PRIVATE LIMITED	Municipal Corporation	Ack No. 97010021268300	November 01, 2017
4.	Certificate of Registration issued under sub-section (1) of Section 5 of the Maharashtra State-Tax on Professions, Trade Callings and Employment Act, 1976 for office located at 702, Aravali Business Centre, Ramdas Sutrale Road, Borivali West,	Municipal Corporation Greater Mumbai	Registration Certificate Number: 27445292705P	August 01, 2018



SN	Description	Issuing Authority	Registration No. / License No.	Date of Issue
	City : Greater Mumbai (M Corp),:Mumbai:400097			
5.	The Gujarat Panchayats, Municipalities, Municipal Corporations And State Tax On Professions, Traders, Callings And Employments Act, 1976, Valsad	Commissioner, State of Gujarat,Valsad	2505240001	July 14,2020
6.	The West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979.for office located at 109/1, Foreshore Road, 711102, P.S.- Shibpur	WB South Unit-1, Howrah	192139772316	July 27, 2021
7.	Registration Certificate under Gujarat Goods and Services Tax Act,2017 for place of business at Survey No.124 4, Manekpur, Sanjan, Khattalwada, Valsad, Gujarat ,396120	Sales / Commercial Tax Inspector	24AAMCA2789F1 ZI	February 26 2018
8.	Registration Certificate under Goods and Services Tax Act,2017 for place of business at 34, Siddharth Compound, Kashsar No.76/6, Lasudia Mori, Dewas Naka, Indore, MadhyaPradesh,452010	Approving authority under Goods and Services Tax Act,2017	23AAMCA2789F1 ZK	August 28, 2019
9.	Registration Certificate under Goods and Services Tax Act,2017 for place of business at 109/1, Foreshore Road, Shibpur, Howrah, West Bengal, 711102	Deputy Commissioner	19AAMCA2789F1 Z9	August 08, 2021
10.	Registration Certificate under Goods and Services Tax Act,2017 for place of business at Plot No. 8/1, Industrial Area, Aishbagh, Lucknow, Uttar Pradesh, 226004	Approving authority under Goods and Services Tax Act,2017	09AAMCA2789F1 ZA	September 25, 2018

SN	Description	Issuing Authority	Registration No. / License No.	Date of Issue
11.	Registration Certificate under Maharashtra Goods and Services Tax Act, 2017 for place of business at 702, Aravali Business Centre, Ramdas Sutrale Road, Borivali West, Mumbai 400092, Maharashtra.	State Tax Officer	27AAMCA2789F1 ZC	March 14, 2018
12.	Registration Certificate under Goods and Services Tax Act, 2017 for place of business at 743, Lal Dora Village, Alipur, North Delhi, Delhi 110036	Approving authority under Goods and Services Tax Act, 2017	07AAMCA2789F1 ZE	July 19, 2018
13.	Registration Certificate under Goods and Services Tax Act, 2017 for place of business at Ground Floor, Gala No 17, Raipur Metal Compound, Near Railway Bridge, Khamtarai, Raipur, Chhattisgarh, 492001	Approving authority under Goods and Services Tax Act, 2017	22AAMCA2789F1 ZM	February 20, 2019

**#Our Company has obtained the PAN No. in the name of EURO PANEL PRODUCTS LIMITED pursuant to the conversion of Company from PRIVATE TO LIMITED#**

**#The Company has received TAN Certificate in the name of Limited Company pursuant to the conversion of Company from EURO PANEL PRODUCTS PRIVATE LIMITED TO EURO PANEL PRODUCTS LIMITED#**

**#Our Company has obtained the Registration of GST for office situated Gujarat, Maharashtra, Raipur, Indore and Delhi in the name of EURO PANEL PRODUCTS LIMITED pursuant to the conversion of Company from PRIVATE TO LIMITED#**

**# Our Company has applied for the name change on the GST Certificate from EURO PANEL PRODUCTS PRIVATE LIMITED TO EURO PANEL PRODUCTS LIMITED for its principal place of business at given address at Madhya Pradesh#**

**# Our Company has yet to obtain Certificate of Registration under Professions, Trades, Callings and Employments Rules, 1979 for establishment at Valsad, Gujarat, in the name of EURO PANEL PRODUCT LIMITED pursuant to the conversion of Company from PRIVATE TO LIMITED#**

**#Our Company has made an application for the name change on Certificate of Registration under Professions, Trades, Callings and Employments Rules, 1979 for establishment at Maharashtra & Madhya Pradesh pursuant to the conversion of Company from EURO PANEL PRODUCTS PRIVATE LIMITED TO EURO PANEL PRODUCTS LIMITED#**

**#Our Company has obtained Certificate of Registration in the name of EURO PANEL PRODUCTS LIMITED pursuant to the conversion of the Company from PRIVATE TO LIMITED#**

**VI. LABOUR RELATED APPROVALS / REGISTRATIONS:**

The Company has obtained the following approvals related to Labour/employment related registrations:

SN	Description	Issuing Authority	Registration No. / License No.	Date of issue
1.	Registration Certificate under Employees State Insurance Act.	Assistant/Deputy Director	35000384710001099	January 24, 2017
2.	Registration Certificate under Employees Provident Fund and Miscellaneous Provision Act, 1952	Employees' Provident Fund Organization	PF Code: KDMAL1331378	June 24, 2015

**#Our Company has yet to obtain certificate in the name of EURO PANEL PRODUCTS LIMITED#**

**VII. ISO CERTIFICATES**

Description	Issued By	Date of Issue	Date of Expiry
ISO 9001:2015	TUV India Private Limited	16-11-19	15-11-22

**#Our Company has made an application for the name change on ISO certificate pursuant to the conversion of the Company from PRIVATE TO LIMITED#**

**VIII. Intellectual property approval obtained by Our Company**

As on date of the Prospectus our company has obtained Certificate of Registration of Trade Mark, Section 23(2), Rule 56(1) from Trade Marks Registry Mumbai:

Sr. No.	Authority Granting Approval	Application No./Trademark No.	Trademark	Status	Date of issue	Validity
1.	Trade Marks Registry Under Trade Marks Act	4304091 (Certificate No. 2428352)	 <b>EUROBOND®</b> BONDS THAT LAST	Registered	March 22, 2020	TM has to be renewed in 10 years Valid upto September 25, 2029

**#Company has yet to obtain Trade Mark in name of EURO PANEL PRODUCTS LIMITED#**

## OTHER REGULATORY AND STATUTORY APPROVALS

### AUTHORITY FOR THE ISSUE

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on September 30, 2021 subject to the approval of shareholders of our Company through a special resolution to be passed, pursuant to Section 62(1)(c) of the Companies Act, 2013.

The Members of our Company have approved this Issue by a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Members Meeting of our Company held on September 30, 2021.

We have received In-Principle Approval from National Stock Exchange of India Limited vide their letter dated November 18, 2021 bearing Ref No.: NSE/LIST/1308 to use the name of National Stock Exchange of India Limited in the Prospectus for listing of our Equity Shares on EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange.

### PROHIBITION BY SEBI

Our Company, Promoters, Promoter Group, Directors are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Prospectus.

### CONFIRMATIONS

1. Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Prospectus.
2. Our Directors are not in any manner associated with the securities market and no action has been taken by the SEBI against any of the Directors or any entity with which our Directors are associated as promoters or directors in past five (5) years

### DECLARATION AS WILFUL DEFAULTERS & FUGITIVE ECONOMIC OFFENDER

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender by the RBI or other government authorities and no such proceedings are pending against any of them except as details provided in the chapter titled "*Outstanding Litigations and Material Developments*" beginning on page no. 204 of this Prospectus.

### ELIGIBILITY FOR THE ISSUE

Our company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations, 2018.

Our company is eligible for the Issue in accordance with Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than or equal to ten crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the EMERGE platform of National Stock Exchange of India Limited). Our Company also complies with eligibility conditions laid by EMERGE Platform of National Stock Exchange of India Limited for listing of Equity Shares.

### We confirm that:

- a. In accordance with Regulation 246 of the SEBI (ICDR) Regulations, 2018, the Lead Manager shall ensure that the Issuer shall file copy of the Draft Prospectus/Prospectus with SEBI along with Due Diligence certificate including additional confirmations as required at the time of filing the Prospectus /Prospectus to SEBI.
- b. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Issue has been one hundred (100) percent underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details pertaining to said underwriting please see "*General Information*" beginning on page no. 57 of this Prospectus.
- c. In accordance with Regulation 268 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 unblocked forthwith. If such money is not unblocked within eight days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to unblock such application money with interest as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable laws.

- d. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we shall enter into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see “General Information” beginning on page no. 57 of this Prospectus.

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.

**1. The issuer should be a Company incorporated Under Companies Act,1956**

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 crores.**

The post issue paid up capital of the Company will be ₹ 245.00 Lakhs, less than ₹ 25 crores

**3. Track Record**

**(A) The company should have a (combined) track record of at least 3 years.**

Our Company has a track record of three years as on the date of filing of this Prospectus

**(B) The company should have combined positive cash accruals (earnings before interest, depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth should be positive.**

(₹ in lakhs)				
Particulars	For the period ended June 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Cash Accruals as per restated Financial Statement	49.13	158.78	154.39	124.60
Net Worth as per Restated Financial Statement	3489.13	3301.44	2931.25	2175.53

**4. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

The Company's shares bear an ISIN No: INE505V01016

**5. Company shall mandatorily have a website.**

Our Company has a live and operational website: [www.eurobondacp.com](http://www.eurobondacp.com)

**6. Certificate from the applicant company stating the following:**

- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.
- There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to National Stock Exchange of India Limited for listing on SME segment.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the Stock Exchange.

