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**Draft Prospectus**

**Dated: July 29, 2024**

Please read Section 26 of The Companies Act, 2013

100% Fixed Price Issue



**Hamps**

*Growing to Serve ...*

**HAMPS BIO LIMITED**  
**CIN: U24233GJ2007PLC049692**

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
2900/112, GIDC, Near Atul Limited, Ankelshwar, Bharuch – 393 002, Gujarat, India.	Shop No 120-121-122, 01 <sup>st</sup> Floor Royal Platinum, Palanpur Canal Road, Adajan Dn, Surat – 395 009, Gujarat, India.	<b>Komal Jain</b> Company Secretary and Compliance Officer	<b>Email:</b> <a href="mailto:info@hampsbio.com">info@hampsbio.com</a> <b>Telephone:</b> +91 8000006663	<a href="http://www.hampsbio.com">www.hampsbio.com</a>

**THE PROMOTERS OF OUR COMPANY ARE HERRIK SHAH, SHRENIK SHAH, PALLAVI SHAH, MITALI SHAH, HERRIK SHAH HUF AND SHRENIK SHAH HUF**

**DETAILS OF ISSUE TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS**

TYPE	FRESH ISSUE SIZE	OFS SIZE	TOTAL ISSUESIZE	ELIGIBILITY 229(1) / 229(2) & SHARE RESERVATION AMONG NII & RII
Fresh Issue	Upto [●] Equity Shares aggregating to ₹ 650.00 Lakhs.	N.A.	Upto [●] Equity Shares aggregating to ₹ 650.00 Lakhs.	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations. As the Company's post issue face value capital does not exceed ₹ 10.00 Crores.

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

**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in "Basis for Issue Price" on page 82 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the 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 the Issue. Fortaking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 23 of this Draft Prospectus.


**ISSUER'S ABSOLUTE RESPONSIBILITY**

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


**LISTING**

The Equity Shares Issued through the Draft Prospectus are proposed to be listed on SME Platform of BSE Limited ("BSE SME"). Our Company has received "In-Principle" approval from the BSE SME for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be BSE Limited.

**LEAD MANAGER TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
<b>MARWADI CHANDARANA INTERMEDIARIES BROKERS PRIVATE LIMITED</b> 	Radhika Maheshwari / Janil Jain	<b>E-mail:</b> <a href="mailto:mb@marwadichandarana.com">mb@marwadichandarana.com</a> <b>Telephone:</b> 022-69120027

**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 <b>BIGSHARE SERVICES PVT LTD</b>	Ganesh Shinde	<b>E-mail:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Telephone:</b> 022 - 6263 8200

**ISSUE PROGRAMME**

**ISSUE OPENS ON: [●]**

**ISSUE CLOSSES ON: [●]\***

\* The UPI mandate end time and date shall be at 5.00 p.m. on the Issue Closing Date

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## HAMPS BIO LIMITED

Our Company was originally incorporated under the name “Hamps Bio Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli on January 02, 2007. Subsequently, the status of the Company was changed to public limited and the name of our Company was changed to “Hamps Bio Limited” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on June 08, 2023. The fresh certificate of incorporation consequent to conversion was issued on July 12, 2023 by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U24233GJ2007PLC049692. For further details on incorporation and registered office of our Company, see “History and Certain Corporate Matters” beginning on page 131 of this Draft Prospectus.

**Registered Office:** 2900/112, GIDC, Near Atul Limited, Ankelshwar, Bharuch – 393 002, Gujarat, India.

**Corporate Office:** Shop No 120-121-122, 01st Floor Royal Platinum, Palanpur Canal Road, Adajan Dn, Surat – 395 009, Gujarat, India;

**Tel:** +91 8000006663; **E-mail:** [info@hampsbio.com](mailto:info@hampsbio.com); **Website:** [www.hampsbio.com](http://www.hampsbio.com)

**Contact Person:** Komal Jain, Company Secretary and Compliance Officer;

### OUR PROMOTERS: HERRIK SHAH, SHRENIK SHAH, PALLAVI SHAH, MITALI SHAH, HERRIK SHAH HUF AND SHRENIK SHAH HUF

INITIAL PUBLIC OFFERING OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF HAMPS BIO LIMITED (“HBL” OR “OUR COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING TO ₹ [●] LAKHS (“THE ISSUE”) OF WHICH UPTO [●] EQUITY SHARES AGGREGATING TO ₹ 650.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS (“NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 242 OF THIS DRAFT PROSPECTUS.

### THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including corporate bodies or institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice versa subject to valid applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of UPI Applicants, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” beginning on page 251 of this Draft Prospectus. A copy will be filed with the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

### RISK IN RELATION TO THE FIRST ISSUE

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 Equity Shares of our Company is ₹ 10/- each and the Issue Price is [●] times of face value per Equity Share. The Issue Price (determined and justified by our Company in consultation with the Lead Manager, as stated under chapter titled “Basis for Issue Price” beginning on page 82 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the 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 the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 23 of this Draft Prospectus.

### ISSUER’S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares Issued through the Draft Prospectus are proposed to be listed on SME Platform of the BSE Limited (“BSE SME”). Our Company has received “In-Principle” approval from the BSE SME for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be BSE Limited.

### LEAD MANAGER TO THE ISSUE



MARWADI  
CHANDARANA  
GROUP

**MARWADI CHANDARANA INTERMEDIARIES BROKERS PRIVATE LIMITED**  
X-change Plaza, Office no. 1201 to 1205, 12th Floor, Building No. 53E, Zone-5, Road 5E, Gift City, Gandhinagar - 382355, Gujarat, India  
**Telephone:** 022-69120027  
**E-mail:** [mb@marwadichandarana.com](mailto:mb@marwadichandarana.com)  
**Investors Grievance e-mail:** [mbgrievances@marwadichandarana.com](mailto:mbgrievances@marwadichandarana.com)  
**Contact Person:** Radhika Maheshwari / Janil Jain  
**Website:** [ib.marwadichandarana.com](http://ib.marwadichandarana.com)—  
**SEBI Registration Number:** INM000013165

### REGISTRAR TO THE ISSUE



**BIGSHARE SERVICES PRIVATE LIMITED**  
S6-2, 6<sup>th</sup> Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai – 400 093  
**Tel No:** 022 – 6263 8200  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor Grievance E-mail:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Mr. Ganesh Shinde  
**SEBI Registration Number:** INR000001385

### ISSUE PROGRAMME

**ISSUE OPENS ON:** [●]

**ISSUE CLOSES ON:** [●]\*

\* The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Possible Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigations and Material Developments*”, “*Key Industry Regulations and Policies*” and section titled “*Main Provisions of the Articles of Association*” on page 88, 157, 216, 121 and 277 respectively of this Draft Prospectus, shall have the meanings ascribed to such terms in the respective sections.

### GENERAL TERMS

Term	Description
HBL / The Company / Our Company / The Issuer / Hamps Bio Limited	Hamps Bio Limited, a company incorporated in India under the Companies Act, 1956 having its Registered Office at 2900/112, GIDC, Near Atul Limited, Ankleshwar, Bharuch – 393 002, Gujarat, India.
We / us / our	Unless the context otherwise indicates or implies, refers to our Company
you / your / yours	Prospective Investors in this Issue

### COMPANY RELATED TERMS

Term	Description
AoA/Articles/Articles of Association	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Company, constituted on December 08, 2023 in accordance with Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 134 of this Draft Prospectus
Bankers to our Company	HDFC Bank Limited and Kotak Mahindra Bank Limited
Board of Directors/ Board / Directors (s)	The Board of Directors of Hamps Bio Limited, including all duly constituted Committees thereof as the context may refer to
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company is Mitali Shah.
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Komal Jain.
Corporate Identification Number/CIN	U24233GJ2007PLC049692
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each fully paid-up
Equity Shareholders/ Shareholders	Persons / entities holding Equity Share of our Company
Executive Directors	Executive Directors are the Managing Director & Whole Time Directors of our Company
Group Companies	In terms of SEBI ICDR Regulations, the term “ <i>Group Companies</i> ” includes companies (other than our Promoter and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Company</i> ” beginning on page 154 of this Draft Prospectus
Independent Director(s)	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 134 of this Draft Prospectus

<b>Term</b>	<b>Description</b>
ISIN	International Securities Identification Number. In this case being INE0QBD01018
Key Management Personnel / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBIICDR Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 134 of this Draft Prospectus
Materiality Policy	The policy adopted by our Board on April 05, 2024 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Managing Director	The Managing Director of our Company being Herrik Shah.
MOA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on December 08, 2023 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 134 of this Draft Prospectus
Non-Executive Director	A Director not being an Executive Director or is an Independent Director
Peer Reviewed Auditors	M/s. MGVS & Associates, Chartered Accountants having its office located at A-802, Trividh Chambers, Opp. Maan Darwaja Fire Station, Beside 24 Carat Sweet Shop, Ring Road, Surat - 395002, Gujarat, India
Promoters	The Promoters of Our Company are Herrik Shah, Shrenik Shah, Pallavi Shah, Mitali Shah, Herrik Shah HUF and Shrenik Shah HUF.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI ICDR Regulations as disclosed in the Chapter titled “ <i>Our Promoter and Promoter Group</i> ” beginning on page 149 of this Draft Prospectus
Registered Office	The Registered Office of our Company situated at 2900/112, GIDC, Near Atul Limited, Ankleshwar, Bharuch – 393 002, Gujarat, India.
Registrar of Companies / RoC	Registrar of Companies, Ahmedabad situated at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India.
Restated Financial Statements	Restated Financial Statements for the financial years ended on March 31, 2024, March 31 2023 and March 31, 2022 prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations which comprises the restated summary statement of assets & liabilities, the restated summary statement of profit and loss and restated summary statement of cash flows along with all the schedules and notes thereto
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on June 17, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 134 of this Draft Prospectus.
Senior Management	Senior Management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 134 of this Draft Prospectus.
Statutory Auditors	The statutory auditors of our Company, currently being M/s. MGVS & Associates, having its office at A-802, Trividh Chambers, Opp. Maan Darwaja Fire Station, Beside 24 Carat Sweet Shop, Ring Road, Surat - 395002, Gujarat, India.
Whole Time Director	The Whole Time Director of our company being Shrenik Mountkkumar Shah

## **FINANCIAL AND OPERATIONAL KEY PERFORMANCE INDICATORS**

<b>Key Financial Performance</b>	<b>Explanations</b>
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total income	Total income is used by the management to track revenue from operations and other income
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.

Key Financial Performance	Explanations
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.

## ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under SEBI ICDR Regulations and appended to the Application Forms
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allot / Allotment / Allotted / Allotment of Equity shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue for Sale to the successful applicants
Allotment Advice	A note or advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made
Allottees	The successful applicant to whom the Equity Shares are being / have been allotted
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Prospectus.
Application lot	[●] Equity Shares and in multiples thereof
Application Amount	The amount at which the prospective investors shall apply for Equity Shares of our Company in terms of this Draft Prospectus
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by UPI applicants using the UPI Mechanism, where the Application Amount shall be blocked upon acceptance of UPI Mandate Request by UPI applicants using UPI Mechanism
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB or the account of the UPI applicant blocked upon acceptance of UPI Mandate Request by UPI applicants using the UPI Mechanism to the extent of the Application Amount of the Applicant
ASBA Applicant(s)	Any prospective investors in the Issue who intend to submit the Application through the ASBA process
ASBA Application / Application	An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus
ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicants and which will be considered as an application for Allotment in terms of the Prospectus
Banker(s) to the Issue	Collectively, being the Public Issue Bank and Sponsor Bank and in this case being [●]
Banker(s) to the Issue and Sponsor Bank Agreement	Agreement dated [●], entered into between our Company, Lead Manager, the Registrar to the Issue, Banker to the Issue and Sponsor Bank for collection of the Application Amount on the terms and conditions thereof
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled “Issue Procedure” beginning on page 251 of this Draft Prospectus
Bidding Centres	The centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Broker Centres	Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the



<b>Term</b>	<b>Description</b>
	respective websites of the Stock Exchange
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable)
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the ASBA Forms and in case of UPI applicants only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchange
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI applicants using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in Equity Shares will be Allotted in the Issue.
Designated Intermediaries / Collecting Agent	In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI applicants where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such UPI applicants using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.
Designated Market Maker	[•] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by UPI applicants where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such UPI applicants using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited (BSE SME or SME Platform of BSE Limited )
Draft Prospectus	This Draft Prospectus dated July 29, 2024 issued in accordance with the SEBI ICDR Regulations which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto.
Eligible FPI(s)	FPI(s) that are eligible to participate in the Issue in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Application Form and the Prospectus constitutes an invitation to purchase the Equity Shares

<b>Term</b>	<b>Description</b>
Eligible NRI(s)	NRIs from jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the ASBA Form and the Draft Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants
First Applicant	Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint Applications, whose name shall also appear as the first holder of the beneficiary account held in joint names
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document is available on the websites of the Stock Exchange and the LM
Issue	This Initial Public Offer of up to [●] Equity Shares for cash at an Issue Price of ₹ [●] per Equity Share aggregating upto ₹ 650.00 Lakhs
Issue Agreement	The agreement dated July 27, 2024 entered amongst our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing date	The date on which the Issue closes for subscription being [●]
Issue Opening date	The date on which the Issue opens for subscription being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their applications inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of applicants. 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	The final price at which Equity Shares will be Allotted to the successful Applicants, as determined in accordance with the Fixed Price Method and determined by our Company, in consultation with the LM, in this case being ₹ [●] per Equity Share
Issue Proceeds	The gross proceeds of the Issue which shall be available to our Company, based on the total number of Equity Shares Allotted at the Issue Price. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” beginning on page 75 of this Draft Prospectus
LM / Lead Manager	Lead Manager to the Issue, in this case being Marwadi Chandarana Intermediaries Brokers Private Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants
Market Maker Reservation Portion	The Reserved portion of [●] Equity shares of ₹ 10/- each at an Issue Price of ₹ [●]/- aggregating to ₹ [●] Lakhs for Designated Market Maker in the Public Issue of our Company
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager and our Company dated [●]
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as may be updated from time to time, which may be used by UPI applicants to submit Applications using the UPI Mechanism. The mobile applications which may be used by UPI applicants to submit Applications using the UPI Mechanism as provided under ‘Annexure A’ for the SEBI number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Net Issue	The Net Issue (excluding Market maker portion) of [●] Equity Shares of ₹ 10/-

Term	Description
	each at price of ₹ [●]/- per Equity Shares aggregating to ₹ [●] Lakhs
Net Proceeds	The Gross Proceeds from the Issue less the Issue related expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see “ <i>Objects of the Issue</i> ” beginning on page 75 of this Draft Prospectus
Non-Institutional Investor (NIIs)	All Investors including FPIs that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for a cumulative amount more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI and FVCIs registered with SEBI
BSE SME	SME Platform of BSE Limited
OCB / Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. (A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.)
Person / Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 containing, inter alia, the Issue opening and closing dates and other information
Public Issue Account	The ‘no-lien’ and ‘non-interest bearing’ account to be opened, in accordance with Section 40(3) of the Companies Act, with the Public Issue Bank to receive monies from the ASBA Accounts on the Designated Date
Public Issue Bank	The banks which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account for collection of Application Amounts from ASBA Accounts will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 issued by SEBI
Registrar Agreement	The agreement dated July 10, 2024 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents/RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited.
Retail Individual Investors / RIIs	Individual Applicants or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000 in this Issue
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Applicants and Non - Institutional Investors are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Investors can revise their application during the Issue Period or withdraw their applications until Issue

Term	Description
	Closing Date
Self-Certified Syndicate Bank(s) / SCSBs	The banks registered with SEBI, offering services, in relation to ASBA where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or such other website as updated from time to time, and in relation to UPI applicants using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time. 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
Specified Locations	Centres where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public Issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of UPI applicants as per the UPI Mechanism, in this case being [●].
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application
Underwriters	The Underwriters in this case are [●]
Underwriting Agreement	The Agreement among the Underwriters and our Company dated [●]
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India
UPI Applicants	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion, and (ii) Non-Institutional Investors with an application size of up to ₹ 5.00 lakhs on in the Non-Institutional Portion, and applying under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5.00 lakhs million using UPI Mechanism, shall provide their UPI ID in the application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and sharetransfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31,

Term	Description
	2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the RTA Master Circular and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the UPI applicant by way of a notification on the UPI application and by way of a SMS directing the UPI applicant to such UPI application) to the UPI applicant initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors, Using the UPI Mechanism may apply through the SCsBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43</a> ) respectively, as updated from time to time
UPI mechanism	The Application mechanism that may be used by an UPI applicant to make an application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price; and (ii) Issue Period, "Working Day" shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars

## INDUSTRY RELATED TERMS

Term	Description
ANDA	Abbreviated New Drug Application
API	active pharmaceutical ingredient
ASEAN	Association of Southeast Asian Nations
BCG	Bacillus Calmette–Guérin
CAGR	Compound annual growth rate
CIS	Commonwealth of Independent States
CRAR	Capital Risk-weighted Asset Ratio
CRM	Custom Research Manufacturing
DII	Domestic Institutional Investors
DPT	Diphtheria Pertussis Tetanus
EBRD	European Bank for Reconstruction and Development

<b>Term</b>	<b>Description</b>
EMDE	Emerging market and developing economies
EPFO	Employee Provident Fund Organization
EU	European Union
FMCG	Fast-moving consumer goods
FPI	Foreign Portfolio Investors
FY	Financial Year
GDP	Gross Domestic Product
GMP	Good Manufacturing Practices
HIV	Human Immunodeficiency Virus
KSM	key starting materials
LAC	Latin America & Caribbean
MoSPI	Ministry of Statistics and Program Implementation
NAFTA	North American Free Trade Agreement
NBFC	Non-Banking Finance Companies
NPA	Non-Performing Assets
NSO	National Statistical Office
OECD	Organization for Economic Cooperation and Development
OTC	Over-the-Counter
PLI	Production Linked Incentive
PMBJP	Pradhan Mantri Bhartiya Janaushadhi Pariyojana
PPDS	Pharmaceutical Promotion and Development Scheme
PTUAS	Upgradation Assistance Scheme
RBI	Reserve Bank of India
RoA	Return on Assets
RoE	Return on Equity
SCB	Scheduled Commercial Banks
SME	small and medium sized enterprises
UK	United Kingdom
UNWTO	United Nations World Tourism Organization
US	United States of America
US FDA	United States Food and Drug Administration
WHO	World Health Organization

#### **CONVENTIONAL TERMS / ABBREVIATIONS**

<b>Term</b>	<b>Description</b>
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS/Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949
BN	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016, as amended
Category I foreign portfolio investor(s) / Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II foreign portfolio investor(s) / Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III foreign portfolio investor(s) / Category III FPIs	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited

<b>Term</b>	<b>Description</b>
CFPI	Consumer Food Price Index
CFO	Chief Financial Officer
CGST Act	Central Goods and Services Tax Act, 2017
CIBIL	Credit Information Bureau (India) Limited
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant's beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date
CSR	Corporate Social Responsibility
CST	Central Sales Tax
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CPI	Consumer Price Index
CY	Calendar Year
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, CDSL and NSDL
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant's identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM/ EoGM	Extra-ordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FTP	Foreign Trade Policy
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI / Government	Government of India
GST	Goods & Services Tax
HNIs	High Net worth Individuals



<b>Term</b>	<b>Description</b>
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST Act	Integrated Goods and Services Tax Act, 2017
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
IPO	Initial Public Offer
IRDAI Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016
ISO	International Organization for Standardization
IST	Indian Standard Time
KM / Km / km	Kilo Meter
KMP	Key Managerial Personnel
KPI	Key Performance Indicators
Ltd	Limited
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NECS	National Electronic Clearing Service
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
PMI	Purchasing Managers' Index
PPP	Purchasing power parity
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs. / ₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended



<b>Term</b>	<b>Description</b>
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI MB Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI PIT Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SGST Act	State Goods and Services Tax Act, 2017
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST Act	Union Territory Goods and Services Tax Act, 2017
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a Person's bank account.
US/ United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VAT	Value Added Tax
VC	Venture Capital
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
WIP	Work in process
Wilful Defaulter(s) or Fraudulent Borrower	Wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WHO	World Health Organization
WEO	World Economic Outlook
YoY	Year on Year

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

### **CERTAIN CONVENTIONS**

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

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

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

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

### **FINANCIAL DATA**

Unless stated otherwise, the financial statements in this Draft Prospectus are derived from our Restated Financial Statements. The Restated Financial Statements for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022 has been prepared in accordance with Indian GAAP and the Companies Act, and has been restated in accordance with the SEBI ICDR Regulations. For further information, see please refer section titled "*Restated Financial Statements*" beginning on page 157 of this Draft Prospectus.

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

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

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

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 23, 103 and 206 respectively, of this Draft Prospectus, and elsewhere in this Draft Prospectus have been calculated on the basis of the "*Restated Financial statements*" of our Company as beginning on page 157 of this Draft Prospectus.

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

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

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

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

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

## **DEFINITIONS**

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 2 of this Draft Prospectus. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 277 of this Draft Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

## **INDUSTRY AND MARKET DATA**

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

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

## FORWARD LOOKING STATEMENTS

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

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

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

- Changes in laws and regulations relating to the sectors in which we operate;
- Our ability to successfully implement our growth strategy and expansion plans;
- Changes in consumer demand
- Our inability to maintain or enhance our brand recognition;
- Significant increases in prices of, or shortages of, or disruption in supply;
- Our ability to attract, retain and manage qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- Economic and business conditions in the Domestic and international markets in which we operate;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- The monetary and interest rate policies of India and other countries;
- Inability to adequately protect our trademarks;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*” and chapter titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 23, 103 and 206 of this Draft Prospectus, respectively.

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

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

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

## SECTION II – SUMMARY OF OFFER DOCUMENT

The following is a general summary of the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this DRHP when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this DRHP, including the sections titled “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoter and Promoter Group”, “Restated Financial Statements”, “Outstanding Litigation and Other Material Developments” and “Issue Procedure” on pages 23, 48, 61, 75, 91, 103, 149, 157, 216 and 251 respectively of this Draft Prospectus.

### SUMMARY OF OUR BUSINESS

We are engaged in the ethical marketing and distribution of pharmaceutical formulation products (“Pharma”) across wide range of dosage including tablets, syrups, capsules, injectables, oil, gel and powder used as medicine and nutrition supplements as well as the manufacturing of freeze dried and frozen products (“FDFP”) such as fruits, vegetables, herbs and flowers. We are recognized in the pharmaceutical industry under our own brand name “Hamps” and in freeze-dried and frozen food segment through our own brand “FzyEzy”. We sell our products through more than 50 distributor’s network as on March 31, 2024 and E-commerce platform, including Amazon.com, Amazon.ca, Amazon.eu, Flipkart, Jio Mart, Etc. We sell our pharma products primarily in 8 States and Union territories and our FDFP products primarily in 4 countries and 20 States and Union territories. As on the date of this Draft Prospectus, we had a range of more than 180 different products sold across both the segments.

The table below sets forth the breakdown of our segment wise revenue from operations for the Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue
Pharma	366.43	56.59	377.77	67.72	393.15	73.62
FDFP	281.10	43.41	180.05	32.28	140.89	26.38
<b>Total</b>	<b>647.53</b>	<b>100.00</b>	<b>557.81</b>	<b>100.00</b>	<b>534.05</b>	<b>100.00</b>

For more details, please refer chapter titled “Our Business” beginning on page 103 of this Draft Prospectus.

### SUMMARY OF OUR INDUSTRY

India plays an important role in the global pharmaceuticals and vaccine industry. It is the largest provider of generic medicines globally. The country has a share of 20% in the global supply volume and contributes to around 60% of the global vaccines. India ranks third in the world in terms of volume and is the fourteenth largest in terms of value. Key segments of the Indian pharmaceutical industry are OTC medicines, Generics, APIs, Vaccines, Biosimilars, and Custom Research Manufacturing (CRM).

The FMCG sector in India expanded due to consumer-driven growth and higher product prices, especially for essential goods. FMCG sector provides employment to around 3 million people accounting for approximately 5% of the total factory employment in India. FMCG sales in the country was expected to grow 7-9% by revenues in 2022-23. The key growth drivers for the sector include favourable Government initiatives & policies, a growing rural market and youth population, new branded products, and growth of e-commerce platforms. Resilience needs to be the key factor in the manufacturing process, daily operations, retail and logistic channels, consumer insights and communication that will help FMCG companies to withstand the test of time and create more value for consumers in the long run.

For more details, please refer chapter titled “Industry Overview” beginning on page 91 of this Draft Prospectus.

### OUR PROMOTERS

The promoters of our company are Herrik Shah, Shrenik Shah, Pallavi Shah, Mitali Shah, Herrik Shah HUF and Shrenik Shah HUF. For further details, please refer to the chapter titled “Our Promoter and Promoter Group”

beginning on page 149 of this DRHP

## DETAILS OF ISSUE

Initial Public Issue of up to [●] Equity Shares of face value of ₹ 10/- each of the company for cash at a price of ₹ [●]/- per Equity Share (including a share premium of ₹ [●]/- per Equity Share) aggregating upto ₹ 650.00 lakhs (“**The Issue**”), out of which upto [●] Equity Shares of face value of ₹ 10/- each aggregating to ₹ [●] lakhs will be reserved for subscription by the market maker to the issue (the “**Market Maker Reservation Portion**”). The Issue less Market Maker Reservation Portion i.e. Issue of upto [●] Equity Shares of face value of ₹ 10/- each, at an issue price of ₹ [●]/- per Equity Share for cash, aggregating to ₹ [●] lakhs is hereinafter referred to as the “**Net Issue**”. The Public Issue and Net Issue will constitute [●] % and [●] % respectively of the post- issue paid-up Equity Share capital of our Company.

For further details, please refer to chapter titled “*Terms of the Issue*” beginning on page 242 of this Draft Prospectus.

## OBJECTS OF THE ISSUE

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

(₹ in Lakhs)

Sr No	Particulars	Amount
1.	Purchase of Plant and Machinery for FMCG Division	359.00
2.	Enhancing the visibility and awareness of our brand	Upto 50.00
3.	General corporate purposes <sup>#</sup>	[●]
	<b>Total</b>	[●]

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

For further details, please refer to chapter titled “*Objects of the Issue*” beginning on page 75 of this Draft Prospectus.

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

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

Category of Promoter	Pre-Issue	
	No. of Shares	% of Pre-Issue Capital
<b>Promoters</b>		
Herrik Shah	13,55,384	43.22%
Shrenik Shah	10,26,341	32.73%
Pallavi Shah	1,47,357	4.70%
Mitali Shah	32,000	1.02%
Herrik Shah HUF	2,29,454	7.32%
Shrenik Shah HUF	1,28,120	4.09%
<b>Promoters Group</b>		
Alkaben Shah	4,424	0.14%
Mountbaton Shah HUF	1,48,920	4.75%
Bhavya Shah	64,000	2.04%
<b>Total</b>	<b>31,36,000</b>	<b>100.00%</b>

## SUMMARY OF RESTATED FINANCIAL STATEMENTS

The details are as follows:

(₹ in lakhs other than share data)

Particulars	For the year ended March 31		
	2024	2023	2022
Share Capital	196.00	150.00	150.00
Net worth*	337.42	136.30	100.57
Total Revenue**	650.13	558.49	534.46
Profit after Tax	50.07	35.90	12.15
Earnings per share (Basic & diluted) (₹)#			
Net Asset Value per Equity Share (₹)##	17.22	9.09	6.70
Total borrowings^	104.52	173.77	204.31

\*Net Worth = Restated Equity Share Capital plus Reserves and Surplus

\*\*Total Revenue = Restated Revenue from operations plus Restated Other Income

#Earnings per share (Basic & diluted) = Restated profit for the period divided by Restated weighted average number of Equity Shares outstanding during the period

##Net Asset Value per Equity Share = Restated Net worth divided by Restated number of Equity Shares outstanding during the period

^Total Borrowings = Restated Long-Term Borrowings Plus Restated Short-Term Borrowings

### QUALIFICATIONS OF AUDITORS

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

### SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company, Directors, Promoters, Subsidiaries and Group Companies is provided below:

(₹ in Lakhs)

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved
<b>Company</b>						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	NA	NA	NA	3	unascertained
<b>Directors</b>						
By our directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	NA	NA	NA	NA	NA
<b>Promoters</b>						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	NA	NA	NA	NA	NA
<b>Subsidiaries</b>						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
<b>Group Companies</b>						
By Group Companies	NA	2	NA	NA	NA	36.11
Against Group Companies	NA	NA	NA	NA	NA	NA

### Brief details of top 5 Criminal Case against our Promoters:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
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1.	NA	NA	NA	NA
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For further details, please refer chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 216 of this Draft Prospectus.

## RISK FACTORS

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page 23 of this Draft Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per Restated Financial Statements, there are no contingent liability for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022.

For details, please refer to Section titled “*Restated Financial Statements*” beginning on page 157 of this Draft Prospectus.

## SUMMARY OF RELATED PARTY TRANSACTIONS

For details, please refer to Section titled “*Restated Financial Statements*” beginning on page 157 of this Draft Prospectus.

## FINANCING ARRANGEMENTS

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

## WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:

Sr. No.	Name of the Promoter	Number of Equity Shares acquired in the one year preceding the date of the Draft Prospectus	No of Equity Shares held	Weighted Average cost of Acquisition (in ₹) *
1.	Herrik Shah	10,40,004	13,55,384	4.42
2.	Shrenik Shah	7,41,711	10,26,341	2.70
3.	Pallavi Shah	88,592	1,47,357	22.58
4.	Mitali Shah	12,000	32,000	Nil
5.	Herrik Shah HUF	1,19,379	2,29,454	16.75
6.	Shrenik Shah HUF	48,045	1,28,120	Nil

*The weighted average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by number of shares acquired in last one (1) year.*

*\*As certified by M/s MGVS & Associates, Chartered Accountants through their certificate dated July 27, 2024.*

## AVERAGE COST OF ACQUISITION OF PROMOTERS

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

Sr. No.	Name of the Promoter	No of Equity Shares held	Average cost of Acquisition (in ₹) *
1.	Herrik Shah	13,55,384	4.95
2.	Shrenik Shah	10,26,341	4.03
3.	Pallavi Shah	1,47,357	26.38
4.	Mitali Shah	32,000	6.25
5.	Herrik Shah HUF	2,29,454	6.25
6.	Shrenik Shah HUF	1,28,120	6.25

The average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by net quantity of shares acquired.

\*As certified by M/s MGVS & Associates, Chartered Accountants through their certificate dated July 27, 2024.

#### **WEIGHTED AVERAGE COST OF ACQUISITION FOR ALL EQUITY SHARES TRANSACTED IN ONE YEAR, 18 MONTHS AND THREE YEARS PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS**

The weighted average price for all Equity Shares acquired by the Promoters, members of the Promoter Group, and other shareholders with rights to nominate Directors or any other rights in the last one year, 18 months and three years preceding the date of this Draft Prospectus is as set out below:

<b>Period</b>	<b>Weighted average cost of acquisition^ (in ₹)</b>	<b>Issue Price is 'X' times the Weighted Average Cost of Acquisition*</b>	<b>Range of acquisition price: Lowest Price – Highest Price^ (in ₹)</b>
Last one year	5.46	[●]	Nil-60
Last 18 months	5.91	[●]	Nil-60
Last three years	5.91	[●]	Nil-60

\*As certified by M/s MGVS & Associates, Chartered Accountants through their certificate dated July 27, 2024.

\* To be updated upon finalization of price band.

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

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

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

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

<b>Date of Allotment</b>	<b>No. of Equity Shares allotted</b>	<b>Face Value (₹)</b>	<b>Issue Price (₹)</b>	<b>Nature of Consideration</b>	<b>Reason for Allotment</b>
June 03, 2024	11,76,000	10/-	Nil	Other than Cash	Bonus Issue

#### **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 Draft Prospectus.

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

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

## SECTION III – RISK FACTORS

*An investment in Equity Shares involves a high degree of financial risk. Investors should carefully consider all information in this Draft Prospectus, including the risks described below, before making an investment in our Equity Shares. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Investors should consult their tax, financial and legal advisors about particular consequences to them of an investment in the Issue. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, such financial impact cannot be disclosed in such risk factors. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment.*

*This Draft 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 Draft Prospectus. See chapter titled “Forward Looking Statements” beginning on page 16 of this Draft Prospectus.*

*To obtain a better understanding of our business, you should read this chapter in conjunction with other chapters of this Draft Prospectus, including the chapters titled “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Restated Financial Statements” on page 103, 206, 91, and 157 respectively of this Draft Prospectus, together with all other Restated Financial Statements contained in this Draft Prospectus. 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 Draft Prospectus.*

*Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Statements for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 as included in “Restated Financial Statements” beginning on page 157 of this Draft Prospectus.*

### **MATERIALITY**

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

1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material individually but may be found material collectively.
4. Some events may not be material at present but may be having material impact in future.

### **BUSINESS RELATED RISKS**

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

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

#### ***Cases against our Company:***

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	--	--
Other Litigation	3	Unascertained

***Cases by our Company***

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	--	--
Other Litigation	--	--

***Cases against our Directors and Promoter:***

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	--	--
Other Litigation	--	--

***Cases against our Group Companies:***

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	2	36.11
Other Litigation	--	--

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

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

For further details of certain material legal proceedings involving our Company, our Promoter, our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 216 of this Draft Prospectus.

***2. We do not have our own manufacturing facility for pharmaceutical products and we have to rely on third parties for procuring pharmaceutical products sold by our Company.***

We operate as a pharmaceutical ethical marketing and distribution company, offering a diverse range of formulation products under our proprietary brand names. We get our approved formulations manufacture through contract manufacturers. We rely on third-party manufacturers for manufacturing of our products. We do not enter into any long term agreement with the contract manufacturer. Further, we place an order on purchase order basis and such manufacturer have a lead time of average 50 days to complete our manufacturing order, from the date of our purchase order. We ensure thorough due diligence of our contract manufacturers

before placing orders. As on March 31, 2024 we have procure products with 15 contract manufacturer. For financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 our top 10 contract manufacturer contributed 41.21%, 46.84% and 54.55% respectively of the total purchases.

Any decrease in the quality or delays in delivery of these products by our contract manufacturer could impact our operations negatively. While we have never faced shortage of supply or degrade in quality of the products supplied by the contract manufacturer in the last three financial years. However, there is no guarantee of continuous supply from these third party manufacturers or exclusivity of their services to us, which could lead to competition for their services. Any disruption or preference given to competitors by these third party manufacturers may adversely affect our financial results and future prospects.

**3. *Our existing manufacturing facility for freeze dried and frozen products is concentrated in a single region i.e., Ankelshwar, Gujarat and the inability to operate and grow our business in this particular region may have an adverse effect on our business, financial condition, results of operations, cash flows and future business prospects.***

Our manufacturing unit for freeze dried and frozen products is located at Ankelshwar, Gujarat which exposes us to risks of concentration. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Although in the past we have not experienced instances of operating risks, however our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. It 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 at our facility 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.

Further, any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state government or state or local governments in this region could adversely affect our manufacturing operations, and require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development affecting continuing operations at our manufacturing facility could result in significant loss due to an inability to meet customer contracts and production schedules, which could materially affect our business reputation within the industry. While except power failure we have not faced any such event, however, occurrence of such event or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects. Further, continuous addition of industries in and around our manufacturing facility without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business.

**4. *We operate in a highly regulated and controlled industry environment. Our Company operates under several statutory and regulatory permits, licenses and approvals. Our failure to obtain and/or renew any approvals or licenses in future may have an adverse impact on our business operations.***

As a pharmaceutical ethical marketing company, we operate in a highly regulated and controlled industry with stringent quality standards. We are and will continue to be subject to extensive and increasingly strict laws and regulations, such as The Drugs and Cosmetics Act, 1940, and The Drugs and Cosmetics Rules, 1945. Failure to comply with these regulations may result in legal proceedings, third-party claims, or regulatory fines, adversely affecting our business, operations, and financial condition. Amendments to these statutes may impose additional requirements, potentially forcing us to discontinue products, incur damages, pay fines or penalties, or face other liabilities and related litigation, all of which could negatively impact our business, prospects, financial condition, and operational results.

Further, for our FMCG division, our manufacturing operations are subject to a wide range of health, safety, and environmental laws and regulations. Compliance with these laws and regulations is essential to ensure the well-being of our employees, protect the environment, and maintain our business operations. Violations of

these laws and regulations can lead to fines, penalties, or litigation, which may have adverse effects on our business, financial condition, and results of operations. For example, we must adhere to the provisions of the Food Safety and Standards Act, 2006 (“FSS Act”), which sets scientific standards for food articles and regulates their manufacture, storage, distribution, and sale to ensure safe and wholesome food for human consumption and the provisions of the Insecticides Act, 1968 which regulates the import, manufacture, sale, transport, distribution and use of insecticides to prevent risk to human beings or animals. Noncompliance with licensing requirements or operating without a license under the FSS Act can result in punishable offenses and fines. To remain compliant with applicable laws and regulations, we may need to modify our operations or make capital improvements in the future. This could involve investing in new equipment or technologies, implementing additional safety measures, or making changes to our manufacturing processes. These modifications may require financial resources and could impact our operational efficiency. In addition to food safety regulations, we are also subject to laws and government regulations related to safety, health, and environmental protection. Compliance with these environmental protection laws and regulations is crucial to minimize the impact of our operations on air and water quality, as well as to protect ecosystems and public health. Failure to comply with these laws could result in penalties, legal actions, or reputational damage.

Our Company requires several statutory and regulatory permits, licenses and approvals to operate the business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Our Company is required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals. Further pursuant to change of name of the Company upon conversion from Private Limited to Public Limited, we further need to get our licenses updated. Also, we have applied for approvals which are necessary for furtherance of our objects. Failure by our Company to renew, alter, maintain or obtain the required permits, licenses or approvals, or cancellation, suspension or revocation of any of the permits, licenses or approvals which may result in the interruption of our Company's operations and may have a material adverse effect on the business. For details, please refer to chapter titled “*Government and Other Statutory Approvals*” beginning on page 223 of this Draft Prospectus.

**5. *Our failure to comply with applicable quality standards may result in product liability claims, which could adversely affect our business, financial condition, cash flows and results of operations.***

We are exposed to liability in relation to the quality of our products for the entire duration of the shelf life of the products, and we may be subject to product liability claims if our products are not compliant with applicable quality standards. We are required to meet various quality standards and specifications for our customers. We may be obligated to replace or provide credit in exchange for products that have expired and are returned by our customers within a stipulated period.

Any deficiency in the products marketed and sell by us may result in claims for damages, irrespective of our responsibility for such failures or defects. Although no product liability claims against us have been arised in the past three Financial Years, if any future product liability claims arised, we could be liable to pay substantial sums of money. In certain foreign jurisdictions, the quantum of damages, especially punitive damages, awarded in cases of product liability can be extremely high. We cannot guarantee that all our products will maintain uniform quality, which could adversely impact the value of our brand and diminish our sales if associated with negative publicity. Furthermore, our business relies on customer trust in the quality of our products. The existence, or even threat, of a major product liability claim could also damage our reputation and affect consumers' views of our products, thereby adversely affecting our business, financial condition and results of operations. Any loss of our reputation or brand image may lead to a loss of existing business contracts and adversely affect our ability to enter into additional business contracts in the future. Any negative publicity regarding our company, brand, or products, including incidents arising from product use or other unforeseen events, could harm our reputation and negatively affect our operational results.

**6. *The availability of counterfeit drugs, such as those passed off by others as our products, and the introduction of alternative pharmaceutical products due to changes in technology or consumer needs, could adversely affect our goodwill, results of operations, financial results, and business prospects.***

Entities in India and abroad could pass off their products as ours, including counterfeit or pirated items, by imitating our brand name, packaging materials, or creating look-alike products. This could reduce our market share and adversely affect our goodwill. The proliferation of counterfeit and pirated products, along with the time and attention spent defending claims and complaints about these counterfeit products, could negatively impact our goodwill, business prospects, results of operations, and financial condition.

Additionally, our business is affected by changes in technology, consumer needs, market perception of our brand, convenience, and health and safety norms. Our ability to anticipate these changes and continuously develop and introduce new and enhanced products in a timely manner is crucial for our growth and business prospects. There is no assurance that we will keep pace with technological advances necessary to remain competitive. Moreover, substantial changes in consumer preferences can affect our customers' businesses and, in turn, the demand for our products. Failure to accurately forecast and meet the changing demands of pharmaceutical businesses and consumer needs may adversely affect our business, profitability, and growth prospects.

**7. Any disruptions to the supply, or increases in the pricing, of the raw materials and finished products that we outsource, may adversely affect the supply and pricing of our products and, in turn, adversely affect our business, cash flows, financial condition and results of operations.**

Raw materials are subject to seasonality, supply disruptions and price volatility caused by various factors such as the quality and availability of supply, consumer demand, changes in government programs and regulatory sanctions. Our suppliers may be unable to provide us with a sufficient quantity of our raw materials at a suitable price for us to meet the demand for our products. The prices and supply levels of raw materials are dependent on factors, which are not in our control such as general economic conditions, competition, production levels, transportation costs and import duties. On account of overall inflationary situation the cost of farming could go up significantly and to that extent our profitability may be adversely affected.

Any increase in raw material prices may affect our procurement of raw materials and will result in corresponding increases in our product costs, while the increase in the selling price of the finished products may not be in proportionate to the increase in raw material price. Such change in pricing may adversely affect our sales, cash flow and our overall profitability.

Our Company's cost of raw material consumed 4.80%, 3.81% and 3.40 % of our revenues from operation in Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. If we are unable to manage these costs or increase the prices of our products to offset these increased costs, our margins, cash flows and our profitability may be adversely affected.

We currently do not have and do not intend to enter into long term contracts with any of the raw material suppliers since we typically place orders with them in advance on the basis of our anticipated requirements. The absence of long term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our consumers and which could negatively affect the overall profitability and financial performance of our business.

**8. We are dependent upon few suppliers for the material requirements of our Freeze dried and Frozen Products business. Further, we do not have definitive agreements or fixed terms of trade with most of our suppliers. Failure to successfully leverage our relationships with existing suppliers or to identify new suppliers could adversely affect our business operations.**

While we have maintained a long-term relationship with many of our suppliers and we have been able to negotiate favorable credit terms from them due to increased order sizes and timely payments, we cannot assure you that we shall be able to maintain such favourable credit terms in future. In this regard, for year ended March 31, 2024, 2023 and 2022, our top 10 suppliers contributed around 14.85 %, 9.50% and 7.78% respectively of our total purchases. We are, to a major extent, dependent on external suppliers for our raw materials requirements like fruits, vegetables, etc.; we do not have any long-term supply agreements or commitments in relation to the same used in our manufacturing process. Although we have long term relationship with our suppliers, we do not have a formal written agreement with any of them. We get longer credit periods based on our relationship with the suppliers established over a period of time primarily because of continuity of orders placed with them, size of the order and timely payments made to suppliers.

9. *We depend on the success of our relationships with our customers in our FMCG segment. We derive a significant part of our revenue from our top 10 customers and we do not have long term contracts with these customers. If one or more of such customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.*

As on March 31, 2024 we have more than 100 customers in our FMCG segment. The table below sets forth details of revenue generated from our largest customer, top 5 customers and top 10 customers for our products for Fiscal 2024, 2023 and 2022 of our revenue from operations from FDFP products.

Period	Revenue from Largest Customer	% Contribution of largest customer to revenue from operations	Revenue from Top 5 Customers	% Contribution of top 5 to revenue from operations	Revenue from Top 10 Customers	% Contribution of top 10 to revenue from operations
Fiscal 2024	36.98	5.71%	99.53	15.37%	136.80	21.13%
Fiscal 2023	67.51	12.10%	119.83	21.48%	139.71	25.05%
Fiscal 2022	46.10	8.63%	78.87	14.77%	90.04	16.86%

Given the nature of our business, there can be no assurance that we would be able to attract new customers or reduce our dependence on any of our top customers. We expect that we will continue to be reliant on our major customers for the foreseeable future. Accordingly, any failure to retain these customers or to remain suppliers to these customers and/or negotiate and execute contracts on terms that are commercially viable, with these select customers, could adversely affect our business, financial condition and results of operations. In addition, any defaults or delays in payments by a major customer or the insolvency or financial distress by a major customer may have an adverse effect on business, financial condition and results of operations.

Cancellation by customers or delay or reduction in their orders or instances where anticipated orders fail to materialize can result in mismatch between our expectant and existing inventory levels at our unit, thereby increasing our costs relating to maintaining our inventory and reduction of our margins, which may adversely affect our profitability and liquidity. Our reliance on a select group of customers may also constrain our ability to negotiate, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or business prospects of these customers could reduce their requirement of our products and result in a significant decrease in our revenues. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future.

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

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 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 may be required to dispose off our inventory or pay our suppliers without new purchases, or create additional vendor financing, which could have an adverse impact on our income and cash flows. 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 our products and local transportation. Should our supply of our products 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.

The following table sets forth details on our inventory levels, as per our Restated Financial Information, as of and for the years indicated.

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Inventory (₹ in Lakhs)	122.82	36.72	56.88
Inventory holding days	126.86 days	73.65 days	85.17 days

In the past we have not experienced any instances of disruptions to the delivery of product to our customer



occurred for reasons such as poor handling, transportation bottlenecks which could have led to delayed or lost deliveries or damaged products and disrupt supply of these products, but there is not guarantee that these instances will not happen in future to improve our line capability, we try to stock our inventory. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively. If we overstock inventory, our capital requirements will increase and we will incur additional financing costs. However, some of our raw material like mangoes, strawberries for FDFP products are available seasonally, so we stocked for extended period to ensure consistent availability. 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.

***11. Our expansion into new product categories and business verticals and a substantial increase in the number of products offered may expose us to new challenges and more risks.***

Introduction of new product categories require us to understand or make informed judgements as to consumer demands, trends and preferences. We may misjudge consumer demands, trends and preferences for new products on our platforms and face challenges in inspecting and controlling quality, third party manufacturers, regulatory requirements, handling, storage and delivery of such new products. We may also need to price aggressively in new categories to obtain traction with consumers improve brand awareness, which may not be possible in instances where a product manufacturer imposes restrictions on our ability to offer such products at a discount and which would adversely affect our gross margins.

We may also make substantial investments in launching such new products on our platform. Expansion of our offerings or business verticals may also strain our management and operational resources. It may also be difficult for us to achieve profitability with new products and as a result, our profit margins may be lower than we anticipate which would adversely affect our results of operations. We cannot assure you that we will be able to recover our investments in introducing any new products or that any such new products will be successful by any measure.

***12. Our inability to expand or effectively manage our growing distributor network for our pharma business or any disruptions in our supply infrastructure may have an adverse effect on our business, financial condition and results of operations. If we fail to retain our relationships with our distributors, our business, financial condition, cash flows and operations will be adversely affected.***

Our pharma business largely depends on third party distributor. We primarily sell our products directly through our network of distributors who in turn take forward the supply chain. Hence, our business largely depends on the performance of our distributors, who may be responsible for selling our products to end users at domestic. As on March 31, 2024, we have network of more than 50 distributors covering primarily 8 states in India. Our ability to expand and grow our product reach significantly depends on our ability to influence the market that we cater to and effective management of our distribution network. We continuously seek to increase the penetration of our products by appointing new distributors to ensure wide distribution network. For fiscal 2024, 2023 and 2021 our top 10 distributed 33.73%, 46.70% and 50.46% of revenue from operations and 59.60%, 69.04% and 68.76% of revenue from operations of pharma segment respectively.

We currently do not have any long-term contractual arrangements. The deterioration of the financial condition or business prospects of these super stockist could impact our sales and result in a significant decrease in the revenues we derive from these distributors. If we experience significant relationship attrition with our distributors and fail to attract new relationships, the quantity and variety of products that are offered through our platforms may decline, consumers may use our platform less frequently or not at all, and our revenue and results of operations may be adversely affected.

***13. Our Company is dependent on third party transportation providers for the delivery of raw materials and our products. Accordingly, continuing increases in transportation costs or unavailability of transportation services for our products, as well the extent and reliability of Indian infrastructure may have an adverse effect on our Company's reputation, business, financial condition, results of operations and prospects.***

We use third party transportation providers for the supply of most of our raw materials and for delivery of our products to our customers. Transportation strikes could have an adverse effect on our receipt of raw materials and our ability to deliver our products to our customers. Non-availability of transportation services could also

adversely affect our receipt of raw materials and the delivery of our products. In addition, transportation costs in India have been steadily increasing over the past several years. While usually the end consumer bears the freight cost, we may not always be able to pass on these costs to our customers. Continuing increases in transportation costs or unavailability of transportation services for our products may have an adverse effect on our business, financial condition, results of operations and prospects. Further, disruptions of transportation services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure, or other events could impair ability to procure raw materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

***14. Any shortage, disruption or non-availability of power and water may adversely affect operations and have an adverse impact on our business, results of operations and financial condition***

Our Manufacturing Facility and operations require significant and constant power supply as our raw materials and finished products are required to be processed and stored at specified and defined controlled temperatures. Temperature control becomes essential in relation to, processing and preservation of raw materials and our products. We currently source our water requirements for the purpose of processing of raw ingredients, sanitation, etc. from local municipal authority at our Manufacturing Facility and depend on state electricity supply and solar panel installed for our energy requirements. Although we have diesel generators to meet exigencies at Manufacturing Facility, we cannot assure you that our facilities will be operational during longer power failures. Any major failure in power supply may occur in the future as a result of any natural calamity, technical fault, shortage of power or other factors beyond our control or failure to obtain alternate sources of electricity or water, in a timely fashion, and at an acceptable cost, requiring us to either stop our operations or activities and may involve additional time and increase our costs which may have an adverse effect on our business, results of operations and financial condition.

***15. A significant portion of our revenues are derived from a few geographical regions and any adverse developments affecting such regions could have an adverse effect on our business, cash flows, results of operation and financial condition.***

A significant portion of our revenue from operations are derived from our services offered to customer locations in Gujarat. For Fiscals 2024, 2023 and 2022, our revenue generated from operations in Gujarat were ₹ 425.41 Lakhs, ₹ 443.38 Lakhs, and ₹ 419.53 Lakhs, respectively, which represented 65.70%, 79.49%, and 78.56% of our revenue from operations for such periods.

Any decrease in revenue from Gujarat, including due to increased competition or supply, or reduction in demand, may have an adverse effect on our business, cash flows, results of operation and financial condition. Further, any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting these geographical regions may adversely affect our business. Additionally, changes in the policies of the state or local governments of these regions may require us to change our business strategy. We cannot assure you that we will be able to address our reliance on these few geographical regions, in the future

***16. Delay/ default in payment of statutory dues and filing of statutory returns by our Company in the past.***

For the last three Fiscals there has been no instances of delay or default in payment of statutory dues and statutory returns. We cannot assure you that there will be no default or delay in future in payment of such statutory dues. Further, we cannot assure that we will not be subject to any legal proceeding or regulatory actions, including monetary penalties by respective statutory authorities on account of such delay in payments or filing of returns, which may adversely affect our business, financial condition, and reputation.

***17. Failure to deal effectively with fraudulent activities on our websites and e-commerce platform would increase our fraud losses and harm our business and could severely diminish seller and consumer confidence in and use of our services.***

We face risks with respect to fraudulent activities on our websites and e-commerce platform and periodically receive complaints from consumers who assert they have not received the goods they purchased or that goods they received were fraudulent from sellers who may not have received payment for goods that were purchased.

Although we have implemented measures to detect and reduce the occurrence of fraudulent activities, scams,

combat bad consumer experiences, and increase consumer satisfaction, including encouraging reporting of concerns, gating and monitoring higher-risk activities, evaluating sellers on the basis of their transaction history, and restricting or suspending some sellers, we cannot assure you that these measures will be effective in combating fraudulent transactions or improving overall satisfaction among sellers and consumers. We will need to evolve to combat fraudulent activities as they develop. Any failure to evolve could result in loss of consumer trust. At the same time, the implementation of additional measures to address fraud could negatively affect the attractiveness of our offerings to consumers and sellers, or create friction in our consumers' experience.

***18. The orders placed by customers may be delayed, modified or cancelled, which may have an adverse effect on our business, financial condition and results of operations.***

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control caused by matters such as acts of God, strikes, civil commotion, riots, war, revolution, acts of governments, lack of adequate production capacity, failure or delay in plant start up, breakdown of machinery, shortage of raw materials, etc. or the control of our customers may postpone the delivery of such products or cause its cancellation. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customers' discretion or delay in procurement of raw material or problems we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the customers may default or otherwise fail to pay amounts owed.

***19. Our sales and profitability could be harmed if we are unable to maintain or improve our brand image. Further any negative publicity with respect to our products could adversely affect our brand, business, financial condition and results of operations.***

We are operating under the brand "Hamps" and "FzyEzy" which has significantly contributed to the success of our business. We believe that our success depends on our ability to price the products against its quality and foresee, identify and respond to changing fashion trends in a timely manner. If we are unable to respond in a timely and appropriate manner to changing consumer demand and fail to price our products reasonably, our brand name and brand image may be impaired and may result in a significant decrease in net sales or leave us with a substantial amount of unsold inventory.

As of the date of this Draft Prospectus, our Company has 39 registered trademarks. While our Company has applied for the registration of forty-five trademarks in India and registration of 3 trademarks is objected and 3 trademarks is opposed as of the date of this Draft Prospectus. For further details please refer to chapter titled "***Government and Other Statutory Approvals***" beginning on page 223 of the Draft Prospectus. In addition, any new products or brands that we introduce may not be successfully received by retailers and consumers. Although we have expanded, and expect to continue to spend significant resources, financial and otherwise, on establishing and maintaining our brands, no assurance can be given that our brands will be effective in attracting and growing our customer base or that such efforts will be cost-effective. Further our brand may also be affected if there is any negative publicity associated with our products. Any failure to maintain and enhance our brands may negatively affect our business, financial condition and results of operations.

***20. Our Company has entered into related party transactions in the past and may continue to enter into related party transactions in the future, which may potentially involve conflicts of interest with the equity shareholders.***

Our Company have entered into certain related party transactions with our Promoters, members of the promoter group, Directors and our Group Companies in the past which are in compliance with applicable provisions of Companies Act, 2013 and all other applicable laws. For details, please see "***Annexure - XXXI Restated Statement of Related Party Disclosures of Restated Financial Statements***" under the chapter titled "***Restated Financial Statements***" beginning on page 157 of this Draft Prospectus. While our Company believes that all such transactions have been conducted on the arm's length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with unrelated parties. Further, it is likely that we may enter into related party transactions in the future and such transactions may potentially involve conflicts of interest. In terms of the Companies Act, 2013 and SEBI LODR Regulations, we are required to adhere to various compliance requirements such as obtaining prior approvals

from our Audit Committee, Board and Shareholders for certain party transactions and our undertakes that such related party transactions shall not be done against the interests of the Company and its shareholders as prescribed in the SEBI LODR Regulations. 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 operations.

**21. Our success largely depends upon the knowledge and experience of our Promoters, Directors, our Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Any loss of our Promoter, Directors, Key Managerial Personnel, Senior Management or our ability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition and results of operations.**

Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain skilled personnel. Any loss of our Promoter, Directors, Key Managerial Personnel and Senior Management or our ability to attract and retain them and other skilled personnel could adversely affect our business, financial condition and results of operations. We depend on the management skills and guidance of our Promoter for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, financial condition and results of operations could be adversely affected.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

There is significant competition for management and other skilled personnel in our industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. If we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. For further information, see “Our Management” on page 134 of this Draft Prospectus.

**22. We depend on skilled personnel and if we are unable to recruit and retain skilled personnel, our ability to operate or grow our business could be affected.**

Our business operation required skilled and unskilled manpower. We engage a considerable number of skilled personnel to sustain our growth. Our success is substantially dependent on our ability to recruit, train and retain skilled and unskilled manpower. We cannot assure you that manpower will continue to be available in sufficient numbers suitable to our requirements or that we will be able to grow our workforce in a manner consistent with our growth objectives, which may affect our business, financial condition, results of operations and prospects.

**23. Our revenues and profitability vary across our business segments, thereby making our future financial results less predictable.**

Our revenues and profitability vary across our business segments and sub-verticals within each business segment:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue
Pharma	366.43	56.59	377.77	67.72	393.15	73.62
FDFP	281.10	43.41	180.05	32.28	140.89	26.38
<b>Total</b>	<b>647.53</b>	<b>100.00</b>	<b>557.81</b>	<b>100.00</b>	<b>534.05</b>	<b>100.00</b>

Our results of operations may fluctuate in the future depending on a number of factors, including but not limited to:

- our ability to increase and/or maintain the proportion of our high-margin business segments, compared to the proportion of our relatively thin margin businesses;
- changes in our pricing policies or those of our competitors; and
- financial condition or business prospects of our customers.

As a result of these factors, our results of operations and cash flows may fluctuate from financial reporting period to period. A significant proportion of our operating expenses are fixed. Accordingly, unanticipated variations in our operations may result in variations in our results of operations in any particular financial period.

**24. *The industry in which we operate is labour intensive and our manufacturing operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.***

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

**25. *Within the parameters as mentioned in the chapter titled "Objects of this Issue" beginning on page 75 of this Draft Prospectus, our Company's management will have flexibility in applying the proceeds of the Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

We intend to deploy the Net Proceeds in financial year 2024-25 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Net Proceeds, please refer chapter titled "*Objects of the Issue*" beginning on page 75 of this Draft Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled "*Objects of the Issue*" beginning on page 75 of this Draft Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue. However, Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. However, in accordance with Section 27 of the Companies Act, 2013, and relevant provisions of SEBI ICDR Regulations, 2018, a company shall not vary the objects of the Issue without our Company being authorised to do so by our shareholders by way of special resolution and other compliances in this regard. Our Promoter 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.

**26. *We intend to utilise ₹ 359.00 Lakhs from the Net Proceeds for funding our capital expenditure requirements towards purchase of new machinery, for which we have not placed any orders or entered into any definitive agreements.***

We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements for purchase of new machinery for our business operations. We have estimated the total cost of such capital expenditure to be ₹ 359.00 Lakhs. We are yet to place orders for such machinery. There can be no assurance that we will be able to place orders for such machinery in a timely manner or at all. We have not entered into any definitive agreements in respect of such capital expenditure and have relied on the quotations received from third parties for estimation of the cost. The quotations relied on for such estimation are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated or that there will not be cost escalations. For details, see “*Objects of the Issue*” on page 75.

**27. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, financial condition, results of operations and cash flows.**

Our financing arrangements are secured by substantially all of our movable and immovable assets. As of March 31, 2024, our assets pledged as security as per our Restated Financial Information amounted to ₹ 91.80 lakhs. For details on our outstanding indebtedness, see “*Financial Indebtedness*” on page 206. Our ability to meet our obligations under our debt financing arrangements, which comprise term loan and working facility agreements, and repay our outstanding borrowings will depend primarily on the cash generated by our business. Our financing agreements generally include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities. Our Company has received consents from the relevant lenders in relation to the Offer. These covenants vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document, and may restrict or delay certain actions or initiatives that we may propose to take from time to time.

In the past three Financial Years, we have not experienced any instances of non-compliance with the covenants under our financing arrangements that materially affected our business, financial condition or results of operations. Any future inability to comply with the covenants under our financing arrangements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such facilities and the enforcement of any security provided. If the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Defaults under any of our debt obligations may also trigger cross-defaults under certain of our financing arrangements. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness and/or any credit rating we may hold, which could harm our ability to incur additional indebtedness on acceptable terms. Our failure to meet our obligations under our financing agreements could have an adverse effect on our business, financial condition, results of operations and cash flows.

**28. Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.**

We have experienced negative cash flows in the past which have been set out below as per the Restated financial statements:

Particulars	(₹ In Lakhs)		
	March 31, 2024	March 31, 2023	March 31, 2022
Net cash generated from/ (used in) operating activities	(29.15)	122.95	33.27
Net cash generated from/ (used in) investing activities	(36.69)	(74.92)	50.82
Net cash generated from/ (used in) financing activities	66.79	(48.27)	(94.41)

Cash flows of a company is a key indicator to show the extent of cash generated from the operations of a company to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For further details, see section titled “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 157 and 206 , respectively of this Draft Prospectus.

**29. Our business also depends on the growth of online commerce industry in India and our ability to effectively respond to changing user behaviour on digital platforms.**

Online commerce is still developing in India. Although we also operate through stores across India through our distributors and other channels. Our revenues depend substantially on the receptiveness of Indian consumers, suppliers, sellers and advertisers to the internet as a way to conduct commerce, purchase goods and services, and carry out financial transactions.

For online revenue base to grow, consumers, sellers and suppliers must continue to adopt new and alternative ways of conducting commerce, purchase goods and services and exchanging information, such as through the internet and mobile devices, and we must hence effectively respond to changing user behaviour on such digital platforms. As the development of mobile application-based e-commerce is dynamic and subject to risk of rapid disruption driven by technology innovations, we must continuously innovate to overcome the fact that potential consumers are presented with an increasingly large number of options to choose from. Such potential growth is dependent on the overall internet penetration in India which despite recent growth, is still relatively low as compared to certain developed countries. There is no assurance that a more technologically sophisticated and reliable fixed telecommunications network or internet infrastructure will develop that would further facilitate growth of online e-commerce in India. The quality of telecommunications infrastructure directly influences the competitiveness and efficiency of online retail operations, making sustained investment crucial for the growth of India's e-commerce industry.

Other factors applicable to the industry that might prevent potential consumers from purchasing products from e-commerce platforms, including our platform, include:

- concerns about buying products online without a physical storefront, face-to-face interaction with salespersonnel and the ability to physically handle and examine products;
- concerns about delayed shipments or the inconvenience and cost of returning or exchanging items purchased online;
- concerns about the security of online transactions and the privacy of personal information; and
- usability, functionality and features of online platforms

If the online commerce industry in India and in particular the online market for freeze dried and frozen products does not develop and grow, our business will not grow and our results of operations, financial condition, cash flows and prospects could be adversely affected.

**30. 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 compete with those commercialized or under development by competitors across all our product portfolios. We face competition from local companies, multinational corporations, and global firms. If competitors gain market share at our expense, our business, operational results, and financial condition could suffer. Many competitors have greater financial, manufacturing, research and development, marketing, and other resources, more regulatory experience, wider geographic reach, broader product ranges, and stronger sales forces. They may develop products that are more effective, popular, or affordable than ours, potentially rendering our products obsolete or uncompetitive and harming our business and financial results. Additionally, we face margin pressure due to price competition from numerous small and unorganized local players, creating a highly competitive environment. The rapid industry consolidation further impacts our competitive position. If a competitor or their customer acquires any of our customers or suppliers, we may lose business or suppliers, adversely affecting our business, operational results, and financial condition.

**31. 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 such 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 and non-fund-based 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 206 of this Draft Prospectus.

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

Our Company has allotted the following Equity Shares during the preceding one year from the date of the Prospectus which may be lower than the Issue Price:

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment
January 13, 2024	2,10,000	10.00	60.00	Rights Issue
June 03, 2024	11,76,000	10.00	Nil	Bonus Issue

For Further details of equity shares issued, please refer to the section titled “*Capital Structure*” beginning on page 61 of this Draft Prospectus.

**33. We have taken guarantees from our Promoters/ Promoter Group in relation to debt facilities provided to us.**

We have taken guarantees from our Promoters/ Promoter Group in relation to our secured debt facilities availed from our Bankers. In an event any of these persons withdraw or terminate its/their guarantees, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled “*Financial Indebtedness*” beginning on page 206 of this Draft Prospectus.

**34. Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.**

We believe that the insurance coverage maintained, would reasonably cover all normal risks associated with the operation of our business, however, there can be no assurance that any claim under the insurance policies maintained by us will be met fully, in part or on time. In the event, we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected. Further, our Company is required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, our Company may face significant uninsured losses. If our Company suffers a large uninsured loss or if any insured loss suffered, significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected. For more details, please refer to the chapter titled “*Business Overview*” on page 103 of this Draft Prospectus.

**35. Our Group Companies has incurred losses in past financial years.**

Our Group Companies, HSDL Innovation Private Limited and V4U Healthcare Private Limited have incurred losses in the following financial years for which their respective audited financial statements were available, as set forth in the table below-

*HSDL Innovation Private Limited*

(₹. In Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Profit/Loss after tax	2.60	6.68	(0.59)
Net Worth	47.33	19.72	14.48

*V4U Healthcare Private Limited*

(₹. In Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Profit/Loss after tax	13.19	20.45	(3.71)



Net Worth	43.47	31.13	10.68
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**36. Our Manufacturing Facility and Corporate Office are not owned by us.**

Currently, the manufacturing facility and corporate office located in Ankleshwar and Surat respectively are not owned by us and have been leased by third parties. The tenure of the agreements is subject to renewal after the agreed period of time. Any change in the terms and conditions of such agreements, any premature termination of such agreements, may adversely affect our business operations and our financial condition. However if we are required to vacate any of the above mentioned premises, we would be required to make alternative arrangements for new premises and other infrastructure and during this process we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. For further details, please see sub-section titled “**Our Business - Our Properties**” on page 120 of this Draft Prospectus.

**37. Our inability to manage our growth may disrupt our business and reduce our profitability.**

From Fiscal 2022 to Fiscal 2024, our total revenue has grown at a CAGR of 10.11%. As part of our growth strategy to meet customer needs, we are committed to diversify our product offerings, customer base and geographic footprint and minimizing our exposure to individual markets and segment. This will in turn result in substantial demands on our management, operational, and financial resources and our growth will require us to continuously invest in our operations and improve our operational, financial and internal controls, employee costs, newer units in newer locations, expansion of existing units and administrative infrastructure. An inability to manage our growth, including as a result of a failure to adequately respond to any such challenges, risks or uncertainties, may disrupt our business and reduce our profitability.

**38. If we fail to acquire new consumers or fail to do so in a cost-effective manner, we may not be able to increase revenue or maintain profitability.**

In the financial year ended March 31, 2024 and March 31, 2023 we have added 13 and 21 new customers, respectively. As of March 31, 2024, we enjoyed relationships in excess of 3 years with 13 of our top 20 customers from both segments. Our revenue from operations has grown to ₹ 647.53 Lakhs in Financial Year 2024 from ₹ 557.81 Lakhs in Financial year 2023 and to ₹ 557.81 Lakhs in Financial Year 2023 from ₹ 534.05 Lakhs in Financial Year 2022. Our business has grown substantially in recent years, with the acquisition of new consumers playing a significant role. However, we cannot assure you that our historical growth rates will be sustainable or achieved at all in the future. If we fail to acquire new consumers, or fail to do so in a cost-effective manner, we may not be able to increase our review or maintain profitability.

Maintaining and improving our marketing strategies involve expenditures which may be disproportionate to the revenue generated and customers acquired. There is risk of increased cost of acquiring new consumers through marketing efforts due to heightened competition for digital traffic. If consumer conversion rates are not commensurate with our expenditure, our expenditure may be disproportionate to our returns on such marketing investments. For the financial year 2023-24, our marketing and advertisement expense was ₹ 31.73 Lakhs aggregating to 4.90% and 5.42% as a percentage of revenue from operations and total expenses respectively.

Our ability to provide an engaging consumer experience is dependant in part on third party websites such as Amazon India, Amazon Canada, Amazon US and search engines driving online consumers to our site which is not entirely within our control. If such sites choose not to send online consumers to us or search engines change their ranking algorithms such that we appear lower down the search list or not at all, our consumer base may not grow and may reduce and as a result, our revenue may decrease, even if we seek to optimize our rankings.

Furthermore, we may have to incur sustained advertising and promotional expenditures or offer more incentives than we anticipate in order to attract consumers and convert them into purchasing consumers, and such advertising and promotional expenditures may increase in the future. If one or more of our marketing efforts fails to deliver the expected outcome, our business, financial position and results of operations may be adversely affected.

**39. There may be potential conflicts of interest if our Promoters or Directors get involved in any business activities that compete with or are in the same line of activity as our business operations.**

The main business object/activities of our group companies, V4U Healthcare Private Limited and HSDL Innovative Private Limited permit it to undertake similar business to that of our business, which may create a potential conflict of interest and which in turn, may have an implication on our operations and profits. Conflicts of interests may arise in allocating business opportunities between our Company and our Group Companies in circumstances where our respective interests diverge. Further, our Group Companies are allowed to carry on activities as per its MOA, which are similar to the activities carried by our Company. Further, our Promoters, are also directors on the board of our Group Companies. This may be a potential source of conflict of interest in addressing business opportunities, strategies, implementing new plans and affixing priorities. In cases of conflict, our Promoters may favour other companies in which our Promoters have interest.

***40. Our Company is subject to foreign exchange control regulations which can pose a risk of currency fluctuations.***

Our Company is involved in various business transactions with international clients and has to conduct the same in accordance with the rules and regulations prescribed under FEMA. Due to non-receipt of such payments in a timely manner, our Company may fail to adhere to the prescribed timelines and may be required to pay penalty to the appropriate authority or department to regularize the payment. In case we are unable to adhere to the timelines prescribed under the applicable laws or are unable to mitigate the risk of currency fluctuation, it may adversely affect our business, results of operations, financial conditions and cash flows.

***41. Failure or disruption of our IT, manufacturing automation systems may adversely affect our business, financial condition and results of operations.***

We have implemented various information technology (“IT”) systems to cover key areas of our operations, procurement, dispatch and accounting. We also have various automation systems and software that automate our manufacturing and production. These systems are potentially vulnerable to damage or interruption from a variety of sources, which could result from (among other causes) cyber-attacks on or failures of such infrastructure or compromises to its physical security, as well as from damaging weather or other acts of nature. A significant or large-scale malfunction or interruption of one or more of our IT systems or manufacturing automation systems could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in the country, region or functional area in which the malfunction occurs, and wider or sustained disruption to our business cannot be excluded. In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our customers. While we have not faced significant disruptions in past, any such malfunction or disruptions in future could cause economic losses for which we could be held liable or cause damage to our reputation. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition and results of operations. Further, unavailability of, or failure to retain, well trained employees capable of constantly servicing our IT, manufacturing automation systems may lead to inefficiency or disruption of our operations and thereby adversely affecting our business, financial condition and results of operations.

***42. Our ability to pay dividends will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and other factors.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders’ investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “Dividend Policy” on page 156 of this Draft Prospectus.

***43. Our Promoter 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*

After completion of the Issue, Our Promoter and Promoter Group will collectively own [●] % of the Equity Shares. As a result, our Promoter together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our AOA. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

***44. We may have made inaccurate statutory form filings with the RoC in the past and are delayed in filing of other statutory forms with the RoC. Consequently, we may be subject to adverse regulatory actions and penalties for any past or future non-compliance and our business, financial condition and reputation may be adversely affected.***

We have filed certain forms with RoC which had inadvertent factual inaccuracies. For instance, CHG 1 filed with RoC had inadvertent factual inaccuracies. Additionally, in relation to transfer by Gift, we are unable to trace gift deed for such transfers by gift and had relied on the alternate documents available with the Company. We cannot assure you that the secretarial records or regulatory filings which we have not been able to locate or inaccurately filed will be available in the future, or that the regulatory filings were done in accordance with applicable law or at all or in timely manner. Additionally, while no disputes or penalties have arisen or been imposed in connection with these secretarial records as on the date of this Prospectus, we cannot assure you that no dispute or penalties shall arise or be imposed in the future, including for any delay in statutory filings. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business, reputation, operations, prospects or financial results.

***45. Employee misconduct including misuse of confidential data and failure to maintain confidentiality of information could harm us and is difficult to detect and deter.***

We could be harmed by employee misconduct if our customers' confidential information is misappropriated by us or our employees, our customers may consider us liable for that act and seek damages and compensation from us, in addition, to seeking termination of the contract. While there have been no instances during the last three financial year of information technology breach or instances of cyber-attack, assertions of misappropriation of confidential information or the intellectual property of our customers against us, if successful, could have a material adverse effect on our business, financial condition and results of operations. Even if such assertions against us are unsuccessful, they may cause us to incur reputational harm and substantial cost.

Although we closely monitor our employees, misconduct, including acts of bribery, corruption or fraud by employees or executives, such acts could include binding us to transactions that exceed authorized limits or present unacceptable risks, or they may hide unauthorized or unlawful activities from us, which may result in substantial financial losses and damage to our reputation and loss of business from our customers. Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm, including harm to our brand. While we have not experienced any such employee misconduct in the past, it is not always possible to deter employee or executive misconduct and the precautions taken and systems put in place to prevent and detect such activities may not be effective in all cases. Any instances of such misconduct could adversely affect our business and our reputation.

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

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Prospectus. These reports are subject to various limitations and based upon certain assumptions

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

***47. If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.***

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. We are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable laws and regulations. If we are not in compliance with applicable laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition and results of operations. Likewise, any investigation of any potential violations of laws by the relevant authorities could also have an adverse impact on our business and reputation.

***48. Our Directors, Key Managerial Personnel and Senior Management may have interests other than reimbursement of expenses incurred and normal remuneration or benefits in our Company.***

Our Directors, Key Managerial Personnel and Senior Management may be interested in our Company, in addition to regular remuneration, sitting fees or benefits and reimbursement of expenses, to the extent of the Equity Shares held by them in our Company, and bonuses, dividend payable or other distributions on such Equity Shares. Our directors may be regarded as interested to the extent of the transactions entered into in the ordinary course of business with the companies in which our directors hold directorship and also in the Equity Shares held by them or by their relatives, if any, or that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoter, pursuant to this Offer. Further, our Promoter, are interested in promotion and formation of the Company. Further, our Executive Directors are also directors on the boards, or are shareholders, and trustees of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities.

***49. Information relating to the installed manufacturing capacity, actual production and capacity utilization of our manufacturing facilities included in this Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.***

Information relating to the installed manufacturing capacity, actual production and capacity utilization of our manufacturing facilities included in this Draft Prospectus are based on various assumptions and estimates of our management that have been taken into account by an independent chartered engineer in the calculation of the installed manufacturing capacity, actual production and capacity utilization of our manufacturing facilities. For further details on the independent chartered engineer, see “*General Information – Experts*” on page 57. These assumptions and estimates include the standard capacity calculation practice of the industry after examining the calculations and explanations our Company. In addition, the information relating to the actual production at our manufacturing facilities are based on, amongst other things, the examination of our internal production records. Further, capacity utilization has been calculated on the basis of actual production during

the relevant period divided by the aggregate installed capacity of relevant manufacturing facilities as of at the end of the relevant period. Accordingly, actual production levels and rates may differ significantly from the installed capacity information of our facilities or historical installed capacity information of our facilities depending on the product type. Undue reliance should therefore not be placed on our historical installed capacity information for our existing facilities included in this Draft Prospectus

**50. *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 Proceeds from Issue is less than Rs.10,000 lakh, 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 through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, as per the Section 177 of the Companies Act, 2013 and applicable laws, the Audit Committee of our Company would be monitoring the utilization of the Issue Proceeds.

## **ISSUE RELATED RISKS**

**51. *An investment in the Equity Shares is subject to general risk related to investments in Indian Companies.***

Our Company is incorporated in India and all of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

**52. *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. The price is based on numerous factors (For further information, please refer chapter titled “Basis for Issue Price” beginning on page 82 of this Draft Prospectus 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:

- i. quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- ii. changes in revenue or earnings estimates or publication of research reports by analysts;
- iii. results of operations that vary from those of our competitors;
- iv. speculation in the press or investment community;
- v. new laws and governmental regulations applicable to our industry;
- vi. future sales of the Equity Shares by our shareholders;
- vii. general market conditions; and
- viii. Domestic and international economic, legal and regulatory factors unrelated to our performance.

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

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, does not guarantee the liquidity of such market for the Equity Shares. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in

the Equity Shares. The Issue Price of the Equity Shares has been determined by our Company in consultation with the LM through the Fixed Price Process. 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.

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

**55. *Any future issuance of Equity Shares may dilute your shareholding and sale of our Equity Shares by our Promoter or other shareholders may adversely affect the trading price of the Equity Shares.***

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

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

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

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

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A Securities Transaction Tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding Rs.1,00,000, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long gains tax in India.

Term capital The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and 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 nondelivered basis is specified at 0.003% of the consideration amount. The Finance Act, 2020, has, among other things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends likely be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable)

to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Historically, 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 jurisdiction on a gain upon the sale of the equity shares.

Further, we cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows. The Government of India had announced the union budget for financial year 2023 and the Finance Act, 2023 received assent from the President of India on March 31, 2023. There is no certainty on the impact that the Finance Act, 2023 may have on our business and operations or in the industry we operate in.

***58. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investor's 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 Draft 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 Draft 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 14 of this Draft Prospectus.

Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft 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.

***59. 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**

### ***60. A slowdown in economic growth in India could cause our business to suffer.***

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. In particular, the COVID-19 pandemic caused an economic downturn in India and globally. Any downturn in the macroeconomic environment in India could also adversely affect our business, financial condition, results of operations and prospects.

India's economy could be adversely affected by a general rise in interest rates or inflation, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GOI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business, financial condition, results of operations and prospects.

Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like application of GST; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India or its financial services sectors.

### ***61. Our business is affected by global economic conditions, especially in the geographies we cater to, which may have an adverse effect on our business, financial condition, results of operations and prospects.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Financial turmoil in Asia, U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Financial disruptions may occur again and could harm our business, financial condition and results of operations.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Financial markets and the supply of credit could continue to be negatively impacted by ongoing concerns surrounding the sovereign debts and/or fiscal deficits of several countries in Europe, the possibility of further downgrades of, or defaults on, sovereign debt, concerns about a slowdown



in growth in certain economies and uncertainties regarding the stability and overall standing of the European Monetary Union.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian financial markets and indirectly in the Indian economy in general. Any worldwide financial instability could influence the Indian economy. In response to such developments, legislators and financial regulators in the United States, Europe and other jurisdictions, including India, have implemented several policy measures designed to add stability to the financial markets. In addition, any increase in interest rates by the United States Federal Reserve will lead to an increase in the borrowing costs in the United States which may in turn impact global borrowing as well. Furthermore, in several parts of the world, there are signs of increasing retreat from globalization of goods, services and people, as pressure for the introduction of a protectionist regime is building and such developments could adversely affect Indian exports. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current adverse conditions in the global credit markets continue or if there is any significant financial disruption, this could have an adverse effect on our business, financial condition and results of operations.

If we are unable to successfully anticipate and respond to changing economic and market conditions, our business, financial condition, results of operations and prospects may be adversely affected.

***62. Natural calamities, climate change and health epidemics could adversely affect the Indian economy and our business, financial condition, and results of operations. In addition, hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect our business, financial condition and results of operations.***

Our operations including our manufacturing facilities and storages may be damaged or disrupted as a result of natural calamities. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our provision of services could adversely affect our reputation, our relationships with our customers, our Management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our facilities. Any of the above factors may adversely affect our business, financial condition and results of operations.

India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. India has also experienced terrorist attacks in some parts of the country. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies.

***63. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

In recent months, consumer and wholesale prices in India have exhibited increased inflationary trends, as the result of an increase in crude oil prices, higher international commodity prices, and higher domestic consumer and supplier prices. Reserve Bank of India has enacted certain policy measures designed to curb inflation, these policies may not be successful. In February 2022, hostilities between Russia and the Ukraine commenced. The market price of oil has risen sharply since the commencement of these hostilities which could have an inflationary effect in India. Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees, raw materials and other expenses. There can be no assurance that we will be able to pass on any additional expenses to our customers or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our business, financial condition and results of operations.

***64. The extent and reliability of Indian infrastructure, to the extent insufficient, could adversely impact our business, financial condition and results of operations.***

India's physical infrastructure is less developed than that of many developed nations. Any congestion or

disruption with its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies including our chemical products, and add costs to doing business in India. These problems could interrupt our business operations, which could have adverse effect on our business, financial condition and results of operations.

**65. *Foreign investors are subject to foreign investment restrictions under Indian laws that may limit our ability to attract foreign investors, which may have a material adverse impact on 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. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 275. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls 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 or a tax clearance certificate from the income tax authority. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, Government of India, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in FDI Policy. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. In such instances, and including the instances mentioned below, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

Additionally, the Government of India has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, the implementation of such laws could increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, companies can voluntarily opt in favour 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 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 GoI has announced the union budget for Fiscal 2024, pursuant to which the Finance Bill, 2023 ("Finance Bill"), has introduced various amendments. The Finance Bill has received assent from the President of India on March 31, 2023, and has been enacted as the Finance Act, 2023. We cannot predict whether any

amendments made pursuant to the Finance Act, 2023 would have an adverse effect on our business, financial condition and results of operations. Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

There can be no assurance that the GoI will not implement new regulations and policies requiring us to obtain approvals and licenses from the GoI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate 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 business in the future. It may also have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such 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 applicability, 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 business in the future.