## **SEBI DISCLAIMER CLAUSE**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, FEDEX SECURITIES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER FEDEX SECURITIES PRIVATE LIMITED HAS FURNISHED TO SECURITIES AND EXCHANGE BOARD OF INDIA A DUE DILIGENCE CERTIFICATE DATED OCTOBER 16, 2021 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOUSER REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO, TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

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, MAHARASHTRA IN TERMS OF SECTION 26 OF THE COMPANIES ACT, 2013

## **DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company, the Directors, and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of the above-mentioned entities and that anyone placing reliance on any other source of information, including our website: [www.eurobondacp.com](http://www.eurobondacp.com) , [www.fedsec.in](http://www.fedsec.in) would be doing so at his or her own risk.

## **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 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 Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the 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 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 Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of 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 OF THE SME PLATFORM OF NSE**

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/1308 dated November 18, 2021 permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized the Draft Offer Document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on 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 where required 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.

#### **LISTING**

Our company has obtained In-Principle approval from National Stock Exchange of India Limited vide letter dated November 18, 2021 bearing Ref No.: NSE/LIST/1308 to use name of National Stock Exchange of India Limited in this offer document for listing of equity shares on EMERGE Platform of National Stock Exchange of India Limited, with which Basis of Allotment will be finalized.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is requirement of obtaining In-principle approval from EMERGE Platform of National Stock Exchange of India Limited. Application will be made to the EMERGE Platform of National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the EMERGE Platform of National Stock Exchange of India Limited, the Company shall forthwith unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not unblocked within Eight days after our Company becomes liable to unblock it then our Company and every officer in default shall, on and from such expiry of Eight days, be liable to unblock such application

money, with interest at the rate of 15% per annum on application money, as prescribed under as prescribed under Section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of the National Stock Exchange of India Limited mentioned above are taken within Six (6) 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 vis-à-vis**

**(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013 .”**

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years 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 public interest, such term shall not be less than three years

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

## **CONSENTS**

The written consents of Directors, Company Secretary, Compliance Officer & Chief Financial Officer, Statutory Auditor and Peer Reviewed Auditor, Legal Advisor to the Issue, Bankers to our Company, Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Banker to Issue / Refund Banker and Sponsor Bank to act in their respective capacities have been obtained and will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, Jogin Raval and Associates (FRN no. 128586W), Peer Review Auditors, of the Company have agreed to provide their written consent to the inclusion of their report, restated financial statements and statement of Tax Benefits dated October 13, 2021 and October 13, 2021 respectively, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of the Prospectus with ROC.

## **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by Fedex Securities Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, please refer Annexure "A" and the website of Lead Manager at [www.fedsec.in](http://www.fedsec.in)



**Annexure A**

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FEDEX SECURITIES PRIVATE LIMITED**

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Ashapuri Gold Ornament Limited	29.32	51	March 27, 2019	50.00	-9.80% (1.57%)	-8.04% (2.60%)	-60.10% (2.51%)
2.	Artemis Electricals Limited	42.00	60	May 14, 2019	70.00	63.00% (6.53%)	50.00% (-0.97%)	140.00% (8.11%)
3.	Cian Healthcare Limited	37.92	61	May 23, 2019	62.00	-5.33% (0.99%)	-14.75% (-3.82%)	-74.59% (3.79%)
4.	Sona hi Sona	4.50	10	October 15, 2019	11.15	9.00% (3.61%)	6.00% (7.89%)	45.00% (-21.30%)
5.	DC Infotech and Communications Limited	10.80	45	December 27, 2019	45.50	0.44% (-1.04%)	0.44% (-32.08%)	-1.11%(-14.49%)
6.	Atam Valves Limited	4.50	40	October 06, 2020	40.00	-0.12%(2.63%)	-0.018% (21.74%)	-0.12% (24.33%)
7.	Rangoli Tradecomm Limited	45.14	207	March 22, 2021	211.00	14.49% (-4.15%)	2.55% (5.63%)	377.78% (18.57%)
8.	Rajeshwari Cans Limited	4.03	20	April 15 2021	20.75	-10.00% (-0.15%)	0.07 % (8.13%)	2.50%(23.22%)
9.	Kuberan Global Edu Solutions Limited	1.16	20	May 05, 2021	21	-7.50% (7.30%)	-0.10% (8.78%)	-30.00 (23.54%)
10.	Aashka Hospitals Limited	101.64	121	September 01, 2021	121.1	-58.68% (3.12%)	NA	NA

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

**Note:**

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

**SUMMARY STATEMENT OF DISCLOSURE**

Financial year	Total no. of IPO	Total funds Raised (₹. Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at premium 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%
<b>2018-19</b>	<b>*4</b>	<b>54.08</b>			1	1		2	1	1		1		1
<b>2019-20</b>	<b>**4</b>	<b>95.22</b>			1	1		2	1		1	1	1	
<b>2020-21</b>	<b>***2</b>	<b>49.64</b>			1			1			1	1		
<b>2021-22</b>	<b>****3#</b>	<b>106.83</b>	1		2						1			1

\*The scripts of Ganesh Films India Limited, Add-Shop Promotions Limited, Sun Retail Limited and Ashapuri Gold Ornament Limited were listed on July 31, 2018, September 10, 2018, October 16, 2018 and March 27, 2019 respectively.

\*\*The script of Artemis Electricals Ltd, Cian Healthcare Ltd, Sona Hi Sona Jewellers (Gujarat) Limited and DC Infotech and Communication Limited were listed on Tuesday, May 14, 2019, Thursday, May 23, 2019, Tuesday, October 15, 2019 and Friday, December 27, 2019 respectively

\*\*\*The script of Atam Valves Limited and Rangoli Tradecomm Limited were listed on October 06, 2020 and March 22, 2021 respectively.

\*\*\*\* The script of Rajeshwari Cans Limited, Kuberan Global Edu Solutions Limited and Aashka Hospitals Limited were listed on April 15, 2021, May 05, 2021 and September 01, 2021 respectively.

#The script of Aashka Hospitals Limited have not completed 180 calendar days.

**Track Record of past issues handled by Fedex Securities Private Limited**

For details regarding track record of the 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.fedsec.in](http://www.fedsec.in)

**EXPERT OPINION**

Except for

(a) Peer Review Auditors' reports dated October 13, 2021 on the restated financial statements by CA Jogin Raval Proprietor at Jogin Raval and Associates, Chartered Accountants

(b) Statement of Tax Benefits dated October 13, 2021 by CA Jogin Raval Proprietor at Jogin Raval and Associates, Chartered Accountants; we have not obtained any other expert opinions.

**PREVIOUS PUBLIC OR RIGHTS ISSUE**

Except as stated in the chapter titled "*Capital Structure*" beginning on page no. 65 of this Prospectus, we have not made any previous rights and / or public issues during the last 5 years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

**COMMISSION OR BROKERAGE**

We have not made any public issue in last five years. Hence, no sums have been paid or payable as Commission or Brokerage.

**CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY ISSUER, LISTED GROUP COMPANIES AND SUBSIDIARIES OF OUR COMPANY**

Except as disclosed in Chapter titled "*Capital Structure*" beginning on page no. 65 and below, our Company has not made any capital issue during the previous three years. Our Company do not have any listed group Companies/ Subsidiaries / Associates.

**PERFORMANCE VIS-À-VIS objects;**

Except as stated in the chapter titled "*Capital Structure*" beginning on page no. 65 of this Prospectus, we have not made any previous rights and / or public issues during the last 5 years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

None of our Group Companies and Promoter Group Companies have their equity shares listed on any stock exchange.

**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 agreement between the Registrar to the Issue and our Company provides for the retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Offer may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process and UPI may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Applicants, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities) or Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Applicants.

### **Disposal of Investor Grievances by our Company**

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

The Company shall obtain authentication on the SCORES and shall comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on October 13, 2021. For further details, please refer the chapter titled *"Our Management"* on page no. 129 of Prospectus.

Our Company has also appointed Hiral Shah as the Company Secretary and Compliance Officer of our Company, for this Issue she may be contacted in case of any pre-issue or post-issue related problems at the following address:

#### **Hiral Shah**

702, 7th Floor, Aravalli Business Centre,  
Ramdas Sutrale Road, Borivali (West),  
Mumbai 400092, Maharashtra, India.

**Tel No:** 022 29686500

**Email:** [cs@eurobondacp.com](mailto:cs@eurobondacp.com)

**Website:** [www.eurobondacp.com](http://www.eurobondacp.com)

## SECTION VIII – ISSUE INFORMATION

### TERMS OF ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, our Memorandum and Articles of Association, SEBI Listing Regulation, the terms of this Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RILs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RILs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Present Issue**

This Issue has been authorized by a resolution of our Board passed at their meeting held on May 27, 2021 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on June 22, 2021

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “Main Provisions of the Articles of Association” beginning on page no. 277 of this Prospectus.

### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled "*Dividend Policy*" and "*Main Provisions of Article of Association*" beginning on page no. 148 and 277 respectively of this Prospectus.

### **Face Value and Issue Price**

The face value of the Equity Shares is ₹ 10.00/- each and the Issue Price is ₹ 70.00 /- per Equity Share (including premium of ₹ 60.00 /- per Equity Share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "*Basis for Issue Price*" beginning on page no. 86 of this Prospectus. At any given point of time there shall be only one denomination for the Equity Shares. At any given point of time there shall be only one (1) denomination of Equity Shares of our Company, subject to applicable law.

### **The Issue**

The Issue comprises a Fresh Issue by our Company. Expenses for the Issue shall be in the manner specified in "*Objects of the Issue*" on page no. 78 of this Prospectus

### **Compliance with SEBI ICDR Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy in accordance with the provisions of the Companies Act, 2013;
- Right to receive offer/ issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and other preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page no. 277 of this Prospectus.

### **Employee Discount**

Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees.

### **Minimum Application Value; Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of 2,000 Equity Shares and the same may be modified by Emerge Platform of National Stock Exchange of India 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 2,000 Equity Share subject to a minimum allotment of 2,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

In accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Minimum Number of Allottees**

The minimum number of allottees in this Issue shall be fifty (50) shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

### **Joint Holders**

Where 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.