## SECTION IV – INTRODUCTION

### THE ISSUE

<b>Equity Shares Issued <sup>(1)</sup>: Present Issue of Equity Shares by our Company: <sup>(2)</sup></b>	Up to [●] Equity Shares of face value of ₹ 10/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ 650.00 Lakhs
<b>Of which:</b>	
<b>Issue Reserved for the Market Maker</b>	Up to [●] Equity Shares of face value of ₹ 10/- each fully paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
<b>Net Issue to Public</b>	<b>Of which <sup>(4)</sup>:</b>
	Up to [●] Equity Shares of having face value of ₹ 10/- each fully paid-up for cash at a price of ₹ [●] per Equity Share will be available for allocation for Investors of up to ₹ 2.00 Lakhs
	Up to [●] Equity Shares of having face value of ₹ 10/- each fully paid-up for cash at a price of ₹ [●] per Equity Share will be available for allocation for Investors of above ₹ 2.00 Lakhs
<b>Equity shares outstanding prior to the Issue</b>	[●] Equity Shares of face value of ₹ 10/- each fully paid-up
<b>Equity shares outstanding after the Issue</b>	Up to [●] Equity Shares of face value of ₹ 10/- each fully paid-up
<b>Use of Net Proceeds</b>	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” on page 75 of this Draft Prospectus

Notes:

- (1) This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please see the chapter titled “Issue Structure” beginning on page 249 of this Draft Prospectus.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated April 05, 2024 and July 09, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on April 30, 2024.
- (3) 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 shall be made as follows:
  - a) Minimum fifty percent to Retail Individual Investors; and
  - b) Remaining to
    - (i) individual applicants other than Retail Individual Investors; and
    - (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
  - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the Retail individual investor category is entitled to more than fifty percent of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

For details, including in relation to grounds for rejection of Applications, refer to “Issue Structure” and “Issue Procedure” beginning on page 249 and 251, of this Draft Prospectus respectively. For details of the terms of the Issue, see “Terms of the Issue” beginning on page 242 of this Draft Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

ANNEXURE I				
Restated Statement of Assets and Liabilities				
(Rs. In Lakhs)				
Particulars	Annexure	31 March 2024	31 March 2023	31 March 2022
<b>I. EQUITY AND LIABILITIES</b>				
<b>(1) Shareholders' funds</b>				
(a) Share Capital	IV	196.00	150.00	150.00
(b) Reserves and Surplus	V	141.42	(13.70)	(49.43)
<b>Total</b>		<b>337.42</b>	<b>136.30</b>	<b>100.57</b>
<b>(2) Non-current liabilities</b>				
(a) Long-term Borrowings	VI	29.55	47.62	78.80
(b) Other Long-term Liabilities	VII	7.33	4.55	4.64
<b>Total</b>		<b>36.88</b>	<b>52.17</b>	<b>83.44</b>
<b>(3) Current liabilities</b>				
(a) Short-term Borrowings	VIII	74.97	126.15	125.51
(b) Trade Payables	IX			
- Due to Micro and Small Enterprises		19.51	50.76	38.34
- Due to Others		8.17	-	-
(c) Short Term Provisions	X	16.83	2.15	1.92
(d) Other Current Liabilities	XI	20.99	28.35	14.53
<b>Total</b>		<b>140.47</b>	<b>207.40</b>	<b>180.30</b>
<b>Total Equity and Liabilities</b>		<b>514.77</b>	<b>395.87</b>	<b>364.31</b>
<b>II. ASSETS</b>				
<b>(1) Non-current assets</b>				
(a) Property, Plant and Equipment and Intangible Assets				
(i) Property, Plant and Equipment	XII	255.66	260.64	215.43
(ii) Intangible Assets		0.82	-	-
(b) Non-current Investments	XIII	0.11	0.26	3.69
(c) Deferred Tax Assets (net)	XXIX	5.18	3.52	3.33
(d) Other Non-current Assets	XIV	9.31	8.21	8.64
<b>Total</b>		<b>271.07</b>	<b>272.63</b>	<b>231.09</b>
<b>(2) Current assets</b>				
(a) Inventories	XV	122.82	36.72	56.88
(b) Trade Receivables	XVI	98.93	75.97	69.06
(c) Cash and cash equivalents	XVII	5.84	4.88	5.11
(d) Short Term Loans and Advances	XVIII	12.43	-	-
(e) Other Current Assets	XVIII	3.68	5.66	2.17
<b>Total</b>		<b>243.70</b>	<b>123.23</b>	<b>133.22</b>
<b>Total Assets</b>		<b>514.77</b>	<b>395.87</b>	<b>364.31</b>
<b>See accompanying notes to the financial statements</b>				
As per our report of even date				
<b>For MGVS &amp; Associates</b>		<b>For and on behalf of the Board of</b>		
Chartered Accountants		<b>HAMPS BIO LIMITED (Formerly Known as Hamps Bio Private Limited)</b>		
Firm's Registration No. 0140555W				
<b>CA MUBASSIR M GODIL</b>		<b>HERRIK SHAH</b>	<b>SHRENIK SHAH</b>	
<b>PARTNER</b>		<b>MANAGING</b>	<b>WHOLE TIME</b>	
Membership No. 164503		<b>DIRECTOR</b>	<b>DIRECTOR</b>	
Date: 27/07/2024		<b>01052316</b>	<b>00973690</b>	
UDIN: 24164503BKDKLQ3735				
		<b>MOUNTBATON SHAH</b>	<b>KOMAL JAIN</b>	
		<b>CHIEF FINANCIAL OFFICER</b>	<b>COMPANY</b>	

**ANNEXURE II**

**Restated Profit and loss for the year ended 31 March 2024**

(Rs. In Lakhs)

Particulars	Annexure	31 March 2024	31 March 2023	31 March 2022
Revenue from Operations	XX	647.53	557.81	534.05
Other Income	XXI	2.60	0.68	0.42
<b>Total Income</b>		<b>650.13</b>	<b>558.49</b>	<b>534.46</b>
<b>Expenses</b>				
Cost of Material Consumed	XXII	31.06	21.24	18.15
Purchases of Stock in Trade	XXIII	217.10	142.52	192.52
Change in Inventories of work in progress and finished goods	XXIV	(77.81)	16.20	8.99
Employee Benefit Expenses	XXV	170.83	178.67	168.97
Finance Costs	XXVI	14.97	17.73	18.96
Depreciation and Amortization Expenses	XII	40.36	33.87	32.52
Other Expenses	XXVIII	188.63	112.56	83.87
<b>Total expenses</b>		<b>585.13</b>	<b>522.78</b>	<b>523.98</b>
<b>Profit/(Loss) before Exceptional and Extraordinary Item and Tax</b>		<b>65.00</b>	<b>35.71</b>	<b>10.48</b>
Exceptional Item				
<b>Profit/(Loss) before Extraordinary Item and Tax</b>		<b>65.00</b>	<b>35.71</b>	<b>10.48</b>
Extraordinary Item				
<b>Profit/(Loss) before Tax</b>		<b>65.00</b>	<b>35.71</b>	<b>10.48</b>
Tax Expenses	XXIX			
- Current Tax		16.58	-	-
- Deferred Tax		(1.66)	(0.19)	(1.67)
<b>Profit/(Loss) after Tax</b>		<b>50.07</b>	<b>35.90</b>	<b>12.15</b>
Earnings Per Share (Face Value per Share Rs.10 each)				
-Basic (In Rs)	XXX	1.70	1.34	0.45
-Diluted (In Rs)	XXX	1.70	1.34	0.45

See accompanying notes to the financial statements

As per our report of even date

**For MGVS & Associates**  
Chartered Accountants  
Firm's Registration No. 0140555W

**For and on behalf of the Board of**  
**HAMPS BIO LIMITED (Formerly Known as Hamps Bio Private Limited)**

**CA MUBASSIR M GODIL**  
**PARTNER**  
Membership No. 164503  
Date:27/07/2024  
UDIN: 24164503BKDKLQ3735

**HERRIK SHAH**  
**MANAGING DIRECTOR**  
01052316  
**MOUNTBATON SHAH**  
**CHIEF FINANCIAL OFFICER**

**SHRENIK SHAH**  
**WHOLE TIME DIRECTOR**  
00973690  
**KOMAL JAIN**  
**COMPANY SECRETARY**

**Annexure-III**  
**RESTATED SUMMARY STATEMENT OF CASHFLOW STATEMENT**

(Rs. In Lakhs)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
<b>Net Profit/(Loss) after taxation</b>	50.07	35.90	12.15
<b>Adjustments for:</b>			
<b>Depreciation &amp; other amortized expenses</b>	40.36	33.87	32.52
Interest Income	(0.47)	(0.30)	(0.30)
Finance Costs	14.97	17.73	18.96
(Gain)/ Loss on sale of Property, Plant and Equipment	-	-	-
Dividend Income	-	-	-
Provision for Taxation	14.93	-	-
Other Adjustments	(4.59)	(0.18)	-
Deferred Tax Liabilities (Assets)	(1.66)	(0.19)	(1.67)
<b>Net Profit before Working Capital Changes</b>	<b>113.61</b>	<b>86.83</b>	<b>61.66</b>
<b>Changes in Working Capital</b>			
Decrease/ (increase) in inventories	(86.10)	20.16	3.98
Decrease/ (increase) in trade receivables	(22.97)	(6.91)	(3.55)
Decrease/ (increase) in Loans and Advances	(12.43)	-	-
Decrease/ (increase) in Other Current Assets	1.98	(3.49)	7.19
(Decrease)/ increase in Provisions	24.16	0.23	0.25
(Decrease)/ increase in trade payables	(23.08)	12.42	(31.83)
(Decrease)/ increase in Other Current liabilities	(9.39)	13.72	(4.43)
<b>Other Equity adjustments</b>			
<b>Cash generated from operating activities</b>	(14.22)	122.95	33.27
<b>Income Tax Paid</b>	14.93	-	-
<b>Net cash generated from operating activities (A)</b>	<b>(29.15)</b>	<b>122.95</b>	<b>33.27</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Payment for Property, Plant, Equipment ,ROU Assets and Intangible Assets	(36.20)	(82.91)	(29.10)
Proceeds from Sale of Property,Plant and equipment	-	3.83	83.30
Interest Received	0.47	0.30	0.30
Investment made in Equity Shares	0.14	3.43	(3.25)
Increase/(Decrease) in Other Non Current Assets	(1.10)	0.43	(0.43)
Dividend Income	-	-	-
<b>Net cash used in Investing activities (B)</b>	<b>(36.69)</b>	<b>(74.92)</b>	<b>50.82</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Issue of Share Capital	151.00	-	-
Payment of Dividend and DDT	-	-	-
Proceeds / (Repayment) of borrowings	(69.24)	(30.54)	(75.45)
Finance Cost	(14.97)	(17.73)	(18.96)
<b>Net Cash used in Financing Activities (C)</b>	<b>66.79</b>	<b>(48.27)</b>	<b>(94.41)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>0.95</b>	<b>(0.24)</b>	<b>(10.33)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>4.88</b>	<b>5.11</b>	<b>15.44</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>5.82</b>	<b>4.88</b>	<b>5.11</b>

**Notes:-**

Particulars	For the Period/Year ended on		
	31-03-2024	31-03-2023	31-03-2022
1. Cash and cash equivalents comprise:			
Balances with banks			
-On current accounts	1.84	2.00	0.61
Fixed deposits with maturity of less than 3 months	-	-	-
Cash on hand	4.00	2.88	4.50
<b>Total cash and cash equivalents at end of the year</b>	<b>5.84</b>	<b>4.88</b>	<b>5.11</b>

2. Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the company are segregated.

See accompanying notes in Annexure VI to the financial statements

In terms of our report attached

For M G V S AND ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 0140555W

For and on behalf of the Board of Directors of  
Hamps Bio Limited

CA MUBASSIR M GODIL  
(Partner)

HERRIK SHAH  
Director  
(DIN : 01052316)

SHRENIK SHAH  
Director  
(DIN : 00973690)

M. No. : 164503  
Place: Ankleshwar  
Date: 27/07/2024  
UDIN: 241645038KDKLQ3735

MOUNTBATON SHAH  
CHIEF FINANCIAL OFFICER

KOMAL JAIN  
COMPANY SECRETARY



## GENERAL INFORMATION

Our Company was originally incorporated under the name “*Hamps Bio Private Limited*” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli on January 02, 2007. Subsequently, the status of the Company was changed to public limited and the name of our Company was changed to “*Hamps Bio Limited*” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on June 08, 2023. The fresh certificate of incorporation consequent to conversion was issued on July 12, 2023 by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U24233GJ2007PLC049692. For details of incorporation, change in name and registered office of our Company, see the chapter titled “*History and Certain Corporate Matters*” beginning on 131 of this Draft Prospectus.

### REGISTERED OFFICE

#### Hamps Bio Limited

2900/112, GIDC, Near Atul Limited,  
Ankleshwar, Bharuch – 393 002, Gujarat, India.

**Tel No.:** +91 8000006663

**Email:** [info@hampsbio.com](mailto:info@hampsbio.com)

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

### CORPORATE OFFICE

#### Hamps Bio Limited

Shop No 120-121-122, 01<sup>st</sup> Floor,  
Royal Platinum, Palanpur Canal Road,  
Adajan Dn, Surat – 395 009, Gujarat, India

**Tel No.:** +91 8000006663

### REGISTRAR OF COMPANIES

#### Registrar of Companies, Ahmedabad

ROC Bhavan, Opp. Rupal Park Society,  
Behind Ankur Bus Stop, Naranpura,  
Ahmedabad-380013, Gujarat, India

**Tel No.:** 079-27438531

**Email:** [roc.ahmedabad@mca.gov.in](mailto:roc.ahmedabad@mca.gov.in)

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

### BOARD OF DIRECTORS

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

Name	Designation	DIN	Residential Address
Herrik Shah	Chairman and Managing Director	01052316	11, Jivanvihar Society, Opp. Navyug College, Rander Road, Surat - 395 009, Gujarat, India.
Shrenik Shah	Whole Time Director	00973690	11, Jivanvihar Society, Opp. Navyug College, Rander Road, Surat - 395 009, Gujarat, India.
Pallavi Shah	Non-Executive Director	10418931	11, Jivanvihar Society, Opp. Navyug College, Rander Road, Surat - 395 009, Gujarat, India.
Radhika Kanodiya	Non-Executive Independent Director	07862908	5-A, Arnav Apartment, City Light Umra, Olpad, Surat – 395 007, Gujarat, India.
Jinay Palrecha	Non-Executive Independent Director	10379873	A- 303, Pheonix Tower, VIP Road, Vesu, Surat – 395 007, Gujarat, India.

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 134 of this Draft Prospectus.

### COMPANY SECRETARY AND COMPLIANCE OFFICER

Komal Jain is our Company Secretary and Compliance Officer. Her contact details are as follows;

**Komal Jain**

2900/112, GIDC, Near Atul Limited,  
Ankleshwar, Bharuch – 393 002, Gujarat, India.  
**Tel No.:** +91 8000001113  
**Email:** [info@hampsbio.com](mailto:info@hampsbio.com)  
**Website:** [www.hampsbio.com](http://www.hampsbio.com)

**LEAD MANAGER TO THE ISSUE****Marwadi Chandarana Intermediaries Brokers Private Limited**

**Address:** X-change Plaza, Office no. 1201 to 1205, 12th Floor,  
Building No. 53E, Zone-5, Road 5E, Gift City,  
Gandhinagar - 382355, Gujarat, India  
**Telephone:** 022-69120027  
**Email ID:** [mb@marwadichandarana.com](mailto:mb@marwadichandarana.com)  
**Website:** [www.ib.marwadichandanagroup.com](http://www.ib.marwadichandanagroup.com)  
**Investor Grievance E-mail:** [mbgrievances@marwadichandarana.com](mailto:mbgrievances@marwadichandarana.com)  
**Contact Person:** Radhika Maheshwari / Janil Jain  
**SEBI Registration Number:** INM000013165

**REGISTRAR TO THE ISSUE****Bigshare Services Private Limited**

S6-2, 6<sup>th</sup> Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre,  
Andheri East, Mumbai – 400 093  
**Tel No:** 022 – 6263 8200  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor Grievance E-mail:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Mr. Ganesh Shinde  
**SEBI Registration Number:** INR000001385

**LEGAL ADVISOR TO THE ISSUE****M/s. Asha Agarwal & Associates**

118, Shila Vihar, Gokulpura,  
Kalwar Road, Jhotwara,  
Jaipur – 302 012, Rajasthan, India  
**Tel:** +91 99509 33137  
**E-mail:** [ashaagarwalassociates@gmail.com](mailto:ashaagarwalassociates@gmail.com)  
**Contact Person:** Ms. Nisha Agarwal  
**License:** 75654/R/38/2016

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

[•]

**BANKERS TO THE COMPANY****HDFC BANK LIMITED**

**Address:** G-9/10, Western Arena, Pal Green City Road,  
Near Madhuvan Circle, Surat – 395009, Gujarat, India.  
**Email:** [damini.joshi@hdfcbank.com](mailto:damini.joshi@hdfcbank.com)  
**Website:** [www.hdfcbank.com](http://www.hdfcbank.com)  
**Contact Person:** Mrs. Damini Joshi

**STATUTORY AND PEER REVIEW AUDITORS OF OUR COMPANY**

**M/s. MGVS & Associates,**  
A-802, Trividh Chambers, Opp. Maan Darwaja

Fire Station, Beside 24 Carat Sweet Shop,  
Ring Road, Surat - 395002, Gujarat, India.

Tel No.: +91 9737211161

Email: [mgvsandassociates@gmail.com](mailto:mgvsandassociates@gmail.com)

Contact Person: Mr. Mubassir Godil

Firm Registration No.: 140555W

Membership No: 164503

Peer Review No: 016099

## STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Marwadi Chandarana Intermediaries Brokers 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.

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

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

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

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

## SYNDICATE SCSB BRANCHES

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

## INVESTORS BANKS OR ISSUER BANKS FOR UPI

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Applicants Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the

SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.

## **REGISTERED BROKERS**

Bidders can submit ASBA Forms in the Issue using the stock broker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at [www.bseindia.com/Markets/PublicIssues/brokercentres\\_new.aspx](http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx)?And [www.nseindia.com/products/content/equities/ipo/ipo\\_mem\\_terminal.htm](http://www.nseindia.com/products/content/equities/ipo/ipo_mem_terminal.htm) , respectively, as updated from time to time.

## **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”)**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at [www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx](http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx)? and [www.nseindia.com/products/content/equities/ipo/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm), or such other websites as updated from time to time.

## **CREDIT RATING**

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

## **IPO GRADING**

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

## **DEBENTURE TRUSTEES**

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

## **MONITORING AGENCY**

Since our Issue size does not exceed ₹10,000 Lakhs, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

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

The Draft Prospectus and Prospectus shall be filed on BSE SME at 25<sup>th</sup> Floor, P.J.Towers, Dalal Street, Fort, Mumbai - 400 001, Maharashtra, India.

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

A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Ahmedabad situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India, India at least (3) three working days prior from the date of opening of the Issue.

#### **APPRAISING ENTITY**

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

#### **TYPE OF ISSUE**

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

#### **GREEN SHOE OPTION**

No green shoe option is contemplated under the Issue.

#### **EXPERT OPINION**

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

Our Company has received written consent from the Peer Reviewed Auditors namely, M/s. MGVS & Associates, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated July 27, 2024, and the Statement of Special Tax Benefits dated July 27, 2024 issued by them and included in this Draft Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Prospectus.

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

Additionally, our company has also received a written consent dated July 10, 2024 from Chartered Engineer, namely M/s Babulal A. Ughreja in their capacity as Chartered Engineer, in connection with certification of installed & utilized capacity of our manufacturing facility and also in connection with the purchase of new machinery to include his name as required, in this Draft Prospectus as required under the Companies Act, 2013 and as an “Expert” as defined under section 2(38) read with Section 26(5) of the Companies Act, 2013 (and not under the U.S. Securities Act).

#### **CHANGES IN AUDITORS**

There has been no change in the Statutory Auditors during the three years immediately preceding the date of this Draft Prospectus.

#### **UNDERWRITING AGREEMENT**

This Issue is 100% Underwritten by [●] in the capacity of Underwriter to the Issue.

Pursuant to the terms of the Underwriting Agreement dated [●], the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

<b>Details of the Underwriter</b>	<b>No. of Equity Shares Underwritten</b>	<b>Amount Underwritten</b>	<b>% of total Issue size underwritten</b>
[●]	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	<b>100.00%</b>

*\*Includes [●] 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, as amended.*

In the opinion of the Board of our Directors of our company, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full.

#### **MARKET MAKER**

Our Company and the BRLM has entered into a Market Making Agreement dated [●] with the following Market Maker, to fulfil the Market Making obligations under this Issue:

<b>Name</b>	[●]
<b>Correspondence Address</b>	
<b>Tel No.</b>	
<b>E-mail</b>	
<b>Website</b>	
<b>Contact Person</b>	
<b>SEBI Registration No.</b>	
<b>Market Maker Registration No.</b>	

## DETAILS OF THE MARKET MAKING AGREEMENT

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

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

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

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

1. The Market Maker 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 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 BSE SME and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ [●]/- per share the minimum lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by BSE.
4. After a period of three (3) 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. 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.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.

7. 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.
8. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE SME from time to time.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
10. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
11. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME Platform and market maker will remain present as per the guidelines mentioned under BSE 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. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
14. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
15. In case of termination of the abovementioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) 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 SEBIICDR Regulations. Further the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.
16. **Risk containment measures and monitoring for Market Maker:** BSE SME Platform 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. BSE can impose any other margins as deemed necessary from time-to-time.
17. **Punitive Action in case of default by Market Maker:** BSE SME 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 (issuing 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.

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

19. The following spread will be applicable on the BSE SME:

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

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

21. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ BSE from time to time.
22. 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.

On the first day of listing, there will be a pre-open session (call auction) and there after 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 SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.



## CAPITAL STRUCTURE

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

(₹ in Lakhs except no of shares)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price*
<b>A.</b>	<b>Authorized Share Capital</b>		
	50,00,000 Equity Shares of face value of ₹ 10/- each	500.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Equity Capital before the Issue</b>		
	31,36,000 Equity Shares of face value of ₹ 10/- each	313.60	-
<b>C.</b>	<b>Present Issue in Terms of this Draft Prospectus</b>		
	Issue of up to [●] Equity Shares of face value of ₹ 10/- each (1)	650.00	[●]
	<i>Of which:</i>		
	Up to [●] Equity Shares of face value of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Issue to Public of up to [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share to the Public	[●]	[●]
	<i>Of which:</i> <sup>(2)</sup>		
	Allocation to Retail Individual Investors of up to [●] Equity Shares	[●]	[●]
	Allocation to other than Retail Individual Investors of up to [●] Equity Shares	[●]	[●]
<b>D.</b>	<b>Paid-up Equity Capital after the Issue</b>		
	Up to [●] Equity Shares of face value of ₹ 10/- each		[●]
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		105.00
	After the Issue		[●]

(1) The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on April 05, 2024 and July 09, 2024 and by our Shareholders pursuant to a Special Resolution passed at the Extra Ordinary General meeting held on April 30, 2024.

(2) To be finalized upon determination of the Issue Price.

For details of changes to our Company's authorized share capital in the last 10 years, see "History and Certain Corporate Matters - Amendments to our Memorandum of Association" on page 132.

### CLASS OF SHARES

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

### NOTES TO THE CAPITAL STRUCTURE

#### Equity Share Capital History of our Company

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)	Cumulative Share Premium (₹ Lakhs)
Upon Incorporation	10,000	10/-	10/-	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000	Nil
March 29, 2016	2,90,000	10/-	10/-	Cash	Rights Issue <sup>(ii)</sup>	3,00,000	30,00,000	Nil
August 10, 2016	4,50,000	10/-	10/-	Cash	Rights Issue <sup>(iii)</sup>	7,50,000	75,00,000	Nil
December 12, 2017	2,50,000	10/-	10/-	Cash	Rights Issue <sup>(iv)</sup>	10,00,000	1,00,00,000	Nil
March 12, 2021	5,00,000	10/-	10/-	Cash	Rights Issue <sup>(v)</sup>	15,00,000	1,50,00,000	Nil
April 24, 2023	2,50,000	10/-	10/-	Cash	Rights Issue <sup>(vi)</sup>	17,50,000	1,75,00,000	Nil
January 13, 2024	2,10,000	10/-	60/-	Cash	Rights Issue <sup>(vii)</sup>	19,60,000	1,96,00,000	105.00
June 03, 2024	11,76,000	10/-	Nil	Other than Cash	Bonus Issue <sup>(vii)</sup>	31,36,000	3,13,60,000	105.00

(i) Initial Subscribers to the Memorandum of Association of our company:

Sr No	Name	No of Equity Shares
1.	Herrick Shah	5,000
2.	Shrenik Shah	5,000
	<b>Total</b>	<b>10,000</b>

(ii) Rights Issue of 2,90,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ 10/- each.:

Sr. No	Name	No of Equity Shares
1.	Herrick Shah	1,04,500
2.	Shrenik Shah	71,500
3.	Pallavi Shah	12,500
4.	Alkaben Shah	36,000
5.	Mountbaton Shah	65,500
	<b>Total</b>	<b>2,90,000</b>

(iii) Rights issue of 4,50,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ 10/- each.:

Sr. No	Name	No of Equity Shares
1.	Herrick Shah	40,000
2.	Shrenik Shah	65,000
3.	Pallavi Shah	80,000
4.	Alkaben Shah	75,000
5.	Mountbaton Shah	1,00,000
6.	Herrick Shah HUF	30,000
7.	Shrenik Shah HUF	20,000
8.	Mountbaton Shah HUF	40,000
	<b>Total</b>	<b>4,50,000</b>

(iv) Rights issue of 2,50,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ 10/- each.:

Sr. No	Name	No of Equity Shares
1.	Herrick Shah	27,500
2.	Shrenik Shah	35,000

Sr. No	Name	No of Equity Shares
3.	Pallavi Shah	20,000
4.	Alkaben Shah	67,500
5.	Mountbaton Shah	50,000
6.	Herrick Shah HUF	10,000
7.	Shrenik Shah HUF	20,000
8.	Mountbaton Shah HUF	20,000
	<b>Total</b>	<b>2,50,000</b>

(v) Rights issue of 5,00,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ 10/- each.:

Sr. No	Name	No of Equity Shares
1.	Herrick Shah	88,460
2.	Shrenik Shah	88,210
3.	Pallavi Shah	56,255
4.	Alkaben Shah	89,255
5.	Mountbaton Shah	1,07,745
6.	Herrick Shah HUF	20,025
7.	Shrenik Shah HUF	20,025
8.	Mountbaton Shah HUF	30,025
	<b>Total</b>	<b>5,00,000</b>

(vi) Rights Issue of 2,50,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ 10/- each.:

Sr. No	Name	No of Equity Shares
1.	Herrick Shah	50,000
2.	Shrenik Shah	20,000
3.	Pallavi Shah	20,000
4.	Alkaben Shah	10,000
5.	Mountbaton Shah	10,000
6.	Herrick Shah HUF	50,000
7.	Shrenik Shah HUF	20,000
8.	Mountbaton Shah HUF	10,000
9.	Bhavya Shah	40,000
10.	Mitali Shah	20,000
	<b>Total</b>	<b>2,50,000</b>

(vii) Rights Issue of 2,10,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ 60/- each.:

Sr. No	Name	No of Equity Shares
1.	Herrick Shah	76,667
2.	Shrenik Shah	33,333
3.	Pallavi Shah	33,333
5.	Mountbaton Shah	33,333
6.	Herrick Shah HUF	33,334
	<b>Total</b>	<b>2,10,000</b>

(viii) Bonus Issue of 11,76,000 Equity Shares of face value of ₹ 10/- each in the ratio of 3:5 i.e. 3 Bonus shares for 5 Equity Shares held:

Sr. No	Name	No of Equity Shares
1.	Herrick Shah	5,07,328
2.	Shrenik Shah	3,84,878
3.	Pallavi Shah	55,259
4.	Alkaben Shah	1,659
5.	Mountbaton Shah	941
6.	Herrick Shah HUF	86,045
7.	Shrenik Shah HUF	48,045

<b>Sr. No</b>	<b>Name</b>	<b>No of Equity Shares</b>
8.	Mountbaton Shah HUF	55,845
9.	Bhavya Shah	24,000
10.	Mitali Shah	12,000
	<b>Total</b>	<b>11,76,000</b>

2. As on the date of the Draft Prospectus, our Company does not have any preference share capital.
3. Except for Bonus Issue on June 03, 2024 as mentioned above, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation.
4. No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
6. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
7. Except as disclosed below, our Company has not issued any Equity Shares at a price lower than the Issue Price during a period of the one year preceding the date of this Draft Prospectus.

<b>Date of Allotment</b>	<b>No. of Equity Shares allotted</b>	<b>Face Value (₹)</b>	<b>Issue Price (₹)</b>	<b>Nature of Consideration</b>	<b>Reason for Allotment</b>
June 03, 2024	11,76,000	10/-	Nil	Other than Cash	Bonus Issue

#### **Shareholding Pattern of our Company**

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

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								Class-Equity	Class	Total			Total as a % of (A+B+C)	No (a)	As a % of total Shares held (b)	No (a)		As a % of total Shares held (b)
A	Promoter & Promoter Group	9	31,36,000	-	-	31,36,000	100	31,36,000	-	31,36,000	100	-	100	-	-	-	-	31,36,000
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>9</b>	<b>31,36,000</b>	<b>-</b>	<b>-</b>	<b>31,36,000</b>	<b>100.00</b>	<b>31,36,000</b>	<b>-</b>	<b>31,36,000</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>31,36,000</b>

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

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Herrick Shah	13,55,384	43.22%
2.	Shrenik Shah	10,26,341	32.73%
3.	Pallavi Shah	1,47,357	4.70%
4.	Herrick Shah HUF	2,29,454	7.32%
5.	Shrenik Shah HUF	1,28,120	4.09%
6.	Mountbaton Shah HUF	1,48,920	4.75%
7.	Bhavya Shah	64,000	2.04%
8.	Mitali Shah	32,000	1.02%
	<b>Total</b>	<b>31,31,576</b>	<b>99.86%</b>

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

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share Capital (%)
1.	Herrick Shah	2,65,380	17.69%
2.	Shrenik Shah	2,64,630	17.64%
3.	Herrick Shah HUF	60,075	4.01%
4.	Shrenik Shah HUF	60,075	4.01%
5.	Mountbaton Shah HUF	90,075	6.01%
6.	Pallavi Shah	1,68,765	11.25%
7.	Alkaben Shah	2,67,765	17.85%
8.	Mountbaton Shah	3,23,235	21.55%
	<b>Total</b>	<b>15,00,000</b>	<b>100.00%</b>

*Note: Two years prior being dated July 28, 2022*

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

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share Capital (%)
1.	Herrick Shah	3,15,380	18.02%
2.	Shrenik Shah	2,84,630	16.26%
3.	Pallavi Shah	1,88,765	10.79%
4.	Alkaben Shah	2,77,765	15.87%
5.	Mountbaton Shah	3,33,235	19.04%
6.	Herrick Shah HUF	1,10,075	6.29%
7.	Shrenik Shah HUF	80,075	4.58%
8.	Mountbaton Shah HUF	1,00,075	5.72%
9.	Bhavya Shah	40,000	2.29%
10.	Mitali Shah	20,000	1.14%
	<b>Total</b>	<b>17,50,000</b>	<b>100.00%</b>

*Note: One year prior being dated July 28, 2023*

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

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Herrick Shah	13,55,384	43.22%
2.	Shrenik Shah	10,26,341	32.73%

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
3.	Pallavi Shah	1,47,357	4.70%
4.	Herrick Shah HUF	2,29,454	7.32%
5.	Shrenik Shah HUF	1,28,120	4.09%
6.	Mountbaton Shah HUF	1,48,920	4.75%
7.	Bhavya Shah	64,000	2.04%
8.	Mitali Shah	32,000	1.02%
	<b>Total</b>	<b>31,31,576</b>	<b>99.86%</b>

Note: Ten days prior being dated July 19, 2024

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

### Shareholding of our Promoters

As on the date of this Draft Prospectus, our Promoters hold 93.07% of the pre- Issue, subscribed and paid-up Equity Share capital of our Company.

Build-up of the shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre- Issue Equity Share Capital	% of Post Issue Equity Share Capital
<b>Herrick Shah</b>							
On Incorporation	Subscription to MOA	Cash	5,000	10/-	10/-	0.16%	[●]
December 15, 2015	Gift to Pallavi Shah	Transfer pursuant to Gift Deed	(10)	10/-	Nil	Negligible	[●]
	Gift to Mountbaton Shah		(5)				
March 29, 2016	Rights Issue	Cash	1,04,500	10/-	10/-	3.33%	[●]
June 15, 2016	Gift to Herrik Shah HUF	Transfer pursuant to Gift Deed	(50)	10/-	Nil	Negligible	[●]
	Gift to Mountbaton Shah HUF		(15)				
August 10, 2016	Rights Issue	Cash	40,000	10/-	10/-	1.28%	[●]
December 12, 2017	Rights Issue	Cash	27,500	10/-	10/-	0.88%	[●]
March 12, 2021	Rights Issue	Cash	88,460	10/-	10/-	2.82%	[●]
April 24, 2023	Rights Issue	Cash	50,000	10/-	10/-	1.59%	[●]

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre- Issue Equity Share Capital	% of Post Issue Equity Share Capital
January 13, 2024	Rights Issue	Cash	76,667	10/-	60/-	2.44%	[●]
May 10, 2024	Gift from Pallavi Shah	Transfer pursuant to Gift Deed	1,30,000	10/-	Nil	4.15%	[●]
	Gift from Mountbaton Shah	Transfer pursuant to Gift Deed	1,82,500	10/-	Nil	5.82%	[●]
	Gift from Alkaben Shah	Transfer pursuant to Gift Deed	1,37,500	10/-	Nil	4.38%	[●]
	Gift from Mountbaton Shah HUF	Transfer pursuant to Gift Deed	3,500	10/-	Nil	0.11%	[●]
June 03, 2024	Bonus Issue	Other than cash	5,07,328	10/-	Nil	16.18%	[●]
June 25, 2024	Gift from Mountbaton Shah	Transfer pursuant to Gift Deed	2509	10/-	Nil	0.08%	[●]
<b>Total (A)</b>			<b>1355384</b>			<b>43.22%</b>	
<b>Shrenik Shah</b>							
On Incorporation	Subscription to MOA	Cash	5,000	10/-	10/-	0.16%	[●]
December 15, 2015	Gift to Alkaben Shah	Gift transfer pursuant to Gift Deed	(10)	10/-	Nil	Negligible	[●]
	Gift to Mountbaton Shah		(5)				
March 29, 2016	Rights Issue	Cash	71,500	10/-	10/-	2.28%	[●]
June 15, 2016	Gift to Shrenik Shah HUF	Gift transfer pursuant to Gift Deed	(50)	10/-	Nil	Negligible	[●]
	Gift to Mountbaton Shah HUF		(15)				
August 10, 2016	Rights Issue	Cash	65,000	10/-	10/-	2.07%	[●]
December 12, 2017	Rights Issue	Cash	35,000	10/-	10/-	1.12%	[●]
March 12, 2021	Rights Issue	Cash	88,210	10/-	10/-	2.81%	[●]
April 24, 2023	Rights Issue	Cash	20,000	10/-	10/-	0.64%	[●]
January 13, 2024	Rights Issue	Cash	33,333	10/-	60/-	1.06%	[●]
May 10, 2024	Gift from Mountbaton Shah	Gift transfer pursuant to Gift Deed	1,82,500	10/-	Nil	5.82%	[●]
	Gift from Alkaben Shah		1,37,500			4.38%	
	Gift from Mountbaton Shah HUF		3,500			0.11%	
June 03, 2024	Bonus Issue	Other than cash	3,84,878	10/-	Nil	12.27%	[●]
<b>Total (B)</b>			<b>10,26,341</b>			<b>32.73%</b>	
<b>Pallavi Herrik Shah</b>							



Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre- Issue Equity Share Capital	% of Post Issue Equity Share Capital
December 15, 2015	Gift from Herrik Shah	Gift transfer pursuant to Gift Deed	10	10/-	Nil	Negligible	[●]
March 29, 2016	Rights Issue	Cash	12,500	10/-	10/-	0.40%	[●]
August 08, 2016	Rights Issue	Cash	80,000	10/-	10/-	2.55%	[●]
December 12, 2017	Rights Issue	Cash	20,000	10/-	10/-	0.64%	[●]
March 12, 2021	Rights Issue	Cash	56,255	10/-	10/-	1.79%	[●]
April 24, 2023	Rights Issue	Cash	20,000	10/-	10/-	0.64%	[●]
January 13, 2024	Rights Issue	Cash	33,333	10/-	60/-	1.06%	[●]
May 10, 2024	Gift to Herrik Shah	Gift transfer pursuant to Gift Deed	(1,30,000)	10/-	Nil	(4.15%)	[●]
June 03, 2024	Bonus Issue	Other than cash	55,259	10/-	Nil	1.76%	[●]
<b>Total (C)</b>			<b>147357</b>			<b>4.70%</b>	
<b>Mitali Shah</b>							
April 24, 2023	Rights Issue	Cash	20,000	10/-	10/-	0.64%	[●]
June 03, 2024	Bonus Issue	Other than cash	12,000	10/-	Nil	0.38%	[●]
<b>Total (D)</b>			<b>32,000</b>			<b>1.02%</b>	
<b>Herrik Shah HUF</b>							
June 15, 2016	Gift from Herrik Shah	Gift transfer pursuant to Gift Deed	50	10/-	Nil	Negligible	[●]
August 08, 2016	Rights Issue	Cash	30,000	10/-	10/-	0.96%	[●]
December 12, 2017	Rights Issue	Cash	10,000	10/-	10/-	0.32%	[●]
March 12, 2021	Rights Issue	Cash	20,025	10/-	10/-	0.64%	[●]
April 24, 2023	Rights Issue	Cash	50,000	10/-	10/-	1.59%	[●]
January 13, 2024	Rights Issue	Cash	33,334	10/-	60/-	1.06%	[●]
June 03, 2024	Bonus Issue	Other than cash	86,045	10/-	Nil	2.74%	[●]
<b>Total (E)</b>			<b>229454</b>			<b>7.32%</b>	
<b>Shrenik Shah HUF</b>							
June 15, 2016	Gift from Shrenik Shah	Gift transfer pursuant to Gift Deed	50	10/-	Nil	Negligible	[●]
August 08, 2016	Rights Issue	Cash	20,000	10/-	10/-	0.64%	[●]
December 12, 2017	Rights Issue	Cash	20,000	10/-	10/-	0.64%	[●]
March 12, 2021	Rights Issue	Cash	20,025	10/-	10/-	0.64%	[●]
April 24, 2023	Rights Issue	Cash	20,000	10/-	10/-	0.64%	[●]
June 03, 2024	Bonus Issue	Other than cash	48,045	10/-	Nil	1.53%	[●]

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre- Issue Equity Share Capital	% of Post Issue Equity Share Capital
<b>Total (F)</b>			<b>1,28,120</b>			<b>4.09%</b>	
<b>Total (A+B+C+D+E+F)</b>			<b>29,18,656</b>			<b>93.07%</b>	<b>[●]</b>

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

Category of Promoter	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post-Issue Capital
<b>Promoters</b>				
Herrik Shah	13,55,384	43.22%	13,55,384	[●]
Shrenik Shah	10,26,341	32.73%	10,26,341	[●]
Pallavi Shah	1,47,357	4.70%	1,47,357	[●]
Mitali Shah	32,000	1.02%	32,000	[●]
Herrik Shah HUF	2,29,454	7.32%	2,29,454	[●]
Shrenik Shah HUF	1,28,120	4.09%	1,28,120	[●]
<b>Promoter Group</b>				
Alkaben Shah	4,424	0.14%	4,424	[●]
Mountbaton Shah HUF	1,48,920	4.75%	1,48,920	[●]
Bhavya Shah	64,000	2.04%	64,000	[●]
<b>Total</b>	<b>31,36,000</b>	<b>100%</b>	<b>31,36,000</b>	<b>[●]</b>

15. Except as mentioned below, there were no equity shares purchased/sold by the Promoter(s) and Promoter Group, Directors of our Company and their relatives during last six months from the date of this Draft Prospectus.

Name of Shareholder	Promoters/ Promoter Group/ Director	Date of Transaction date	Number of Equity Shares Subscribed to/ Acquired/Sold	Subscribed /Acquired/ Transferred
Herrik Shah	Promoter, Chairman and Managing Director	January 13, 2024	76,667	Rights Issue
		May 10, 2024	1,30,000	Gift from Pallavi Shah
			1,82,500	Gift from Mountbaton Shah
			1,37,500	Gift from Alkaben Shah
			3,500	Gift from Mountbaton Shah HUF
June 25, 2024	2,509	Gift from Mountbaton Shah		
Shrenik Shah	Promoter and Whole-time Director	January 13, 2024	33,333	Rights Issue
		May 10, 2024	1,82,500	Gift from Mountbaton Shah
			1,37,500	Gift from Alkaben Shah
			3,500	Gift from Mountbaton Shah HUF
Herrik Shah HUF	Promoter	January 13, 2024	33,334	Rights Issue
Mountbaton Shah	Promoter Group	January 13, 2024	33,333	Rights Issue
		May 10, 2024	(1,82,500)	Gift to Herrik Shah
			(1,82,500)	Gift to Shrenik Shah
		June 25, 2024	(2,509)	Gift to Herrik Shah
Pallavi Shah	Promoter and Non-Executive Director	January 13, 2024	33,333	Rights Issue
		May 10, 2024	(1,30,000)	Gift to Herrik Shah
Alkaben Shah	Promoter Group	May 10, 2024	(1,37,500)	Gift to Herrik Shah

Name of Shareholder	Promoters/ Promoter Group/ Director	Date of Transaction date	Number of Equity Shares Subscribed to/ Acquired/Sold	Subscribed /Acquired/ Transferred
		May 10, 2024	(1,37,500)	Gift to Shrenik Shah
Mountbaton Shah HUF	Promoter Group	May 10, 2024	(3,500)	Gift to Herrik Shah
			(3,500)	Gift to ShrenikShah

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

Name	Designation	No. of Equity Shares held	% of pre issue paid up capital	% of post issue paid up capital
Herrik Shah	Chairman and Managaing Director	13,55,384	43.22%	[●]
Shrenik Shah	Whole-time Director	10,26,341	32.73%	[●]
Pallavi Shah	Non-Executive Director	1,47,357	4.70%	[●]
Mitali Shah	Chief Financial Officer	32,000	1.02%	[●]

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

## 18. Promoter Contribution and Lock-in details

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

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoter shall be locked-in for a period of three years from the date of Allotment in this Issue. As on date of this Draft Prospectus, our Promoters holds 29,18,656 Equity Shares constituting [●] % of the Post Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter's Contribution.

Our Promoters, [●], have given written consent to include [●] Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting [●] % of the post issue Equity Shares of our Company. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

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

Name Promoters	Date Allotment/ Acquisition & when made fully paid up	No of Equity shares	No of Equity shares locked in	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotm ent	% Of Post- Issue Paid- up Capital	Lock- in Period
Herrik Shah	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Shrenik Shah	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Pallavi Shah	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Mitali Shah	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Herrik Shah HUF	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Shrenik Shah HUF	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

(Note: The table had intentionally left blank. It shall be updated in the Prospectus)

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

- Equity Shares acquired three years preceding the date of this Draft Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoter Contribution.
- The Equity Shares acquired during the year preceding the date of this Draft Prospectus, at a price lower than the price at which the Equity Shares are being issued to the public in this issue is not part of the minimum promoter's contribution.
- The Equity Shares held by the Promoter and issued for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.
- The minimum Promoter Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoter under the SEBI ICDR Regulations.
- We further confirm that our Promoter Contribution of minimum 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.

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

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

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

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

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

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our 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.

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

- (a) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoter, which

are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

- (b) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
19. Neither the Company, nor its Promoters, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
  20. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Applicants will be issued fully paid-up Equity Shares.
  21. As on the date of this Draft Prospectus, the Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
  22. As on date of this Draft Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
  23. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "*Basis of Allotment*" in the chapter titled "*Issue Procedure*" beginning on page 251 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI ICDR Regulations, as amended from time to time.
  24. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
  25. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spillover, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
  26. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
  27. We have 9 (Nine) Shareholders as on the date of filing of the Draft Prospectus.
  28. As per RBI regulations, OCBs are not allowed to participate in this Issue.
  29. Our Company has not raised any bridge loans.
  30. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.

31. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
32. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
33. Our Promoters and Promoter Group will not participate in the Issue.

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue comprises a fresh issue of up to [●] Equity Shares, aggregating up to Rs. 650.00 Lakhs by our Company. Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards funding the following objects:

1. Purchase of plant & machinery for FMCG division;
2. Enhancing the visibility and awareness of our brand;
3. General corporate purposes

(Collectively, the “**Objects**”).

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us: (i) to undertake our existing business activities and other activities set out therein; and (ii) to undertake the activities proposed to be funded from the Net Proceeds.

In addition to the above-mentioned Objects, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges.

#### Net Proceeds

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

Particulars	Amount (Rs. in lakhs)
Gross proceeds of the Issue	Upto 650.00
(Less) Issue related expenses in relation to the Fresh Issue <sup>(1)</sup>	[●]
<b>Net Proceeds</b> <sup>(2)</sup>	[●]

(1) See “Issue Expenses” on page 78.