**The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

### **Nomination Facility to Investor**

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one (1) 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 in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) 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 moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### **Period of Operation of Subscription List of Public Issue**

<b>ISSUE OPENS ON</b>	Tuesday, December 14, 2021
<b>ISSUE CLOSES ON</b>	Wednesday, December 16, 2021
<b>FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE</b>	On or before Tuesday, December 21, 2021
<b>INITIATION OF REFUNDS /UNBLOCKING OF FUNDS FROM ASBA ACCOUNT</b>	On or before Wednesday, December 22, 2021
<b>CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS OF ALLOTTEES</b>	On or before Thursday, December 23, 2021



<b>COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE</b>	Friday, December 24, 2021
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- *In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.*
- *In terms of Regulation 266 (3) of ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of sub-regulation 266(1).*

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within Six (6) Working Days from the Issue Closing Date or such period as may be prescribed, with reasonable support and co-operation, as may be required in respect of its respective portion of the Offered Shares, the timetable may change due to various factors, such as extension of the Issue Period by our Board, as applicable, in consultation with the Lead Manager. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Issue, the Lead Manager will submit reports of compliance with T+6 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 case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) Working Days from the Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding Four (4) Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change basis any revised SEBI circulars to this effect.

*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 Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying 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 Applicant 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 Application Amount, the Applicant 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 Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a*

*uniform rate of ₹100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.*

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Prospectus may result in changes in the timelines.

**Submission of Application Forms:**

Issue period (except the Issue Closing Date)	
Submission and Revision of Application Form	Only between 10.00 a.m. to 5.00 p.m. IST
Issue Closing Date	
Submission and Revision of Application Form	Only between 10.00 a.m. to 3.00 p.m. IST

*On the Issue Closing Date, for uploading the Application Forms:*

1. 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and
2. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Retail Individual Investors and Eligible Employees under Employee Reservation Portion which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by LM to the Stock Exchanges.

Due to limitation of time available for uploading the application forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such 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 Lead Manager is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

**It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.**

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

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. Retail Individual Applicants and Eligible Employees can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants and Eligible Employees, 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 Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the issuer does not receive the subscription of hundred per cent (100%) of the Issue through Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so offered under the Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond Four (4) Working Days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a)

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of issue.

### **Arrangements for Disposal of Odd Lots**

The trading of the equity shares will happen in the minimum contract size of 2,000 Equity 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 EMERGE Platform of National Stock Exchange of India Limited.

### **Withdrawal of the Issue**

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the Board meeting for Allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working 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 notice of withdrawal will be issued in the same newspapers where the Pre-Issue advertisements were published and the Stock Exchange will also be informed promptly.

The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within (1) one day of receipt of such notification. Our Company shall also promptly inform EMERGE Platform of National Stock Exchange of India Limited on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from EMERGE Platform of National Stock Exchange of India Limited, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the Pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page no. 65 of this Prospectus, and except as

provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled “*Main Provisions of the Articles of Association*” beginning on page no. 277 of this Prospectus.

### **Migration to Main Board**

The Company may be migrated to Main Board pursuant to Regulation 277 of the SEBI (ICDR) Regulation and in accordance to that Securities Exchange Board of India (SEBI) vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010 has stipulated the requirements for migration from SME platform to main board. The migration eligibility of NSE is notified on <https://www.nseindia.com/companies-listing/raising-capital-public-issues-emerge-selecting-a-migration-to-main-board> and as amended time to time.

### **Market Making**

The shares offered though this issue is proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the EMERGE Platform of National Stock Exchange of India Limited for a minimum period of three (3) years from the date of listing of shares offered though this Prospectus.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please see “*General Information*” beginning on page no. 57 of this Prospectus.

### **New Financial Instruments**

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

### **Allotment of Equity Shares in Dematerialized Form**

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be Allotted only in dematerialized form. As per the existing SEBI ICDR Regulations, 2018 the trading of the Equity Shares shall only be in dematerialized form for all investors.

In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing the Prospectus:

- Tripartite agreement dated August 04, 2021 among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated August 16, 2021 among NSDL, our Company and the Registrar to the Issue

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

**As per the extant policy of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital more than ₹ 10 crores but does not exceeds ₹ 25 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE")). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" beginning on page no. 228 and 241 respectively of this Prospectus.

The present Issue is of 65,00,000 Equity Shares of face value of ₹ 10.00/- each ("Equity Shares") for cash at a price of ₹ 70.00\*\* /- per equity share including a share premium of ₹ 60.00 /- per equity share (the "Issue Price") aggregating to ₹ 4515.00 Lakhs ("the Issue") comprising of a Net Issue Size of 61,72,000 equity shares aggregating to ₹ 4285.40 Lakhs (the "Fresh Issue") of which 5,00,000 equity shares of face value of ₹ 10.00/- each for cash at a price of ₹ 63.00\*\*/- per equity share including a share premium of ₹ 53.00 /- per equity share aggregating to ₹ 315.00 Lakhs will be reserved for subscription by Eligible Employee Reservation to the Issue (the "Employees Reservation Portion") and 3,28,000 equity shares of face value of ₹ 10.00/- each for cash at a price of ₹ 70.00/- per equity share including a share premium of ₹ 60.00 /- per equity share aggregating to ₹ 229.60 Lakhs will be reserved for subscription by Market Maker to The Issue (the "Market Maker Reservation Portion").

Net Issue Size of 61,72,000 equity shares of face value of ₹. 10.00 /- each at a price of ₹ 70.00\*\* /- per equity share including a share premium of ₹ 60.00 /- per equity share aggregating to ₹ 4285.40 Lakhs (the "Net Issue Size"). The Net Issue Size will constitute 25.19 % of the post Issue paid up equity share capital of our company. For further details, please refer to section titled "*Terms of the Issue* " beginning on page no 228 of this Prospectus.

*\*\*Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees*

*\*The Net Issue Size includes Net Issue comprising of 56,72,000 Equity Shares and Reservation for Eligible Employees (other than Promoter and Promoter Group) comprising of 5,00,000 Equity Shares*

Particulars of the Issue	Net Issue	Employee Reservation portion**	Market Maker reservation portion
<b>Number of Equity Shares</b>	56,72,000* Equity Shares	5,00,000 Equity Shares	3,28,000 Equity Shares
<b>Percentage of Issue Size available for allocation*</b>	87.26 % of the Issue Size. 23.15 % of the Post Issue Paid up Capital	7.69 % of the Issue Size. 2.04 % of the Post Issue Paid up Capital	5.05 % of the Issue Size. 1.34 % of the Post Issue Paid up Capital
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of 2,000 Equity Shares and Further allotment in multiples of 2,000 Equity Shares each.	Proportionate# ; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000.	Firm Allotment

Particulars of the Issue	Net Issue	Employee Reservation portion**	Market Maker reservation portion
		In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹ 200,000, subject to total Allotment to an Eligible Employee not exceeding ₹ 500,000	
<b>Mode of Application</b>	Retail Individual Investors may apply through UPI Payment Mechanism.  All other applicants and Retail Individual Investors (whose bank do not provide UPI Payment facility) shall apply through ASBA Only.	Through ASBA mode Only.	Through ASBA mode Only.
<b>Minimum Application Size</b>	<b><u>For QIB and NII:</u></b> Such number of Equity Shares in multiples of 2,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000  <b><u>For Retail Individuals:</u></b> Such number of equity shares where application size is of at least 2000 Equity Shares.	2,000 Equity Shares	2,000 Equity Shares
<b>Maximum Bid</b>	<b><u>For QIB and NII:</u></b> Such number of Equity Shares in multiples of	Such number of Equity Shares and in multiples of 2,000 Equity Shares	3,28,000 Equity Shares

Particulars of the Issue	Net Issue	Employee Reservation portion**	Market Maker reservation portion
	2,000 Equity Shares such that the Application size does not exceed the Net Issue  <b><u>For Retail Individuals:</u></b> Such number of Equity Shares so that the Application Value does not exceed ₹. 2,00,000	so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹ 500,000, less Employee Discount	
<b>Mode of Allotment</b>	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
<b>Trading Lot</b>	2,000 Equity Shares	2,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	2,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of payment</b>		In case of ASBA, the entire application amount shall be blocked at the time of submission of Application Form to the SCSBs and in case of UPI as an alternate mechanism, application amount shall be blocked at the confirmation of mandate collection request by the Applicant.	

*\*50 % of the shares offered in the Net Issue to Public portion are reserved for applications whose value is below ₹2,00,000 and the balance 50% of the shares are available for applications whose value is above ₹2,00,000.*

*\*\* Promoter and Promoter Group are excluded from the Employee Reservation Category.*

# Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹ 500,000 (net of Employee Discount). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. In case of under-subscription in the Net Issue, spill-over to the extent of such undersubscription shall be permitted from the Employee Reservation Portion. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Issue. Allotment to an Eligible Employee in the Employee Reservation Portion may not



exceed ₹200,000 in value. Only in the event of an undersubscription in the Employee Reservation Portion, post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 in value.

**Note:**

1. *In case of joint application, the Application Form should contain only the name of First Applicant whose name should also appear as the first holder of beneficiary account held in joint names. The signature of only such First Applicant would be Required in the Application Form and such First Applicant would be deemed to have signed on behalf of joint holders.*
2. *Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
3. *SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. For further details, please refer chapter titled “Issue Procedure” beginning on page no. 241 of this Prospectus.

## ISSUE PROCEDURE

All Applicants should read the General Information Document ("**GID**") for Investing in Public Issue prepared and issued in accordance with the SEBI circular no SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 which is issued in supersession of the Circular SEBI Circular CIR/CFD/DIL/12/2013 dated October 23, 2013 & UPI Circular 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. The General Information Document is available on the website of Stock Exchange(s), the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Issue; (vi) price discovery and allocation; (vii) General Instructions (limited to instructions for completing the Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (**collectively the "UPI Circulars"**) has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanisms for RILs applying through Designated Intermediaries have been made effective along with the existing process and existing timeline of T+6 days. The same was applicable until June 30, 2019 ("**UPI Phase I**").

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RILs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Further pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RILs ("**UPI Phase III**"), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI 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 shall come into force for initial public offers opening on/or after May 01, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Prospectus.

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding Four (4) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.*

ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSBs (Self-Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by Stock Exchange to act as intermediaries for submitting Application Forms are provided on the website of the Stock Exchange. For details on their designated branches for submitting Application Forms, please refer the above-mentioned Stock Exchange website.

*Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with the applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.*

*Further, our Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.*

#### **Phased implementation of Unified Payments Interface**

SEBI has issued circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism 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 RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

##### **Phase I:**

This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six working days.

**Phase II:**

This phase commenced on completion of Phase I i.e. with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six working days during this phase.

**Phase III:**

The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three working days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers 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 Retail Individual Applicants into the UPI payment mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange <http://www.sebi.gov.in> and the Lead Manager <http://www.fedsec.in>

**FIXED PRICE ISSUE PROCEDURE**

The Issue is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process. Wherein 5,00,000 Equity Shares of the total issue aggregating to 315.00 Lakhs is allocated for Eligible Employees as defined in this Prospectus (*Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees.*) and minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in 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 LM and the Stock Exchange are required to submit their Applications to the Application Collecting Intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time

of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected.

**Investors should note that Equity Shares will be allotted to successful Applicants in dematerialized form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI. Applicants will not have the option of getting allotment of the Equity Shares in physical form. However, the Investors may get the Equity Shares rematerialized subsequent to the allotment of the Equity shares in the Issue, subject to applicable laws.**

#### **ELECTRONIC REGISTRATION OF APPLICATIONS**

- a) The Designated Intermediary may register the Application using the online facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Fixed Process on a regular basis before the closure of the Issuer.
- b) On the Application/Issuer Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchange and as disclosed in the Prospectus.
- c) Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 p.m. IST on the next Working Day following the Application/Issuer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Application/Issuer Period after which the Stock Exchange send the information to the Registrar to the Issue for further processing.

#### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

Copies of the Application Form and the Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the Applicants (other than Anchor Investor and Retail Individual Investor using UPI Payment Mechanism) shall mandatorily participate in the Issue only through the ASBA process for application. ASBA applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Application Form. Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) failed to mention UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Applicants shall ensure that the applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid

cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue*
Eligible Employees bidding in the Employee Reservation Portion	Pink

*\*Excluding Electronic Application Form.*

*Notes: Application forms and the abridged prospectus will also be available for download on the websites of Stock Exchange i.e. ([www.nseindia.com](http://www.nseindia.com))*

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Application details in the electronic bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than RIIs using UPI mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a RIIs using the UPI mechanism) to the respective SCSBs, where the Applicant has a bank account and shall not submit it to any Non-SCSB bank or any Escrow Bank. For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds.

Application Forms will also be available on the website of the Stock Exchange. i.e. [www.nseindia.com](http://www.nseindia.com)). Same Application Form applies to all ASBA Applicants/ Retail Individual Investors applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

#### **SUBMISSION AND ACCEPTANCE OF APPLICATION FORM / ELECTRONIC REGISTRATION OF APPLICATION**

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called “Designated Intermediaries”).

Sr No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4.	A depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	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)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries shall submit Application Forms to SCSBs only

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 exchanges(s) and may by blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For Applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking 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>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of stock exchange(s).</p> <p>Stock Exchange shall share bid 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</p>

Stock exchange(s) 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.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Application are deemed to have authorized our Company to make the necessary changes in the prospectus, without prior or subsequent notice of such changes to the Applicants.

#### **Who can apply?**

Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Apply in the Issue or to hold Equity Shares, in excess of certain limits or in specific sectors as specified under applicable law. In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant 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/Applicant: XYZ Hindu Undivided Family applying through XYZ, where

XYZ is the name of the Karta". Applications by HUFs may be considered at par with Applications from individuals;

- Companies, corporate bodies and societies registered under applicable law in India and authorised to hold and invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FPIs other than FPIs which are individuals, corporate bodies and family offices Bidding under the QIBs category;
- FPIs which are individuals, corporate bodies and family offices, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

**APPLICATIONS NOT TO BE MADE BY:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRI)
4. Overseas Corporate Bodies

**The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S Securities Act and referred to in this Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**



**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

***For Retail Individual Applicants***

The Application must be for a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹2,00,000.

***For Other than Retail Individual Investors (Non-Institutional Investors and QIBs):***

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of 2,000 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 Applicant and Non-Institutional Investor cannot withdraw its Application after the Issue Closing Date and is required to pay 100% Bid Amount upon submission of Bid.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single application 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 Prospectus.**

**PARTICIPATION BY ASSOCIATES / AFFILIATES OF LEAD MANAGER**

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Category where the allotment is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis

**OPTION TO SUBSCRIBE TO THE ISSUE**

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialised subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

**APPLICATION BY HUF**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant 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/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals

## **APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company in consultation with Lead Manager, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with the SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that such Applications clearly indicate the scheme concerned for which the Application is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights

## **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION**

Application must be made only in the names of Individuals, Limited Companies or Statutory Corporations / Institutions and not in the names of Minors (other than minor having valid depository accounts as per demographic details provided by the depository), Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

## **APPLICATION BY ELIGIBLE NRIS/FII'S ON REPATRIATION BASIS**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/NRO accounts

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

For details of investment by NRIs, see “*Restrictions in Foreign Ownership of Indian Securities*” beginning on page no. 276 of this Prospectus. Participation of eligible NRIs shall be subject to FEMA Regulations.

#### **APPLICATION BY FPIS**

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company on a fully-diluted basis. With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/ or may purchase or sell securities other than equity instruments.

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 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such o the conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

In accordance with the FEMA Non-Debt Instrument Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed five 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 warrant. Provided that the aggregate ceiling of 10 % may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, amongst others, the following conditions:

- a. each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- b. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by FPIs submitted under the multiple investment managers structure with the same PAN but with different beneficiary account numbers, Client ID and DP ID may not be treated as multiple Bids.

As specified in 4.1.4.2 (b) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilise the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("MIM Structure"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilise the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilise the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("ODI") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate

FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as collective investment scheme having multiple share classes.

#### **APPLICATION BY SEBI REGISTERED VCFS, AIFS AND FVCIS**

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of their respective corpus in one investee company. A category III AIF cannot invest more than 10% of its corpus in one investee company. A VCF registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided

that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

**Our Company or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **APPLICATION BY ELIGIBLE EMPLOYEES**

Application under Employee Reservation Portion by Eligible Employees were:

- a) Made only in the prescribed Bid cum Application Form or Revision Form
- b) The application for a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee did not exceed ₹ 500,000 (net of Employee Discount). In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion is required to be available for allocation and allotment, proportionately to all Eligible Employees, who have bid in excess of ₹200,000 (net of Employee Discount), provided however that the maximum Bid in this category by an Eligible Employee could not exceed ₹500,000 (net of Employee Discount).
- c) The Applicant is required to be an Eligible Employee as defined above in this Prospectus. In case of joint bids, the first Bidder was required to be an Eligible Employee.
- d) Eligible Employees can apply at Issue Price of Rs. 63.00 (*Our Company in consultation with the Lead Manager, have offered a discount of ₹ 7.00 per Equity Share to Eligible Employees.*)
- e) Application by Eligible Employees can be made also in the “Net Issue” and such application are required to not be treated as multiple Bids.
- f) Under-subscription, if any, in the Employee Reservation Portion is required to be added back to the Net Issue.
- g) Eligible Employees are not required to Bid through the UPI Mechanism in the Employee Reservation Portion.

#### **APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject their application, without assigning any reason thereof

#### **APPLICATION BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

#### **APPLICATION BY BANKING COMPANIES**

In case of Application 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 which our Board as applicable, in consultation with the LM reserve the right to reject any Application without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, ("Banking Regulation Act"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in nonfinancial services, or 10% of the banking company's 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 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; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company; (iii) hold 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.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid up share capital and reserves. The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of the RBI to make (investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

#### **APPLICATION BY INSURANCE COMPANIES**

In case of Application made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended ("IRDAI Investment Regulations"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them.

#### **APPLICATION BY SCSBS**

SCSBs participating in the Issue are required to comply with the terms of SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

## **APPLICATION BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Application made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

## **APPLICATION UNDER POWER OF ATTORNEY**

In case of Application made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIs, FPIs, Mutual Funds, Eligible QFIs, 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, provident funds with a minimum corpus of ₹ 2,500 Lakhs and pension funds with a minimum corpus of ₹ 2,500 Lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject their Application in whole or in part, in either case, without assigning any reasons thereof.

Our Board as applicable, in consultation with the LM in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form subject to the terms and conditions that our Board, as applicable, in consultation with the LM may deem fit.

## **APPLICATION BY OCBS**

In accordance with RBI regulations, OCBs cannot participate in this Issue.

## **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

Lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

## **ASBA PROCESS**

Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

**APPLICATION FORM SHALL BEAR THE STAMP OF THE SYNDICATE MEMBER/SCSBS/REGISTRAR AND SHARE TRANSFER AGENTS/DEPOSITORY PARTICIPANTS/STOCK BROKERS AND IF NOT, THE SAME SHALL BE REJECTED.**

#### **MODE OF PAYMENT**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

**Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.**

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

#### **UNBLOCKING OF ASBA ACCOUNT**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.



However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

#### **TERMS OF PAYMENT**

The entire Issue price of ₹ 70.00 /- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs 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 Applicants 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 Applicants.