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

#### Requirement of funds and utilization of Net Proceeds

The Net Proceeds are proposed to be utilized in accordance with the details provided in the following table:

Particulars	Amount (Rs. in lakhs)
Purchase of plant & machinery for FMCG division	Upto 359.00
Enhancing the visibility and awareness of our brand	Upto 50.00
General corporate purposes*	[●]
Net Issue Proceeds	[●]

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

#### Proposed schedule of implementation and deployment of Net Proceeds

S. No.	Particulars	Total estimated amount / expenditure	Amount deployed as on June 30, 2024	Estimated utilization from Net Proceeds in Financial Year 2025	Estimated utilization from Net Proceeds in Financial Year 2026
1.	Purchase of plant & machinery for FMCG division	Upto 359.00	-	359.00	-
2.	Enhancing the visibility and awareness of our brand	Upto 50.00	-	Upto 20.00	Upto 30.00
3.	General corporate purposes*	[●]	-	[●]	
	Total Net Proceeds	[●]	-	[●]	

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

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates, current and valid quotations from vendors and other commercial factors. However, such fund requirements and deployment of funds have not been appraised by any bank or financial institution. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy, competition, and other external factors such as changes in the business environment, market conditions, regulatory frameworks and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure, deployment schedule and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

Further, in case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Fresh Issue. In the event that the estimated utilisation of the Net Proceeds in a Financial Year is not completely met, due to the reasons stated above, the same shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue in accordance with the SEBI ICDR Regulation.

#### **Means of finance**

We propose to fund the requirements of the Objects detailed above entirely from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing identifiable internal accruals as required under Regulation 230(1)(e) the SEBI ICDR Regulations.

#### **DETAILS OF USE OF ISSUE PROCEEDS:**

##### **1. Purchase of plant & machinery for FMCG division**

As on the date of this Draft Prospectus, we have a manufacturing facility producing freeze dried and frozen products located in Ankleshwar, Gujarat. As on March 31, 2024 our manufacturing facility was working at the capacity of 77.00%. We intend to strengthen our position in the Industry by serving the growing demand of our products across borders.

We aim to continue investing in existing manufacturing equipment and technologies to build new capabilities to support the production of our portfolio of products. As part of such investment, we will incur expenditure towards purchase of various types of equipment. Our Company proposes to purchase new machinery with the objective of improving the quality and efficiency of our deliverables to our customers. The proposed capital expenditure for purchase of new machinery is expected to have a positive impact on our ability to compete in the market. It will enhance our capabilities to meet the growing demand. Furthermore, the integration of these new machines into our operations will make our business processes more efficient and effective. For further details, see "*Our Business – Our Business Strategies*" on page 105. We propose to utilise an estimated amount of Rs. 359.00 Lakhs from the Net Proceeds towards purchase of new machinery which is proposed to be undertaken from the Net Proceeds of the Fresh Issue.

Our Company has identified the machinery to be purchased and obtained quotations from respective vendors. The details and total estimated cost towards purchasing machinery for the capital expenditure are set forth in the table below:

*Estimated Cost*

The table below sets forth the break-up of the total estimated costs for the purchase of equipment:



S. No.	Item	Name of Vendor	Date of Quotation <sup>#</sup>	Quantity (Nos.)	Cost per unit <sup>@</sup> (in ₹ Lakhs)	Total estimated costs (in ₹ Lakhs)	Amount proposed to be funded from the Net Proceeds (in ₹ Lakhs)
<b>Business vertical: FMCG (Freeze dried and Frozen Products)</b>							
1.	FREEZE DRYER SYSTEM HMD 20	Hindustan Electromagnetics	July 22, 2024	2	93.00	186.00	186.00
2.	FREEZE DRYER SYSTEM HMD 40	Hindustan Electromagnetics	July 22, 2024	1	173.00	173.00	173.00
<b>Total</b>						<b>359.00</b>	<b>359.00</b>

<sup>@</sup> The amount included in the quotation does not include certain additional charges, inter alia taxes, freight, transportation, duties and levies which may be payable by the Company under applicable law. The Company will bear the cost of such additional charges, as applicable, out of its internal accruals.

<sup>#</sup>All quotations are valid for at least six months from the date of quotations.

#### Description of Machinery

S. No.	Item	Description of machinery/equipment	Capacity Utilisation	Purpose
<b>A Business vertical: FMCG (Freeze dried and Frozen Products)</b>				
1	FREEZE DRYER SYSTEM	HMD 20 SS machine with 200 kg blast freezer	Machine can process 200 kg fruits within 8 to 12 Hr Total Capacity of Machine : 120 Ton Input material per year	Freeze dried product manufacturing
2	FREEZE DRYER SYSTEM	HMD 40 machine with Accessories	Machine can process 400 kg fruits within 8 to 12 Hr Total Capacity of Machine : 220 Ton Input material per year	Freeze dried product manufacturing

All quotations mentioned above are received from the vendor and are valid as on the date of this Draft Prospectus. However, we are yet to place any orders for such equipment. We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. No second-hand or used machinery are proposed to be purchased out of the Net Proceeds. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as may be considered appropriate, according to the business requirements, subject to the total amount to be utilized towards purchase of such new machinery not exceeding Rs. 359.00 Lakhs.

## 2. Enhancing the visibility and awareness of our brand

We own the “FzyEzy” brand and “Hamps” brands. Our owned brands play a key role in increasing the assortment of products for our consumers and have a high recall and function as independent brands. The manufacturing for FzyEzy brand is carried out at our manufacturing unit and marketing and distribution of Hamps brand is done through our distributors. For further details, see “Our Business” on page 103.

With the aim of customer acquisition and retention, we have historically expended significantly towards marketing and promotions to enhance the visibility of all our brands. This consists of general advertising, marketing and branding initiatives on digital and offline platforms. For the financial year 2023-24, our marketing and advertisement expense was ₹ 31.73 Lakhs aggregating to 4.90% and 5.42% as a percentage of

revenue from operations and total expenses respectively. Over the years, as our business has grown, our marketing strategies to widen our customer base have evolved.

In light of the above, we intend to continue our focus on marketing and promotional activities with the objective of reaching out to new as well as existing consumers, strengthen our engagement with them as well as promote our owned brands and in turn strengthen our existing brands and also establish and promote our brands. We plan in expanding our marketing presence to capture shifts in consumers' media consumption habits, to increase our brands' awareness and brand affinity to attract more consumers. We intend to utilize upto Rs. 50.00 Lakhs from the Net Proceeds towards funding our future customer acquisition and marketing initiatives.

Maintaining and improving our marketing strategies involve expenditures which may be disproportionate to the revenue generated and customer acquired. If consumer conversion rates are not commensurate with our expenditure, our expenditure may be disproportionate to our returns on such marketing investments. For further details, see Risk Factor Number 38 - *"If we fail to acquire new consumers or fail to do so in a cost-effective manner, we may not be able to increase revenue or maintain profitability"* in the chapter titled *"Risk Factors"* at page 23 of this Draft Prospectus.

### General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Net Proceeds aggregating Rs. [●] lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, initial development costs for new products, meeting operating expenses, working capital requirements, strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of our Board, shall have flexibility in utilizing surplus amounts, if any. In addition to the above, our Company may utilize the balance Net Proceeds towards any other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Draft Red Herring Prospectus, shall not exceed 25% of the Gross Proceeds raised by our Company through this Issue.

### Issue related expenses

The total expenses of the Issue are estimated to be approximately Rs. [●] lakhs. The Issue related expenses primarily include fees payable to the Lead Manager and legal counsel, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Bank's fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. The break-up of the estimated Issue expenses is set forth below:

Activity	Estimated Expense * (Rs. in lakhs)	As a % of total estimated Issue related expenses	As a % of Issue size
BRLM fees (including underwriting, brokerage and selling commission)	[●]	[●]	[●]
Commission / processing fee for SCSBs, Sponsor Bank and Bankers to the Issue. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs. **	[●]	[●]	[●]
Fees payable to Registrar to the Issue	[●]	[●]	[●]
Fees payable to auditors, market research firms and other consultants / professionals	[●]	[●]	[●]

Activity	Estimated Expense * (Rs. in lakhs)	As a % of total estimated Issue related expenses	As a % of Issue size
Other Expenses			
• Listing fees, SEBI Fees, upload fees, NSE and BSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
• Printing and Stationery	[●]	[●]	[●]
• Advertising and Marketing expenses	[●]	[●]	[●]
• Fees payable to Legal Advisors to the Issue	[●]	[●]	[●]
• Miscellaneous	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	[●]	[●]	[●]

\* Issue expenses include taxes, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.

\*\* Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured and uploaded by the SCSBs, would be as follows:

Portion for Retail Individual Bidders <sup>^</sup>	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Bidders <sup>^</sup>	[●]% of the Amount Allotted (plus applicable taxes)

<sup>^</sup> Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

No additional bidding charges shall be payable by the Company to the SCSBs on the applications directly procured by them. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

Processing fees payable to the SCSBs on the portion for Retail Individual Bidder and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / RTAs / CDPs and submitted to SCSB for blocking would be as follows:

Portion for Retail Individual Bidders <sup>^</sup>	Rs. [●] per valid Bid cum Application Form (plus applicable taxes)*
Portion for Non-Institutional Bidders <sup>^</sup>	Rs. [●] per valid Bid cum Application Form (plus applicable taxes)*

\* For each valid application

Notwithstanding anything contained above, the total processing fee payable under this clause will not exceed Rs. [●] lakhs (plus applicable taxes) and in case if the total processing fees exceeds Rs. [●] lakhs (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of Retail Individual Investors and Non-Institutional Investors, as applicable.

Brokerage, selling commission and processing/ uploading charges on the portion for Retail Individual Investors and Non-Institutional Investors (excluding UPI Bids) which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their sub-Syndicate members) would be as follows:

Portion for Retail Individual Bidders <sup>^</sup>	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Bidders <sup>^</sup>	[●]% of the Amount Allotted (plus applicable taxes)

<sup>^</sup> Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

The selling commission payable to the Syndicate/sub-Syndicate members will be determined (i) for RIIs, NIIs (up to Rs. [●] lakhs) on the basis of the application form number/series, provided that the application is also bid by the respective Syndicate/sub-Syndicate member. For clarification, if a Syndicate ASBA application on the application form number/series of a Syndicate/sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/sub-Syndicate member; (ii) for NIIs (above Rs. [●] lakhs), Syndicate ASBA Form bearing SM code and sub-Syndicate code of the application form submitted to SCSBs for blocking of the fund and uploading on the exchange platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the Syndicate / sub-Syndicate members and not the SCSB.

Bidding charges payable to members of the Syndicate (including their sub-Syndicate members) on the applications made using 3-in-1 accounts would be Rs. 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub- Syndicate members). Bidding charges payable to SCSBs on the QIB Portion and NIIs (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be Rs. [●] per valid application (plus applicable taxes).

Bidding charges payable on the application made using 3-in-1 accounts will be subject to a maximum cap of Rs. [●] lakhs (plus applicable taxes), in case if the total processing fees exceeds Rs. [●] lakhs (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of Retail Individual Investors and Non-Institutional Investors, as applicable.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

Selling commission/ bidding charges payable to the Registered Brokers on the portion for Retail Individual Investors and Non-Institutional Investor which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Bidders^	Rs. [●] per valid Bid cum Application Form (plus applicable taxes)*
Portion for Non-Institutional Bidders^	Rs. [●] per valid Bid cum Application Form (plus applicable taxes)*

\* For each valid application.

The Processing fees for applications made by Retail Individual Bidders or Individual investors bidding under the Non-Institutional Portion for an amount of more than Rs. [●] lakhs and up to Rs. [●] lakhs using the UPI Mechanism would be as follows:

[●]	Rs. [●] per valid Bid cum Application Form* (plus applicable taxes)  The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.
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\* For each valid application.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public issuing (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / sub-Syndicate Member shall not be able to Bid the Application Form above Rs. 5 lakhs and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid-cum-application form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for RIB and NIB bids up to Rs. 5 lakhs will not be eligible for brokerage.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

#### **Interim use of the Net Proceeds**

Our Company, in accordance with the applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described in this section, our Company may temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

#### **Appraising entity**

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

#### **Bridge financing facilities**

Our Company has not raised any bridge loans from any bank or financial institution as of the date of the Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

#### **Monitoring of utilisation of funds**

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakhs, under the SEBI ICDR Regulations it is not mandatory for us to appoint a monitoring agency.

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

#### **Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoter or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

#### **Other confirmations**

No part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of our Promoter Group, our Directors, or Key Managerial Personnel, Senior Management or Group Companies. Our Company has not entered into or is not planning to enter into any arrangement / agreements with our Directors, our Promoters, the members of our Promoter Group, the Key Managerial Personnel or Senior Management in relation to the utilization of the Net Proceeds of the Issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects of the Issue as set out above.

## BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the LM on the basis of an assessment of market demand for the Equity Shares issued through the fixed price method and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price is [●] times of the face value.

Investors should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 23, 157, 207 and 103 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

### Qualitative Factors

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

- Expert Leadership and Industry Experience driving Strategic Business Growth
- Distribution Network with Expansive E-Retailing Presence:
- Wide and diversified range of products
- Diversified, global customer base with long standing relationships
- Wide Geographical Presence
- Brand Identity
- Quality Assurance

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Our Business” beginning on page 103 of this Draft Prospectus.

### Quantitative Factors

The information presented in this chapter is derived from company’s Restated Financial Statements for the financial year ended March 31 2024, 2023 and 2022 prepared in accordance with Indian GAAP. For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 157 of this Draft 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 / (Loss) Per Share (“EPS”)

As per Restated Financial Statements – Post Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2024	1.70	3
March 31, 2023	1.34	2
March 31, 2022	0.45	1
<b>Weighted Average</b>		<b>1.37</b>

Notes:

(1) Basic and Diluted EPS is computed in accordance with Accounting Standard 20, notified under the Companies (Accounting Standards) Rules, 2006 (as amended) read with the requirements of SEBI ICDR Regulations.

(2) Basic and diluted EPS is calculated as Profit/(loss) for the year/period attributable to Equity shareholders divided by the adjusted weighted average number equity shares outstanding during the year/period.

#### 2. Price Earnings Ratio (“P/E”) in relation to the Issue Price of [●]/- per share of ₹ 10/- each fully paid-up – Post Bonus.

Particulars	P/E (number of times)
<b>Based on Restated Financial Statements – Post Bonus</b>	
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[●]
<b>Industry P/E Ratio*</b>	
Highest	NA
Lowest	NA
Average	NA

\*Industry PE not applicable as there is no identified peers.

### 3. Return on Net worth (RoNW) As per Restated Financial Statements

Particulars	RONW (%)	Weights
March 31, 2024	14.84%	3
March 31, 2023	26.34 %	2
March 31, 2022	12.08 %	1
<b>Weighted Average</b>		<b>18.21 %</b>

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

### 4. Net Asset Value (NAV)

*As per Restated Financial Statements – Post Bonus*

Financial Year	NAV (₹)
March 31, 2024	17.22
March 31, 2023	9.09
March 31, 2022	6.70
Net Asset Value per Equity Share after the Issue at Issue Price	[●]
Issue Price*	[●]

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

\*Issue Price shall be updated in the Prospectus prior to opening the Issue.

### 5. Comparison of Accounting Ratios with Industry Peers

There are no listed companies in India that are engaged in a diverse business segments in which we operate or of a comparable size to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company. However, segment wise the following peer companies are listed:

For Pharma: Mono Pharmicare Limited and Chandra Bhagat Pharma Limited

For FMCG – FDFP – Flex Foods Limited

### 6. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 27, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Prospectus. Further, the KPIs herein have been certified by M/s MGVS & Associates, by their certificate dated July 27, 2024.

The KPIs of our Company have been disclosed in the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 103 and 207 of this Draft Prospectus, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page 2 of this Draft Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Issue as per the disclosure made in the chapter titled “Objects of the Issue” on page 75, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

### Key Performance Indicators of our Company

(₹ in Lakhs except percentages)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations	647.53	557.81	534.05
Revenue CAGR <sup>(1)</sup>	10.11%		
Total Revenue	650.13	558.49	534.46
EBITDA <sup>(2)</sup>	117.73	86.63	61.54
EBITDA Margin (%) <sup>(3)</sup>	18.18%	15.53%	11.52 %
PAT	50.07	35.90	12.15
PAT Margin (%) <sup>(4)</sup>	7.73%	6.44 %	2.28%
Net Worth <sup>(5)</sup>	337.42	136.30	100.57
Debt To Equity Ratio <sup>(6)</sup>	0.31	1.27	2.03
RONW (%) <sup>(7)</sup>	14.84%	26.34%	12.08%
EPS (Basic & Diluted) <sup>(8)</sup>	1.70	1.34	0.45

**Notes:** As certified by M/s MGVS & Associates., Chartered Accountants through their certificate dated July 27, 2024

#### Explanation of KPIS:

- (1) Revenue CAGR is calculated by dividing the Revenue from operation for the FY 2024 by the Revenue from operation for the FY 2022, raising it to the power of one divided by the number of compounding periods i.e. 2 years, and subtracting by one
- (2) 'EBITDA' is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income
- (3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.
- (4) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
- (5) Net Worth is calculated by subtracting a company's Total Liabilities from its Total Assets
- (6) Debt Equity Ratio is calculated as Total debt divided by total shareholders' Equity
- (7) Return on Networth is calculated as companies PAT divided by the company Total Shareholders' Equity (Networth)
- (8) Earnings Per Share (Basic) is calculated as PAT divided by the Weighted average no. of Shares

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 103 and 207, respectively

#### Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

S.No.	Key Performance Indicator	Explanation
1.	Revenue from Operations	Used to track the revenue profile of the business and in turn helps us assess the overall financial performance of our Company and size of our business.
2.	Revenue CAGR	Used to track the annualised growth rate of our revenue over a specific period, and is a measure of growth in business
3.	Total Revenue	Used to track the total revenue profile of the business and in turn helps us assess the overall financial performance of our Company and size of our business.
4.	EBITDA	Used to track the operating performance of our Company
5.	EBITDA Margin	Used to track operating efficiency and profitability of our Company
6.	PAT	Used to track the profitability of our business
7.	PAT Margin	Used to track the profitability and financial performance of our business
8.	Net Worth	Used to track our financial position
9.	Debt To Equity Ratio	Used to track our financial leverage and related risk
10.	Return on Networth	Used to measure the profitability and effectiveness of equity investments by shareholder



S.No.	Key Performance Indicator	Explanation
11.	EPS (Basic)	Used to track our profit per outstanding equity share, without accounting for any potential dilution
12.	EPS (Diluted)	Used to track our profit per outstanding equity share, accounting for any potential dilution from instruments that could be converted into or result in new equity shares

#### **Comparison of KPI with Listed Industry Peers**

There are no listed companies in India that are engaged in a business segments in which we operate and size of the business similar to that of our Company accordingly it is not possible to provide an industry comparison in relation to our Company.

#### **7. Justification for Basis for Issue price**

##### **a. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares**

Except as mentioned below, there have been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this Draft Prospectus, excluding the shares issued under the ESOP Schemes and issuance of bonus shares, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of Allotment	No. of Equity Shares allotted	Transaction as a % of fully diluted capital of the Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested)	Total Consideration (₹ in Lakhs)
April 24, 2023	2,50,000	7.97	25.00
January 13, 2024	2,10,000	6.70	126.00
Weighted Average cost of Acquisition			<b>32.83</b>

\* As certified by M/s MGVS & Associates., Chartered Accountants through their certificate dated July 27, 2024.

**b. The price per share of our Company based on the secondary sale / acquisition of shares (equity shares) or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Selling Shareholders, members of the Promoter Group or other Shareholders with rights to nominate directors during the 18 months preceding the date of filing of the DRHP/ RHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”**

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

Name of the Acquirer / Transferee	Name of the transferor	Details of transferor(Promoter / members of Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s))	Date of acquisition/transfer of Equity Shares or convertible securities	Number of Equity Shares of face value of ₹10 each or convertible securities acquired	Price per Equity Share or convertible securities (in ₹)*	Transaction as a % of fully diluted capital of the Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested)
Herrick Shah	Pallavi Shah	Promoter	May 10, 2024	1,30,000	Nil	4.15%
Herrick Shah	Mountbaton Shah	Promoter	May 10, 2024	1,82,500	Nil	4.15%
Herrick Shah	Alkaben Shah	Promoter	May 10, 2024	1,37,500	Nil	4.15%
Herrick Shah	Mountbaton Shah HUF	Promoter	May 10, 2024	3,500	Nil	4.15%
Herrick Shah	Mountbaton Shah	Promoter	June 25, 2024	2509	Nil	4.15%
Shrenik Shah	Mountbaton Shah	Promoter	May 10, 2024	1,82,500	Nil	4.15%
Shrenik Shah	Alkaben Shah	Promoter	May 10, 2024	1,37,500	Nil	4.15%
Shrenik Shah	Mountbaton Shah HUF	Promoter	May 10, 2024	3,500	Nil	4.15%
<b>Weighted average cost of acquisition (WACA) Secondary issuances (in ₹ per Equity Share)</b>						<b>Nil</b>

\*Secondary sale of shares occurred pursuant to Gift

\* As certified by M/s MGVS & Associates., Chartered Accountants through their certificate dated July 27, 2024.

Since there is an eligible transaction of our Company reported in (b) above in accordance with paragraph (9)(K)(4)(b) of the SEBI ICDR Regulations, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoters/Promoter Group entities, Selling Shareholders or Shareholders having the right to nominate director on the Board are a party to the transaction) not older than 3 years prior to the date of filing of this Draft Prospectus has not been computed.

- c. **The Issue Price is [●] times the weighted average cost of acquisition (“WACA”) at which the Equity Shares were issued by our Company, or acquired or sold by the Selling Shareholders, members of the Promoter Group or other Shareholder(s) with rights to nominate directors are disclosed below**

Based on the disclosures in (a) above, the weighted average cost of acquisition of Equity Shares as compared with the Issue Price is set forth below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Issue Price (₹[●]/-)
Weighted average cost of acquisition of primary issuances	32.83	[●]
Weighted average cost of acquisition for secondary transactions	Nil	[●]

8. ***Explanation for Issue Price being [●] times of weighted average cost of acquisition of secondary issuance price of Equity Shares (set out in 7(d) above) along with our Company’s key performance indicators and financial ratios and in view of external factors for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.***

[●]\*

*\*To be included on finalisation of Issue Price and updated in the Prospectus.*

9. ***The Issue Price is [●] times of the face value of the equity shares***

The face value of our share is ₹ 10/- per share and the Issue Price is of ₹ [●]/- per share are [●] times of the face value. Our Company and in consultation with the Lead Manager believes that the Issue Price of ₹ [●]/- per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled “*Risk Factors*” beginning on page 23 of this Draft Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “*Restated Financial Statements*” beginning on page 157 of this Draft Prospectus.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
The Board of Directors,  
**M/s. Hamps Bio Limited,**  
**2900/112, GIDC, Near Atul Limited,**  
**Ankleshwar, Gujarat-393002**

Dear Sir,

**Sub: Statement of possible special tax benefits available to M/s. Hamps Bio Limited (“the Company”) and its shareholders under direct and indirect tax laws**

We refer to the proposed Rights Issue of equity shares (the “Offer”) of the Company. We enclose herewith the annexure showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the “GST Act”), the Customs Act, 1962 and the Customs Tariff Act, 1975, (collectively the “Taxation Laws”) including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2024-25 relevant to the financial year 2023-24 for inclusion in the Draft Prospectus (“DP”) for the proposed offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”).

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of taxation laws. Hence, the ability of the Company or its shareholders to derive these tax benefits is dependent upon their fulfilling such conditions.

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

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

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

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the DP for the proposed public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

### **LIMITATIONS**

*Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views is based on the 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 interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.*

*This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the Issue).*

**For MGVS AND ASSOCIATES**  
**Chartered Accountants**  
**FRN: 0140555W**

**CA MUBASSIR GODIL**  
**(Partner)**  
**M. No. : 164503**  
**Place: Ankelshwar**  
**UDIN: 24164503BKDKLT9771**  
**Date: July 07, 2024**

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

### **Direct Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 ('the Act'), as amended by Finance Act, 2022 i.e., applicable for Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India

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

Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of tax of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company has represented to us that it has applied section 115BAA for the assessment year 2024-25.

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

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

### **Indirect Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/ Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("GST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law") and Foreign Trade Policy 2015-2020 ("FTP") (collectively referred as "Indirect Tax").

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

There are no special tax benefits available to the Company under GST law.

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

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax.

## SECTION VI – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*The information in this section includes extracts from publicly available information, data, and statistics and has been derived from various government publications and industry sources. Neither we, the Lead Manager nor 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" on pages 23 and 157, respectively. An investment in Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in Equity Shares, please see the section 'Risk Factors' on page 23. Accordingly, investment decisions should not be based on such information.*

### GLOBAL ECONOMIC OVERVIEW

Global growth is forecast to slow from 3.5 percent in 2022 to 3.0 percent in 2023 and 2.9 percent in 2024. For advanced economies, the expected slowdown is from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024, amid stronger-than-expected US momentum but weaker-than-expected growth in the euro area. Emerging market and developing economies are projected to have growth modestly decline, from 4.1 percent in 2022 to 4.0 percent in both 2023 and 2024, with a downward revision of 0.1 percentage point in 2024, reflecting the property sector crisis in China. Forecasts for global growth over the medium term, at 3.1 percent, are at their lowest in decades, and prospects for countries to catch up to higher living standards are weak. Global inflation is forecast to decline steadily, from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024. But the forecasts for 2023 and 2024 are revised up by 0.1 percentage point and 0.6 percentage point, respectively, and inflation is not expected to return to target until 2025 in most cases.

Despite signs of economic resilience earlier this year and progress in reducing headline inflation, economic activity is still generally falling short of pre-pandemic projections, especially in emerging markets and developing economies. The strongest recovery among major economies has been in the United States, where GDP in 2023 is estimated to exceed its pre-pandemic path. In China, the pandemic-related slowdown in 2022 and the property sector crisis contribute to the larger output losses of about 4.2 percent, compared with pre pandemic predictions. Other emerging markets and developing economies have seen even weaker recoveries, especially low-income countries, where output losses average more than 6.5 percent.

#### Global trade

Global trade in goods and services was virtually flat in 2023, growing by an estimated 0.2 percent—the slowest expansion outside global recessions in the past 50 years. Goods trade contracted last year, reflecting declines in key advanced economies and deceleration in EMDEs, and mirroring the sharp slowdown in the growth of global industrial production. This marked the first sustained contraction in goods trade outside a global recession in the past 20 years (figure 1.3.A). Reflecting stagnant goods trade and fading pandemic-era disruptions, global supply chain pressures have returned to pre-pandemic averages after receding to record lows in mid-2023. Services trade slowed in the second half of 2023, following an initial rebound from the pandemic (figure 1.3.B).

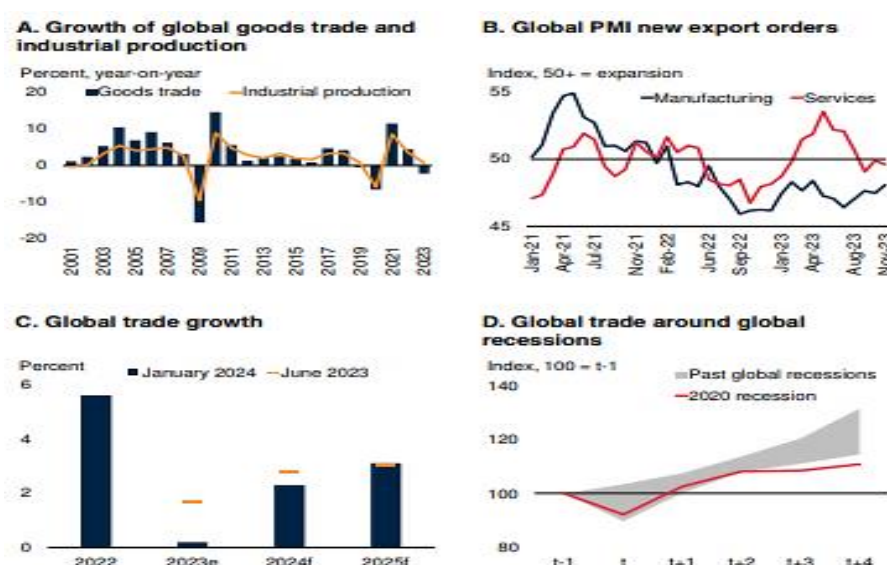
After lagging the pace of global growth in 2023, global trade is projected to pick up to 2.3 percent in 2024, mirroring projected growth in global output (figure 1.3.C). This reflects a partial normalization of trade patterns following exceptional weakness last year (WTO 2023). Goods trade is envisaged to start expanding again, while the contribution of services to total trade growth is expected to decrease, aligning more closely with the trade composition patterns observed before the pandemic. However, in the near term, the responsiveness of global trade to global output is expected to remain lower than before the pandemic, reflecting subdued investment growth. This is because investment tends to be more trade-intensive than other types of expenditures. Global tourist arrivals are expected to return to pre-pandemic levels in 2024, although the recovery is set to lag in some countries

where reopening was delayed.

The global trade growth forecast for 2024 has been revised down by 0.5 percentage point since June, reflecting weaker-than-expected growth in China and in global investment. As a result, the recovery of trade now projected for 2021-24 is the weakest following a global recession in the past half century (figure 1.3.D).

**FIGURE 1.3 Global trade**

*Global goods trade contracted in 2023, marking the first annual decline outside of global recessions in the past 20 years. Services trade growth slowed in the second half of last year, following an initial rebound from the pandemic. After stagnating in 2023, global trade in goods and services is projected to grow by 2.3 percent in 2024. The recovery in global trade in 2021-24 is projected to be the weakest following a global recession in the past half century.*



Sources: CPB Netherlands Bureau for Economic Policy Analysis; Haver Analytics; World Bank.

Note: e = estimate; f = forecast.

A. Panel shows goods trade volumes and industrial production, based on the first 10 months of data in each year for comparability purposes. Last observation is October 2023.

B. Panel shows manufacturing and services subcomponents of the global purchasing managers' index (PMI) new export orders series. PMI readings above (below) 50 indicate expansion (contraction). Last observation is November 2023.

C. Trade in goods and services is measured as the average of export and import volumes. "June 2023" refers to the forecasts presented in the June 2023 edition of the Global Economic Prospects report.

D. Panel shows global trade recovery after global recessions. Year "t" denotes the year of the global recessions: 1975, 1982, 1991, 2009, and 2020. Past global recessions show the range for the four global recessions prior to 2020.

Geopolitical uncertainty, especially in light of ongoing armed conflicts, and the possibility of a more protracted slowdown in China pose downside risks to the trade outlook. Another downside risk arises from the possibility of further measures to restrict international trade. The recent increase in the use of restrictive trade policies, as well as subsidies and industrial policies aimed at localizing production, has accelerated the reshoring of activities by U.S. and European Union (EU) multinationals, although some of this reflects a desire by firms to diversify sourcing to reduce exposure to adverse shocks (Aiyar, Presbitero, and Ruta 2023; Freund et al. 2023). Continuation of this trend could result in more fragmented supply chains and slower trade growth than projected in the baseline

### Global inflation

Global headline consumer price inflation declined substantially in 2023 (figure 1.5.A). Moderating energy and food price inflation, along with slowing consumer demand for goods and the recovery of global supply chains, exerted significant downward pressure on goods inflation. Nonetheless, inflation remains above targets in most advanced economies and in about half of inflation-targeting EMDEs (figure 1.5.B). In the major advanced

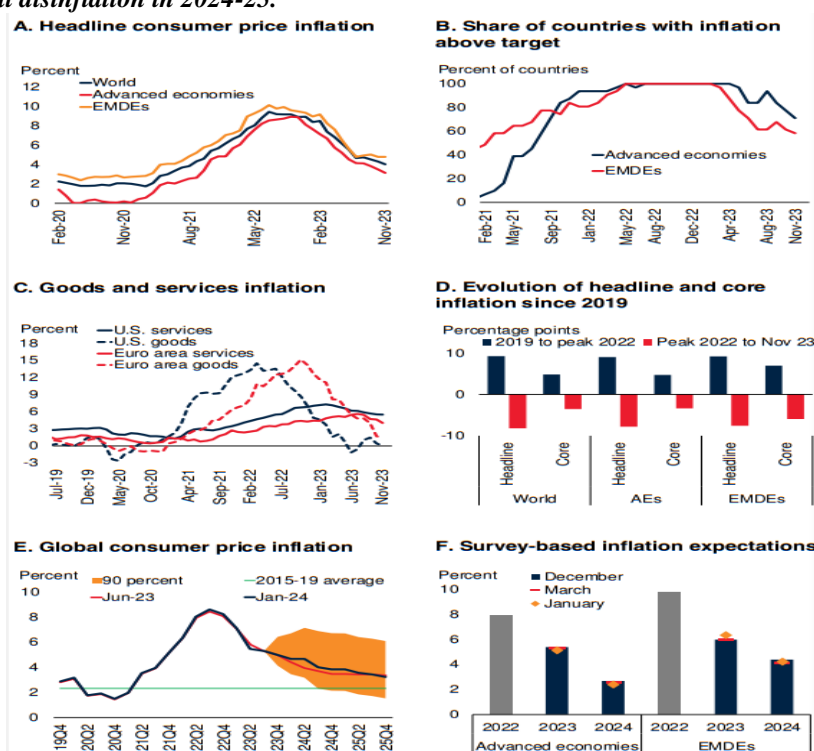


economies, the rotation of demand from goods to services continued. Declining goods inflation amid easing import prices was partly offset, however, by persistent services inflation tied to tight domestic labor markets (figure 1.5.C). As a result, core inflation, which surged less than headline inflation in 2021-22, has also declined less since its 2022 peak (figure 1.5.D).

The decline in core inflation has proceeded under markedly different growth conditions across countries. In the United States, disinflation has occurred alongside resilient activity and low unemployment, thanks partly to increasing labor supply, improving supply chains, and falling oil prices. The decline in the euro area inflation was accompanied by weak growth, reflecting the negative supply shocks from earlier sharp energy price increases. In most EMDEs, headline and core inflation receded last year as growth weakened. Nevertheless, in countries facing financial stress, inflation remained very high, in association with currency depreciations.

**FIGURE 1.5 Global inflation**

*Global headline consumer price inflation declined substantially in 2023 but remains above target in most inflation-targeting advanced economies and about half of inflation-targeting EMDEs. In major advanced economies, a notable fall in goods inflation was offset by persistent services inflation. Global headline inflation is projected to moderate further over 2024-25, with core inflation slowing and commodity prices declining, but to remain above its pre-pandemic average beyond 2024. Survey-based inflation expectations are consistent with continued gradual disinflation in 2024-25.*



Sources: AREAER (database); Consensus Economics; Eurostat; Federal Reserve Bank of St. Louis; Haver Analytics; Oxford Economics; World Bank.

Note: AEs = advanced economies; CPI = consumer price index; EMDEs = emerging market and developing economies.

- A. Panel shows median year-on-year headline inflation. Sample includes 35 advanced economies and up to 100 EMDEs. Last observation is November 2023.
- B. Panel shows the share of economies with inflation-targeting frameworks where year-on-year inflation is more than 0.5 percentage point above target (or the midpoint of the target range). Last observation is November 2023.
- C. U.S. goods inflation is the weighted average of durables and non-durables inflation, with their respective shares in the CPI basket as the weights. Last observation is November 2023.
- D. Panel shows the percentage point difference in the median 6-month annualized inflation rates from the average 2019 level to the peak in 2022, and from the peak to November 2023.
- E. Model-based GDP-weighted projections of year-on-year country-level CPI inflation using Oxford Economics' Global Economic Model, using global oil price forecasts from table 1.1. The 90 percent uncertainty bands constructed from the distribution of forecast errors for total CPI from Consensus Economics for an unbalanced panel of 18 economies.
- F. Panel shows median headline CPI inflation expectations for 32 advanced economies and 51 EMDEs derived from Consensus Economics surveys in respective months of 2023.

In 2024-25, global inflation is expected to decline further, underpinned by the projected weakness in global demand growth and slightly lower commodity prices. Subdued demand reflects the effects of tight monetary and credit conditions and softening labor markets. Thus, global headline inflation, on a year-on-year basis, is forecast to recede to 3.7 percent in 2024 and 3.4 percent in 2025—still above the pre-pandemic (2015-19) average but closer to central bank inflation targets (figure 1.5.E). Surveys of inflation expectations similarly suggest a steady decline in inflation, but to levels in 2024 that are still higher than prepandemic averages (figure 1.5.F). In particular, Consensus forecasts indicate lower inflation this year than last in 85 percent of EMDEs.

*(Source: World Bank/Global Economic Prospectus/ Jaanuary 2024)*

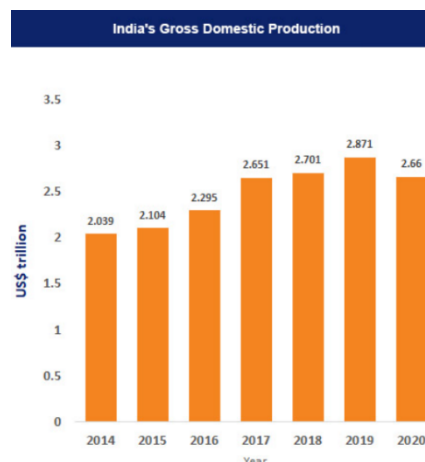
## INDIAN ECONOMIC OVERVIEW

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 295.36 lakh crores (US\$ 3.54 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government’s continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-June 2025, India’s exports stood at US\$ 109.11 billion, with Engineering Goods (25.35%), Petroleum Products (18.33%) and electronic goods (7.73%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

## MARKET SIZE

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, ‘Panchamrit’. Moreover, India ranked 3rd in the renewable energy country attractive index.



According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India’s current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 23.2 billion for the 2023-24 compared to US\$ 67.0 billion or 2.0% of GDP in the preceding year. This was largely due to decrease in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India’s trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

## RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of July 5, 2024, India's foreign exchange reserves stood at US\$ 657.15 billion.
- In May 2024, India saw a total of US\$ 6.9 billion in PE-VC investments.
- Merchandise exports in June 2024 stood at US\$ 35.20 billion, with total merchandise exports of US\$ 109.96 billion during the period of April 2024 to June 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3<sup>rd</sup> position in the global number of scientific publications.
- In June 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.74 lakh crore (US\$ 20.83 billion) vs Rs. 1.73 lakh crore (US\$ 20.71 billion)
- Between April 2000–March 2024, cumulative FDI equity inflows to India stood at US\$ 97 billion.
- In May 2024, the overall IIP (Index of Industrial Production) stood at 154.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 136.5, 149.7 and 229.3, respectively, in May 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.08% (Provisional) for June 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15<sup>th</sup> July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

## ROAD AHEAD

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy,

and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

## **PHARMACEUTICLE INDUSTRY**

India is the largest provider of generic drugs globally and is known for its affordable vaccines and generic medications. The Indian Pharmaceutical industry is currently ranked third in pharmaceutical production by volume after evolving over time into a thriving industry growing at a CAGR of 9.43% since the past nine years. Generic drugs, over-the-counter medications, bulk drugs, vaccines, contract research & manufacturing, biosimilars, and biologics are some of the major segments of the Indian pharma industry. India has the most number of pharmaceutical manufacturing facilities that are in compliance with the US Food and Drug Administration (USFDA) and has 500 API producers that make for around 8% of the worldwide API market.

Indian pharmaceutical sector supplies over 50% of global demand for various vaccines, 40% of generic demand in the US and 25% of all medicine in the UK. The domestic pharmaceutical industry includes a network of 3,000 drug companies and ~10,500 manufacturing units. India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers with a potential to steer the industry ahead to greater heights. Presently, over 80% of the antiretroviral drugs used globally to combat AIDS (Acquired Immune Deficiency Syndrome) are supplied by Indian pharmaceutical firms. India is rightfully known as the "pharmacy of the world" due to the low cost and high quality of its medicines.

Indian pharmaceutical industry is known for its generic medicines and low-cost vaccines globally. Transformed over the years as a vibrant sector, presently Indian Pharma ranks third in pharmaceutical production by volume. The Pharmaceutical industry in India is the third largest in the world in terms of volume and 14th largest in terms of value. The Pharma sector currently contributes to around 1.72% of the country's GDP.

According to a recent EY FICCI report, as there has been a growing consensus over providing new innovative therapies to patients, Indian pharmaceutical market is estimated to touch US\$ 130 billion in value by the end of 2030. Meanwhile, the global market size of pharmaceutical products is estimated to cross over the US\$ 1 trillion mark in 2023.

### **Market Size**

Market size of India pharmaceuticals industry is expected to reach US\$ 65 billion by 2024, and ~US\$ 130 billion by 2030. According to the government data, the Indian pharmaceutical industry is worth approximately US\$ 50 billion with over US\$ 25 billion of the value coming from exports. About 20% of the global exports in generic drugs are met by India.

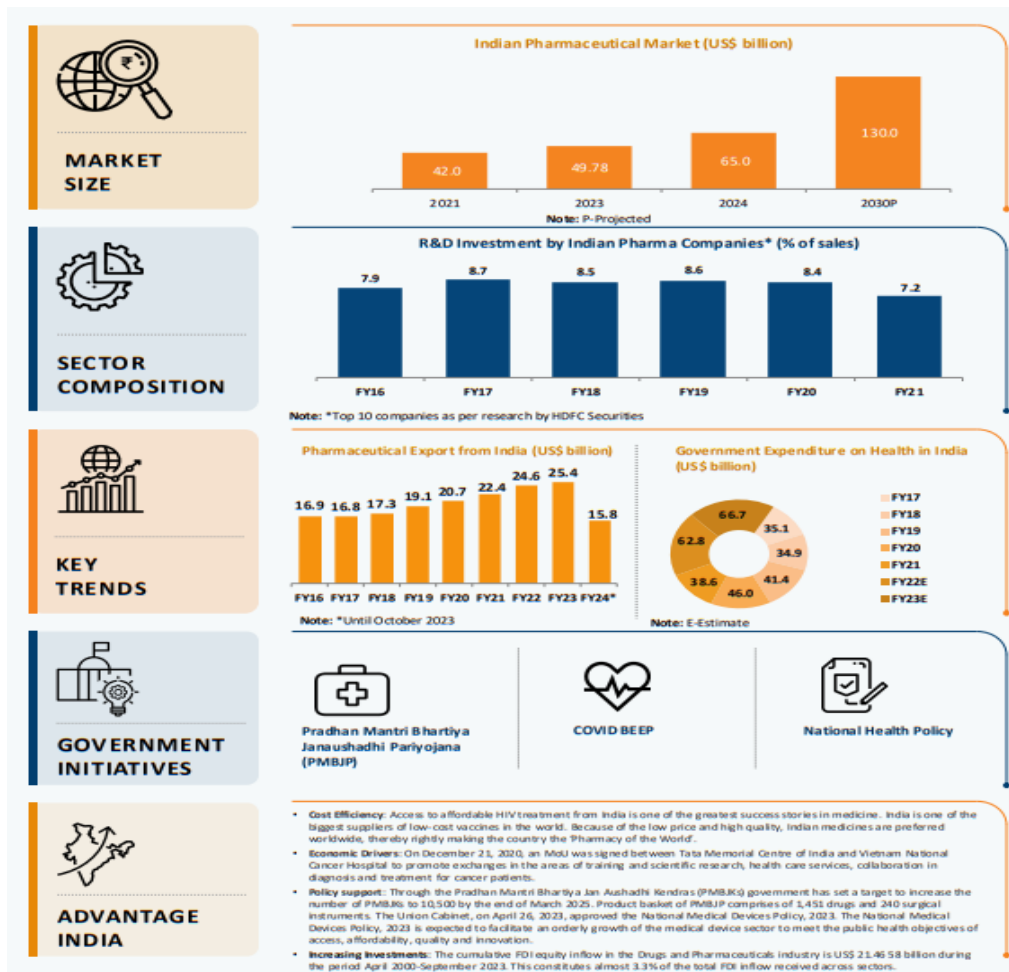
India is among the top 12 destinations for biotechnology worldwide and 3rd largest destination for biotechnology in Asia Pacific. In 2022, India's Biotechnology industry crossed US\$ 80.12 billion, growing 14% from the previous year. During FY18 to FY23, the Indian pharmaceutical industry logged a compound annual growth rate (CAGR) of 6-8%, primarily driven by an 8% increase in exports and a 6% rise in the domestic market.

The Indian pharmaceutical industry has seen a massive expansion over the last few years and is expected to reach about 13% of the size of the global pharma market while enhancing its quality, affordability, and innovation. The biosimilars market in India is estimated to grow at a compounded annual growth rate (CAGR) of 22% to become US\$ 12 billion by 2025. This would represent almost 20% of the total pharmaceutical market in India. India is the 3rd largest producer of API accounting for an 8% share of the Global API Industry. About 500+ different APIs are manufactured in India, and it contributes 57% of APIs to prequalified list of the WHO. The current market size of the medical devices sector in India is estimated to be US\$ 11 billion and its share in the global medical device market is estimated to be 1.5%. The domestic pharmaceutical sector expects sales to grow 8-10% in the financial year 2023-24, indicated an analysis done by CRISIL, a global analytical research and rating agency.

Indian pharma companies have a substantial share in the prescription market in the US and EU. The largest number of FDA-approved plants outside the US is in India. According to the Indian Economic Survey 2021, the domestic market is expected to grow 3x in the next decade. India's domestic pharmaceutical market stood at US\$ 42 billion in 2021 and is likely to reach US\$ 65 billion by 2024 and further expand to reach US\$ 120-130 billion by 2030. India's biotechnology industry comprises biopharmaceuticals, bio-services, bio-agriculture, bio-industry, and bioinformatics. The Indian biotechnology industry was valued at US\$ 70.2 billion in 2020 and is expected to reach

US\$ 150 billion by 2025. India's medical devices market stood at US\$ 10.36 billion in FY20. The market is expected to increase at a CAGR of 37% from 2020 to 2025 to reach US\$ 50 billion. As of August 2021, CARE Ratings expect India's pharmaceutical business to develop at an annual rate of ~11% over the next two years to reach more than US\$ 60 billion in value.

In the global pharmaceuticals sector, India is a significant and rising player. India is the world's largest supplier of generic medications, accounting for 20% of the worldwide supply by volume and supplying about 60% of the global vaccination demand. The Indian pharmaceutical sector is worth US\$ 42 billion worldwide. In August 2021, the Indian pharmaceutical market increased at 17.7% annually, up from 13.7% in July 2020. According to India Ratings & Research, the Indian pharmaceutical market revenue is expected to be over 12% Y-o-Y in FY22.



## Exports

Pharmaceutical is one of the top ten attractive sectors for foreign investment in India. The pharmaceutical exports from India reach more than 200 nations around the world, including highly regulated markets of the USA, West Europe, Japan, and Australia. India supplied around 45 tonnes and 400 million tablets of hydroxychloroquine to around 114 countries globally.

India's drugs and pharmaceuticals exports stood at Rs. 2,08,231 crore (US\$ 25.3 billion) for FY23, as per the data by Pharmexcil. Exports of drugs and pharmaceuticals recorded a positive growth of 8.14% between April-October 2023. Exports of Drugs & Pharmaceuticals was estimated to be at US\$ 2.42 billion in October 2023 and shared 7.21% of the total exports of the month.

India is the 12th largest exporter of medical goods in the world. Indian drugs are exported to more than 200 countries in the world, with US being the key market. Generic drugs account for 20% of the global export in terms of volume, making the country the largest provider of generic medicines globally. Indian drug & pharmaceutical

exports stood at US\$ 24.60 billion in FY22 and US\$ 24.44 billion in FY21. Indian drug & pharmaceutical exports stood at US\$ 2.19 billion in September 2022.

### **Investments and Recent Developments**

The Indian Pharmaceuticals industry plays a prominent role in the global pharmaceuticals industry. India ranks third worldwide for production by volume and 14th by value.

In this regard the sector has seen a lot of investments and developments in the recent past.

- Up to 100%, FDI has been allowed through automatic route for Greenfield pharmaceuticals projects. For Brownfield pharmaceuticals projects, FDI allowed is up to 74% through automatic route and beyond that through government approval.
- The cumulative FDI equity inflow in the Drugs and Pharmaceuticals industry is US\$ 21.58 billion during the period April 2000-September 2023. This constitutes almost 3.3% of the total FDI inflow received across sectors.
- An MoU was signed on June 4, 2023, between the Indian Pharmacopoeia Commission (IPC), Ministry of Health & Family Welfare, Government of India and Ministry of Health, Government of Suriname for Recognition of Indian Pharmacopoeia (IP) in Suriname.
- In May 2023, the Ministry of Minority Affairs and the Ministry of Ayush joined hands to advance the Unani System of Medicine in India.
- The Department of Pharmaceuticals will soon launch the Scheme for the Promotion of Research and Innovation in Pharma (PRIP) MedTech Sector. The scheme has been approved by the Union Cabinet for a period of five years starting from 2023-24 to 2027-28 with a total outlay of Rs. 5,000 crore (US\$ 604.5 million).
- Japanese companies have been invited to invest in the Indian Pharmaceutical and Medical Device Industry. The cooperation between Pharmaceutical Traders Association and Japan Federation of Medical Devices Associations of the two countries can contribute to stabilize the global supply-chain especially of APIs and Medical Devices.

### **Government Initiatives**

Some of the initiatives taken by the Government to promote the pharmaceutical sector in India are as follows:

As per the Union Budget 2023-24:

- A mission to eliminate sickle cell anemia by 2047 will be launched. It would involve raising awareness, conducting a comprehensive screening of seven crore individuals in the impacted tribal regions between the ages of 0 and 40, and providing counselling through coordinated efforts.
- For innovation in the pharmaceutical sector, through centres of excellence, a new initiative to encourage pharmaceutical research and innovation will be implemented. The government persuades business to spend money on R&D in a few chosen priority fields. At the grassroots level, government has also announced on building 157 nursing colleges in co-location with government medical colleges.

Ayushman Bharat Digital Mission (ABDM):

- Under the ABDM, citizens will be able to create their ABHA (Ayushman Bharat Health Account) numbers, to which their digital health records can be linked. This will enable creation of longitudinal health records for individuals across various healthcare providers and improve clinical decision making by healthcare providers.
- The pilot of ABDM is completed in the six Union Territories of Ladakh, Chandigarh, Dadra & Nagar Haveli and Daman & Diu, Puducherry, Andaman and Nicobar Islands and Lakshadweep with successful demonstration of technology platform developed by the NHA.

During the pilot, digital sandbox was created in which more than 774 partner solutions are undergoing integration. As of September 4, 2023, 450,164,619 Ayushman Bharat Health Accounts have been created and 224,967 doctors and 218,602 health facilities have been registered in ABDM.

### **Road Ahead**



The pharmaceutical industry in India is a significant part of the nation's foreign trade and offers lucrative potential for investors. Millions of people around the world receive affordable and inexpensive generic medications from India, which also runs a sizable number of plants that adhere to Good Manufacturing Practices (GMP) standards set by the World Health Organization (WHO) and the United States Food and Drug Administration (USFDA). Among nations that produce pharmaceuticals, India has long held the top spot. Medicine spending in India is projected to grow 9-12% over the next five years, leading India to become one of the top 10 countries in terms of medicine spending. Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers, which are on the rise. The Indian Government has taken many steps to reduce costs and bring down healthcare expenses. The National Health Protection Scheme, which aims to offer universal healthcare, the ageing population, the rise in chronic diseases, and other government programmes, including the opening of pharmacies that offer inexpensive generic medications, should all contribute to boost the Indian pharmaceutical industry. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

(Source: <https://www.ibef.org/industry/pharmaceutical-india>)

## **FMCG SECTOR**

The FMCG sector in India expanded due to consumer-driven growth and higher product prices, especially for essential goods. FMCG sector provides employment to around 3 million people accounting for approximately 5% of the total factory employment in India. FMCG sales in the country was expected to grow 7-9% by revenues in 2022-23. The key growth drivers for the sector include favourable Government initiatives & policies, a growing rural market and youth population, new branded products, and growth of e-commerce platforms. Resilience needs to be the key factor in the manufacturing process, daily operations, retail and logistic channels, consumer insights and communication that will help FMCG companies to withstand the test of time and create more value for consumers in the long run. India's fast-moving consumer goods (FMCG) sector grew 7.5% by volumes in the April-June 2023 quarter, the highest in the last eight quarters, led by a revival in rural India and higher growth in modern trade.

Fast-moving consumer goods (FMCG) sector is India's fourth-largest sector and has been expanding at a healthy rate over the years because of rising disposable income, a rising youth population, and rising brand awareness among consumers. With household and personal care accounting for 50% of FMCG sales in India, the industry is an important contributor to India's GDP.

India is a country that no FMCG player can afford to ignore due to its middle-class population which is larger than the total population of USA. The Indian FMCG market continues to rise as more people start to move up the economic ladder and the benefits of economic progress become accessible to the public. More crucially, with a median age of just 27, India's population is becoming more consumerist due to rising ambitions. This has been further aided by government initiatives to increase financial inclusion and establish social safety nets.

Growing awareness, easier access and changing lifestyles have been the key growth drivers for the sector. The urban segment (accounts for a revenue share of around 65%) is the largest contributor to the overall revenue generated by the FMCG sector in India. However, in the last few years, the FMCG market has grown at a faster pace in rural India compared to urban India. Semi-urban and rural segments are growing at a rapid pace and FMCG products account for 50% of the total rural spending.

## **MARKET SIZE**

FMCG market reached US\$ 167 billion as of 2023. Total revenue of FMCG market is expected to grow at a CAGR of 27.9% through 2021-27, reaching nearly US\$ 615.87 billion. In 2022, urban segment contributed 65% whereas rural India contributed more than 35% to the overall annual FMCG sales. Good harvest, government spending expected to aid rural demand recovery in FY24. The sector had grown 8.5% in revenues and 2.5% in volumes last fiscal year. In the January-June period of 2022, the sector witnessed value growth of about 8.4% on account of price hikes due to inflationary pressures. In Q2, 2022, the FMCG sector clocked a value growth of 10.9% Y-o-Y higher than the 6% Y-o-Y value growth seen in Q1.

Indian food processing market size reached US\$ 307.2 billion in 2022 and is expected to reach US\$ 547.3 billion by 2028, exhibiting a growth rate (CAGR) of 9.5% during 2023-2028.

The Union government approved a new PLI scheme for the food processing sector, with a budget outlay of Rs. 109 billion (US\$ 1.46 billion). Incentives under the scheme will be disbursed for six years to 2026-27. Digital advertising will grow to reach US\$ 9.92 billion by 2023, with FMCG industry being the biggest contributor at 42% share of the total digital spend.

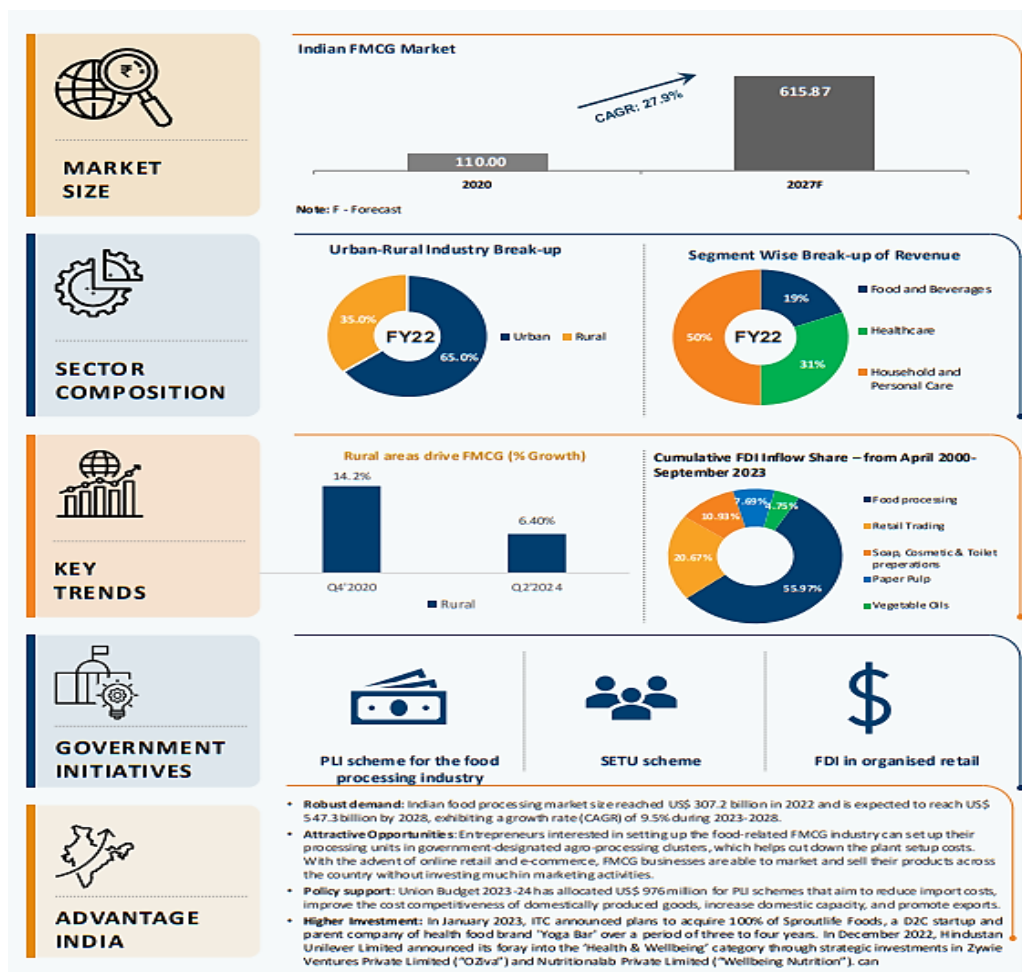
India includes 780 million internet users, where an average Indian person spends around 7.3 hours per day on their smartphone, one of the highest in the world. Number of active internet users in India will increase to 900 million by 2025 from 759 million in 2022. In 2021, India's consumer spending was US\$ 1,891.90 billion. Indian villages, which contribute more than 35% to overall annual FMCG sales, are crucial for overall revival of the sector. E-commerce now accounts for 17% of the overall FMCG consumption among evolved buyers, who are affluent and make average spends of about Rs. 5,620 (US\$ 68).

The Indian e-commerce market is anticipated to grow from US\$ 83 billion in 2022 to US\$ 185 billion in 2026. By 2030, it is expected to have an annual gross merchandise value of US\$ 350 billion. Fuelling e-commerce growth, India is expected to have over 907 million internet users by 2023, which accounts for ~64% of the total population of the country.

The market has grown exponentially over the past five years due to the surge in internet and smartphone users, improved policy reforms, and increase in disposable income. Mobile wallets, Internet banking, and debit/credit cards have become popular among customers for making transactions on e-commerce platforms. As of 2021, there were 1.2 million daily e-commerce transactions. The total value of digital transactions stood at US\$ 300 billion in 2021 and is projected to reach US\$ 1 trillion by 2026.

The FMCG market in India is expected to increase at a CAGR of 14.9% to reach US\$ 220 billion by 2025, from US\$ 110 billion in 2020. The Indian FMCG industry grew by 16% in CY21 a 9- year high, despite nationwide lockdowns, supported by consumption-led growth and value expansion from higher product prices, particularly for staples. The Indian processed food market is projected to expand to US\$ 470 billion by 2025, up from US\$ 263 billion in 2019-20.





## Government Initiatives

Some of the major initiatives taken by the Government to promote the FMCG sector in India are as follows:

- The Union Budget 2023–2024 offers incentives for advances in food infrastructure research & development, and innovation, which is extremely encouraging for the FMCG sector's modest growth.
- The Union government approved a new PLI scheme for the food processing sector, with a budget outlay of Rs. 109 billion (US\$ 1.46 billion). Incentives under the scheme will be disbursed for six years to 2026-27.
- The government's initiative to promote millets for its health benefits would increase the consumption and production of the millets in the nation. To support this, the government declared that the Indian Institute of Millet Research in Hyderabad will become a worldwide centre of excellence for the exchange of best practices, knowledge, and innovations.
- In 2022, Government announced that the food processing industry has invested Rs. 4,900 crore (US\$ 593 million) so far under the PLI scheme, which was approved in March 2021, with a budget outlay of Rs. 10,900 crore (US\$ 1.3 billion), likely to increase sales and exports of food products.
- A total of 182 applications have been approved under the PLI scheme for the food processing industry. This includes 30 applications for millets-based products under the PLI scheme (8 large entities and 22 SMEs)
- In 2022, a total of 112 food processing projects were completed and operationalized, leveraging the private investment of Rs. 706.04 crore (US\$ 85.4 million) and generating direct and indirect employment for 25,293 people.

## Road Ahead

Rural consumption has increased, led by a combination of increasing income and higher aspiration levels. There is an increased demand for branded products in rural India. On the other hand, with the share of the unorganised market in the FMCG sector falling, the organised sector growth is expected to rise with an increased level of brand consciousness, augmented by the growth in modern retail. Another major factor propelling the demand for food services in India is the growing youth population, primarily in urban regions. India has a large base of young consumers who form most of the workforce, and due to time constraints, barely get time for cooking. Online portals are expected to play a key role for companies trying to enter the hinterlands. The Internet has contributed in a big way, facilitating a cheaper and more convenient mode to increase a company's reach. The number of internet users in India is likely to reach 1 billion by 2025. It is estimated that 40% of all FMCG consumption in India will be made online by 2020. E-commerce share of total FMCG sales is expected to increase by 11% by 2030. It is estimated that India will gain US\$ 15 billion a year by implementing GST. GST and demonetisation are expected to drive demand, both in the rural and urban areas and economic growth in a structured manner in the long term and improved the performance of companies within the sector.

(Source: <https://www.ibef.org/industry/fmcg>)

## OUR BUSINESS

*This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled “Risk Factors” and chapters titled “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 23, 157 and 207 respectively, of this Draft Prospectus.*

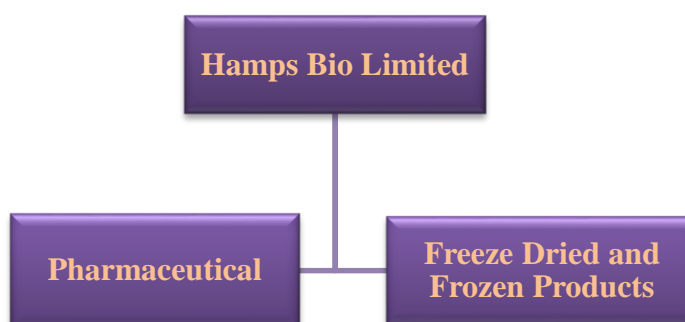
*Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022 included in this Draft Prospectus. For further information, see “Restated Financial Statements” beginning on page 157 of this Draft Prospectus.*

### OVERVIEW

We are engaged in the ethical marketing and distribution of pharmaceutical formulation products (“**Pharma**”) across wide range of dosage including tablets, syrups, capsules, injectables, oil, gel and powder used as medicine and nutrition supplements as well as the manufacturing of freeze dried and frozen products (“**FDFP**” or “**FMCG Division**”) such as fruits, vegetables, herbs and flowers. We are recognized in the pharmaceutical industry under our own brand name “**Hamps**” and in freeze-dried and frozen food segment through our own brand “**FzyEzy**”. We sell our products through more than 50 distributor’s network as on March 31, 2024 and E-commerce platform, including Amazon.com, Amazon.ca, Amazon.eu, Flipkart, Jio Mart, Etc. We sell our pharma products primarily in 8 States and Union territories and our FDFP products primarily in 4 countries and 22 States and Union territories. As on the date of this Draft Prospectus, we had a range of more than 180 different products sold across both the segments.

The table below sets forth the breakdown of our segment wise revenue from operations for the Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue
Pharma	366.43	56.59	377.77	67.72	393.15	73.62
FDFP	281.10	43.41	180.05	32.28	140.89	26.38
<b>Total</b>	<b>647.53</b>	<b>100.00</b>	<b>557.81</b>	<b>100.00</b>	<b>534.05</b>	<b>100.00</b>



### **Pharmaceutical Products Division**

In the year 2007, we commenced our operating as an ethical pharmaceutical marketing firm, with the network of our distributors in the Gujarat region for distribution of pharmaceutical formulation products across therapeutic area’s as well as consumer health care product. Further, we procure products with various contract manufacturers who has WHO GMP approved manufacturing plant facility. Such contract manufacturer produces pharmaceutical products on our behalf based on compositions given by us and subsequently we market those products under our own brand “HAMPS”. We ensure thorough due diligence of our contract manufacturers before placing orders. As on March 31, 2024 we have procure products with 15 contract manufacturers. Our product range in form of dosage includes tablets, syrups, capsules, injectables and powder which are used as nutrition supplement, injections, pediatric care, tooth paste, mouth wash, antiacid/ PPI, painkiller/ anti inflammatory, hematonic/ calcium supplement and anti biotic/ anti bacterial/ anti fungal. Our product mainly targets to Orthopedic, Physician, Gynecologist, Surgeon, Dermatologist, etc.

We have a systematic distribution model to sell our products, with a network of distributors expanding across the country through various retailers. Our well-organized marketing team and distribution network covers almost 8,000 Doctors and 8,000 Medical Stores every month which caters almost 60,000 unit's sales every month. We have presence with our strong distributor's network of more than 30 Medical Representatives (MR), Area Sales Managers (ASM), Divisional Sales Managers (DRM) and Regional Sales Managers (RSM) in states like Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh. As on the date of this draft red herring prospectus, we have established **32** brands and have offered more than 100 products in our Pharma segment which primarily focused in the domestic market.

The table below sets forth the breakdown of our state wise revenue from operations of Pharma products for the Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Operations	% of Revenue from Pharma Segment	Revenue from Operations	% of Revenue from Pharma Segment	Revenue from Operations	% of Revenue from Pharma Segment
Gujarat	329.47	89.91%	378.77	87.32 %	377.52	85.55%
Maharashtra	5.73	1.56%	13.63	3.61%	12.94	3.29%
Dadra and Nagar Haveli	8.27	2.26%	6.35	1.68%	13.23	3.37%
Rajasthan	12.23	3.34%	12.20	3.23%	17.13	4.36%
Bihar	6.61	1.81%	10.87	2.88%	1.07	0.27%
Madhya Pradesh	3.16	0.86%	2.36	0.62%	4.98	1.27%
Others	9.23	0.26%	8.60	0.60%	17.66	1.13%
<b>Total</b>	<b>366.43</b>	<b>100.00</b>	<b>377.77</b>	<b>100.00</b>	<b>393.15</b>	<b>100.00</b>

#### **Freeze Dried and Frozen Products (FDFP)**

We launched our FMCG division in year 2017, a decade after our Company's inception, focusing in freeze dried and frozen products. We manufacture our FDFP products at the manufacturing unit located in Gujarat. Our Company operates under both B2B and B2C business model. We manufacture FDFP product on contract manufacturing arrangement with our customers as well as we sell under our brand "FzyEzy". Our FDFP products primarily consist of fruits, vegetables, herbs, and flowers, processed using freeze-drying technology, also referred to as lyophilization or sublimation technology.

Our business model for FDFP product is based on the following approaches:

1. *Contract Manufacturing*: Our customers place the orders with us with their specification and we produce as a white labelling to develop products suitable for the customers' brands
2. *Own Brand*: We sell our FDFP products under our own brand through are distribution network and ecommerce platform

The table set forth below provides the breakdown of revenue from operations on the basis of business model of FDFP for the Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue
Contract Manufacturing	53.72	19.11%	64.24	35.68%	-	-
Own Brand	227.38	80.89%	115.81	64.32%	140.89	100.00%
<b>Total</b>	<b>281.10</b>	<b>100.00%</b>	<b>180.05</b>	<b>100.00%</b>	<b>140.89</b>	<b>100.00%</b>

All our FDFP products are manufactured in-house at our manufacturing facility located in Ankelshwar, Gujarat, which enables us to have an effective control over the manufacturing process and to ensure consistent quality of our products. Our manufacturing facility is equipped with modern technology. We have received several quality certifications and accreditations, including certification from the ISO 9001:2015, ISO 22000:2018, the U.S. Food and Drugs Administration & Food Safety and Standards Authority of India (FSSAI). Our Company serving in Freeze dried Fruit, Freeze dried Vegetables, Freeze dried Herbs, Freeze dried Flower for B2B customer manufacturing & branding in Flavour Tea, Soup Industry, Nutrition bar Industry, Chocolate Industry, Ice-cream industry. Additionally, our B2C business model has a strong presence on major e-commerce platforms nation wide such as Amazon India, JioMart & Flipkart and globally such as Amazon USA, Amazon Canada, Amazon Europe. Our pan-India distribution network and well-established brand has enabled to effectively and cost efficiently increase market penetration and expand our footprint across India and globally.

The table set forth below provides the geography wise breakdown of revenue from operations of FDFP for the Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue
Domestic	216.11	76.88%	163.43	90.77%	133.61	94.83%
Export	64.99	23.12%	16.61	9.23%	7.28	5.17%
<b>Total</b>	<b>281.10</b>	<b>100.00%</b>	<b>180.05</b>	<b>100.00%</b>	<b>140.89</b>	<b>100.00%</b>

Over the years, our product range has steadily expanded as we've ventured into new product categories. We remain dedicated to continuously broadening our product portfolio. As on June 30, 2024 our FDFP product portfolio comprises of more than 80 SKU's. We sell our products across primarily in 20 states in India, with a presence in Gujarat, Maharashtra, Uttar Pradesh, Rajasthan, Delhi, Haryana and others. Further we have our presence in 4 countries such as USA, Canada, Europe and UAE. With the passion of our promoters, dedication of our team, brand development, customer loyalty, the rising trend in e-commerce and on-going government support we aim to expand our operations on PAN India and global basis. Our revenue generated by freeze dried and frozen products for the Fiscals 2024, 2023 and 2022 from online sales was ₹3.91 Lakhs, ₹2.53 Lakhs and ₹3.79 Lakhs which contributed 1.39%, 1.41% and 2.69%, respectively of our total revenue from operations from FDFP products.

The table below sets forth the revenue from operations of FDFP products of top 10 States (based on Fiscal 2024) for the Fiscal 2024, Fiscal 2023 and Fiscal 2022:

S. No.	Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Revenue from Operations (₹ in Lakhs)	% of Revenue from FDFP Segment	Revenue from Operations (₹ in Lakhs)	% of Revenue from FDFP Segment	Revenue from Operations (₹ in Lakhs)	% of Revenue from FDFP Segment
1	Gujarat	95.94	44.39%	64.61	39.53%	42.01	31.44%
2	Haryana	36.39	16.84%	0.84	0.51%	0.95	0.71%
3	Uttar Pradesh	23.41	10.83%	9.44	5.77%	0.10	0.08%
4	Maharashtra	18.84	8.72%	20.76	12.70%	16.18	12.11%
5	Delhi	17.32	8.02%	36.00	22.03%	47.27	35.38%
6	Rajasthan	5.64	2.61%	3.75	2.30%	2.27	1.70%
7	Karnataka	4.71	2.18%	3.74	2.29%	1.54	1.15%
8	Telangana	2.97	1.37%	1.86	1.14%	1.80	1.34%
9	West Bengal	2.64	1.22%	8.23	5.04%	4.41	3.30%
10	Punjab	2.55	1.18%	0.20	0.12%	0.02	0.02%
11	Others	5.70	2.64%	2.13	1.30%	2.54	1.90%
	<b>Total</b>	<b>216.11</b>	<b>100.00%</b>	<b>163.43</b>	<b>100.00%</b>	<b>133.61</b>	<b>100.00%</b>

Our Company is promoted by Herrik Shah, Shrenik Shah, Pallavi Shah, Mitali Shah, Herrik Shah HUF and Shrenik Shah HUF. We are led by a professional and experienced management team comprising qualified Key Managerial Personnel and Senior Management Personnel. We believe our success is the result of of dedicated efforts in key aspects of our business, including expanding our product portfolio, improving our processes and growing our operational scale. For more details, please see the chapter titled, “*Our Management*” and “*Our Promoter and Promoter Group*” on page 134 and 149 of this Draft Prospectus.

We have established track record of delivering strong financial performance. The table below sets out detail of our key financial and operational metrics for the financial year period ended March 31, 2024, March 31, 2023 and March 31, 2022.

### Key Performance Indicators of our Company

(Rs. In Lakhs except percentages)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations	647.53	557.81	534.05
Revenue CAGR <sup>(1)</sup>	10.11%		
Total Revenue	650.13	558.49	534.46
EBITDA <sup>(2)</sup>	117.73	86.63	61.54
EBITDA Margin (%) <sup>(3)</sup>	18.18%	15.53%	11.52%
PAT	50.07	35.90	12.15
PAT Margin (%) <sup>(4)</sup>	7.73%	6.44%	2.28%
Net Worth <sup>(5)</sup>	337.42	136.30	100.57
Debt To Equity Ratio <sup>(6)</sup>	0.31	1.27	2.03
RONW (%) <sup>(7)</sup>	14.84%	26.34%	12.08%
EPS (Basic & Diluted) <sup>(8)</sup>	1.70	1.34	0.45

**Notes:** As certified by M/s MGVS & Associates., Chartered Accountants through their certificate dated July 27, 2024

### Explanation of KPIS:

- (1) Revenue CAGR is calculated by dividing the Revenue from operation for the FY 2024 by the Revenue from operation for the FY 2022, raising it to the power of one divided by the number of compounding periods i.e. 2 years, and subtracting by one
- (2) 'EBITDA' is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income
- (3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.
- (4) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
- (5) Net Worth is calculated by subtracting a company's Total Liabilities from its Total Assets
- (6) Debt Equity Ratio is calculated as Total debt divided by total shareholders' Equity
- (7) Return on Networth is calculated as companies PAT divided by the company Total Shareholders' Equity (Networth)
- (8) Earnings Per Share (Basic) is calculated as PAT divided by the Weighted average no. of Shares

### OUR COMPETITIVE STRENGTHS

#### 1. Expert Leadership and Industry Experience driving Strategic Business Growth:

Our promoters possess widespread backgrounds and experience in the pharmaceutical industry. Under their leadership and expertise, our company has achieved substantial growth since 2007. As founding members, our promoters and directors play a key role in the strategic decision-making processes of our company. Also have a professional management team with substantial industry knowledge, comprised of individuals with technical, operational, and business development expertise. We believe that the combined knowledge and experience of our promoters and management team enable us to identify new opportunities, expand our business in a competitive environment, and drive the continued growth of our company.

#### 2. Distribution Network with Expansive E-Retailing Presence:

We believe that our growth in our business operations have been made possible by our wide sales and distribution network with whom we enjoy long-standing relationships. For pharma products, as on March 31, 2024 we have network of more than 50 distributors have presence in Gujarat, Maharashtra, Rajasthan and

Madhya Pradesh. Moreover, we market our FDFP products directly by participating in trade fairs, exhibition. Further, our FDFP products have presence on various online platforms of E-commerce models such as Amazon, Flipkart and JioMart for our FMCG segment only. E-commerce platforms often include features such as online catalogs, shopping carts, payment gateways, and secure checkout processes to facilitate transactions. Such strong distribution and E-retail helps us to reach wide range of customers and increased our brand recognition. Further increase in e-commerce activities and growing internet penetration in world shall enhance our business prospects. Our point of sales of our pharma products is doctors and retail medicine store and for our FDFP products are various industry and direct consumer

We work with different distributors depending on their geographical reach, market knowledge, product and customer awareness as well as understanding of each of the end-consumer industries for which each of our products are used. Our distribution network is aided by our capable in-house sales and marketing team which liaise with the distributors on a regular basis for customer inputs, market demands as well as positioning of our products vis-à-vis products of our competitors. Our sales and marketing team is also technically equipped and they closely work with our customers to understand the specific needs of the clients and can provide on-the-spot solutions to the basic problems of our customers. Our sales and marketing team has 30 dedicated employees as on June 30, 2024 and is responsible for increasing pan-India as well as global reach of our products.

### 3. *Wide and diversified range of products*

We cater to various customers' need across Pharma and FMCG. Our product range has gradually increased over the past several years. New product categories have been introduced. Today, our product portfolio includes Anti-biotic, Analgesic, Anti oxydent, Calcium, Cardiac-Diabetic, Injectable, IV, Freeze dried Fruits, Freeze dried Vegetables, Freeze dried herbs, etc. We have 39 registered Trademarks for our products. We believe our comprehensive range of products enables ourselves to capitalize on growth opportunities and demand in our industry. We trust that maintaining a variety of products in our business provides us with an opportunity to cater to diverse needs of different customer segment. Our FDFP products are used across different end industries. For example, our FDFP products are primarily used by our customers in the Flavour Tea, Soup Industry, Nutrition bar Industry, Chocolate Industry, Ice-cream industry. We believe our approach of presenting a large portfolio of products for diversified customer applications has helped us enhance our growth and will continue to increase our brand loyalty among our customers. As on the date of this Draft Prospectus, we had a range of more than 180 different products sold across both the segments.

### 4. *Diversified, global customer base with long standing relationships*

In 2024, our customer base of 210 customers including 56 customers in Pharma and 154 in FDFP products. We do not have such long-term supply contracts, we rely on purchase orders to govern the volume and other terms of our sales of products. In the financial year ended March 31, 2024 and March 31, 2023 we have added 13 and 21 new customers, respectively. As of March 31, 2024, we enjoyed relationships in excess of 3 years with 13 of our top 20 customers from both segment. Our long-term relationships and ongoing active engagements with customers also allow us to benefit from increasing economies of scale. The table setforth the revenue from our largest customer, top 5 customers, top 10 customers and their contribution to our revenue from operations for the fiscal years indicated.

Period		Revenue from Largest Customer	%contribution of largest customer to revenue from operations	Revenue from Top 5 Customers	% contribution of top 5 to revenue from operations	Revenue from Top 10 Customers	% contribution of top 10 to revenue from operations
Fiscal 2024	Pharma	50.00	7.72%	157.66	24.35%	218.38	33.73%
	FDFP	36.98	5.71%	99.53	15.37%	136.80	21.13%
Fiscal 2023	Pharma	53.96	9.67%	188.20	33.74%	260.81	46.76%
	FDFP	67.51	12.10%	119.83	21.48%	139.71	25.05%
Fiscal 2022	Pharma	61.13	11.45%	196.53	36.80%	270.32	50.62%
	FDFP	46.10	8.63%	78.87	14.77%	90.04	16.86%

The table below sets forth the breakdown of our revenue from operations across our top ten customers, as a percentage of our total revenue from operations for the Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars *	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue
Customer 1	50.00	7.72%	67.51	12.10%	61.13	11.45%
Customer 2	36.98	5.71%	53.96	9.67%	55.63	10.42%
Customer 3	34.84	5.38%	49.50	8.87%	46.84	8.77%
Customer 4	25.35	3.91%	34.80	6.24%	29.23	5.47%
Customer 5	24.40	3.77%	25.47	4.57%	25.52	4.78%
Customer 6	23.07	3.56%	24.47	4.39%	25.03	4.69%
Customer 7	22.07	3.41%	22.15	3.97%	18.05	3.38%
Customer 8	17.19	2.65%	18.04	3.23%	14.52	2.72%
Customer 9	16.55	2.56%	18.83	3.38%	13.98	2.62%
Customer 10	15.37	2.37%	16.99	3.05%	13.92	2.61%
<b>Total</b>	<b>265.82</b>	<b>41.05%</b>	<b>331.72</b>	<b>59.47%</b>	<b>303.84</b>	<b>56.90%</b>

\*The customer's names are not disclosed due to absence of consent from customers for such disclosure.

Our diversified global customer base assists us in reducing our geographic dependence, which helps in mitigating the effects of economic and industry-specific cycles.

### 5. Wide Geographical Presence

Our company is present across various geographical locations of the country. Apart from domestic market we are also selling in overseas. We have been continuously focusing on diversifying our customer concentration across domestic as well as global market. With a strong distribution network and online presence through own and e-commerce market platforms, we are making our brand available in every location. Currently we are present in 22 states based on sales made for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022. Our export section caters to primarily 4 countries i.e. UAE, USA, Canada and Europe on sales made for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022. For financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 our revenue from domestic sales was ₹ 582.54 Lakhs, ₹ 541.20 Lakhs and ₹ 526.77 Lakhs, respectively which contributed 89.96 %, 97.02 %, and 98.64 % respectively of our revenue from operations.

#### Domestic Revenue from top 10 States:

(₹ in Lakhs)

Particulars	Financial Year 2023-24		Financial Year 2022-23		Financial Year 2021-22	
	Revenue from Operations	% to the Revenue from Operations	Revenue from Operations	% to the Revenue from Operations	Revenue from Operations	% to the Revenue from Operations
Gujarat	425.41	65.70%	443.38	79.49%	419.53	78.56%
Maharashtra	24.57	3.79%	34.39	6.17%	29.12	5.45%
Uttar Pradesh	24.22	3.74%	11.45	2.05%	0.75	0.14%
Haryana	17.32	2.68%	36.00	6.45%	49.04	9.18%
Haryana	36.39	5.62%	0.84	0.15%	0.95	0.18%
Rajasthan	17.87	2.76%	15.95	2.86%	19.40	3.63%
Dadra And Nagar Haveli	10.15	1.57%	9.26	1.66%	16.02	3.00%
Bihar	6.61	1.02%	-	-	-	-
Madhya Pradesh	5.70	0.88%	9.77	1.75%	12.15	2.27%
Karnataka	4.71	0.73%	3.74	0.67 %	1.54	0.29 %



## Export Revenue:

(₹ in Lakhs)

Sr. No.	Country Name	Fiscal 2023-24	% of Revenue	Fiscal 2022-23	% of Revenue	Fiscal 2021-22	% of Revenue
1.	UAE	24.45	3.77%	-	-	0.48	0.09%
2.	USA	21.79	3.36%	9.55	1.71%	3.23	0.60%
3.	Canada	13.66	2.11%	6.28	1.13%	2.83	0.53%
4.	Europe	5.03	0.78%	0.54	0.10%	-	-

### 6. Brand Identity

Our Company's brand viz. **"Hamps"** and **"FZYZY"** is well known in its respective product categories. Our brands are well received by our customers. Our qualitative and customer demand satisfying products help us to achieve brand recall among our consumers which strengthens our brand equity. With the passion of our promoters, dedication of our team, development of products, customer loyalty, growing trend in e-commerce and continued government support we aim to expand our operations in international markets and become a popular brand among customers worldwide

### 7. Quality Assurance

We believe that quality is an ongoing process of building and sustaining relationships, strength lies in understanding the requirements of the customer and our execution capabilities. This has enabled us to get repeated orders from our existing customers and attract new customers. We have established a quality control team which has the responsibility to ensure compliance with manufacturing practices. Before commencement of the manufacturing process, the raw materials purchased by our Company have to undergo a quality check, to ensure that they are of relevant quality. We have obtained ISO 9001:2015 certification for Quality Management System from ROHS Certification Pvt Ltd and also obtained ISO 22000:2018 certification for Food Safety Management System from ROHS Certification Pvt Ltd.

## OUR BUSINESS STRATEGY

### 1. Capital Expenditure to meet the growing demand of FDFP products

Keeping the overall industry growth trend in view, our Company intends to invest in increasing our processing capabilities. We intend to install new plant and machinery which will increase our production capacity. Increase in processing capabilities will further supplement our current operational capacity, which in turn will catalyse our services to customers and meet the growing demand. We intend to incur a capital expenditure to the tune of ₹ 359.00 Lakhs, which will be utilized from the Issue proceeds. For further details please refer to the section titled "Objects of the Issue" on page 75 of this Draft Prospectus

### 2. Increasing our Domestic and Global presence

Our company currently markets its products in specific domestic and global locations and is planning to expand its geographical operations. Exploring new markets or expanding product lines for consistent performers could help stabilize and increase our revenue contributions. We currently distribute our products across 22 states in India, majorly including Gujarat, Maharashtra, Uttar Pradesh, Rajasthan, Delhi, Haryana and others. Our goal is to expand our operations nationally across India and globally, establishing our brand as widely recognized. To meet the increasing demand of our existing customers and attract new customer base, we aim to extend our product reach across different regions within India and abroad. This expansion is supported by our dedicated marketing and sales team, which continually expands our network. Our growth strategy will be tailored to each state and country depending on their specific regulatory requirements. By focusing on quality assurance and reliability, we aim to enhance customer satisfaction and loyalty.

### 3. Enhancing our Branding

We remain committed to partnering with quality customers and delivering products that exceed their expectation. Maintaining a strong brand image is paramount, and we aim to achieve this by consistently offering high-quality products and exceptional service that satisfy our customers. In our industry, brand

recognition is crucial, as it fosters customer loyalty and enhances a company's prospects. Our brands, “Hamps” and “FZYZEY”, are well-received in the market. We aim to further strengthen our brand by increasing our visibility through marketing initiatives and delivering qualitative products at competitive prices.