#### **PAYMENT MECHANISM**

The Applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the bid Amount (issue price) in the bank account specified in the Application Form. The SCSB shall keep the bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the bid Amount. However, Non-Retail Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bid by the ASBA Bidder, as the case may be.

#### **PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)**

**In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.**

##### ***Who can apply through UPI Mode:***

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

#### **PROCESS**

**Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in).**

#### **BLOCKING OF FUNDS:**

- a) Investors shall create UPI ID
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form

- c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
- d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

#### **UNBLOCKING OF FUNDS:**

- a) After the issue close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

**Further, RIs would continue to have an option to modify or withdraw the bid till the closure of the issue period. For each such modification of application, RIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.**

#### **REJECTION GROUNDS UNDER UPI PAYMENT MECHANISM**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

#### **LIST OF BANKS PROVIDING UPI FACILITY**

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

*Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >>Self Certified Syndicate Banks eligible as Issuer Banks for UPI*

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018).

#### **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.
2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.
3. In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange(s).
4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next working day from the Issue Closing Date.
5. The Stock Exchanges will Issue an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary 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 on-line facilities on a regular basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:
  1. Name of the Applicant;
  2. IPO Name;
  3. Application Form number;
  4. Investor Category;
  5. PAN (of First Applicant, if more than one Applicant);
  6. DP ID of the demat account of the Applicant;
  7. Client Identification Number of the demat account of the Applicant;
  8. UPI ID (RIIs applying through UPI Mechanism)
  9. Numbers of Equity Shares Applied for;
  10. Location 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

11. Bank account number
12. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
13. The Designated intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
14. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.
15. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.
16. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
17. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges 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.

#### **WITHDRAWAL OF APPLICATIONS**

RIs and Eligible Employees can withdraw their applications until Issue Closing Date. In case a RIs and Eligible Employees wishes to withdraw the applications during the 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 or Sponsor Bank in the ASBA Account.

The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIs can neither withdraw nor lower the size of their Bids at any stage.

#### **SIGNING OF UNDERWRITING AGREEMENT**

The issue is 100% Underwritten. For further details, please refer to Section titled "*General Information*" beginning on page no. 57 of this Prospectus.

#### **FILING OF THE ISSUE DOCUMENT WITH THE ROC**

For filing details, please refer Chapter titled “*General Information*” beginning on page no. 57 of this Prospectus.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where registered office of the Company is situated.

In the pre- Issue advertisement, we shall state the Issuer Issue Opening Date and the Issue Closing Date. 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 ICDR Regulations

#### **PRICE DISCOVERY AND ALLOCATION OF EQUITY SHARES**

- a) The Issue is being made through the Fixed Price Process where in up to Equity Shares shall be reserved for Market Maker. Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid Application being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
- b) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- c) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- d) In terms of SEBI Regulations, Non-Retail Investors shall not be allowed to either withdraw or lower the size of their applications at any stage.
- e) Allotment status details shall be available on the website of the Registrar to the Issue.

#### **ISSUANCE OF ALLOTMENT ADVICE**

Upon approval of the Basis of Allotment by the Designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue.

- 1. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- 2. **Issuer will that:** (i) the allotment of the equity shares; and (ii) initiate corporate action for credit of shares to the successful applicant’s Depository Account within Four (4) Working Days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within One (1) Working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.
- 3. 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 Four (4) Working Days of the Issue Closing Date. The Company will intimate the details of allotment of

securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

#### **ISSUANCE OF CONFIRMATION ALLOCATION NOTE ("CAN")**

- a) A physical book is prepared by the Registrar on the basis of the Application Forms received from Investors. Based on the physical book and at the discretion of the Company in consultation with the Lead Manager, selected Investors will be sent a CAN and if required, a revised CAN.
- b) In the event that the Issue Price is higher than the Investor Allocation Price: Investors will be sent a revised CAN within 1 (one) day of the Pricing Date indicating the number of Equity Shares allocated to such Investor and the pay-in date for payment of the balance amount. Investors are then required to pay any additional amounts, being the difference between the Issue Price and the 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 Investors.
- c) In the event the Issue Price is lower than the Investor Allocation Price: Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

#### **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.

#### **GENERAL INSTRUCTIONS**

Applicants are requested to note the additional instructions provided below.

*Do's:*

- 1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- 2. Read all the instructions carefully and complete the Application Form;
- 3. Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- 4. Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time, except in case of electronic forms. Retail Individual Investors using UPI mechanism, may submit their ASBA forms with Designated Intermediary and ensure that it contains the stamp of such Designated Intermediary;
- 5. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
- 6. If the first applicant is not the ASBA account holder (or the UPI- linked bank account holder as the case may be), ensure that the Application Form is signed by the ASBA account holder (or the UPI-linked bank account holder as the case may be). Ensure that you have mentioned the correct bank account number and UPI ID in the Application Form;
- 7. All Applicants (other than Anchor Investors and RII using UPI Mechanism) should apply through the ASBA process only. RII not using UPI mechanism, should submit their application form directly with SCSB's and not with any designated intermediary.

8. With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Application;
9. Ensure that you request for and receive a stamped acknowledgement of your Application;
10. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process. Retail Individual Investors using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner
12. Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
13. Except for Applications (i) on behalf of the central or state governments and the officials appointed by the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the central or the state government and officials appointed by the courts and for Applicants 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.
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. 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;
16. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
17. Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
18. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;
20. Applicants should note that in case the DP ID, the Client ID, UPI ID (where applicable) and the PAN mentioned in the Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, match with the DP ID, Client ID (where applicable) and PAN available in the Depository database otherwise liable to be rejected; Where the Application

Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;

21. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
22. Ensure that you have correctly signed the authorization /undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
23. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Retail Individual Investors Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. Further, Retail Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;
24. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
25. Retail Individual Investors Bidding using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. Retail Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

*Don'ts:*

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not pay the Application Amount in cash, cheque, by money order or by postal order or by stock invest or any mode other than stated herein;
4. Do not send Application / ASBA Forms by post, instead submit the same to the Designated Intermediary only;
5. Do not submit the Application Forms with the Banker(s) to the Issue (assuming that such bank is not a SCSB), our Company, the BRLM or the Registrar to the Issue (assuming that the Registrar to the Issue is not one of the RTAs) or any non-SCSB bank;
6. Do not apply on an Application Form that does not have the stamp of the Designated Intermediary;  
If you are a Retail Individual Applicant, do not apply for an exceeding ₹200,000; and if you are an Eligible Employee, do not apply exceeding ₹500,000;
7. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
8. Do not submit the General Index Register number instead of the PAN;



9. As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account and as in the case of Retail Individual Investors using the UPI Mechanism shall ensure that funds equivalent to the entire application amount are available in the UPI linked bank account where funds for making the bids are available.
10. As an ASBA Applicant, do not instruct your respective banks to release the funds blocked in the ASBA Account;
11. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
12. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
13. If you are a QIB, do not submit your Application after 3.00 pm on the Issue Closing Date for QIBs;
14. If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your Application after 3.00 pm on the Issue Closing Date;
15. Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not submit an Application if you are not competent to contract under the Indian Contract Act, 1872, (other than minors having valid depository accounts as per Demographic Details provided by the Depositories);
17. If you are a QIB or a Non-Institutional Applicant, do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
18. Do not submit more than five (5) ASBA Forms per ASBA Account;
19. Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres; and
20. Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>). The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
21. Do not submit a Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism)
22. Do not submit a Bid using UPI ID, if you are not a RIB
23. Do not Bid for Equity Shares more than what is specified by respective Stock Exchange for each category
24. Do not submit a Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by RIB Bidder using the UPI Mechanism)
25. 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. RIB and Eligible Employees applying in the Employee Reservation Portion can revise or withdraw their Bids on or before the Issue Closing Date

26. If you are an RILs 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
27. Do not submit the Application Forms to any non-SCSB bank; and
28. Do not Bid if you are an OCB;

**The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

**The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.**

#### **INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of Stock Exchange.

#### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

**Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

## **OTHER INSTRUCTIONS**

### *Joint Applications in the case of Individuals*

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### *Multiple Applications*

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- i. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband 's name to determine if they are multiple applications.
- ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute

discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

- All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue, Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that RILs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

#### **GROUND FOR TECHNICAL REJECTIONS**

Applicants are requested to note that Application may be rejected on the following additional technical grounds.

- a. Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- b. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- c. Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- d. PAN not mentioned in the Application Form;
- e. GIR number furnished instead of PAN;
- f. Applications for lower number of Equity Shares than specified for that category of investors;
- g. Applications at a price other than the Fixed Price of the Issue;
- h. Applications for number of Equity Shares which are not in multiples as stated in the chapter titled "Issue Structure";
- i. Category not ticked;

- j. Multiple Applications as defined in the Prospectus;
- k. In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- l. Applications accompanied by Stock invest/ money order/ postal order/ cash;
- m. Signature of sole Applicant is missing;
- n. Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- o. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- p. Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- q. Applications by OCBs;
- r. Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- s. Applications not duly signed;
- t. Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- u. Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- v. Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- w. Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- x. Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹2,00,000, received after 3.00 pm on the Issue Closing Date;
- y. Applications not containing the details of Bank Account and/or Depositories Account.
- z. Applications under the UPI Mechanism submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
- aa. Application submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI.

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

- a) A Tripartite Agreement dated August 04, 2021 with NSDL, our Company and Registrar to the Issue;
- b) A Tripartite Agreement dated August 16, 2021 with CDSL, our Company and Registrar to the Issue;

- c) The Company's shares bear an ISIN No: INE505V01016
- d) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- e) 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.
- f) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- g) 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.
- h) 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.
- i) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- j) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- k) The trading of the Equity Shares of our Company would be only in dematerialized form.

## COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.**

<b>FEDEX SECURITIES PRIVATE LIMITED</b> B7, 3 <sup>rd</sup> Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India. <b>Tel No:</b> +91 81049 85249 <b>Fax No.:</b> 022 2618 6966 <b>E-mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a> <b>Contact Person:</b> Yash Kadakia <b>SEBI Registration Number:</b> INM000010163 <b>Investor Grievance E-mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a>	<b>LINK INTIME INDIA PRIVATE LIMITED</b> C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India. <b>Tel No:</b> +91 22 4918 6200 <b>Fax No:</b> 022 - 4918 6060 <b>Contact Person:</b> Shanti Gopalkrishnan <b>Email Id:</b> <a href="mailto:europanel.ipo@linkintime.co.in">europanel.ipo@linkintime.co.in</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Investor Grievance Email:</b> <a href="mailto:europanel.ipo@linkintime.co.in">europanel.ipo@linkintime.co.in</a> <b>SEBI Registration Number:</b> INR000004058
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## Disposal of Applications

With respect to Investors, our Company shall ensure dispatch of Allotment Advice, refund orders (except for applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary

account of Depository Participants of the Applicants and submit the documents pertaining to the Allocation to the Stock Exchange(s) on the Investor Bidding Date. In case of Applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within Four (4) Working Days from the Bid/ Issue Closing Date.

### **IMPERSONATION**

Attention of the Applicant 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”.***

Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one percent of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

### **NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorised employees of the Stock Exchange, along with the Lead Manager 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.

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the 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 2,000 equity shares the allotment will be made as follows:
  - a. Each successful applicant shall be allotted 2,000 equity shares; and
  - b. The successful applicants out of the total applicants for that category shall be determined by the 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 (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 2,000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 2,000 equity shares subject to a minimum allotment of 2,000 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. If as a result of the process of rounding off to the lower nearest multiple of 2,000 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 the Prospectus.
6. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  - a. A minimum of 50% of the net Issue of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
  - b. The balance net Issue of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c. The unsubscribed portion of the net to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

If the retail individual investor is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled 'Basis of Allotment' of Prospectus.

'Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Stock Exchange.

For details with respect to allotment to reserved category i.e. Employee Reservation Portion and Market Maker Reservation Portion, please see chapter "Issue Structure" on page 237 of the Prospectus.

#### **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% of the Issue size as specified



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 Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**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.**

#### **AT PAR FACILITY**

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that “at par” facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

#### **GROUND S FOR REFUND**

##### *Non-Receipt of Listing Permission*

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within Four days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of forth day, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

##### *Minimum Subscription*

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If, as prescribed, minimum subscription in the issue shall be 90% of the fresh issue portion the issuer does not receive the minimum subscription of ninety per cent. of the Issue through offer document (except in case of an offer for sale of specified securities) on the date of closure of the issue, or withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchanges for the securities so offered under the offer document, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond four working days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum

### *Minimum Number of Allottees*

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

### **MODE OF REFUNDS**

- a) **In case of ASBA Bids:** Within Four (4) Working Days of the Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid, for any excess amount blocked on Application, for any ASBA Bids withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer
- b) In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.
- c) **In case of Investors:** Within Four (4) Working Days of the Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay

### **MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS**

The payment of refund, if any, may be done through various modes as mentioned below:

- (i) **NECS** - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;
- (ii) **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (iii) **Direct Credit** - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (iv) **RTGS** - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code

shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicants account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the LM or the Registrar to the Offer or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and

- (v) Please note that refunds, on account of our Company not receiving the minimum subscription of 90% of the Offer, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Applicants may refer to Prospectus.

#### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

In case of a Fixed Price Issue, a statement that the issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within Four Working Days from the date of the closure of the issue. However, applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

#### **COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within Six (6) Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within Four (4) Working Days of the Issue Closing Date.

#### **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing,

under subscription etc.

6. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
7. That if our Company does not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. The Equity Shares proposed to be issued by it in the Issue shall be allotted and credited to the successful applicants within the specified time in accordance with the instruction of the Registrar to the Issue;
9. If the Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within Four (4) Working days from the Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15% per annum for the delayed period
10. That if our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Draft Prospectus with Stock Exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
11. That the Promoters' contribution in full, if required, shall be brought in advance before the Issue opens for subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on Applicants in accordance with applicable provisions under SEBI ICDR Regulations;
12. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
13. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
14. That it shall comply with such disclosure and account norms specified by SEBI from time to time

#### **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act; 2013
- 2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested. Our Company confirms and declares that all monies received out of the Issue shall be transferred to a separate bank account other than the bank account referred to in sub section 3 of Section 40 of the Companies Act, 2013.

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (**"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 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 government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (**"RBI"**) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (**"DIPP"**).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (**"FDI"**) through press notes and press releases. The DIPP, has issued consolidated FDI Policy DPIIT File Number 5(2)/2020-FDI Policy Dated the October 15, 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 of India 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 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 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.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Issue includes offers within India, to Indian institutional, non-institutional and retail investors in offshore transactions as defined in, and made in reliance upon exemptions from the registration requirements under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") including Regulation S ("Regulation S"). The above information is given for the benefit of the Applicants.

Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Application for do not exceed the applicable limits under laws or regulations.

## SECTION IX – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

*\* Articles amended vide special resolution passed by the members of the Company in the Extra-Ordinary General Meeting held on August 25, 2021*

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION\*

OF

EURO PANEL PRODUCTS LIMITED

(Incorporated under the Companies Act, 1956)

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of the Euro Panel Products Limited (the “**Company**”) held on August 25, 2021. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

### PRELIMINARY TABLE ‘F’ EXCLUDED

1. The regulations contained in the Table marked ‘F’ in Schedule I to the Companies Act, 2013, shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

### DEFINITIONS AND INTERPRETATION

3. In these Articles, the following words and expressions, unless repugnant to the subject, shall mean the following:

“**Act**” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

“**Annual General Meeting**” means the annual general meeting of the Company convened and held in accordance with the Act.

“**Articles of Association**” or “**Articles**” mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.

“**Board**” or “**Board of Directors**” means the board of directors of the Company in office at applicable times.

**"Company"** means Euro Panel Products Limited, a company incorporated under the laws of India.

**"Consummation of the IPO"** means the date of receipt of final listing and trading approvals from the Exchanges for commencement of trading of the Equity Shares of the Company pursuant to the IPO.

**"Depository"** means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

**"Director"** shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of these Articles.

**"Equity Shares or Shares"** shall mean the issued, subscribed and fully paid-up equity shares of the Company of Re. 10 (Rupee One only) each;

**"Exchange"** shall mean BSE Limited and the National Stock Exchange of India Limited.

**"Extraordinary General Meeting"** means an extraordinary general meeting of the Company convened and held in accordance with the Act;

**"General Meeting"** means any duly convened meeting of the shareholders of the Company and any adjournments thereof;

**"IPO"** means the initial public offering of the Equity Shares of the Company;

**"Member"** means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

**"Memorandum" or "Memorandum of Association"** means the memorandum of association of the Company, as may be altered from time to time;

**"Office"** means the registered office, for the time being, of the Company;

**"Officer"** shall have the meaning assigned thereto by the Act;

**"Ordinary Resolution"** shall have the meaning assigned thereto by the Act;

**"Register of Members"** means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository; and

**"Special Resolution"** shall have the meaning assigned thereto by the Act.

4. Except where the context requires otherwise, these Articles will be interpreted as follows:
- (a) headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles.
  - (b) where a word or phrase is defined, other parts of speech and

grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;

- (c) words importing the singular shall include the plural and vice versa;
- (d) all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders;
- (e) the expressions “hereof”, “herein” and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;
- (f) the *ejusdem generis* (of the same kind) rule will not apply to the interpretation of these Articles. Accordingly, **include** and **including** will be read without limitation;
- (g) any reference to a **person** includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits, include such person’s executors, administrators, heirs, legal representatives and permitted successors and assigns;
- (h) a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;
- (i) references made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified.
- (j) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time:
  - (i) that statute or statutory provision as from time to time consolidated, modified, re-enacted or replaced by any other statute or statutory provision; and
  - (ii) any subordinate legislation or regulation made under the relevant statute or statutory provision;
- (k) references to writing include any mode of reproducing words in a legible and non-transitory form; and
- (l) references to **Rupees, Rs., Re., INR, ₹** are references to the lawful currency of India.



## **SHARE CAPITAL AND VARIATION OF RIGHTS**

### **5. AUTHORISED SHARE CAPITAL**

The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

### **6. NEW CAPITAL PART OF THE EXISTING CAPITAL**

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 as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

### **7. KINDS OF SHARE CAPITAL**

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

- (a) Equity share capital:
  - (i) with voting rights; and/or
  - (ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and
- (b) Preference share capital.

### **8. SHARES AT THE DISPOSAL OF THE DIRECTORS**

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit.

### **9. CONSIDERATION FOR ALLOTMENT**

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in 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 as fully paid up shares.

**10. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CERTIFICATE**

Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

- (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
- (b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;
- (c) cancel shares which at the date of such General Meeting 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;
- (d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and
- (e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

**11. FURTHER ISSUE OF SHARES**

- (1) Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(A)

- (i) to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;
- (ii) The offer aforesaid 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.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue;

- (iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person

and the notice referred to in sub-clause (ii) shall contain a statement of this right;

- (iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;
- (B) to employees under any scheme of employees' stock option subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under applicable law; or
- (C) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder;

(2) Nothing in sub-clause (iii) of Clause (1)(A) shall be deemed:

- (i) To extend the time within which the offer should be accepted; or
- (ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company:

Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the Company in a General Meeting.

(4) Notwithstanding anything contained in Article 12(3) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of

communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

**12. RIGHT TO CONVERT LOANS INTO CAPITAL**

Notwithstanding anything contained in sub-clauses(s) of Article 12 above, but subject, however, to the provisions of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company.

**13. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES**

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 accepts any shares and whose name is on the Register of Members, shall, for the purpose of these Articles, be a Member.