#### **4. Reduction of operational costs and achieving efficiency**

With expanding business and revenues, it's crucial for us to identify opportunities to reduce costs and achieve efficiency to maintain our competitiveness. We are focusing on to reduce operational cost to gain competitive edge. We aim to continue to maintain our cost management focus, including in-house integrated manufacturing capabilities, across our business to deliver growth as well as to achieve economies of scale. We will continue to manage our supply chain costs through optimal inventory levels, economic orders and other measures. Economies of scale will also enable us to continuously improve our operational efficiencies.

#### **5. Strengthen Marketing Network**

Our marketing initiatives are crucial for building brand awareness, driving customer engagement, and generating sales. We leverage our market expertise and relationships to continuously enhance customer satisfaction. By imparting relevant skills to our team, we emphasize a customer-centric approach. To further strengthen our marketing efforts, we plan to recruit qualified and experienced personnel to supplement our existing strategies. Our marketing focus includes entering international markets, expanding our distribution base, continuously monitoring market trends, supplying quality products, fulfilling orders promptly, and adapting to market dynamics.

#### **6. To adopt Green Energy for procuring power**

For financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 we have incurred ₹ 50.07 Lakhs, 44.62 Lakhs and ₹ 32.64 Lakhs as electricity expenses representing 8.56%, 8.54% and 6.23% of total expense respectively. Our company proposes to install 330 KVA solar energy plant in our manufacturing facility and it shall substantially save the cost on electricity charges.

#### **7. Improving Functional Efficiency**

Operational efficiency is crucial for maintaining a competitiveness. We intend to implement process improvements across our organization, streamlining internal operations, optimizing inventory management, and enhancing logistics and distribution networks. By leveraging technology solutions such as enterprise resource planning (ERP) systems and data analytics we will enhance functional efficiency, reduce costs, and increase productivity. These improvements are expected to enhance our financial performance and appeal to investors interested in companies with robust operational frameworks. Our employees are consistently encouraged to improve efficiency and productivity.

### **OUR PRODUCTS**

Our Company has a product portfolio divided into major 2 (Two) Divisions. The first division focuses on Pharmaceutical Medicines, which comprises a wide range of categories catering to various specialists and types of doctors. We primarily target Orthopedic, Physician, Gynecologist, Dermatologist and other medical professionals. Our FMCG segment includes freeze dried products, with Brand “FZYZEY” which we believe that have a strong presence on E-commerce platforms like Amazon, Flipkart, Jio Mart. These products are available in both B2B and B2C markets, catering to Domestic and Export customers.

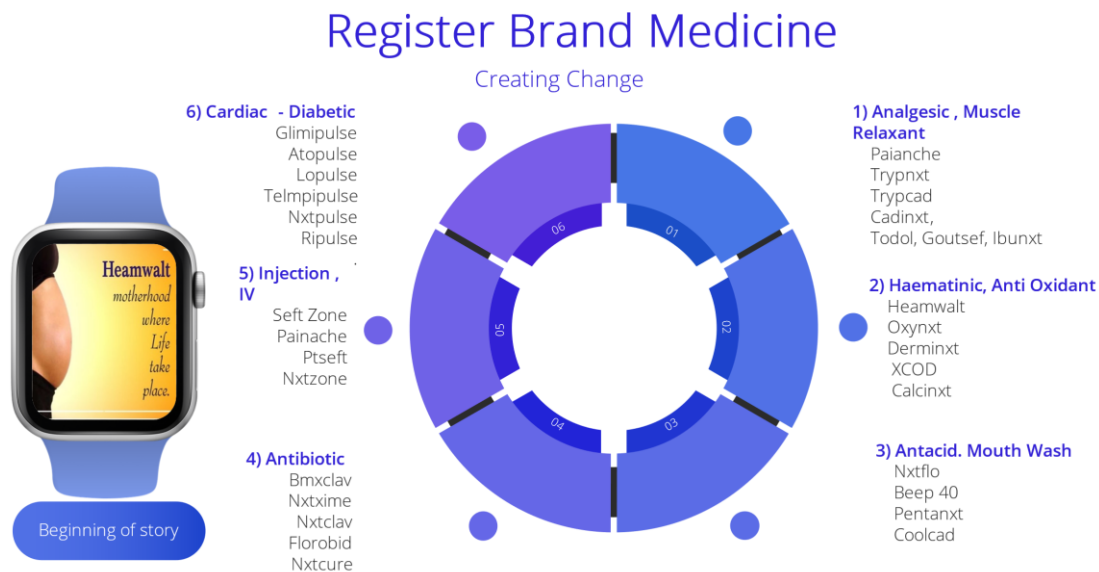
#### **1. Pharmaceutical Products**

Our pharmaceutical products range includes over 100 items, with dosages forms encompassing tablet, Capsules, Softgel, Syrups, Powder, Oil and Injectable as medicine and nutrition supplements.

Our Pharmaceutical Medicine in form of dosage as on June 30, 2024:

<b>Sr. No.</b>	<b>Dosage Form</b>	<b>Total</b>
1	Tablet	56
2	Capsule	5
3	Soft gel	3
4	Dry Syrup / Syrup / Drop	14

Sr. No.	Dosage Form	Total
5	Powder	3
6	Gel / Oil	4
7	Injectable	16



The below table setforth dosage wise revenue in pharma for Financial year ended March 31, 2024, March 31, 2023 and March 31, 2022

Sr. No.	Product Name	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
1	Tablets	206.41	206.91	185.24
2	Capsuls	59.42	70.89	63.80
3	Injectable	63.60	52.30	86.45
4	Powder	14.83	9.90	7.33
5	Syrup / Dry syp / Drop / Mouthwash	15.87	27.95	42.31
6	Oil / Gel	6.29	7.82	8.03
	<b>TOTAL</b>	<b>366.43</b>	<b>377.77</b>	<b>393.15</b>

### Major Products in Pharma:



**TRYPCAD Agcasic-SP ALLSEF Allsef-250 Beep 40**



**Cynovit-M Fact-20 LYCPSEF-M Heamwalt Heamwalt DHA**





















**NXTtime-200 Oxynxt-Gold RABINXT DSR EFTDOX DS Bromenxt-DX**

**2. FREEZE DRIED AND FROZEN PRODUCTS**

As on June 30, 2024 we have diversified FDFP product portfolio comprises of more than 80 SKU's.

Sr No	Product	Product Image	Brand Image
1	Strawberry		
2	Mango		
3	Black jamun		
4	Pineapple		
5	Banana		

Sr No	Product	Product Image	Brand Image
6	Chikoo		
7	Apple		
8	Mango Powder		
9	Strawberry Powder		
10	Banana Powder		
11	Pineapple Powder		
12	Black jamun Powder		
13	Chikoo Powder		
14	Pink Guava Powder		

Sr No	Product	Product Image	Brand Image
15	Prickly Pear Powder		
16	Beet Powder		

The below table sets forth the revenue from operations of top 5 FDFP products for Fiscal 2024, 2023 and 2022.  
(₹ in Lakhs)

Sr. No.	Products	Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Amount	% of Revenue from FDFP Products	Amount	% of Revenue from FDFP Products	Amount	% of Revenue from FDFP Products
1.	Freeze Dried Strawberry	55.47	19.73%	31.42	17.45%	18.28	12.86%
2.	Freeze Dried Mango	34.06	12.12%	13.72	7.62%	10.62	7.54%
3.	Freeze Dried Pineapple	15.43	5.49%	2.84	1.58%	1.40	0.99%
4.	Freeze Dried Banana	8.72	3.10%	2.62	1.46%	1.84	1.31%
5.	Freeze Dried Black Jamun	8.23	2.91%	2.51	1.39%	1.47	1.05%

## OUR BUSINESS PROCESS

### Pharmaceutical Process:



### 1. Order generation

We are in business of marketing & trading of pharmaceutical products for different market from authorize distribution network of company. Our business is mainly from branded medicine on principle to distributor, distributor to retailer, retailer to consumer, a complete end to end solution. Our sales and marketing team, led by our promoter directors, through personal visits and other marketing initiatives, generates orders/requirements from region wise /head quarter wise.

**2. Purchase / Receipt of Raw Materials**

Purchase / Receipt of finish product in our brand name from our authorize manufacturer to us. Products with our brand name in third party manufacturing norms as per FDA standard WHO GMP or equivalent plant manufacturer & supply depending upon the terms of purchase order. This make entire eco system transparent in terms of brand ownership remains with Hamps & product manufacturing company become work as job work or marketed by arrangement party for us.

**3. Finish Product Quality Assurance**

Once the Finish product received at Manufacturing facility, it is thoroughly inspected for requisite quality standards. Job work Manufacturer took all the responsibility about the product quality & efficacy.

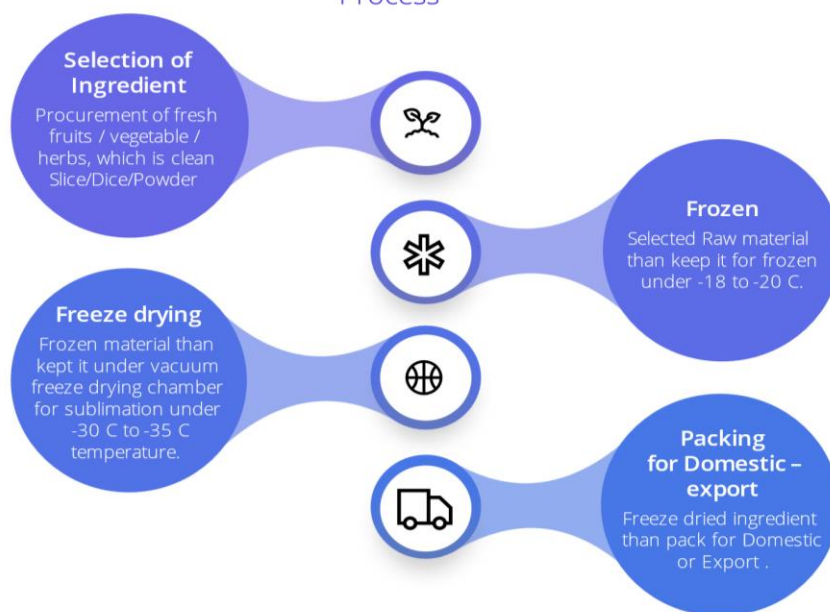
**4. Supply Chain Management Under Organise Network To Chemist Shops, Hospitals And Doctors**

Once finished products are stored at the storage area at the manufacturing facility. Depending upon the requirement, we supply the finished product at our authorize distribution network. We supply product from third party transport service provider for transportation of finished products.

**Freeze drying and Frozen Products Process:**

## Freeze Drying Process Flow Chart

Process



### OUR MANUFACTURING FACILITIES

Our Company has a manufacturing facility situated at

Unit Name	Address
Registered Office and Manufacturing Unit	2900/112, GIDC, Near Atul Limited, Ankleshwar, Bharuch – 393 002, Gujarat, India.
Corporate Office	Shop No 120-121-122, 01 <sup>st</sup> Floor Royal Platinum, Palanpur Canal Road, Adajan Dn, Surat – 395 009, Gujarat, India.





*Manufacturing Unit*



*Vaccum Machines*



*Preparation Room*



*QC Laboratory*

For further details, kindly refer to the section titled 'Our Properties' mentioned below.

#### **CAPACITY AND CAPACITY UTILISATION**

*(Quantity in No's)*

<b>Particulars</b>	<b>2023-24 (in units)</b>	<b>2022-23 (in units)</b>	<b>2021-22 (in units)</b>
Installed Capacity (MT)	180	180	180
Actual Production (MT)	140	126	102
<b>Capacity Utilization (%)</b>	<b>77.77%</b>	<b>70.00%</b>	<b>56.66%</b>

*Note:*

- Capacity utilization has been calculated on the basis of actual production during the relevant fiscal year/ period divided by the aggregate installed capacity of relevant manufacturing facilities as of at the end of the relevant fiscal year/ period.
- The above information is furnished on the basis of data provided and internal estimates and assumptions.
- The above information is certified by M/s Pacton Consultancy, chartered engineers vide their certificate dated May 30, 2024

#### **LIST OF PLANT AND MACHINERY**

<b>SN</b>	<b>NAME OF THE PRODUCTION MACHINERY</b>	<b>QUANTITY</b>
1	Cooling Tank, Blenching Tank, Basket	2
2	Fruit, Vegetable Washer	1
3	Blast Freezer	1
4	Cold Storage 1 & 2	2
5	Cold Storage 3 & 4	2
6	Freeze Drying Machine	1
7	Freeze Drying Machine	1



SN	NAME OF THE PRODUCTION MACHINERY	QUANTITY
8	Sweet Corn Sheller Machine	1
9	Slicer	1
10	Dicer	1
11	Vibro Shifter	1
12	Multi Mill	1
13	Band Sealer	4
14	Pulverizer	1
15	Grinding Machine	3
16	Cooling Table	1

## RAW MATERIALS

For our Pharmaceutical division we do not require raw material as we outsource manufacture our products to contract manufacturer and we are into ethical marketing and distribution of pharmaceutical medicine products.

For manufacturing of freeze dried food division, raw materials required for our manufacturing process include Fresh & Frozen Fruit, Vegetable, Herbs, Flower and Ready to eat, etc. from company register vendors and with time to time through verification. Our Company maintains a base of reliable material suppliers who consistently provide materials of appropriate as per our requirements. The purchase price of our raw materials generally follows market prices. We usually do not enter into long-term supply contracts with any of our raw material suppliers. Our raw materials are majorly procured in the domestic market from Gujarat, Maharashtra, Rajasthan and West Bengal.

### Top Suppliers contribution to Purchase:

Particulars	Suppliers					
	March 31, 2024		March 31, 2023		March 31, 2022	
	Purchase contribution	% of Purchase	Purchase contribution	% of Purchase	Purchase contribution	% of Purchase
Top 1 (%)	28.61	13.17%	26.09	18.31%	37.04	17.17%
Top 3 (%)	62.57	28.81%	66.63	46.74%	95.40	44.23%
Top 5 (%)	84.15	38.75%	95.79	67.20%	130.07	60.30%
Top 10 (%)	120.20	55.36%	127.50	89.44%	165.24	76.61%

## UTILITIES

### Power

Our manufacturing process requires uninterrupted supply of Electric & Power for our manufacturing facility. We consume a substantial amount of power for our business operations. Our power requirements are met through local authorities, both at our manufacturing facility (registered office) and corporate office. Further, our some portion of energy requirement is met through our 30 KW solar panel installation.

### Water

To meet drinking and sanitary water requirements we utilise water supply from local authorities to meet water requirements for our registered office, manufacturing facility, corporate office and for warehouse.

## SALES AND MARKETING

Our Company supplies posters and paper materials to customers and also offers various incentive schemes to our field sales Officers, Medical Representatives and stockists/ super stockists including commission to motivate sales growth. Our Field Sales Officers and Medical Representatives visit doctors, hospitals, and chemist shops to explain the product benefits. While we do not own transport vehicles, we rely on private operators and transporters to deliver our goods as needed. As on June 30, 2024, we have 30 members team for a sales and marketing team including field sales officers and medical representatives who are dedicated to taking new orders, quoting rates and aids in understanding the requirements of the customers.

We endeavour to provide branded pharmaceutical products to our customers on a timely with our network of

distributors. Our marketing team ensures that new customers are serviced in an efficient and timely manner. Our team through their experience and good rapport with customers, owing to timely and quality delivery of service, plays an instrumental role in creating and expanding a work platform for our Company. We believe our relationship with our customers is established as we receive repeat order flows from them.

We follow a robust distribution model to sell our products through a network of various retailers. Our company exhibits/ attends various trade fairs / expo around the world to showcase and explain the products as well as processing capabilities owned by our Company. Additionally, we employ both online and offline sales strategies for our freeze-dried and frozen products. Our products are available on multiple online platforms, both domestically and internationally, including Amazon.in, Amazon.ca, Flipkart, Jio Mart, as well as through our own websites. Further, our Company intends to expand our reach and create brand awareness in the market by encouraging digital marketing and other marketing strategy as may be suitable time to time.

Our success is built on the strong relationships we maintain with our long-standing customers. Thus, efficiency of our marketing network is crucial to our company's success. Our experienced team plays a key role in creating and expanding our company's platform by consistently delivering timely and high-quality services. To retain our customers, our team regularly interacts with them and focuses on gaining insight into the additional needs of customers. Additionally, our website showcases and offers a wide range of products, which helps promote our brand and products effectively.

## **COMPETITION**

Our Company faces competition from a range of domestic and international players. As a known brand in the industry, we competes on multiple fronts, including product quality, brand image, pricing, and reliability. We recognize the importance of these factors in capturing market share and sustaining our growth. Thus, we are committed to continuously enhancing our brand image, offering innovative and trendy products, by meeting the evolving fashion demands of our customers.

To stay ahead in the competitive landscape, we strive to differentiate itself through its commitment to excellence. We consistently push the boundaries of product quality. We understand the significance of customer satisfaction in building long-term relationships and gaining a competitive edge by nurturing customer loyalty and trust, we aim to differentiate ourselves from our competitors.

## **INFORMATION TECHNOLOGY**

We believe that a good information technology infrastructure is important for business growth. We have implemented an IT infrastructure for processing, management and planning to assist smooth functioning of our business. Our IT infrastructure enables us to track procurement of raw materials, sale of finished goods, payments to vendors and receivables from customers. We have IT infrastructure to enable better coordination and communication between all our team present at different locations. Our products sale majorly depends on information technology with E-commerce businesses.

## **REPAIR AND MAINTENANCE**

We conduct periodic repair and maintenance programs for our manufacturing facility. Our machinery and electrical repair teams carry out periodic maintenance and repair of the plant and machineries on as needed basis. In addition, our manufacturing facilities are periodically inspected by our technicians.

## **QUALITY CONTROL**

We are certified for Quality Management System with the ISO 22000:2018, ISO 9001:2015, the U.S. Food and Drugs Administration & Food Safety and Standards Authority of India (FSSAI). We believe that we are a quality focused company. We are committed to maintain quality and at all steps from procurement till dispatch. We have established a quality control team which has the responsibility to ensure compliance with manufacturing practices. The finished products are tested done by our in-house team achieve the norms of self- certification; the products are then packed and dispatched.

## **ENVIRONMENT, HEALTH & SAFETY**

We are subject to various environmental laws and regulations which govern, among other matters, waste water discharges, employee health and employee safety. For further information, see "*Key Industry Regulations and Policies*" beginning on page 121 of this Draft Prospectus. We continue to ensure compliance with applicable

health and safety regulations and other requirements in our operations.

We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, see “*Government and Other Statutory Approvals*” beginning on page 223 of this Draft Prospectus.

## HUMAN RESOURCE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth.

The following table sets forth a breakdown of our employees by function as on June 30, 2024:

Sr. no	Category	No of Employees
1.	HR & Administration Department	1
2.	Sales and Marketing Department	30
3.	Quality Control	1
4.	Process Management	2
5.	Accounts and Finance Department	3
6.	Legal and Secreterial	1
7.	Manufacturing	35
<b>Total</b>		<b>73</b>

## EXPORT AND EXPORT OBLIGATIONS

Our Company has identified certain key export markets for its products. As on the date, we do not have any export obligation.

## COLLABORATION

As on date of this Draft Prospectus, our Company has not entered into any technical or financial collaboration agreements.

## INSURANCE

Our operations are subject to various risks inherent in our industry. We have obtained insurance in order to manage the risk of losses from potentially harmful events. These insurance policies are renewed periodically to ensure that the coverage is adequate.

We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies.

Sr. No.	Name of the Insurance Company	Details of Policy	Validity Period up to	Policy No.	Sum Insured	Premium
1.	The Oriental Insurance Company Limited	<b>Location</b> - Shop No 418, 4th Floor, Royal Platinum, Opp Shreepad Residency, Palanpore Canal Road, Palanpore, Surat <b>Risk</b> - Shops dealing in goods otherwise not provided for	Midnight of March 03, 2025	172400/11/2024/509	₹ 11.00 Lakhs	₹ 1,153/-
2.	The Oriental Insurance Company Limited	<b>Location</b> - Plot No 2900/112, Ankleshwar Industrial Estate, Village Gadkhol, GIDC, Ankleshwar <b>Risk</b> - Fruit and vegetable drying/dehydrating factories	Midnight of May 14, 2025	172400/11/2025/76	₹ 115.00 Lakhs	₹ 16,664/-

## INTELLECTUAL PROPERTY

### Trademarks:

We have obtained trademark registration for wordmarks and devices under different classes. For further details, please refer the chapter titled “Government Approvals - Intellectual Property Right under Approvals in Relation to our Business” on page 226.

### Domains:

We have registered different domains for our business purposes. For further details, please refer the chapter titled “Government Approvals – Domain Names under Approvals in Relation to our Business” on page 231.

## PROPERTIES

Date of License and Lease	Lessor	Address	Period of Lease	Area	Amount	Purpose
Assignment Deed dated November 17, 2017	Indokem Limited (as Assignor)	2900/112, Ankleshwar GIDC, Ankleshwar, Bharuch – 393 002, Gujarat, India.	Period of 99 Years w.e.f November 17, 2017	1097.75 Sqaure Meter	₹17,02,610/-	Registered Office and Manufactu ring Unit
Lease Agreement dated October 09, 2023	Mitali Shah and Shrenik Shah	Shop No 120-121-122, 01 <sup>st</sup> Floor Royal Platinum, Palanpur Canal Road, Adajan Dn, Surat – 395 009, Gujarat, India.	Period of 5 Years commencing From October 09, 2023.	985.41 Sq. Ft.	₹ 20,000/- Per Month	Corporate Office
<b>Properties given on Rent</b>						
Rent Agreement dated December 19, 2023	Hamps Bio Limited	Shop No 418, 4th Floor, Royal Platinum, Opp Shreepad Residency, Palanpore Canal Road, Palanpore, Surat	Period of 5 Years effect from March 15, 2023	906 Sq. ft.	₹ 15, 000/- Per Month	For Purpose of Corporate Office

## **KEY INDUSTRY REGULATIONS AND POLICIES**

*The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 223 of this Draft Red Herring Prospectus.*

### **THE COMPANIES ACT**

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **SEBI REGULATIONS**

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **TAX RELATED REGULATIONS**

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

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 31<sup>st</sup> October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

#### **Goods and Service Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the Central and State Governments. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST

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

The provisions of the Customs Act, 1962 and rules made there under 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 it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962, Customs Tariff Act, 1975 and the relevant provisions made thereunder. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the assessable value of the goods. Customs duties are administered by Central Board of Indirect Taxes and Customs under the Ministry of Finance

### **State Tax on Profession, Trades, Callings and Employment Rules, 1975**

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 each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. 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 and employer has to obtain the registration from the assessing authority in the prescribed manner.

### **Excise Laws**

Under the Seventh Schedule of the Constitution of India, state legislature is empowered to levy duty of excise on alcoholic liquor made for human consumption. Different state legislatures have enacted state legislations dealing with license for sale of alcohol. Any person selling alcoholic liquor is required to obtain appropriate license under the state legislation. Such license is issued and classified based upon the nature and type of alcoholic liquor. Pursuant to an order dated December 15, 2016, the Supreme Court of India banned the issuance of new license and renewal of existing license after April 1, 2017, for sale of liquor within 500 meters of national/state highways. However, the Supreme Court of India, pursuant to an order dated July 11, 2017 clarified that licensed establishments within municipal limits are exempted from this restriction.

## **BUSINESS / TRADE RELATED LAWS / REGULATIONS**

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

The FSSA was enacted on August 23, 2006 repealing and replacing the Prevention of Food Adulteration Act, 1954. The FSSA pursues to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India (“FSSAI”) for laying down scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption, and for matters connected therewith or incidental thereto. The standards prescribed by the FSSAI include specifications for food additives, flavorings, processing aids and materials in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. Under the provisions of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators.

#### **Various Rules and Regulations framed under FSSA:**

- The Food Safety and Standards Rules, 2011 (“FSSR”)

FSSAI has also framed the Food Safety and Standards Rules, 2011 (“FSSR”). The FSSR sets out the enforcement structure of ‘commissioner of food safety’, ‘the food safety officer’ and ‘the food analyst’ and procedures of taking extracts, seizure, sampling and analysis. The FSSA also lays down penalties for various offences, including recall procedures.

- The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011:

These Regulations provides for the conditions and procedures for registration and licensing process for food business and lays down general requirements to be fulfilled by various food business operators (“FBOs”), including petty FBOs as well as specific requirements to be fulfilled by businesses dealing with certain food products.

- The Food Safety and Standards (Food Recall Procedure) Regulations, 2017

In terms of these regulations, every FBO engaged in manufacture, importation or wholesale supply of food is required to have a food recall plan.

- The Food Safety and Standards (Packaging) Regulations, 2018 and Food Safety and Standards (Labelling and Display) Regulations 2020:

The packaging done by a FBO is required to comply with the Food Safety and Standards (Packaging) Regulations, 2018, while labelling and display of pre-packaged food items must comply with the Food Safety and Standards (Labelling and Display) Regulations 2020.

- The Food Safety and Standards (Licensing and Registration of Food Business) Amendment Regulations, 2018: According to these regulations, an e-commerce FBO (which includes sellers and brand owner who display or offer their food products, through e-commerce, and providers of transportation services for the food products and/or providing last mile delivery transportation to the end consumers), is required to obtain central license from the concerned central licensing authority.

- Food Safety And Standards (Food Products Standards And Food Additives) Regulations, 2011

Food additive is any substance intentionally added to food for a technological purpose. This may be to improve shelf life, maintaining its nutritional qualities and sensorial attributes (taste, texture, appearance). Food additives are not normally consumed as a food by itself. These regulations aims at regulating the compositional and chemical standards of processed food products added with food additives including dehydrated food products. .

### **Drugs and Cosmetics Act, 1940 (the “Drugs Act”), the Drugs and Cosmetics Rules, 1954 (the “Drugs Rules”)**

The Drugs Act regulates the import, manufacture, distribution, and sale of drugs and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, inter alia, misbranded, adulterated or spurious. The Drugs Act and the Drugs Rules specify the conditions for grant of a license for the manufacture, sale, import or distribution of any drug or cosmetic. It further mandates that every person holding a license to maintain such records that may be open to inspection by relevant authorities. Any violations of the provisions of the Drugs Act, including those pertaining to the manufacturing and import of spurious drugs, non-disclosure of specified information and a failure to keep the required documents are punishable with a fine, or imprisonment or both.

The Drugs Rules lay down the functions of the central drugs laboratory established under Section 6 of the Drugs Act. Under the Drugs Rules, an import license is required for importing drugs. The form and manner of application for import license has also been provided under the Drug Rules.

### **Drugs, Medical Devices and Cosmetics Bill, 2022 (the “Drugs Bill, 2022”)**

In July 2022, the Ministry of Health and Family Welfare, Government of India, released a draft of the Drugs Bill, 2022. The Drugs Bill, 2022 is proposed to amend and consolidate the laws relating to, inter alia, import, manufacture, distribution and sale of drugs and medical devices and cosmetics as well as the law relating clinical trials of new drugs and clinical investigation of investigational medical devices. The Drugs Bill, 2022 lays down the standards of the quality of imported drugs and cosmetics and circumstances under which these would be deemed to be adulterated, spurious and misbranded. Under the Drugs Bill, 2022, the central government has the power to prohibit or restrict or regulate the import of drugs and cosmetics in public interest including meeting the requirements of an emergency arising due to epidemic or natural calamities. Further, it lays down the standards of quality for manufacture, sale and distribution of drugs and cosmetics and clinical trial of drugs. The Drugs Bill, 2022 also proposes establishment of several boards and committees to assist and advise the Central and State Governments in the administration and regulation of drugs, cosmetics and medical devices.

### **Cosmetics Rules, 2020 (the “Cosmetic Rules”)**

Under the Cosmetic Rules, no cosmetic shall be imported into India unless the product has been registered in accordance with these rules by the central licensing authority i.e., the Drugs Controller General of India, appointed by the Central Government. Further, any person who intends to manufacture cosmetics shall make an application for grant of a license or loan license to manufacture for sale or for distribution to the state licensing authority. Also, it needs to be ensured that if cosmetics are manufactured at more than one premise, a separate license is obtained for each such premise. Under the Cosmetic Rules, each batch of the raw materials used for manufacturing the cosmetics, and also each batch of the final product is required to be tested and the records or registers showing the particulars in respect of such tests is required to be maintained. The Cosmetic Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin.

### **Drugs (Control) Act, 1950 (the “Drugs Control Act”)**

The Drugs Control Act provides for control of sale, supply, and distribution of drugs. Under the Drugs Act, any drug may be declared by the Central Government by notification to be a drug within its purview. The authorities may also prohibit the disposal or direct the sale of any specified drug.

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

The DPCO has been notified under the ECA. The first schedule to the DPCO consists of a list of essential medicines or formulations. In relation to these scheduled formulations, the DPCO inter alia prescribes the method for calculating the ceiling price and provides that the Government shall fix and notify the ceiling prices. The DPCO also prescribes the method for calculating the retail price of a new drug in the domestic market for existing manufacturers of scheduled formulations. Further, under the DPCO, the Government has been assigned the task to monitor the production and availability of scheduled formulations and the active pharmaceutical ingredients contained in the scheduled formulation.

#### **The Narcotic Drugs and Psychotropic Substances Act, 1985 (the “NDPS Act”)**

The NDPS Act is a legal framework which seeks to control and regulate the operations relating to narcotic drugs and psychotropic substances. It prohibits, inter alia, the cultivation, production, manufacture, possession, sale, purchase, transportation, warehousing, consumption, inter-state movement, import into India and transshipment of narcotic drugs and psychotropic substances, except for medical or scientific purposes. Offences under the NDPS Act are essentially related to violations of the various prohibitions imposed under the NDPS Act, punishable by either imprisonment or monetary fines or both.

#### **The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 (the “DMRA”)**

The DMRA seeks to control advertisements of drugs in certain cases and prohibits advertisement of remedies that claim to possess magic qualities. In terms of the DMRA, advertisements include any notice, circular, label, wrapper or other document and any announcement made orally or by any means of producing or transmitting light, sound or smoke. It also specifies the ailments for which no advertisement is allowed. DMRA prohibits advertisements that give false impression regarding the true character of a drug, make false claims for a drug, or are otherwise false or misleading in any material particular. Further, the Drugs and Magic Remedies (Objectionable Advertisements) Rules, 1955 have been framed for effective implementation of the provisions of the DMRA.

#### **National Pharmaceuticals Pricing Policy, 2012 (the “2012 Policy”)**

The 2012 Policy intends to provide the principles for pricing of essential drugs specified in the National List of Essential Medicines – 2011 (“NLEM”) declared by the Ministry of Health and Family Welfare, Government of India and modified from time to time, in order to ensure the availability of such medicines at reasonable price, while providing sufficient opportunity for innovation and competition to support the growth of the industry. The prices are regulated based on the essential nature of the drugs. Further, the 2012 Policy regulates the price of formulations only, through market-based pricing which is different from the earlier principle of cost based pricing. Accordingly, the formulations will be priced by fixing a ceiling price and the manufacturers of such drugs will be free to fix any price equal to or below the ceiling price.

#### **The New Drugs and Clinical Trial Rules, 2019 (the “NDC Rules”)**

The clinical trials in India are controlled by the Directorate General (“DG”) of health services under the Ministry of Health and Family Welfare, Government of India. The NDC Rules lay down the process mechanics and guidelines for clinical trials, including procedure for approval for clinical trials. Clinical trials require obtaining of free, informed, and written consent from each study subject. The NDC Rules also provide for compensation in case of injury or death caused during the clinical trials. The Central Drugs Standard Control Organization has issued the guidance for industry for submission of clinical trial application for evaluating safety and efficacy, for the purpose of submission of clinical trial application as required under the NDC Rules. Further, under the NDC Rules, the ethics committee constituted thereunder is required to register itself with the central licensing authority in order to conduct any clinical trial, bioavailability study or bioequivalence study. The NDC Rules further provide for the composition and functions of the ethics committee and its period of validity. The NDC Rules further mandate the maintenance of records for a period of five years after completion of the clinical trial, bioavailability study or bioequivalence study, as the case may be.

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

The Sales Promotion Act regulates certain conditions of service of sales promotion employees and applies to pharmaceutical industry. It provides, inter alia, conditions of appointment and leave of sales promotion employees and maintenance of registers and other documents of such employees.



### **Essential Commodities Act, 1955 (the “ECA”)**

The ECA gives powers to the Government of India to, among other things, regulate production, distribution and quality of essential commodities including drugs, for maintaining or increasing supplies and for securing their equitable distribution and availability at fair prices. Using the powers under it, various ministries/departments of the Government have issued control orders for regulating production, distribution, quality aspects, movement and prices pertaining to the commodities which are essential and administered by them. The state governments have issued various control orders to regulate various aspects of trading in essential commodities.

### **Drug Policy, 2002**

The main objectives of the Drug Policy 2002 are several and include ensuring abundant availability at reasonable prices within the country of good quality essential pharmaceuticals of mass consumption. It also concentrates on strengthening the indigenous capability for cost effective quality production and exports of pharmaceuticals by reducing barriers to trade in the pharmaceutical sector and strengthening the system of quality control over drug and pharmaceutical production and distribution to make quality an essential attribute of the Indian pharmaceutical industry and promoting rational use of pharmaceuticals. The Policy further encourages the R&D in the pharmaceutical sector in a manner compatible with the country's needs and with particular focus on diseases endemic or relevant to India by creating an environment conducive to channelizing a higher level of investment into R&D in pharmaceuticals in India. Creating an incentive framework for the pharmaceutical industry which promotes new investment into pharmaceutical industry and encourages the introduction of new technologies and new drugs is another important aspect which has been examined by this Policy.

### **The Essential Commodities Act, 1955 (the “ECA”)**

The ECA empowers the Central Government, to control production, supply and distribution of, trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defense of India or the efficient conduct of military operations. Using the powers under it, various ministries/departments of the Central Government have issued control orders for regulating production, distribution, quality aspects, movement and prices pertaining to the commodities which are essential and administered by them. The State Governments have also issued various control orders to regulate various aspects of trading in essential commodities such as food grains, edible oils, pulses kerosene, sugar and drugs. Penalties in terms of fine and imprisonment are prescribed under the ECA for contravention of its provisions.

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

On and from the commencement of these rules, no person shall pre-pack or cause or permit to be pre-packed any commodity for sale, distribution or delivery unless the package in which the commodity is pre-packed bears thereon, or on a label is securely affixed thereto, such declarations as are required to be made under these rules. Further these rules require that it shall be ensured that all packages leaving the premises of manufacturer for their destination shall have declaration of retail sale price on them as required in these rules. However these rules are not applicable to packages of commodities containing quantity of more than 25 kg or 25 litre excluding cement and fertilizer sold in bags up to 50 kg and packaged commodities meant for industrial consumers or institutional consumers.

### **Consumer Protection Act, 2019 (the “Consumer Protection Act”) and the rules made thereunder:**

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

## **ENVIRONMENT LAWS:**

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

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

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

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

#### **Environment Protection Act, 1986 (“Environment Act”)**

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe: (i) the standards of quality of air, water or soil for various areas; (ii) the maximum allowable limits of concentration of various environmental pollutants for different areas; (iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

#### **Environment (Protection) Rules, 1986 (“Environment Rules”)**

In exercise of powers conferred under the Environment Act, the Central Government notified the Environment Rules. Pursuant to Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or shall submit to the concerned Pollution Control Board (“PCB”) an environmental statement for that financial year in the prescribed form.

#### **Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)**

The Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

#### **Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”), Water (Prevention and Control of Pollution) Cess Act, 1977:**

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

#### **Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Wastes Rules”)**

The Hazardous Wastes Rules have been enacted to ensure resource recovery and disposal of hazardous wastes, as defined under the Hazardous Wastes Rules in an environmentally sound manner. The Hazardous Wastes Rules apply to all persons who handle, generate, collect, store, pack, transport, use, treat, process, recycle, recover, preprocess, co-process, utilise, offer for sale, transfer, or dispose hazardous and other wastes. In accordance with the provisions of the Hazardous Wastes Rules, every person undertaking any of the aforementioned activities with hazardous, and other wastes, is required to obtain an authorisation for undertaking such activities. Further, an occupier is inter alia, under an obligation to ensure the safe and environmentally sound management of hazardous

and other wastes. It may be noted that wastes defined under the Hazardous Wastes Rules are to be disposed only in a facility, duly authorised under the provisions of the Hazardous Wastes Rules.

## **REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT**

### **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 Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

### **Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed thereunder.**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

### **Ownership restrictions of FIIs**

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

### **Laws related to Overseas Investment by Indian Entities:**

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

**Foreign Trade Policy 2023:**

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services.

**LAWS RELATING TO INTELLECTUAL PROPERTY****Trademarks Act, 1999**

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

**Patent Act, 1970**

The Patents Act, 1970 (Patent Act) protects innovations in terms of machinery, development and improvement of existing formulae, technology and like for manufacturing/ preserving / processing of various kinds of goods, materials and like.

**LAWS RELATED TO EMPLOYMENT OF MANPOWER:****Code on Wages, 2019**

The Code on Wages, 2019 regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Only few section of the Code has yet been notified vide notification no. S.O. 4604(E) dated December 18, 2020.

**The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

**The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

**The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

*\*The Code on Wages, 2019, The Code on Social Security, 2020, (enacted by the Parliament of India and assented to by the President of India) will come into force as may be notified in the Official Gazette by the Central Government of India, different dates may be appointed for different provisions of the Codes.*

#### **The Factories Act, 1948**

The Factories Act, 1948 ("Factories Act") seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires inter alia the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory.

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

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

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

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers. The governing authority for the Act is Employees' State Insurance Corporation through its regional branch and the authority has vide its notification no. X-11/14/6/2015-P&D dated January 21, 2021 has issued an updated list of implementation under ESIC 2.0/Vision-2022 (As on 01.01.2021) which notifies the districts in which ESIC is applicable/ partially applicable / not applicable.

#### **Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 ("MWA Rules")
- Public Liability Insurance Act, 1991 ("PLI Act")
- Industrial (Development and Regulation) Act, 1951 ("IDRA")
- Industrial Disputes Act, 1947 ("ID Act")
- Payment of Bonus Act, 1965 ("POB Act")
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979

- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")
- Equal Remuneration Act, 1976 ("ER Act")
- Contract Labour Regulation and Abolition Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 ("WCA")
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946
- Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015,

## **OTHER GENERAL REGULATIONS**

### **The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act"):**

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

### **State Laws**

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

### **Municipality Laws**

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

### **Approvals from Local Authorities**

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

### **Other regulations:**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

## **PROPERTY RELATED LAWS**

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated under the name “*Hamps Bio Private Limited*” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli on January 02, 2007. Subsequently, the status of the Company was changed to public limited and the name of our Company was changed to “*Hamps Bio Limited*” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on June 08, 2023. The fresh certificate of incorporation consequent to conversion was issued on July 12, 2023 by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U24233GJ2007PLC049692.

Herrik Shah and Shrenik Shah were the initial subscriber to the Memorandum of Association of our Company. Herrik Shah, Shrenik Shah, Pallavi Shah, Mitali Shah, Herrik Shah HUF and Shrenik Shah HUF are current promoters of the company. For further details of our promoter please refer the chapter titled “*Our Promoter and Promoter Group*” beginning on page 149 of this Draft Prospectus.

For further information on our Company’s profile refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages, 103, 91, 134, 157 and 207 respectively of this Draft Prospectus.

### CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

The following changes were made in the location of our Registered Office:

From	To	With effect from	Reason for Change
433, C-I, G.I.D.C. Industrial Estate, Ankleshwar - 393002, Gujarat, India	2900/112, GIDC, Near Atul Limited, Ankleshwar, Bharuch – 393 002, Gujarat, India.	August 20, 2018	Administrative convenience

### MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events/Milestones/Achievements
2007	Incorporation of our company under the name “ <i>Hamps Bio Private Limited</i> ”
2017	Started new business segment of Freeze dried and frozen products in FMCG industry
2023	Converted to Public Limited Company and Name changed to “ <i>Hamps Bio Limited</i> ”

### AWARDS, ACCREDITATIONS AND RECOGNITIONS RECEIVED BY OUR COMPANY

The table below sets forth some of the awards and accreditations received by our Company:

Calendar Year	Details
2022	Certified ISO 9001:2015 for Quality Management System
2023	Certified ISO 22000:2018 for Food Safety Management System

### MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, treat, disinfect, compound, formulate, mix, concentrate, pack, repack, refine, add, remove, pure, preserve, grade, freeze, distillate, boil, sterilize, Improve, extract, buy, sell, resale, import, export, barter, store, forward, distribute, dispose, develop, research, discover, manipulate, market, supply and to act as agent, broker, adatia, representative, consultant, collaborator, stockiest, liasioner, middleman, job worker or otherwise to deal in all types, descriptions, specifications, strengths and applications of medicines, pharmaceutical, cosmetics products and chemical products of medicaments used for treatment, cure and healthcare of human beings and animals including, basic drugs, intermediates, tonics, antibiotics, enzymes, steroids, vitamins, hormones, biological and immunological

chemicals, contraceptives, surgicalplaster of Pareis, yeasts, diagnostic agents, oils and tinctures, medicinal products in all forms such as capsules, tablets, powders, ointments, syrups, ingestible, pills, fluids, granules, sprayers, inhalers, droppers, removers, medicines, poultry medicines, herbal products, their by-products, intermediates, residues mixtures and compounds.