**14. RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT**

The Board shall observe the restrictions as regards allotment of shares to the public contained in the Act, and as regards return on allotments, the Directors shall comply with applicable provisions of the Act.

**15. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY**

The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of allottee in the Register as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

**16. INSTALLMENTS ON SHARES**

If, by the conditions of allotment of any shares, whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of the share or his legal representative.

**17. MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS**

Every Member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with these Articles require or fix for the payment thereof.

**18. VARIATION OF SHAREHOLDERS' RIGHTS**

- (a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Act.
- (b) Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to meeting shall *mutatis mutandis* apply.

**19. PREFERENCE SHARES**

**a) Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

**b) Convertible Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

**20. PAYMENTS OF INTEREST OUT OF CAPITAL**

The Company shall have the power to pay interest out of its capital on so much of the shares which have been issued for the purpose of raising money to defray the expenses of the construction of any work or building for the Company in accordance with the Act.

**21. AMALGAMATION**

Subject to provisions of these Articles, the Company may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate subject to the provisions of the Act.

## **SHARE CERTIFICATES**

### **22. ISSUE OF CERTIFICATE**

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 so determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary and the common seal it shall be affixed in the presence of the persons required to sign the certificate.

### **23. RULES TO ISSUE SHARE CERTIFICATES**

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the said Act.

### **24. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED**

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 is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued upon on payment of Rupees 20 for each certificate. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall *mutatis mutandis* apply to debentures of the Company.

## **UNDERWRITING & BROKERAGE**

**25. COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.**

- (a) Subject to the provisions of the Act and other applicable laws, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of the Company and provisions of the Act shall apply.
- (b) The Company may also, in any issue, pay such brokerage as may be lawful.
- (c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

**LIEN**

**26. COMPANY'S LIEN ON SHARES / DEBENTURES**

The Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid share / debenture) 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 that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

The fully paid up shares shall be free from all lien and in the case of partly paid up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

**27. LIEN TO EXTEND TO DIVIDENDS, ETC.**

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

**28. ENFORCING LIEN BY SALE**

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto

by reason of his death or insolvency or otherwise.

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 exercised any right of lien.

**29. VALIDITY OF SALE**

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

**30. VALIDITY OF COMPANY'S RECEIPT**

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

**31. APPLICATION OF SALE PROCEEDS**

The proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

**32. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN**

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

**33. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities, including debentures, of the Company.

**CALLS ON SHARES**

**34. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES**

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. A call may be revoked or



postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders' in a General Meeting.

**35. NOTICE FOR CALL**

Each Member shall, subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more Members as the Board may deem appropriate in any circumstances.

**36. CALL WHEN MADE**

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in installments.

**37. LIABILITY OF JOINT HOLDERS FOR A CALL**

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

**38. CALLS TO CARRY INTEREST**

If a Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at the rate of ten percent or such other lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

**39. DUES DEEMED TO BE CALLS**

Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

**40. EFFECT OF NON-PAYMENT OF SUMS**

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

**41. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST**

The Board –

- (a) may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable by him.

**42. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

**FORFEITURE OF SHARES**

**43. BOARD TO HAVE A RIGHT TO FORFEIT SHARES**

If a Member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

**44. NOTICE FOR FORFEITURE OF SHARES**

The notice aforesaid shall:

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

**45. RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE**

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction 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 forfeiture of such shares as herein provided. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

**46. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY**

Any share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit.

**47. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS**

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

**48. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE**

A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

**49. EFFECT OF FORFEITURE**

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and 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 by these Articles expressly saved.

**50. CERTIFICATE OF FORFEITURE**

A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

**51. TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES**

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee

shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

**52. VALIDITY OF SALES**

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and 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.

**53. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES**

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

**54. BOARD ENTITLED TO CANCEL FORFEITURE**

The Board may at any time before any share so forfeited shall have them sold, reallocated or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.

**55. SURRENDER OF SHARE CERTIFICATES**

The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.

**56. SUMS DEEMED TO BE CALLS**

The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

**57. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

**TRANSFER AND TRANSMISSION OF SHARES**

**58. REGISTER OF TRANSFERS**

The Company shall keep a “Register of Transfers” and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.

**59. ENDORSEMENT OF TRANSFER**

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

**60. INSTRUMENT OF TRANSFER**

- (a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.
- (b) The Board may decline to recognize any instrument of transfer unless-
  - (i) the instrument of transfer is in the form prescribed under the Act;
  - (ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (iii) the instrument of transfer is in respect of only one class of shares.
- (c) 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.

**61. EXECUTION OF TRANSFER INSTRUMENT**

Every such instrument of transfer shall be executed, both by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

**62. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS**

Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven (7) days’ notice or such period as may be prescribed, to close the transfer books, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty five (45) days in each year as it may seem expedient.

**63. DIRECTORS MAY REFUSE TO REGISTER TRANSFER**

Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

**64. TRANSFER OF PARTLY PAID SHARES**

Where in the case of partly paid shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application

to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

**65. TITLE TO SHARES OF DECEASED MEMBERS**

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but 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. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

**66. TRANSFERS NOT PERMITTED**

No share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid shares through a legal guardian.

**67. TRANSMISSION OF SHARES**

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under

any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

**68. RIGHTS ON TRANSMISSION**

A person becoming entitled to a share by transmission shall, reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may at any time give a notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

**69. SHARE CERTIFICATES TO BE SURRENDERED**

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.

**70. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS**

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but

the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

**71. TRANSFER AND TRANSMISSION OF DEBENTURES**

The provisions of these Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

**ALTERATION OF CAPITAL**

**72. RIGHTS TO ISSUE SHARE WARRANTS**

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

**73. BOARD TO MAKE RULES**

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

**74. SHARES MAY BE CONVERTED INTO STOCK**

Where shares are converted into stock:

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
- (c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"Member" shall include "stock" and "stock- holder" respectively.

**75. REDUCTION OF CAPITAL**



The Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any share premium account

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up;

(ii) either with or without extinguishing or reducing liability on any of its shares, cancel paid up share capital which is lost or is unrepresented by available assets; or (ii) either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

#### **76. DEMATERIALISATION OF SECURITIES**

- (a) The Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a 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 thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other Applicable Law.

- (b) Dematerialisation/Re-materialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, re materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

- (c) Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

- (d) Securities in electronic form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

(e) Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(f) Register and index of beneficial owners

The Company shall cause to be kept a register and index of members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

**77. BUY BACK OF SHARES**

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

**GENERAL MEETINGS**

**78. ANNUAL GENERAL MEETINGS**

- (a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.
- (b) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.

**79. EXTRAORDINARY GENERAL MEETINGS**

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

**80. EXTRAORDINARY MEETINGS ON REQUISITION**

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

**81. NOTICE FOR GENERAL MEETINGS**

All General Meetings shall be convened by giving not less than clear twenty one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

**82. SHORTER NOTICE ADMISSIBLE**

Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty one (21) days.

**83. CIRCULATION OF MEMBERS' RESOLUTION**

The Company shall comply with provisions of Section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

**84. SPECIAL AND ORDINARY BUSINESS**

- (a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.
- (b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

**85. QUORUM FOR GENERAL MEETING**

Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

**86. TIME FOR QUORUM AND ADJOURNMENT**

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the

requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

**87. CHAIRMAN OF GENERAL MEETING**

The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company.

**88. ELECTION OF CHAIRMAN**

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

**89. ADJOURNMENT OF MEETING**

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting 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. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

**90. VOTING AT MEETING**

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

**91. DECISION BY POLL**

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

**92. CASTING VOTE OF CHAIRMAN**

In case of equal votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member.

**93. PASSING RESOLUTIONS BY POSTAL BALLOT**

- (a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.
- (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.
- (c) 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.

**VOTE OF MEMBERS**

**94. VOTING RIGHTS OF MEMBERS**

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

- (a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.
- (b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up equity share capital.
- (c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

**95. VOTING BY JOINT-HOLDERS**

In case of joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

**96. VOTING BY MEMBER OF UNSOUND MIND**

A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or legal guardian may, on a poll, vote by proxy.

**97. NO RIGHT TO VOTE UNLESS CALLS ARE PAID**

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

**98. PROXY**

Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

**99. INSTRUMENT OF PROXY**

An instrument appointing a proxy shall be in the form as prescribed under the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a body corporate either under its common seal or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or

adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

**100. VALIDITY OF PROXY**

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 shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**101. CORPORATE MEMBERS**

Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

**DIRECTOR**

**102. NUMBER OF DIRECTORS**

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that the Company may appoint more than fifteen (15) directors after passing a Special Resolution.

The following shall be the first Directors of the Company

- (a) Mr. Rajesh Shah Nanalal; and
- (b) Mr. Krishna Rajesh Shah.

**103. SHARE QUALIFICATION NOT NECESSARY**

Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

**104. ADDITIONAL DIRECTORS**

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

**105. ALTERNATE DIRECTORS**

- (a) The Board may, 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 3 (three) months from India (hereinafter in this Article called the “**Original Director**”)
- (b) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

**106. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY**

If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. The director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.

**107. REMUNERATION OF DIRECTORS**

- (a) A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.
- (b) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or

of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses 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 reimbursed any travelling or other expenses incurred in connection with the business of the Company.

- (c) The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

**108. REMUNERATION FOR EXTRA SERVICES**

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

**109. CONTINUING DIRECTOR MAY ACT**

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company, but for no other purpose.

**110. VACATION OF OFFICE OF DIRECTOR**

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act.

**ROTATION AND RETIREMENT OF DIRECTOR**

**111. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR**

Subject to Article 103(a), at the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the managing director appointed or the Directors appointed as a debenture director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the



total number of Directors of whom one third shall retire from office under this Article.

**112. RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION**

A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

**113. WHICH DIRECTOR TO RETIRE**

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

**114. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION**

Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office and may, by an Ordinary Resolution, appoint another person instead.

Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the company only by passing a Special Resolution and after giving him a reasonable opportunity of being heard.

**115. DIRECTORS NOT LIABLE FOR RETIREMENT**

The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

**116. DIRECTOR FOR COMPANIES PROMOTED BY THE COMPANY**

Directors of the Company may be or become a director of any company promoted by the Company or in which it may be interested as vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.

**PROCEEDINGS OF BOARD OF DIRECTORS**

**117. MEETINGS OF THE BOARD**

- (a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of four (4) months between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.
- (b) The chairman may, at any time, and the secretary or such other Officer

of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and 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. .

- (c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting;  
(ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.
- (d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

**118. QUESTIONS AT BOARD MEETING HOW DECIDED**

Questions arising at any time at a meeting of the Board shall be decided by majority of votes and in case of equality of votes, the Chairman, in his absence the Vice Chairman or the Director presiding shall have a second or casting vote.

**119. QUORUM**

Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) 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.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

**120. ADJOURNED MEETING**

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

**121. ELECTION OF CHAIRMAN OF BOARD**

- (a) The Board may elect a chairman of its meeting and determine the period for which he is to hold office.
- (b) If no such chairman is elected or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

**122. POWERS OF DIRECTORS**

- (a) The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- (b) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

**123. DELEGATION OF POWERS**

- (a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members of its body as it thinks fit.
- (b) Any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

**124. ELECTION OF CHAIRMAN OF COMMITTEE**

- (a) A committee may elect a chairman of its meeting. If no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be the chairman of the committee meeting.
- (b) The quorum of a committee may be fixed by the Board of Directors.

**125. QUESTIONS HOW DETERMINED**

- (a) A committee may meet and adjourn as it thinks proper.
- (b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairman shall have a second or casting vote, in addition to his vote as a member of the committee.

**126. VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE**

All acts done by any meeting of the Board, of a committee thereof, or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.

**127. RESOLUTION BY CIRCULATION**

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

**128. MAINTENANCE OF FOREIGN REGISTER**

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any register.

**129. BORROWING POWERS**

- (a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off

any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

- (b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.
- (c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.
- (d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

#### **130. NOMINEE DIRECTORS**

- (a) Subject to the provisions of the Act, so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the

**“Corporation”**) so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as **“Nominee Directors/s”**) on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

- (b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- (c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.
- (d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

#### **131. REGISTER OF CHARGES**

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

#### **132. MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTORS**

- (a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing director and/ or whole time directors for such term and subject to such remuneration, terms and conditions as they may think fit.
- (b) The Directors may from time to time resolve that there shall be either one or more managing directors and/ or whole-time directors.
- (c) In the event of any vacancy arising in the office of a managing director and/or whole time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.
- (d) If a managing director and/or whole time director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing director/whole time director.
- (e) The managing director and/or whole time director shall not be liable to

retirement by rotation as long as he holds office as managing director or whole-time director.

- (f) The Managing Director of the Company shall be appointed as the Chairman of the Board of the Company.

**133. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR**

The managing director/whole time director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

**134. REIMBURSEMENT OF EXPENSES**

The managing Directors\whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

**135. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER**

Subject to the provisions of the Act —

- (a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.
- (b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time.
- (c) A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

**COMMON SEAL**

**136. CUSTODY OF COMMON SEAL**

The Board shall provide for the safe custody of the common seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof.

**137. SEAL HOW AFFIXED**

The 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 the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by or under the authority of the Directors or a committee of the Directors previously given, and in the presence of at least two Directors and of the company secretary or such other person duly authorised by the Directors or a committee of the Directors, who shall sign every instrument to which the seal is so affixed in his presence.

The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall accordingly be vested in the Directors or any other person duly authorized for the purpose.

**DIVIDEND**

**138. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS**

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

**139. INTERIM DIVIDENDS**

Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.

**140. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND**

- (a) Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.
- (b) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account of Euro Panel Products Limited".
- (c) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act.



- (d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.
- (e) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

**141. DIVISION OF PROFITS**

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.

**142. DIVIDENDS TO BE APPORTIONED**

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

**143. RESERVE FUNDS**

- (a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.
- (b) The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

**144. DEDUCTION OF ARREARS**

Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

**145. RETENTION OF DIVIDENDS**

The Board may retain dividends payable upon shares in respect of which any person is, under Articles 59 to 72 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

**146. RECEIPT OF JOINT HOLDER**

Any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other moneys payable in respect of such shares.

**147. DIVIDEND HOW REMITTED**

Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

**148. DIVIDENDS NOT TO BEAR INTEREST**

No dividends shall bear interest against the Company.

**149. TRANSFER OF SHARES AND DIVIDENDS**

Subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

**CAPITALISATION OF PROFITS**

**150. CAPITALISATION OF PROFITS**

- (a) The Company in General Meeting, may, on recommendation of the Board resolve:
  - (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and
  - (ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
- (b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (c) below, either in or towards:
  - (i) paying up any amounts for the time being unpaid on shares held by such Members respectively;
  - (ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or
  - (iii) partly in the way specified in sub-clause (i) and partly that specified in sub-clause (ii).
  - (iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

- (v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

**151. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE**

- (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
  - (i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
  - (ii) generally do all acts and things required to give effect thereto.
- (b) The Board shall have full power:
  - (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and
  - (ii) 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 or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.
- (c) Any agreement made under such authority shall be effective and binding on such Members.

**ACCOUNTS**

**152. WHERE BOOKS OF ACCOUNTS TO BE KEPT**

The Books of Account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

**153. INSPECTION BY DIRECTORS**

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act.

**154. INSPECTION BY MEMBERS**

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

**SERVICE OF DOCUMENTS AND NOTICE**

**155. MEMBERS TO NOTIFY ADDRESS IN INDIA**

Each registered holder of shares from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

**156. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS**

If a Member has no registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

**157. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS**

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

**158. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS**

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:

- (a) To the Members of the Company as provided by these Articles.
- (b) To the persons entitled to a share in consequence of the death or insolvency of a Member.
- (c) To the Directors of the Company.
- (d) To the auditors for the time being of the Company; in the manner authorized by as in the case of any Member or Members of the Company.

**159. NOTICE BY ADVERTISEMENT**

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

**160. MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDERS**

Every person, who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to his name and address being entered in the Register of Members, shall have been duly served on or sent to the person from whom he derived his title to such share.

Any notice to be given by the Company shall be signed by the managing Director or by such Director or Secretary (if any) or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

#### **WINDING UP**

**161. Subject to the applicable provisions of the Act–**

- (a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.
- (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
- (d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

**162. APPLICATION OF ASSETS**

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.

#### **INDEMNITY**

**163. DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY**

Subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by 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. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally

judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

**164. INSURANCE**

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

#### **SECRECY CLAUSE**

**165. SECRECY**

No Member shall be entitled to inspect the Company's works without the permission of the managing director/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the managing director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

#### **GENERAL POWER**

- 166.** Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.
- 167.** At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations, from time to time.

## **SECTION X – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The copies of the following documents and contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of this Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the ROC, Mumbai, Maharashtra for registration. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 702, 7th Floor, Aravalli Business Centre, Ramdas Sutrale Road, Borivali (West) Mumbai 400092, Maharashtra, India, between 10.00 a.m. and 5.00 p.m. (IST) on all Working Days from the date of this Prospectus until the Issue Closing Date.

#### **MATERIAL CONTRACTS FOR THE ISSUE**

1. Issue Agreement dated October 13, 2021 between our Company and Lead Manager.
2. Registrar Agreement dated October 13, 2021 between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated November 12, 2021 amongst our Company, the Underwriter(s) and the Lead Manager.
4. Market Making Agreement dated November 16, 2021 amongst our Company, Market Maker and the Lead Manager.
5. Bankers to the Issue Agreement dated November 12, 2021 amongst our Company, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.
6. Tripartite Agreement dated August 04, 2021 between Company, Central Depository Services (India) Limited and Registrar to the Issue
7. Tripartite Agreement dated August 16, 2021 between Company, National Securities Depository Limited and Registrar to the Issue.

#### **MATERIAL DOCUMENTS FOR THE ISSUE**

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated September 30, 2021 in relation to the Issue and other related matters.
3. Shareholders' resolution dated September 30, 2021 in relation to the Issue and other related matters.
4. Consents of our Promoters, Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Statutory and Peer Reviewed Auditor, Lead Manager, Legal Advisor to the Issue, the Registrar to the Issue, Underwriters to the Issue, Bankers to our Company, Market Maker and Banker to the Issue to include their names in this Prospectus and to acting their respective capacities.
5. Peer Review Auditors Report dated October 13, 2021 on Restated Financial Statements of our Company for the period ended June 30, 2021 and for the financial years ended March 31, 2021, 2020 and 2019.

6. The Report dated October 13, 2021 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Prospectus.
7. Copy of approval in- from National Stock Exchange of India Limited vide letter dated November 18, 2021 bearing the Ref No.: NSE/LIST/1308 to use the name of NSE EMERGE in this offer document for listing of Equity Shares on NSE EMERGE.
8. Due diligence certificate shall be submitted to SEBI by Lead Manager to the Issue.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.



## DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Prospectus are true and correct.

### SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

NAME OF DIRECTOR AND DIN	DESIGNATION	SIGNATURE
Rajesh Shah DIN: 02038392	Chairman & Managing director	Sd/-
Divyam Shah DIN: 05129462	Whole-Time Director	Sd/-
Bhakharani Nevetia DIN: 08531880	Independent Director	Sd/-
Alok Rungta DIN: 09310321	Independent Director	Sd/-
Daisy Dsouza DIN: 09348309	Additional Independent Director	Sd/-

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Shrenik Bhavsar	Chief Financial Officer	Sd/-
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**Date:** November 23, 2021

**Place:** Mumbai