#### **AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE LAST TEN YEARS**

The following changes have been made in the Memorandum of Association of our Company since Ten (10) Years:

<b>Date of Meeting</b>	<b>Type</b>	<b>Nature of Amendment</b>
February 20, 2014	EOGM	<b>Alteration in Capital Clause:</b> The authorised share capital of our Company increased from ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹10/- each to ₹ 76,00,000/- divided into 7,60,000 Equity Shares of ₹ 10/- each.
November 01, 2017	EOGM	<b>Alteration in Capital Clause:</b> The Authorized Share Capital was increased from ₹ 76,00,000/- divided into 7,60,000 Equity Shares of ₹10/- each to ₹1,01,00,000/- divided into 10,10,000 Equity Shares of ₹ 10/- each.
February 05, 2021	EOGM	<b>Alteration in Capital Clause:</b> The Authorized Share Capital was increased from ₹ 1,01,00,000/- divided into 10,10,000 Equity Shares of ₹10/- each to ₹1,51,00,000/- divided into 15,10,000 Equity Shares of ₹ 10/- each
December 09, 2022	EOGM	<b>Alteration in Capital Clause:</b> The Authorized Share Capital was increased from ₹ 1,51,00,000/- divided into 15,10,000 Equity Shares of ₹10/- each to ₹5,00,00,000/- divided into 50,00,000 Equity Shares of ₹ 10/- each
June 08, 2023	EOGM	<b>Adoption of New MOA:</b> To adopt new set of Memorandum of association in accordance with Companies act,2013.
June 08, 2023	EOGM	<b>Alteration in Name Clause:</b> Change in the name clause from “ <i>Hamps BioPrivate Limited</i> ” to “ <i>Hamps BioLimited</i> ”.
December 30, 2023	EOGM	<b>Alteration in Object Clause:</b> Change in the main clause of Object by replacing the existing main clause

#### **OUR HOLDING COMPANY**

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

#### **OUR SUBSIDIARY COMPANY**

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

#### **TIME/COST OVERRUN**

We have not experienced any time or cost overrun in setting up our projects as on the date of this Draft Prospectus.

#### **DETAILS REGARDING MATERIAL ACQUISITION OR DIVESTMENTS OF BUSINESS/ UNDERTAKINGS, MERGERS, AMALGAMATION, ANY REVALUATION OF ASSETS, ETC. IN THE LAST TEN (10) YEARS**

Our Company has not made any material acquisitions or divestments of any business or undertakings, and has not undertaken any mergers, amalgamations or revaluation of assets in the last ten (10) years preceding the date of this Draft Prospectus.



## **SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS**

We do not have any financial or strategic partnerships as on the date of this Draft Prospectus.

## **SHAREHOLDERS' AND OTHER AGREEMENT**

As on the date of this Draft Prospectus, our Company does not have any subsisting shareholders' agreements and other material agreements.

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

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled "*Our Business*" beginning on page 103 of this Draft Prospectus.

## **DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY THE PROMOTER**

Our Promoters Herrik Shah, Shrenik Shah, and Mitali Shah have personally guaranteed the repayment of certain cash credit facilities availed by the Company worth Rs. 343.31 Lakhs from Kotak Mahindra Bank Limited. For further details, please see "Our Promoter and Promoter Group – Material Guarantees" and "Financial Indebtedness – Guarantee" on pages 152 and 206, respectively.

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

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Draft Prospectus.

## **JOINT VENTURES**

As on the date of this Draft Prospectus, there are no joint ventures of our Company.

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT, DIRECTOR, PROMOTER OR ANY OTHER EMPLOYEE**

Except as mentioned in Chapter titled '*Our Management*' beginning on page 134 of this Prospectus, there are no agreements entered into by key managerial personnel or a Director or Promoter or any other employee of the Company, 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.

## **STRATEGIC PARTNERS**

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

## **FINANCIAL PARTNERS**

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

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013. As of the date of this Draft Prospectus, our Company has 5 (Five) Directors on the Board, 1 (One) as Chairman and Managing Director, 1 (One) as Whole-time Director, 1 (One) as Non-Executive Director and 2 (Two) as Independent Directors. There are 2 (Two) Woman Directors on our Board.

The details of the Directors are as mentioned in the below table:

Name, Father's Name, Designation, Nationality, Term and DIN	Age, DOB, Occupation,	Date of Appointment / Re-appointment	Other Directorships
<p><b>Name:</b> Herrik Shah  <b>Age:</b> 42 years  <b>Date of Birth:</b> July 17, 1981  <b>Designation:</b> Chairman and Managing Director  <b>Residential Address:</b> 11, Jivanvihar Society, Opp. Navyug College, Rander Road, Surat - 395 009, Gujarat, India.  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> period of 5 (five) years with effect from November 04, 2023.  <b>DIN:</b> 01052316</p>		<p>Appointed as Director since incorporation  Change in Designation as Chairman and Managing Director on November 04, 2023.</p>	<ul style="list-style-type: none"> <li>• V4U Healthcare Private Limited</li> <li>• HSDL Innovative Private Limited</li> </ul>
<p><b>Name:</b> Shrenik Shah  <b>Age:</b> 39 years  <b>Date of Birth:</b> November 30, 1984  <b>Designation:</b> Whole-time Director  <b>Residential Address:</b> 11, Jivanvihar Society, Opp. Navyug College, Rander Road, Surat - 395 009, Gujarat, India.  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> period of 5 (Five) years with effect from December 08, 2023  <b>DIN:</b> 00973690</p>		<p>Appointed as Director since incorporation  Change in Designation as Whole Time Director on December 08, 2023.</p>	<ul style="list-style-type: none"> <li>• V4U Healthcare Private Limited</li> </ul>
<p><b>Name:</b> Pallavi Shah  <b>Age:</b> 45 years  <b>Date of Birth:</b> May 24, 1979  <b>Designation:</b> Non-Executive Director  <b>Residential Address:</b> 11, Jivanvihar Society, Opp. Navyug College, Rander Road, Surat - 395 009, Gujarat, India.</p>		<p>Appointed as Non-Executive Director on June 15, 2024.</p>	<ul style="list-style-type: none"> <li>• Nil</li> </ul>

<p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>DIN:</b> 10418931</p>		
<p><b>Name:</b> Radhika Kanodia</p> <p><b>Age:</b> 25 years</p> <p><b>Date of Birth:</b> January 31, 1999</p> <p><b>Designation:</b> Non- Executive Independent Director</p> <p><b>Residential Address:</b> 5-A, Arnav Apartment, City Light, Umra, Surat – 395 007, Gujarat, India.</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Non-Executive Independent Director for a period of 5 (five) years with effect from November 06, 2023.</p> <p><b>DIN:</b> 07862908</p>	<p>Appointed as Additional Director from November 04, 2023.</p> <p>Change in designation to Non-Executive Independent Director on November 06, 2023.</p>	<ul style="list-style-type: none"> <li>• R &amp; B Denims Limited</li> </ul>
<p><b>Name:</b> Jinay Palrecha</p> <p><b>Age:</b> 32 years</p> <p><b>Date of Birth:</b> May 02, 1992</p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Residential Address:</b> A-303, Pheonix Tower, VIP Road, Vesu, Surat – 395001, Gujarat, India</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Independent Director for a period of 5 (Five) years with effect from November 06, 2023.</p> <p><b>DIN:</b> 10379873</p>	<p>Appointed as Additional Director from November 04, 2023.</p> <p>Change in designation to Non-Executive Independent Director on November 06, 2023.</p>	<ul style="list-style-type: none"> <li>• Nil</li> </ul>

#### BRIEF PROFILE OF OUR DIRECTORS

**Herrik Shah**, aged 42 years is one of the Promoter, Chairman and Managing Director of our Company. He holds Bachelor’s Degree in Pharmacy from Pune University. He also completed Diploma in Export and Import from South Gujrat University in year 2017. He has more than 20 years of experience in Pharmaceutical Formulation. He has been associated with our Company since incorporation and was designated as Chairman and Managing Director w.e.f. November 04, 2023 for a period of 5 years. He is responsible for the strategy, performance and risk management of the Company and brings about innovation through creation of new capacities, development of products, exploring and evaluating ways of penetrating existing markets and developing new markets in India and abroad.

**Shrenik Shah**, aged 39 years, is one of the Promoter and Whole Time Director of our Company. He has completed M.S. in Orthopedic from Pune University. and he has completed MBBS from South Gujarat University, in the year 2008. He has been associated with our Company since incorporation and was designated as Chairman and Managing Director w.e.f. December 08, 2023 for a period of 5 years. He has almost 16 years

experience in Pharmaceutical and Product Development. He is currently responsible for looking after the Product development and key area of system management of our Company.

**Pallavi Shah**, aged 45 years, is one of the Promoter and Non-Executive Director of our Company. She has been appointed as Non-Executive Director of our Company w.e.f. June 15, 2024. She has completed Bachelor of Pharmacy from University of Pune and has experience of more than 2 decades in Pharma industry. She has expertise in team management and product development.

**Radhika Kanodia**, aged 25 years, is the Non-Executive Independent Director of our Company. She has been appointed as Non-Executive Independent Director of our Company w.e.f. November 06, 2023. She has passed the Professional Competence Examination conducted by The Institute of Chartered Accountants of India in year 2023 and is an Associate member of the Institute of Chartered Accountants of India. She is proficient in Statutory Audit, Tax Audit, CARO Reporting, SEBI LODR, ICFR review, etc.

**Jinay Palrecha**, aged 32 years, is the Non-Executive Independent Director of our Company. He has been appointed as Non-Executive Independent Director of our Company w.e.f. November 06, 2023. He has completed Bachelor of Commerce from Veer Narmad South Gujarat University, in the year 2014. He is fellow member of Institute of Chartered Accountants of India. He has around 8 years of experience in the field of Accounting and Taxation. He has previously worked with SCP & Associates, Chartered Accountants as Partner. He has expertise in accounting, financial analysis, strategic planning and data analysis.

## CONFIRMATIONS

As on the date of this Draft Prospectus:

- Except as disclosed below, none of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.
  - i. Herrik Shah and Shrenik Shah are related to each other as Brothers
  - ii. Herrik Shah and Pallavi Shah are related to each other as Husband and Wife
  - iii. Shrenik Shah and Pallavi Shah are related to each other as Brother-in-Law and Sister-in-Law
- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
- The directors and senior management of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- None of the Directors are categorized as a wilful defaulter or fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of the Promoters or Directors has been or is involved as a Promoter or Director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

## DETAILS OF BORROWING POWERS

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on April 30, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the

aggregate of ₹ 10 Crores.

## REMUNERATION OF OUR DIRECTORS

The compensation payable to our Managing Director and Whole-time Director will be governed as per the terms of their appointment and shall be subject to applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

### Herrick Shah

Herrick Shah has been a director of the Company since incorporation. He was appointed as the Chairman and Managing Director of our Company for a period of five years with effect from November 04, 2023. The details of his remuneration as approved by our members on November 06, 2023, with effect from November 04, 2023, for a period of five years, areas stated below:

Particulars	Remuneration (In ₹ lakhs)
Remuneration	Shall not exceed ₹4,50,000/- per annum
Other benefits	He may be entitled to furnished/non- furnished accommodation; Company maintained car, or such other perquisites as may be decided by the Board of Directors of the Company in accordance with the Company's rules from time to time All other terms and conditions are per the HR Policy of the Company, if any.

### Shrenik Shah

Shrenik Shah has been appointed Whole Time Director of the Company on December 08, 2023. The details of his remuneration as approved by our members on December 11, 2023, with effect from December 08, 2023, for a period of five years, are as stated below:

Particulars	Remuneration (In ₹ lakhs)
Remuneration	Shall not exceed ₹3,60,000/- per annum
Other benefits	He may be entitled to furnished/non- furnished accommodation; Company maintained car, or such other perquisites as may be decided by the Board of Directors of the Company in accordance with the Company's rules from time to time All other terms and conditions are per the HR Policy of the Company, if any.

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, for the time being in force). The Remuneration / Sitting Fees paid to the Directors during the last F.Y. 2023 - 24 is as follows:

Sr. No.	Name	Designation	Remuneration paid (₹ in Lakhs)
1.	Herrick Shah	Chairman & Managing Director	₹ 2.58/- pa
2.	Shrenik Shah	Whole Time Director	₹ 2.00/- pa

## SITTING FEES TO NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

The remuneration paid to the Independent Directors and Non-Executive Director is, either by way of fees for attending the meetings of Board and its committees, reimbursement of expenses incurred by them to attend Board or committee meetings, and/ or in such other way as may be approved by the Board.

Pursuant to the resolution passed by the Board of Directors of our Company on June 17, 2023, the other Non-Executive Directors and Non-Executive Independent Directors of our Company would be entitled to a sitting fee of ₹4,000/- for attending every meeting of Board or its committee thereof.

As the Independent Directors and Non-Executive Director have been appointed on the Board in the present Fiscal Year, hence, no remuneration has been paid in the Financial Year 2023-24

## REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS BY OUR SUBSIDIARIES OR ASSOCIATES

As on the date of this Draft Prospectus, we do not have any subsidiaries or associates.

### PAYMENT OF BENEFITS (NON-SALARY RELATED)

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

### CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

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

### BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

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

### SHAREHOLDING OF OUR DIRECTORS

The details of the shareholding of our directors as on the date of this Draft Prospectus are as follows:

Name	Designation	No. of Equity Shares held	% of pre issue paid up capital	% of post issue paid up capital
Herrick Shah	Chairman and Managing Director	13,55,384	43.22%	[●]
Shrenik Shah	Whole Time Director	10,26,341	32.73%	[●]
Pallavi Shah	Non-Executive Director	1,47,357	4.70%	[●]

### INTEREST OF OUR DIRECTORS

All the Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles of Association. All our 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 as well as to the extent and reimbursement of expenses payable to them under our Articles of Association. Further some of our directors may be deemed to be interested to the extent shareholding held by them, their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoter and in any dividend distribution which may be made by our Company in the future. Some of our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them to the extent of any dividends payable to them and other distributions in respect of the said Equity Shares.

Our Chairman and Managing Director, Herrik Shah and Shrenik Shah, Whole-time Director deemed to be interested to the extent of remuneration and Sitting Fees payable to them pursuant to Articles of the Company and resolution approved by the Board of Directors and Members of our Company, as the case may be, time to time for services rendered as an officer or employee of our Company. Further our Chairman and Managing Director Herrik Shah, Whole Time Director Shrenik Shah and Non-Executive Director Pallavi Shah, may also be regarded as interested in the Equity Shares and any dividend payable to them and other distributions in respect of the said Equity Shares, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoters, pursuant to this Issue.

No loans have been availed by our directors from our Company as on the date of filing of this Draft Prospectus.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

### ***Interest in the property of the Company***

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*”, beginning on page 120 of this Draft Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company.

### ***Interest in Business of the Company***

Except as stated in the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 103 and 157 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

### ***Interest in promotion of the Company***

Except for Herrik Shah, Pallavi Shah and Shrenik Shah who are the Promoter of our Company, none of the Directors are interested in the promotion of our Company.

Except as disclosed above, our directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machineries.

Except as disclosed in this Draft Prospectus, no amount or benefit has been paid or is intended to be paid or given to any of our directors except the normal remuneration for services rendered as Directors and/or as Key Managerial Personnel.

### **CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Date of Appointment / Change in designation</b>	<b>Reason for Change</b>
1.	Herrik Shah	November 04, 2023	Change in Designation as Chairman and Managing Director
2.	Radhika Kanodiya	November 04, 2023	Appointed as Additional Non-Executive Independent Director
3.	Jinay Palrecha	November 04, 2023	Appointed as Additional Non-Executive Independent Director
4.	Jinay Palrecha	November 06, 2023	Change in Designation to Non-Executive Independent Director
5.	Radhika Kanodiya	November 06, 2023	Change in Designation to Non-Executive Independent Director
6.	Mountbaton Shah	December 01, 2023	Resignation as Non-Executive Director
7.	Shrenik Shah	December 08, 2023	Change in Designation as Whole Time Director
8.	Mitali Shah	December 11, 2023	Appointed as Non- Executive Director
9.	Mitali Shah	June 13, 2024	Resignation as Non-Executive Director
10.	Pallavi Shah	June 15, 2024	Appointed as Non-Executive Director

### **CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act with respect to corporate governance, provisions of SEBI LODR Regulations to the extent applicable to the entity whose shares are listed on Stock Exchange and shall be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including SEBI LODR Regulations, SEBI ICDR Regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific

operational areas. As on the date of this Draft Prospectus, our Company have 5 (Five) Directors on the Board, 1 (One) as Chairman and Managing Director, 1 (One) as and Whole Time Director, 1 (One) as Non-Executive Director and 2 (Two) as Independent Directors. There is 2 (Two) Woman Directors.

### **COMMITTEES OF THE BOARD OF DIRECTORS**

Our Board of Directors presently has three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI LODR Regulations: (i) Audit Committee, (ii) Stakeholders Relationship Committee and (iii) Nomination and Remuneration Committee.

#### **Audit Committee**

Our Board has constituted the Audit Committee vide Board Resolution dated December 08, 2023 which was in accordance with Section 177 of the Companies Act, 2013.

The audit committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Jinay Palrech	Non-Executive Independent Director	Chairperson
Radhika Kanodiya	Non-Executive Independent Director	Member
Shrenik Shah	Whole-time Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee. The terms of reference of the Audit Committee are as follows:

- (a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (b) recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee;
- (c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (i) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (ii) changes, if any, in accounting policies and practices and reasons for the same;
  - (iii) major accounting entries involving estimates based on the exercise of judgment by management;
  - (iv) significant adjustments made in the financial statements arising out of audit findings;
  - (v) compliance with listing and other legal requirements relating to financial statements;
  - (vi) disclosure of any related party transactions;
  - (vii) modified opinion(s) in the draft audit report;
- (e) reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- (f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (h) formulating a policy on related party transactions, which shall include materiality of related party transactions;



- (i) approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- (j) scrutiny of inter-corporate loans and investments;
- (k) valuation of undertakings or assets of the Company, wherever it is necessary;
- (l) evaluation of internal financial controls and risk management systems;
- (m) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (n) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (o) discussion with internal auditors of any significant findings and follow up thereon;
- (p) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (q) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (r) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (s) to review the functioning of the whistle blower mechanism;
- (t) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (u) identification of list of key performance indicators and related disclosures in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, for the purpose of the Company's proposed initial public offering;
- (v) carrying out any other function as is mentioned in the terms of reference of the audit committee or as required as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable law, as and when amended from time to time;
- (w) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- (x) consider the rationale, cost, benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and provide comments to the Company and its shareholders.
- (y) Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- (z) Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- (aa) Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature and for the period prescribed under Applicable Law;
- (bb) Reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given; and
- (cc) To review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively.

The Audit Committee shall mandatorily review the following information:

- (a) management discussion and analysis of financial condition and results of operations;

- (b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (c) internal audit reports relating to internal control weaknesses;
- (d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- (e) statement of deviations:
- (f) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations; and
- (g) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.
- (h) review the financial statements, in particular, the investments made by any unlisted subsidiary; and
- (i) such information as may be prescribed under the Companies Act and SEBI Listing Regulations.”

The powers of the Audit Committee shall include the following:

- (a) to investigate any activity within its terms of reference;
- (b) to seek information from any employee of the Company;
- (c) to obtain outside legal or other professional advice; and
- (d) to secure attendance of outsiders with relevant expertise, if it considers necessary.
- (e) such powers as may be prescribed under the Companies Act and SEBI Listing Regulations

#### **Stakeholders' Relationship Committee**

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution dated June 17, 2024 pursuant to Section 178 of the Companies Act, 2013.

The Stakeholders' Relationship Committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Pallavi Shah	Non-Executive Director	Chairman
Jinay Palrecha	Non-Executive Independent Director	Member
Radhika Kanodiya	Non-Executive Independent Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

The powers of the Stakeholders Relationship Committee shall be as follows:

- (a) resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- (b) reviewing of adherence to the service standards adopted by the Company with respect of various services being rendered by the registrar and share transfer agent of our Company and to recommend measures of overall improvement in the quality of investor services;
- (c) review of measures taken for effective exercise of voting rights by shareholders;
- (d) review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- (e) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities and ensure proper and timely attendance and redressal of investor queries and grievances;
- (f) Giving effect to all transfer or transmission of shares and other securities, dematerialisation of shares and rematerialisation of shares, split and issue duplicate share or other security(ies) certificate(s) in lieu of the

- original share/security(ies) certificate(s) of the Company, compliance with all requirements related to shares and other securities from time to time;
- (g) Considering and soecifically looking into various aspects of interest of shareholders, debenture holders or holders of any other securities;
  - (h) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time; and
  - (i) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Listing Regulations or any other applicable law, as and when amended from time to time.”

**Nomination and Remuneration Committee**

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated December 08, 2023 pursuant to section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Radhika Kanodiya	Non-Executive Independent Director	Chairperson
Jinay Palrecha	Non-Executive Independent Director	Member
Pallavi Shah	Non-Executive Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The role of the Nomination and Remuneration Committee shall be as follows:

- (a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel, senior management personnel and other employees.
- (b) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may
  - (i) use the services of an external agencies, if required;
  - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (iii) consider the time commitments of the candidates;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

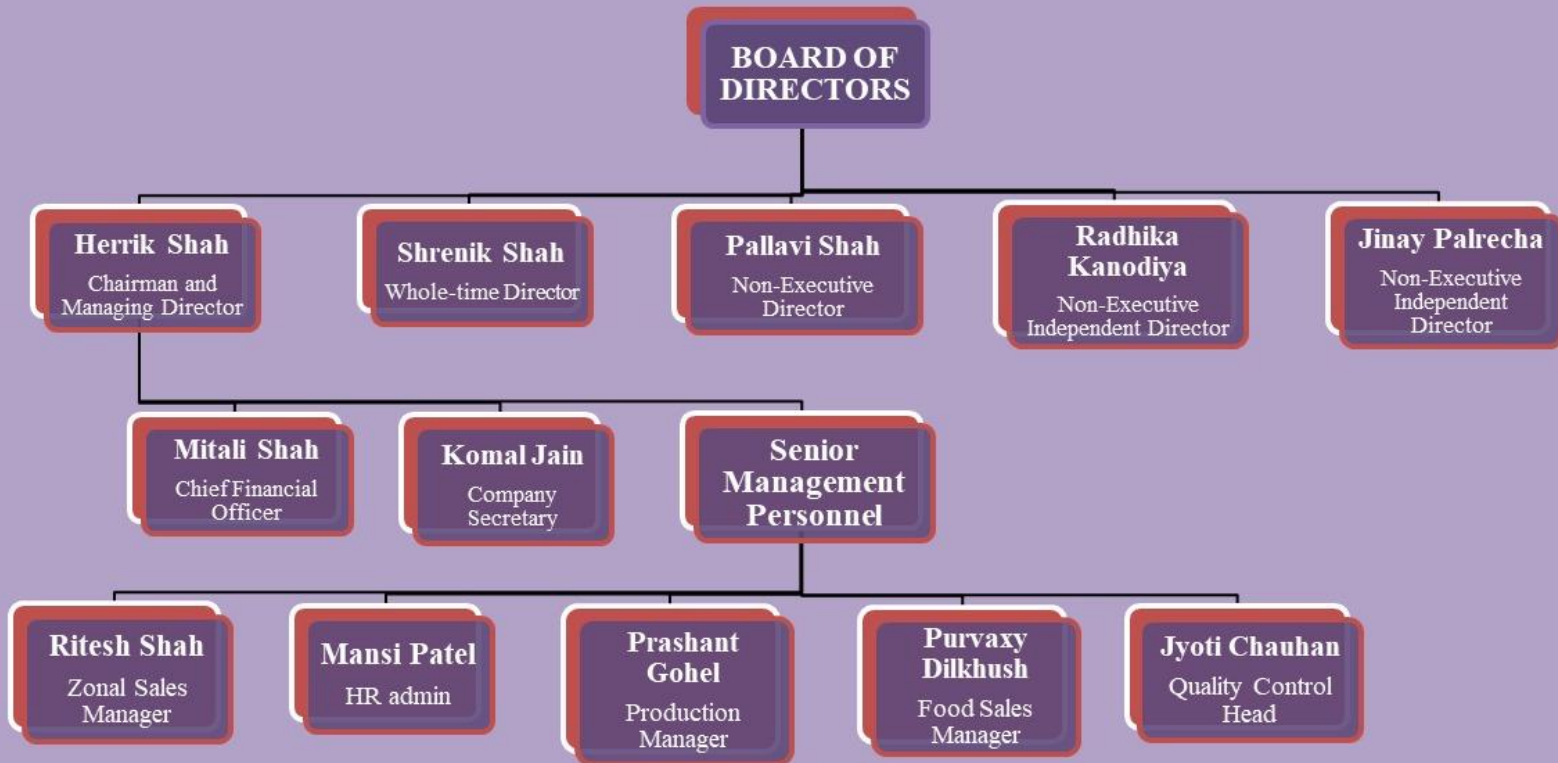
- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- (c) formulation of criteria for evaluation of performance of independent directors and the Board;
- (d) devising a policy on diversity of Board;
- (e) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- (f) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (g) recommend to the board, all remuneration, in whatever form, payable to senior management;

- (h) Periodically reviewing and re-examining the terms of reference and making recommendations to our Board for any proposed changes;
- (i) Ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act, 2013;
- (j) Developing a succession plan for the Board and senior management and regularly reviewing the plan;
- (k) Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority; and
- (l) carrying out any other activities as may be delegated by the Board of Directors and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.”

#### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the BSE SME. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

## ORGANIZATIONAL STRUCTURE



## KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and Senior Management of our Company:

### Key Managerial Personnel

The details of Key Managerial Personnel except our Managing Director and our Whole Time Director are mentioned below. Herrik Shah is the Chairman & Managing Director and Shrenik Shah is the Whole Time Director of the Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 135 of this Draft Prospectus.

**Mitali Shah**, aged 38 years, is the Chief Financial Officer of our Company with effect from June 14, 2024. She has completed his Bachelor of Commerce from Sardar Patel University, Gujarat in the year 2005. She also has completed Post Graduate Diploma in Business Management from NMIMS University, Mumbai. She has experience of more than 13 years in field Commerce and Financial Evaluation. She is responsible for accounts, taxation and finance of our company. She was not paid any remuneration in the Fiscal Year 2023-24 as she has been appointed in our Company with effect from June 14, 2024.

**Komal Jain**, aged 32 years, is the Company Secretary and Compliance Officer of our Company with effect from December 01, 2023. She is an Associate member of the Institute of Company Secretaries of India. She has overall experience of 5 years in secretarial compliances. She has previously worked with Aspam Food Cold Storage Private Limited, NDR Auto Components Limited as Company Secretary and Compliance Officer. She is responsible for the Secretarial, Legal and Compliance division of our Company. In the Fiscal Year 2023-24, she has received a remuneration of ₹ 0.60 Lakhs

### Senior Management

In addition to the Company Secretary and Compliance Officer and the Chief Financial Officer of our Company, whose details are provided in “*Key Managerial Personnel*” on page 146, the details of our other Senior Management are set out below:

**Ritesh Shah**, aged 45 years, is Zonal Sales Manager of our Company with effect from May 01, 2018. He completed Diploma in Electrical Engineering from Technical Examination Board, Gujarat. He has 6 years of experience in this field. He is responsible for Sales growth of our Pharma products division. He received remuneration of ₹ 9.00 Lakhs in Fiscal 2023-24.

**Mansi Patel**, aged 28 years, is HR admin of our Company with effect from November 01, 2020. She has completed Diploma in Computer Engineering from Gujarat Technological University. She has overall experience of 4 years and currently responsible for maintaining employee records, payroll data, prepare HR related reports of our Company. She was paid remuneration of ₹ 2.97 Lakhs in Fiscal 2023-24.

**Prashant Gohel**, aged 34 years, is Production Manager of our Company from July 01, 2022. He completed certification course in PC Hardware support skills and basic electronics from Jetking institute. He is currently responsible for handling production department of our Company. He was paid remuneration of ₹ 3.72 Lakhs in Fiscal 2023-24.

**Purvaxy Dilkhush**, aged 38 years, is Food Sales Manager of our Company from October 01, 2023. She has completed Bachelor of Commerce from M. S. University. Before she has work with Weizmann Forex Ltd as Cashier. She is currently responsible for our sales growth in Freez Dried Products division as Foods Sales Manager. She was paid remuneration of ₹ 0.88 Lakhs in Fiscal 2023-24.

**Jyoti Chauhan**, aged 24 years, is Quality Control Head of our Company. She joined our Company in October 01, 2023. She has completed Bachelor of Science from Parul University. She is currently responsible for laboratory tests, procedures and quality of our products. She was paid remuneration of ₹ 1.55 Lakhs in Fiscal 2023-24.

### STATUS OF OUR KEY MANAGERIAL PERSONNEL

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

## RELATIONSHIP BETWEEN OUR DIRECTORS AND KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

In addition to the disclosure made under the heading “*relationship between our directors*”.

- Shrenik Shah and Mitali Shah are related to each other as Husband and Wife
- Herrik Shah and Mitali Shah are related to each other as Brother-in-Law and Sister-in-Law
- Pallavi Shah and Mitali Shah are related to each other as Sister-in-Law
- Herrik Shah and Pallavi Shah are related to each other as Husband and Wife
- Shrenik Shah and Herrik Shah are related to each other as Brothers

## SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

None of our KMPs holds any shares of our Company as on the date of this Draft Prospectus except as stated in the below table:

Name	Designation	No. of Equity Shares held	% of pre issue paid up capital	% of post issue paid up capital
Herrik Shah	Chairman and Managing Director	13,55,384	43.22%	[●]
Shrenik Shah	Whole Time Director	10,26,341	32.73%	[●]
Mitali Shah	Chief Financial Officer	32,000	1.02%	[●]

For further details please see chapter titled “*Capital Structure*” on page 61 of this Draft Prospectus.

## SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Key Managerial Personnel and senior management have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

## INTEREST OF KEY MANAGERIAL PERSONNEL/SENIOR MANAGEMENT PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and may also be interested to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon, if any. Except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration. Except as stated in the heading titled “*Related Party Transactions*” under the Section titled “*Financial Statements as Restated*” beginning on page 157 of this Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

## ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and senior management have been selected as the Key Managerial Personnel and senior management of our Company.

## BONUS OR PROFIT-SHARING PLAN OF KEY MANAGEMENT PERSONNEL

There is no profit-sharing plan for the Key Managerial Personnel. However, our Company provides performance linked bonus payments, in accordance with their terms of appointment.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

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

## EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN

Our Company does not have an employee stock option scheme as on the date of this Draft Prospectus.

#### **PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL (NON-SALARY RELATED)**

No amount or benefit has been paid or given within the preceding two years or is intended to be paid or given to any officers of our Company, including our Key Managerial Personnel and Senior Management, other than normal remuneration, for services rendered as officers of our Company.

Other than statutory benefits upon termination of their employment in our Company on retirement and, none of our Key Managerial Personnel or Senior Management have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

#### **RETIREMENT AND TERMINATION BENEFITS**

Except applicable statutory benefits, none of our Key Managerial Personnel or Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

#### **CHANGES IN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS**

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of filing of this Draft Prospectus are set forth below:

<b>Name</b>	<b>Date of Appointment/ Change in designation</b>	<b>Reason for Change</b>
Herrik Shah	November 04, 2023	Change in designation as Chairman and Managing Director
Mountbaton Shah	November 04, 2023	Appointed as Chief Financial Officer
Komal Jain	December 01, 2023	Appointed as Company Secretary and Compliance Officer
Shrenik Shah	December 08, 2023	Change in designation as Whole Time Director
Purvaxy Dilkhush	October 01, 2023	Appointed as Food Sales Manager
Jyoti Chauhan	October 01, 2023	Appointed as QC Head
Mountbaton Shah	June 13, 2024	Resignation as Chief Financial Officer
Mitali Shah	June 14, 2024	Appointed as Chief Financial Officer



## OUR PROMOTER AND PROMOTER GROUP

As on the date of this Draft Prospectus, our Promoters hold 29,18,656 Equity Shares, representing 93.08 % of the pre- issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoters shareholding in our Company, please see “*Capital Structure*” beginning on page 61 of this Draft Prospectus.

**The details of our Promoters are as under:**

### 1) Herrik Shah



**Herrik Shah**, aged 42 years is the Promoter, Chairman and Managing Director of our Company. For his complete profile, i.e., his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see “*Our Management*” on page 134.

As on date of filing of this Draft Prospectus, Herrik Shah holds 13,55,384 Equity Shares representing 43.22 % of the subscribed and paid-up Equity Share capital of our Company.

**PAN:** APYPS9155B

### 2) Herrik Shah (HUF)

Herrik Shah (HUF) came into existence on April 01, 2008 and Herrik Shah is its Karta and Pallavi Shah, Bhavya Shah and Yesha Shah as its coparceners.

As on the date of this Draft Prospectus, Herrik Shah (HUF) holds 2,29,454 Equity Shares, representing 7.32 % of the issued, subscribed and paid-up equity share capital of our Company.

**Permanent Account Number:** AADHH4735A

**Address:** 11, Jivan Vihar Society, Opposite Navyug College, Rander Road, Surat - 395 009, Gujarat, India.

### 3) Shrenik Shah



**Shrenik Shah**, aged 39 years is one of the Promoter and Whole-time Director of our Company. For his complete profile, i.e., his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see “*Our Management*” on page 134.

As on date of filing of this Draft Prospectus, Shrenik Shah holds 10,26,341 Equity Shares representing 32.73 % of the subscribed and paid-up Equity Share capital of our Company.

**PAN:** BHUPS1266C

### 4) Shrenik Shah (HUF)

Shrenik Shah (HUF) came into existence on April 01, 2008 and Shrenik Shah is Karta with Mitali Shah and Parshwa Shah as its coparceners.

As on the date of this Draft Prospectus, Shrenik Shah (HUF) holds 1,28,120 Equity Shares, representing 4.09 % of the issued, subscribed and paid-up equity share capital of our Company.

**Permanent Account Number:** AAVHS4125D

**Address:** 11, Jivan Vihar Society, Opposite Navyug College, Rander Road, Surat - 395 009, Gujarat, India.

**5) Pallavi Shah**



**Pallavi Shah**, aged 45 years is Promoter and Non-Executive Director of our Company. For her complete profile, i.e., his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see “*Our Management*” on page 134.

As on date of filing of this Draft Prospectus, Pallavi Shah holds 1,47,357 Equity Shares representing 4.70 % of the subscribed and paid-up Equity Share capital of our Company.

**PAN:** BHUPS1306R

**6) Mitali Shah**



**Mitali Shah**, aged 39 years is Promoter and Chief Financial Officer of our Company. For her complete profile, i.e., his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see “*Our Management*” on page 134.

As on date of filing of this Draft Prospectus, Pallavi Shah holds 32,000 Equity Shares representing 1.02% % of the subscribed and paid-up Equity Share capital of our Company.

**PAN:** ASUPS0788H

**DECLARATION**

1. We confirm that the Permanent Account Number, Bank Account number, Passport number, Driving License Number, Aadhaar Card number of our Individual Promoters have been submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange. Further, our Company confirms that the permanent account number and the bank account number of Herrik Shah (HUF) and Shrenik Shah (HUF), have been submitted to the Stock Exchanges at the time of filing the Draft Prospectus.
2. Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India.
3. Our Promoters have not been declared as a fugitive economic offender under the provisions of Section 12 of the Fugitive Economic Offenders Act, 2018.
4. Our Promoter and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
5. None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any

*order or direction passed by the SEBI or any other authority. Further, neither our Promoters, the promoter group members nor our Group Company have been declared as a willful defaulter or a fraudulent borrower by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.*

## **CHANGE IN CONTROL OF OUR COMPANY**

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Prospectus.

## **INTEREST OF OUR PROMOTERS**

Except as stated otherwise in this Draft Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please see chapter titled “*Restated Financial Statements*” beginning on page 157 of this Draft Prospectus.

### ***Interest of Promoters in the Promotion of our Company***

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled ‘*Capital Structure*’ on page 61 of this Draft Prospectus.

### ***Interest of Promoters in the Property of our Company***

Except as stated in the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 103 and 157 respectively, of this Draft Prospectus, our Promoters has confirmed that they don’t have any interest in any property acquired by our Company within three years preceding the date of this Draft Prospectus or proposed to be acquired by our Company as on the date of this Draft Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” beginning on page 103 of this Draft Prospectus. Our Promoters do not have any interest in any land or property acquired by our Company in the three years preceding the date of this Draft Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

### ***Interest in our Company arising out of being a member of a firm or company***

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

### ***Interest in our Company other than as Promoters***

Except as mentioned in this chapter and chapters titled “*Our Business*”, “*History and Certain Corporate Matters*”, “*Our Management*” and “*Restated Financial Statements*” beginning on pages 103, 131, 134 and 157, respectively, our Promoters does not have any other interest in our Company.

Our Promoters who are also the Directors of our Company may be deemed to be interested to the extent of remuneration, commission and reimbursement of expenses payable to them as per the terms of his appointment, the Articles of Association of our Company and relevant provisions of Companies Act. For further information on our Promoter compensation and other details please refer to the chapter titled “*Our Management*” on page

134 of this Draft Prospectus.

## BUSINESS INTERESTS

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which such Promoter is interested as a member, in cash or shares or otherwise by any person either to induce them to become or to qualify them as a Director (as applicable) or otherwise for services rendered by them or by such Promoters or such firm or company in connection with the promotion or formation of our Company.

For details of related party transactions entered into by our Company with our Promoters during the financial year immediately preceding the date of this Draft Prospectus, please see “*Restated Financial Statements —Related Party Transactions*” beginning on page 157.

## PAYMENTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP

There has been no payment of benefits to our Promoters or the Promoter Group during the two years immediately preceding the date of filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or any member of the Promoter Group by the Company as on the date of this Draft Prospectus except remuneration received / sitting fees / Professional fees received by Herrik Shah, Shrenik Shah, Pallavi Shah and Mittali Shah as disclosed herein and as stated in “*Restated Financial Statements*” beginning on 157.

Our Company has not entered into any contract, agreement or arrangements during the two years immediately preceding the date of this Draft Red Herring Prospectus and does not propose to enter into any such contract in which our Promoters or the Promoter Group are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made other than as disclosed in “*History and Certain Corporate Matters—Shareholders’ Agreements and Other Agreements*”, “*Our Management*” and “*Restated Financial Statements —Related Party Transactions*” on pages 133, 134 and 157, respectively.

## MATERIAL GUARANTEES

Other than as disclosed in the chapter titled “*Financial Indebtness*” beginning on page 206 of this Draft Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Prospectus.

## OUR PROMOTER GROUP

### A. *Natural Persons who are Part of the Promoter Group*

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Name of the Promoters	Name of the Relative	Relationship with the Promoter
<b>Herrik Shah</b>	Mountbaton Shah	Father
	Alkaben Shah	Mother
	Pallavi Shah	Spouse
	Shrenik Shah	Brother
	Bhavya Shah	Son
	Yesha Shah	Daughter
	Popatlal Bhandari	Spouse’s Father
	Nirmala Bhandari	Spouse’s Mother
	Niraj Bhandari	Spouse’s Brother
<b>Shrenik Shah</b>	Mountbaton Shah	Father
	Alkaben Shah	Mother
	Mitali Shah	Spouse
	Herrik Shah	Brother
	Parshwa Shah	Son
	Lalitkumar Shah	Spouse’s Father
	Rupa Shah	Spouse’s Mother
	Mihir Shah	Spouse’s Brother(s)

<b>Pallavi Shah</b>	Popatlal Bhandari	Father
	Nirmala Bhandari	Mother
	Herrick Shah	Spouse
	Niraj Bhandari	Brother
	Bhavya Shah	Son
	Yesha Shah	Daughter
	Mountbaton Shah	Spouse's Father
	Alkaben Shah	Spouse's Mother
	Shrenik Shah	Spouse's Brother
<b>Mitali Shah</b>	Lalitkumar Shah	Father
	Rupa Shah	Mother
	Shrenik Shah	Spouse
	Mihir Shah	Brother
	Parshwa Shah	Son
	Mountbaton Shah	Spouse's Father
	Alkaben Shah	Spouse's Mother
	Herrick Shah	Spouse's Brother(s)

**B. Companies / Corporate Entities Forming Part of the Promoter Group**

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

<b>Sr. No.</b>	<b>Name of Promoter Group Entity/Company</b>
1	V4U Healthcare Private Limited
2	HSDL Innovative Private Limited
3	Mountbaton Shah HUF
4	Adinath Medicine
5	Mahavir Medicine
6	Mihir Agencies
7	Fab Weaves

**COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Prospectus.

## OUR GROUP COMPANY

The definition of ‘Group Companies’ as per the SEBI ICDR Regulations, shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which Financial Statements is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated April 05, 2024 our Group Companies includes:

- (i) Those companies disclosed as related parties in accordance with Accounting Standard (“AS 18”) issued by the Institute of Chartered Accountants of India, during the period for which Financial Information is disclosed.
- (ii) All such companies which are deemed to be material by the Board of Directors.

Accordingly, based on the parameters outlined above, as on the date of this Draft Prospectus, Our Board has identified V4U Healthcare Private Limited and HSDL Innovative Private Limited.

### DETAILS OF OUR GROUP COMPANY

#### A. V4U Healthcare Private Limited

V4U Healthcare Private Limited was incorporated on March 10, 2014 in Surat, Gujarat. The CIN is U85110GJ2014PTC079040 and registered Office is situated at 4th Floor, Royal Platinum, Palanpur Canal Road, Nr L. P. Savani School, Palanpur, Surat -395009, Gujarat, India. V4U Healthcare Private Limited is engaged in the business of providing Services of Hospital and Trading of Medicines.

#### Financial Performance

As required under the SEBI ICDR Regulations, V4U Healthcare Private Limited shall host the financial information derived from the audited financial statements for the financial years ended 2023, 2022 and 2021 on the website of our Company since V4U Healthcare Private Limited does not have a separate website. Such financial information is available on [www.hampsbio.com](http://www.hampsbio.com)

#### B. HSDL Innovative Private Limited

HSDL Innovative Private Limited was incorporated on February 17, 2017 in Surat, Gujarat. The CIN is U15136GJ2017PTC095843 and registered Office is situated at Shop No 410, 4th Floor, Royal Platinum, Palanpore, Surat - 395009, Gujarat, India. HSDL Innovative Private Limited is engaged in the business of freeze drying food process of freeze drying vegetables, herbs and ready to eat foods.

#### Financial Performance

As required under the SEBI ICDR Regulations, HSDL Innovative Private Limited shall host the financial information derived from the audited financial statements for the financial years ended 2023, 2022 and 2021 on the website of our Company on [www.hampsbio.com](http://www.hampsbio.com)

### OUTSTANDING LITIGATIONS

Other than as disclosed in “*Outstanding Litigations and Material Developments*” on page 216 of this Draft Prospectus, our Group Companies are not party to any litigation which may have material impact on our Company.

### NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

- Our Group Companies do not have any interest in the promotion of our Company.
- Our Group Companies are not interested in any property acquired by our Company in the three years preceding the filing of this Draft Prospectus or proposed to be acquired by our Company.
- Our Group Companies are not interested in any transactions for acquisition of land, construction of building or

supply of machinery.

#### **COMMON PURSUITS BETWEEN OUR GROUP COMPANY AND OUR COMPANY**

Our Group Company “HSDL Innovative Private Limited” deals in similar line of business activities as that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and in circumstances where our respective interests diverge. In addition, some of our directors are also directors on the boards of some of our group companies. These overlapping directorships could create conflicts of interest between us and the Promoters.

#### **RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY**

Other than the transactions disclosed in “*Annexure XXXI - Restated Financial Statements*” beginning on page 157 there are no other business transactions between our Company and the Group Companies which are significant to the financial performance of our Company.

#### **BUSINESS INTERESTS OR OTHER INTERESTS**

Except as disclosed in “*Annexure XXXI - Restated Financial Statements*” beginning on page 157 our Group Companies do not have any business interest in our Company.

#### **OTHER CONFIRMATIONS**

Our Group Companies are not listed on any stock exchange. Our Group Companies have not made any public or rights issue of securities in the preceding three years.

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in last five years. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.



**SECTION VII – FINANCIAL INFORMATION  
RESTATED FINANCIAL STATEMENTS**

<b>Sr No.</b>	<b>Particulars</b>	<b>Page No</b>
1.	Restated Financial Statements	158 to 203

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**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIALS**  
**INFORMATION**

To,  
The Board of Directors,  
**M/s. HAMPS BIO LIMITED**  
2900/112, G.I.D.C.,  
Near Atul Limited, Bharuch,  
Ankleshwar, Gujarat, India- 393002

Dear Sir,

**Reference:** - Proposed Public Issue of Equity Shares of **Hamps Bio Limited**

We have examined the attached Restated Financial Information of **Hamps Bio Limited** (herein referred to "the Company" or "the Issuer"), comprising the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss, the Restated Cash Flow Statement for the period ended on March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company in their meeting held on 04<sup>th</sup> June, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus ("Offer Document") in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") prepared in terms of the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("SEBI ICDR Regulations");
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2020) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").



The Company's Board of Directors is responsible for the preparation of the Restated Financial Statement for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, of relevant state in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company for the period/year ended on March 31, 2024, March 31, 2023, March 31, 2022 on the basis of notes to restatement in the note IV to the Restated Financial Statement. The Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act,(ICDR) Regulations and the Guidance Note.

We have examined such Restated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 02<sup>nd</sup> July, 2024 in connection with the proposed IPO of the Company;
- b) The Guidance Note on Reports in Company Prospectus (Revised 2020) issued by the ICAI. 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; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the IPO.

This Restated Financial Statements have been compiled by the management from:

- a) Audited Financial Statements of the Company as at and for the period/year ended on March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the



Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India.

For the purpose of our examination, we have relied on:

- a. Audit for the financial period ended on March 31, 2024, March 31, 2023 and March 31, 2022 was conducted by us only vide report dated June 04, 2024 and September 2, 2023, September 5, 2022 on the financial statements of the Company as at and for the year ended March 31, 2024, for the period ended March 31, 2023, March 31, 2022 respectively.

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 Assets and Liabilities” as set out in Annexure I to this report, of the company, as at March 31, 2024, and as at financial year ended on March 31, 2023 and for the period ended March 31, 2022 is prepared by the company and approved by the Board of Directors. These restated Statement of Assets and Liabilities, have been arrived at after making adjustments and regroupings to the individual financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure XXXVII to this report.
- b) The “Restated Statement of Profits & Loss” as set out in Annexure II to this report, of the Company for the financial period/year ended on March 31, 2024, March 31, 2023 and March, 2022 is prepared by the company and approved by the Board of Directors. These restated Statement of Profit & Loss have been arrived at after making adjustments and regroupings to the individual financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure XXXVII to this report.
- c) The “Restated Statement of Cash Flow” as set out in Annexure III to this report, of the Company for the Financial period/year ended on March 31, 2024, March 31, 2023 and March, 2022 is prepared by the company and approved by the Board of Directors. These restated Statement of Cash Flow, as restated have been arrived at after making adjustments and regroupings to the individual financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting



Policies and Notes to Accounts as set out in Annexure XXXVII to this report.

Based on our examination and according to the information and explanation given to us, we are of the opinion that the Restated Financial Information:

- a) have been made after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the respective financial year to which they relate;
- b) do not require any adjustment for modification as there is no modification in the underlying audit reports;
- c) have 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.
- e) do not require any adjustment for change in accounting policies as there was no change in the accounting policies.
- f) have no revaluation reserves which need to be disclosed separately.

We have also examined the following financial information as set out in annexure prepared by the management and as approved by the Board of Directors of the Company for the year ended on March 31, 2024, for the period ended on March 31, 2023, and March 31, 2022

Sr. No.	Particulars	Annexures
1	Restated Statement of Share Capital	IV
2	Restated Statement of Reserves and Surplus	V
3	Restated Statement of Long Term Borrowings	VI
4	Restated Statement of Other Long Term Borrowings	VII
5	Restated Statement of Deferred Tax Assets	XXIX
6	Restated Statement of Short Term Borrowings	VIII
7	Restated Statement of Trade Payables	IX
8	Restated Statement of Short Term Provisions	X
9	Restated Statement of Other Current Liabilities	XI
10	Restated Statement of Property, Plants and Equipment	XII
11	Restated Statement of Non-Current Investments	XIII
12	Restated Statement of Other Non-Current Assets	XIV



13	Restated Statement of Inventories	XV
14	Restated Statement of Trade Receivables	XVI
15	Restated Statement of Cash and Cash Equivalents	XVII
16	Restated Statement of Short Term Loans and Advances	XVIII
17	Restated Statement of Other Current Assets	XVIX
18	Restated Statement of Turnover	XX
19	Restated Statement of Other Income	XXI
20	Restated Statement of Cost Of Material Consumed	XXII
21	Restated Statement of Purchases of Stock in Trade	XXIII
22	Restated Statement of Change in Inventories of work in progress and finished goods	XXIV
23	Restated Statement of Employee Benefit Expenses	XXV
24	Restated Statement of Finance Cost	XXVI
25	Restated Statement of Depreciation and Amortisation Cost	XII
26	Restated Statement of Other Expenses	XXVIII
27	Restated Statement of Tax Expenses	XXIX
28	Restated Statement Of Earnings Per Share	XXX
29	Restated Statement Of Related Party Transaction	XXXI
30	Restated Statement Of Accounting Ratios	XXXII
31	Restated Statement Of Capitalisation	XXXIII
32	Restated Statement Of Tax Shelters	XXXIV
33	Restated Statement Of Other Financial Ratio	XXXV
34	Restated Statement Of Accounting Ratios & Other Ratio, as per ICDR.	XXXVI

In our opinion and to the best of information and explanation provided to us, the Restated Financial Statement of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure XXXVII are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, **M/s. MGV S and Associates**, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold the peer review certificate No. 016099 having effective date from December 12, 2023 to December 31, 2026.



**M G V S & ASSOCIATES**  
Chartered Accountants

 **81549 12316, 97372 11161**  
 **70483 88605, 93273 11567**

**802-A, Trividh Chambers, Nr. Rushabh Petrol Pump, Ring road, Surat, Gujarat - 395002**

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and SEBI ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

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.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above Financial Statements along with Annexure I to XXXVI of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure XXXVII are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, SEBI ICDR Regulations, Engagement Letter and Guidance Note issued by ICAI.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed SME IPO of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

**For MGV S AND ASSOCIATES**  
**Chartered Accountants**  
**FRN: 0140555W**

**CA MUBASSIR GODIL**  
**(Partner)**  
**M. No. : 164503**  
**Place: Ankleshwar**  
**UDIN: 24164503BKDKLQ3735**  
**Date: 27/07/2024**

## ANNEXURE I

## Restated Statement of Assets and Liabilities

(Rs. In Lakhs)

Particulars	Annexure	31 March 2024	31 March 2023	31 March 2022
<b>I. EQUITY AND LIABILITIES</b>				
<b>(1) Shareholders' funds</b>				
(a) Share Capital	IV	196.00	150.00	150.00
(b) Reserves and Surplus	V	141.42	(13.70)	(49.43)
<b>Total</b>		<b>337.42</b>	<b>136.30</b>	<b>100.57</b>
<b>(2) Non-current liabilities</b>				
(a) Long-term Borrowings	VI	29.55	47.62	78.80
(b) Other Long-term Liabilities	VII	7.33	4.55	4.64
<b>Total</b>		<b>36.88</b>	<b>52.17</b>	<b>83.44</b>
<b>(3) Current liabilities</b>				
(a) Short-term Borrowings	VIII	74.97	126.15	125.51
(b) Trade Payables	IX			
- Due to Micro and Small Enterprises		19.51	50.76	38.34
- Due to Others		8.17	-	-
(c) Short Term Provisions	X	16.83	2.15	1.92
(d) Other Current Liabilities	XI	20.99	28.35	14.53
<b>Total</b>		<b>140.47</b>	<b>207.40</b>	<b>180.30</b>
<b>Total Equity and Liabilities</b>		<b>514.77</b>	<b>395.87</b>	<b>364.31</b>
<b>II. ASSETS</b>				
<b>(1) Non-current assets</b>				
(a) Property, Plant and Equipment and Intangible Assets				
(i) Property, Plant and Equipment	XII	255.66	260.64	215.43
(ii) Intangible Assets		0.82	-	-
(b) Non-current Investments	XIII	0.11	0.26	3.69
(c) Deferred Tax Assets (net)	XXIX	5.18	3.52	3.33
(d) Other Non-current Assets	XIV	9.31	8.21	8.64
<b>Total</b>		<b>271.07</b>	<b>272.63</b>	<b>231.09</b>
<b>(2) Current assets</b>				
(a) Inventories	XV	122.82	36.72	56.88
(b) Trade Receivables	XVI	98.93	75.97	69.06
(c) Cash and cash equivalents	XVII	5.84	4.88	5.11
(d) Short Term Loans and Advances	XVIII	12.43	-	-
(e) Other Current Assets	XVIX	3.68	5.66	2.17
<b>Total</b>		<b>243.70</b>	<b>123.23</b>	<b>133.22</b>
<b>Total Assets</b>		<b>514.77</b>	<b>395.87</b>	<b>364.31</b>

See accompanying notes to the financial statements

As per our report of even date

For MGVS &amp; Associates

Chartered Accountants

Firm's Registration No. 0140555W

For and on behalf of the Board of

HAMPS BIO LIMITED (Formerly Known as Hamps Bio Private Limited)

CA MUBASSIR M GODIL  
PARTNER

Membership No. 164503

Date: 27/07/2024

UDIN: 24164503BKDKLQ3735

HERRIK SHAH  
MANAGING  
DIRECTOR  
01052316MOUNTBATON SHAH  
CHIEF FINANCIAL OFFICERSHRENIK SHAH  
WHOLE TIME  
DIRECTOR  
00973690KOMAL JAIN  
COMPANY



**ANNEXURE II**

**Restated Profit and loss for the year ended 31 March 2024**

(Rs. In Lakhs)

Particulars	Annexure	31 March 2024	31 March 2023	31 March 2022
Revenue from Operations	XX	647.53	557.81	534.05
Other Income	XXI	2.60	0.68	0.42
<b>Total Income</b>		<b>650.13</b>	<b>558.49</b>	<b>534.46</b>
<b>Expenses</b>				
Cost of Material Consumed	XXII	31.06	21.24	18.15
Purchases of Stock in Trade	XXIII	217.10	142.52	192.52
Change in Inventories of work in progress and finished goods	XXIV	(77.81)	16.20	8.99
Employee Benefit Expenses	XXV	170.83	178.67	168.97
Finance Costs	XXVI	14.97	17.73	18.96
Depreciation and Amortization Expenses	XII	40.36	33.87	32.52
Other Expenses	XXVIII	188.63	112.56	83.87
<b>Total expenses</b>		<b>585.13</b>	<b>522.78</b>	<b>523.98</b>
<b>Profit/(Loss) before Exceptional and Extraordinary Item and Tax</b>		<b>65.00</b>	<b>35.71</b>	<b>10.48</b>
Exceptional Item				
<b>Profit/(Loss) before Extraordinary Item and Tax</b>		<b>65.00</b>	<b>35.71</b>	<b>10.48</b>
Extraordinary Item				
<b>Profit/(Loss) before Tax</b>		<b>65.00</b>	<b>35.71</b>	<b>10.48</b>
Tax Expenses	XXIX			
- Current Tax		16.58	-	-
- Deferred Tax		(1.66)	(0.19)	(1.67)
<b>Profit/(Loss) after Tax</b>		<b>50.07</b>	<b>35.90</b>	<b>12.15</b>
Earnings Per Share (Face Value per Share Rs.10 each)				
-Basic (In Rs)	XXX	1.70	1.34	0.45
-Diluted (In Rs)	XXX	1.70	1.34	0.45

**See accompanying notes to the financial statements**

As per our report of even date  
**For MGVS & Associates**  
Chartered Accountants  
Firm's Registration No. 0140555W

**For and on behalf of the Board of**  
**HAMPS BIO LIMITED (Formerly Known as Hamps Bio Private Limited)**

**CA MUBASSIR M GODIL**  
**PARTNER**  
  
**Membership No. 164503**  
**Date:27/07/2024**  
**UDIN: 24164503BKDKLQ3735**

**HERRIK SHAH**  
**MANAGING DIRECTOR**  
  
**01052316**

**SHRENIK SHAH**  
**WHOLE TIME**  
**DIRECTOR**  
  
**00973690**

**MOUNTBATON SHAH**  
**CHIEF FINANCIAL OFFICER**

**KOMAL JAIN**  
**COMPANY SECRETARY**

Annexure-III  
RESTATED SUMMARY STATEMENT OF CASHFLOW STATEMENT

(Rs. In Lakhs)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
<b>Net Profit/(Loss) after taxation</b>	50.07	35.90	12.15
<b>Adjustments for:</b>			
<b>Depreciation &amp; other amortized expenses</b>	40.36	33.87	32.52
Interest Income	(0.47)	(0.30)	(0.30)
Finance Costs	14.97	17.73	18.96
(Gain)/ Loss on sale of Property, Plant and Equipment	-	-	-
Dividend Income	-	-	-
Provision for Taxation	14.93	-	-
Other Adjustments	(4.59)	(0.18)	-
Deferred Tax Liabilities (Assets)	(1.66)	(0.19)	(1.67)
<b>Net Profit before Working Capital Changes</b>	<b>113.61</b>	<b>86.83</b>	<b>61.66</b>
<b><u>Changes in Working Capital</u></b>			
Decrease/ (increase) in inventories	(86.10)	20.16	3.98
Decrease/ (increase) in trade receivables	(22.97)	(6.91)	(3.55)
Decrease/ (increase) in Loans and Advances	(12.43)	-	-
Decrease/ (increase) in Other Current Assets	1.98	(3.49)	7.19
(Decrease)/ increase in Provisions	24.16	0.23	0.25
(Decrease)/ increase in trade payables	(23.08)	12.42	(31.83)
(Decrease)/ increase in Other Current liabilities	(9.39)	13.72	(4.43)
<b>Other Equity adjustments</b>			
<b>Cash generated from operating activities</b>	(14.22)	122.95	33.27
<b>Income Tax Paid</b>	14.93	-	-
<b>Net cash generated from operating activities (A)</b>	<b>(29.15)</b>	<b>122.95</b>	<b>33.27</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>			
Payment for Property, Plant, Equipment ,ROU Assets and Intangible Assets	(36.20)	(82.91)	(29.10)
Proceeds from Sale of Property,Plant and equipment	-	3.83	83.30
Interest Received	0.47	0.30	0.30
Investment made in Equity Shares	0.14	3.43	(3.25)
Increase/(Decrease) in Other Non Current Assets	(1.10)	0.43	(0.43)
Dividend Income	-	-	-
<b>Net cash used in Investing activities (B)</b>	<b>(36.69)</b>	<b>(74.92)</b>	<b>50.82</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>			
Proceeds from Issue of Share Capital	151.00	-	-
Payment of Dividend and DDT	-	-	-
Proceeds / (Repayment) of borrowings	(69.24)	(30.54)	(75.45)
Finance Cost	(14.97)	(17.73)	(18.96)
<b>Net Cash used in Financing Activities (C)</b>	<b>66.79</b>	<b>(48.27)</b>	<b>(94.41)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>0.95</b>	<b>(0.24)</b>	<b>(10.33)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>4.88</b>	<b>5.11</b>	<b>15.44</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>5.82</b>	<b>4.88</b>	<b>5.11</b>

Notes:-

Particulars	For the Period/Year ended on		
	31-03-2024	31-03-2023	31-03-2022
1. Cash and cash equivalents comprise:			
Balances with banks			
-On current accounts	1.84	2.00	0.61
Fixed deposits with maturity of less than 3 months	-	-	-
Cash on hand	4.00	2.88	4.50
<b>Total cash and cash equivalents at end of the year</b>	<b>5.84</b>	<b>4.88</b>	<b>5.11</b>

2. Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the company are segregated.

See accompanying notes in Annexure VI to the financial statements

In terms of our report attached

For M G V S AND ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 0140555W

For and on behalf of the Board of Directors of  
Hamps Bio Limited

CA MUBASSIR M GODIL  
(Partner)

HERRIK SHAH  
Director  
(DIN : 01052316)

SHRENIK SHAH  
Director  
(DIN : 00973690)

M. No. : 164503  
Place: Ankleshwar  
Date: 27/07/2024  
UDIN: 24164503BKDKLQ3735

MOUNTBATON SHAH  
CHIEF FINANCIAL OFFICER

KOMAL JAIN  
COMPANY SECRETARY

**ANNEXURE IV: Restated Statement of Share Capital**

(Rs. In Lakhs, Except for Share Data)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>AUTHORISED</b>			
<b>At the Beginning of the Year</b> (15,10,000 Equity shares of Rs. 10 each)	151	151	151
Increase/Decrease during the year (3,49,000 Equity Shares of Rs.10 each)	349	-	-
<b>At the End of the Year</b>	<b>500</b>	<b>151</b>	<b>151</b>
<b>ISSUED</b>			
(19,60,000 Equity Shares of Rs 10/- each) (PY 15,00,000 Equity Shares of Rs 10/- each) (PY 15,00,000 Equity Shares of Rs 10/- each)	196	150	150
<b>SUBSCRIBED AND PAID UP</b>			
(19,60,000 Equity Shares of Rs 10/- each) (PY 15,00,000 Equity Shares of Rs 10/- each) (PY 15,00,000 Equity Shares of Rs 10/- each)	196	150	150

**1 Terms/rights attached to equity shares:**

- The Company has only one class of equity shares having a par value of Rs 10 each.
- Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.
- There are no bonus shares issued or shares bought back during the period of 5 years immediately preceding thereporting date. However, the Board of Directors in its meeting dated 30th May,2024 approved issue of 3 bonus equity share for every 5 equity shares held by respective shareholder as on record date, subject to approval by shareholders

**2 Reconciliation of the Number of Shares outstanding**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
No. of Shares outstanding at the beginning of the year	15,00,000	15,00,000	15,00,000
No. of Shares Issued during the year	-	-	-
Add: Fresh Issue	-	-	-
Add: Right or Preferential Issue	4,60,000	-	-
No. of Shares bought back during the year	-	-	-
No. of Shares outstanding at the end of the year	19,60,000	15,00,000	15,00,000

**3 The details of the shareholders holding more than 5% of Total Equity Shares**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Alka Shah	14.17%	17.85%	17.85%	277765	267765	267765
Herrick Mountbaton Shah	20.00%	17.69%	17.69%	392047	265380	265380
Mountbaton Shah	18.70%	21.55%	21.55%	366568	323235	323235
Mountbaton Shah HUF	5.11%	6.01%	6.01%	100075	90075	90075
Pallavi Shah	11.33%	11.25%	11.25%	222098	168765	168765
Shrenik Shah	16.22%	17.64%	17.64%	317963	264630	264630
Herrick Mountbaton Shah HUF	7.32%	-	-	143409	-	-

4 Shares held by the promoters at the end of the respective year is as under

Particulars	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
Herrick Mountbaton Shah	20.00%	17.69%	17.69%	392047	265380	265380
Pallavi Shah	11.33%	11.25%	11.25%	222098	168765	168765
Shrenik Shah	16.22%	17.64%	17.64%	317963	264630	264630
Herrick Mountbaton Shah HUF	7.32%	4.01%	4.01%	143409	60075	60075
Shrenik Mountbaton Shah HUF	4.09%	4.01%	4.01%	80075	60075	60075
Mittal Shah	1.02%	-	-	20000	-	-

ANNEXURE V: Restated Statement of Reserves & Surplus

Particulars	(Rs. In Lakhs)		
	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
<b>Securities Premium</b>			
Opening Balance			
Add: Issue of Shares	105.00		
Less: Deletion			
(Add)/Less: Adjustment			
Closing Balance	105.00	-	-
<b>General Reserve</b>			
Opening Balance			
Add: Transfer from P&L			
Less: Deletion			
(Add)/Less: Adjustment			
Closing Balance	-	-	-
<b>Statement of Profit and loss</b>			
Balance at the beginning of the year	(13.70)	(49.43)	(58.15)
Add: Profit/(loss) during the year	50.07	35.90	12.15
Less: Appropriation		-	-
Transfer to General Reserve		-	-
Dividend on Equity Shares (Incl. DDT)		-	-
Dividend on Preference Shares (Incl. DDT)		-	-
Other Adjustments	(0.05)	0.17	3.43
<b>Balance at the end of the year</b>	<b>36.42</b>	<b>(13.70)</b>	<b>(49.43)</b>
<b>Total</b>	<b>141.42</b>	<b>(13.70)</b>	<b>(49.43)</b>

5 The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

6 Company does not have any Revaluation Reserve.

7

The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures I, II and III.

ANNEXURE VI: Restated Statement of Long Term Borrowings

Particulars	(Rs. In Lakhs)		
	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
Secured Term loans from banks			
-Kotak Mahindra Bank Term Loan A/c	-	8.88	26.81
-HDFC Bank Car Loan-140532548	7.58	-	-
-Kotak Mahindra Bank Loan	-	5.06	19.44
-Kotak Mahindra Bank Term Loan Lap A/c	21.97	27.68	32.55
Unsecured Loans and advances from related parties	-	6.00	-
<b>Total</b>	<b>29.55</b>	<b>47.62</b>	<b>78.80</b>

ANNEXURE VII: Restated Statement of Other Long-term Liabilities

Particulars	(Rs. In Lakhs)		
	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
Retirement benefit Obligation	7.33	4.55	4.64
<b>Total</b>	<b>7.33</b>	<b>4.55</b>	<b>4.64</b>

**ANNEXURE VIII: Restated Statement of Short Term Borrowings**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Current maturities of Non Current Borrowings			
-Current maturities of Long Term Debt	15.98	37.57	39.11
Secured Loans repayable on demand from banks			
-Kotak Mahindra Bank CC	-	-	5.70
-Kotak Mahindra Bank OD	58.99	88.58	80.69
<b>Total</b>	<b>74.97</b>	<b>126.15</b>	<b>125.51</b>

**Note for Annexure VI and VII:-**

- List of persons/entities classified as 'Promoters' and 'Promoter Group' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
- The terms and conditions and other information in respect of Secured Loans are given in Annexure- A
- The terms and conditions and other information in respect of Unsecured Loans are given in Annexure - B

**ANNEXURE IX: Restated Statement of Trade Payables**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Due to Micro and Small Enterprises			
-Due to Micro and Small Enterprises	19.51	50.76	38.34
-Due to Others	8.17	-	-
<b>Total</b>	<b>27.68</b>	<b>50.76</b>	<b>38.34</b>

**Notes:**

- Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company.
- Ageing of the Supplier, along with any amount involved in disputes as required by Schedule III of Companies Act, 2013 is disclosed below after it becomes due for payment. In case of no credit terms defined the break-up of age wise supplier balance is given below after considering from the date of transactions.

**Trade Payable Ageing as at March 31, 2024**

(Rs. In Lakhs)

Particulars	Outstanding for Following Periods from the due date of Payment				
	0-1 Year	1-2 Years	2-3 Years	Above 3 Years	Total
MSME	19.51	-	-	-	19.51
Others	8.17	-	-	-	-
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-
<b>Total</b>	<b>27.68</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19.51</b>

**Trade Payable Ageing as at March 31, 2023**

(Rs. In Lakhs)

Particulars	Outstanding for Following Periods from the due date of Payment				
	0-1 Year	1-2 Years	2-3 Years	Above 3 Years	Total
MSME	50.76	-	-	-	50.76
Others	-	-	-	-	-
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-
<b>Total</b>	<b>50.76</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>50.76</b>

**Trade Payable Ageing as at March 31, 2022**

(Rs. In Lakhs)

Particulars	Outstanding for Following Periods from the due date of Payment				
	0-1 Year	1-2 Years	2-3 Years	Above 3 Years	Total
MSME	38.34	-	-	-	38.34
Others	-	-	-	-	-
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-
<b>Total</b>	<b>38.34</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>38.34</b>

**ANNEXURE X: Restated Statement of Short Term Provisions**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
Provision for Current Year Tax	16.58		
Provision for Expense	-	2.15	1.92
Audit Fees Payable	0.25	-	-
<b>TOTAL</b>	<b>16.83</b>	<b>2.15</b>	<b>1.92</b>

**ANNEXURE XI: Restated Statement of Other Current Liabilities**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
Employee Benefits Expense Payable	12.91	20.27	6.73
Retirement Benefit Obligation	0.16	0.10	0.15
Statutory Dues (Including provident fund, tax deducted at source, Goods and Service Tax and others)	7.92	7.98	7.65
<b>Total</b>	<b>20.99</b>	<b>28.35</b>	<b>14.53</b>

**ANNEXURE VI (A)**
**RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED TERMS LOANS AND ASSETS CHARGED AS SECURITY**

Name of Lender/Type of Loan	Purpose of Credit Facility	Sanctioned Amount	Rate of Interest	Prime Securities Offered	Repayment Schedule		Moratorium (In Months)	Outstanding amount as on (as per books) (Rs. Lakhs)		
					No of EMI (No of Months)	EMI Amount (Rs. In Lakhs)		31-03-2024	31-03-2023	31-03-2022
Kotak Mahindra Bank- MSME Loan	GECL	41.00	8.00%	Office & factory	36	1.28	9 Months	5.06	8.88	26.81
Kotak Mahindra Bank- Term Loan	Term Loan	180.00	10.70%	Office & factory	84	1.66	4 Months	8.88	5.06	19.44
Kotak Mahindra Bank- Term Loan LAP	Loan Against Property	53.50	9.65%	Office & factory	120	0.68	NA	27.75	27.68	32.55
Kotak Mahindra Bank- Overdraft	Working Capital				On Demand	Repayable	NA	50.11	-	0.00
HDFC Bank Car Loan	Purchase of Vehicle	17.04	0.7% and Above	Hypothecation of Vehicle	39	0.50	NA	12.71		

**ANNEXURE VI (B)**
**RESTATED STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group Companies/other entities

Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.

Name of Lender/Type of Loan	Purpose of Credit Facility	Rate of Interest	Repayment Schedule	Moratorium (In Months)	Outstanding amount as on (as per books) (Rs. Lakhs)		
					31-03-2024	31-03-2023	31-03-2022
Herrik Shah	Business Loan	Nil	Payable on Demand	NA	-	6.00	-



**HAMPS BIO LIMITED**  
(Formerly Known as HAMPS BIO PRIVATE LIMITED)

**NOTE XII(i): PROPERTY, PLANT AND EQUIPMENTS**

	(Rs. In Lakhs)										
Particulars	Land (Free Hold)	Building	Factory Building	Office Equipments	Electrical Installations	Computers	Furniture & Fixtures	Plant & Machinery	Vehicles	Laboratory Equipments	Total
<b>Cost/Deemed cost</b>											
<b>At 31st March 2021</b>	36.94	111.17	15.74	11.28	13.98	13.81	7.02	177.57	38.54	-	426.05
Additions	-	6.14	-	3.29	3.09	-	4.72	11.86	-	-	29.10
Disposals/Adjustments	-	-	-	-	-	-	-	-83.30	-	-	-83.30
<b>At 31st March 2022</b>	36.94	117.31	15.74	14.57	17.07	13.81	11.74	106.13	38.54	-	371.85
Additions	-	9	-	4	4	2	9	28	20	6.10	82.91
Disposals/Adjustments	-	-	-	-	-	-	-	-	19	-	19.36
<b>At 31st March 2023</b>	36.94	126.21	15.74	18.37	21.36	15.83	21.18	134.45	39.22	6.10	435.40
Additions	-	-	5.81	3.81	1.99	1.64	2.68	19.37	-	-	35.31
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-	-
<b>At 31st March, 2024</b>	36.94	126.21	21.55	22.18	23.35	17.47	23.86	153.82	39.22	6.10	470.71
<b>Depreciation and impairment</b>											
<b>At 31st March 2021</b>	-	29.45	5.18	7.95	1.61	12.24	4.45	42.06	20.96	-	123.89
Depreciation charge for the year	-	8.42	0.55	1.97	3.64	0.63	0.91	11.93	4.47	-	32.52
Reversal on Disposal / Adjustment	-	-	-	-	-	-	-	-	-	-	-
<b>At 31st March 2022</b>	-	37.87	5.73	9.92	5.25	12.87	5.36	53.99	25.43	-	156.41
Depreciation charge for the year	-	8.86	-	3.02	3.42	0.54	2.82	10.97	2.82	1.42	33.87
Reversal on Disposal / Adjustment	-	-	-	-	-	-	-	-	-15.53	-	15.53
<b>At 31st March 2023</b>	-	46.73	5.73	12.94	8.67	13.41	8.18	64.96	12.72	1.42	174.75
Depreciation charge for the year	-	3.87	1.07	3.42	3.51	2.15	3.77	13.52	6.87	2.10	40.28
Reversal on Disposal / Adjustment	-	-	-	-	-	-	-	-	-	-	-
<b>At 31st March, 2024</b>	-	50.60	6.80	16.36	12.18	15.56	11.95	78.48	19.59	3.52	215.03
<b>Net Carrying Value</b>											
At 31st March, 2024	36.94	75.61	14.76	5.82	11.17	1.91	11.91	75.34	19.63	2.58	255.66
At 31st March 2023	36.94	79.48	10.01	5.43	12.69	2.42	13.00	69.49	26.50	4.68	260.64
At 31st March 2022	36.94	79.44	10.01	4.65	11.82	0.94	6.38	52.14	13.11	-	215.43

**NOTE XII(ii): INTANGIBLE ASSETS**

Particulars	INTANGIBLE ASSE	TOTAL
<b>At 31st March 2023</b>		
Additions	0.89	0.89
Disposals/Adjustments	-	-
<b>At 31st March 2024</b>	0.89	0.89
<b>Amortization</b>		
<b>At 01 April 2023</b>		
Amortization charge for the year	0.07	0.07
Reversal on Disposal / Adjustment	-	-
<b>At 31st March 2024</b>	0.07	0.07
<b>Net Carrying Value</b>		
At 31st March 2024	0.82	0.82

**ANNEXURE XIII: Restated Statement of Non Current Investments**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
UnQuoted Trade Investments in Equity Instruments			
-Birla Power Solutions Ltd	0.11	0.12	0.12
Quoted Trade Investments in Equity Instruments			
-Ferro Alloys Corporation	-	-	0.33
-Kotak Securities	-	(0.00)	(0.00)
Other non-current investments			
-Investment in Mutual Funds	-	0.15	3.25
<b>Total</b>	<b>0.11</b>	<b>0.26</b>	<b>3.69</b>

**ANNEXURE XIV: Restated Statement of Other Non Current Assets**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
Security Deposits	9.31	8.21	8.64
Loans and Advances to Related Parties	-	-	-
<b>Total</b>	<b>9.31</b>	<b>8.21</b>	<b>8.64</b>

**Notes:**

The Company has not given any loans and advances to promoters, Directors, KMP's and other related parties during the above period.

**ANNEXURE XV: Restated Statement of Inventories**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
Raw materials	9.34	1.05	5.01
Finished goods	113.48	35.67	51.86
<b>Total</b>	<b>122.82</b>	<b>36.72</b>	<b>56.88</b>

**Note:-**

1. Inventory has been physically verified by the management of the Company at the end of respective year.

**ANNEXURE XVI: Restated Statement of Trade Receivables**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
<b>Outstanding for a period exceeding six months (Unsecured and considered Good)</b>			
From Directors/Promoters/Promoter Group/Associates/Relatives of Directors/ Group Companies.	-	-	-
Others	-	-	-
<b>Outstanding for a period not exceeding 6 months (Unsecured and considered Good)</b>			
Relatives of Directors/ Group Companies.	-	-	-
Others	98.93	75.97	69.06
<b>Total</b>	<b>98.93</b>	<b>75.97</b>	<b>69.06</b>

1. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

2. Ageing of the Trade receivable, along with any amount involved in disputes, if any as required by Schedule III of Companies Act, 2013 is disclosed as below. Ageing of debtors is based on the date of transaction in case there is no credit period agreed at the time of Supply.

**Trade Receivable Ageing as at March, 2024**

(Rs. In Lakhs)

Particulars	Outstanding for Following Periods from due date of Payment					Total
	0-6 Months	6-12 Months	1-2 Years	2-3 Years	Above 3 Years	
Undisputed Trade Receivable - Considered Good	98.93	-	-	-	-	98.93
Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	0
Disputed Trade Receivable - Considered Good	-	-	-	-	-	0
Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	0

**Trade Receivable Ageing as at March 31, 2023**

(Rs. In Lakhs)

Particulars	Outstanding for Following Periods from due date of Payment					Total
	0-6 Months	6-12 Months	1-2 Years	2-3 Years	Above 3 Years	
Undisputed Trade Receivable - Considered Good	75.97	-	-	-	-	75.97
Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-

**Trade Receivable Ageing as at March 31, 2022**

(Rs. In Lakhs)

Particulars	Outstanding for Following Periods from due date of Payment					Total
	0-6 Months	6-12 Months	1-2 Years	2-3 Years	Above 3 Years	
Undisputed Trade Receivable - Considered Good	69.06	-	-	-	-	69.06
Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-

**ANNEXURE XVII: Restated Statement of Cash and Cash Equivalents**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
<b>Cash and Cash Equivalents:</b>			
-Cash on hand (As certified and verified by management)	4.00	2.88	4.50
Balances with banks in current accounts			
-In Current Accounts	1.84	2.00	0.61
<b>Total</b>	<b>5.84</b>	<b>4.88</b>	<b>5.11</b>

**ANNEXURE XVIII: Restated Statement of Short-Term Loans and Advances**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
Others			
-Advance for Solar Plant	12.43	-	-
<b>Total</b>	<b>12.43</b>	<b>-</b>	<b>-</b>

**ANNEXURE XIX: Restated Statement of Other Current Assets**

(Rs. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March,2023	As at 31st March,2022
Prepaid Income Tax / TDS / MAT Credit (if any)	3.26	4.79	2.17
Accrued Interest	0.42	-	-
GST Receivable	-	0.60	-
Other Advances and Deposits	-	-	-
Prepaid Expenses	-	0.27	-
<b>Total</b>	<b>3.68</b>	<b>5.66</b>	<b>2.17</b>

**ANNEXURE XX: Restated Statement of Turnover**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
Sale of products	593.81	493.57	534.05
Other operating revenues	53.72	64.24	-
<b>Total</b>	<b>647.53</b>	<b>557.81</b>	<b>534.05</b>

**ANNEXURE XXI: Restated Statement of Other Non Operating Income**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
<b>Related and Recurring Income:</b>			
Interest Income	0.68	0.30	0.30
<b>Non related and Non-Recurring Income:</b>			
Dividend Income	-	0.00	-
Gain on sale of Investments	-	0.11	-
Other Non Operating Income	1.91	0.27	0.12
<b>Total</b>	<b>2.60</b>	<b>0.68</b>	<b>0.42</b>

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.

**ANNEXURE XXII: Restated Statement of Cost of Materials Consumed**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
<b>Raw Material Consumed</b>			
Opening stock	1.05	5.01	-
Purchases	39.35	17.28	23.16
Less: Closing stock	9.34	1.05	5.01
<b>Total</b>	<b>31.06</b>	<b>21.24</b>	<b>18.15</b>

**ANNEXURE XXIII: Restated Statement of Purchases of Stock in Trade**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
Purchases of stock in trade	217.10	142.52	192.52
<b>Total</b>	<b>217.10</b>	<b>142.52</b>	<b>192.52</b>

1. The Inventory has been physically verified on periodic basis by the management.

**ANNEXURE XXIV: Restated Statement of Changes in Inventories**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
<b>Opening Inventories</b>			
Finished Goods	35.67	51.86	60.85
<b>Less: Closing Inventories</b>			
Finished Goods	113.48	35.67	51.86
<b>Total</b>	<b>(77.81)</b>	<b>16.20</b>	<b>8.99</b>

**ANNEXURE XXV: Restated Statement of Employee Benefit Expenses**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
Salaries & Wages	159.08	171.07	162.8
Contribution to Provident & Other Funds	5.69	4.64	3.18
Staff Welfare Expenses	3.22	3.10	1.63
Retirement Benefit Obligation	2.84	(0.14)	1.36
<b>Total</b>	<b>170.83</b>	<b>178.67</b>	<b>168.97</b>

**ANNEXURE XXVI: Restated Statement of Finance Costs**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
Interest Expenses	14.32	17.07	18.68
Bank Charges	0.65	0.66	0.28
<b>Total</b>	<b>14.97</b>	<b>17.73</b>	<b>18.96</b>

**ANNEXURE XXVII: Restated Statement of Depreciation & Amortisation**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
Depreciation & Amortization	40.36	33.87	32.52
<b>Total</b>	<b>40.36</b>	<b>33.87</b>	<b>32.52</b>

**ANNEXURE XXVIII: Restated Statement of Other Expenses**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
<b>Manufacturing Expenses:</b>			
Power & Fuel Expense	50.07	44.62	32.64
Packing Charges	9.09	7.36	-
Other Manufacturing Expenses	6.86	0.77	4.40
<b>Payment to Auditors:</b>			
As auditor:			
-Audit Fee	0.35	0.70	0.35
<b>Administrative and Selling &amp; Distribution Expenses:</b>			
Conveyance & Travelling	-	-	10.21
Insurance Charges	0.40	0.56	0.83
Marketing and Other Expenses	31.73	-	-
Postage and Courier Expense	23.93	10.19	6.25
Rates & Taxes	1.23	2.00	0.36
Rent	2.99	1.90	0.93
Repairs & Maintenance	10.82	10.52	7.44
Other Administrative & Selling Expenses	51.15	33.94	20.46
<b>Total</b>	<b>188.63</b>	<b>112.56</b>	<b>83.87</b>

**ANNEXURE XXIX: Restated Statement of Deferred Tax (Assets)/Liabilities**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
Current Income Tax Expense	16.58	-	-
Deferred Tax (On Unabsorbed Depreciation)	-1.66	-0.19	-1.67
<b>Total</b>	<b>14.93</b>	<b>-0.19</b>	<b>-1.67</b>

**Reconciliation of DTA / DTL**

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
Opening DTA/(DTL)	3.52	3.33	1.66
Deferred Tax Income / (Expense)	1.66	0.19	1.67
Other Equity	-	-	-
<b>Closing DTA/(DTL)</b>	<b>5.18</b>	<b>3.52</b>	<b>3.33</b>

### ANNEXURE XXX: Restated Statement of Earnings per Share

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023	For the year ended on 31st March, 2022
Profit attributable to equity shareholders (In Rs)	50.07	35.90	12.15
Number of shares outstanding at the year end	19.60	15.00	15.00
Weighted average number of Equity Shares	29.53	26.76	26.76
Earnings per share basic (Rs)	1.70	1.34	0.45
Earnings per share diluted (Rs)	1.70	1.34	0.45
Face value per equity share (Rs)	10.00	10.00	10.00

**ANNEXURE XXXI: Restated Statement of Related Party Disclosures**

The Management has identified the following entities and individuals as related parties of the entity for the purpose of reporting as per Ind AS 24 - Related Party Transactions, which are as under :

**(i) Name of Related parties and description of relationship with whom transactions made:**

Sr No	Name of Related Party	Relationship
1	HSDL Innovative Private Limited	<b>Entities over which Directors or KMP of the company or their close members are able to exercise significant influence/control (directly or indirectly)</b>
2	V4U Healthcare Private Limited	
3	Adinath Medicine	
4	Mahavir Medicine	
5	Mountbaton Shah HUF	
6	Herrick Mountbaton Shah	<b>Managing Director</b>
7	Shrenikkumar Mountbaton Shah	<b>Whole-time Director</b>
8	Mitali Shrenik Shah	<b>Director</b>
9	Mountkumar Sakarchand Shah	<b>Chief Financial Officer</b>
10	Pallavi Herrikkumar Shah	<b>Close members of the family of directors or Key Managerial Personnels</b>
11	Alkaben Mountkumar Shah	
12	Komal Jain	

**(ii) Related Party Transactions:**

Sr. No.	Name of the related party	Transactions	31st March, 2024	31st March, 2023	31st March, 2022
<b>Relation- Entities over which Directors or KMP of the company or their close members are able to exercise significant influence/control (directly or indirectly):</b>					
1	HSDL Innovative Private Limited	Purchase of Goods by the Company Sales of Goods done by the Company	49.64 36.34	16.35 5.12	14.75 17.49
2	V4U Healthcare Private Limited	Sales of Goods done by the Company Rent received	10.95 1.35	14.24	18.33
3	Adinath Medicine	Loan Repaid Sales of Goods done by the Company	- 26.33	- 15.08	5.30 -
4	Mahavir Medicine	Sales of Goods done by the Company	9.06	10.11	-
5	Mountbaton Shah HUF	Loan Repaid	-	-	2.00
<b>Relation: Executive Directors:</b>					
8	Herrick Mountbaton Shah	Director's Remuneration <b>Interest paid:</b> - on Loans and Advances Loan Accepted Loan Repaid	2.58 - 5.00 11.00	1.23 - 8.5 2.5	2.20 0.30 - -
9	Shrenikkumar Mountbaton Shah	Director's Remuneration	2.00	1.2	1.20
10	Mountkumar Sakarchand Shah	Director's Remuneration Loan Accepted Loan Repaid	2.30 - -	1.2 - -	1.20 - 0.75
<b>Relation: Close members of the family of directors or Key Managerial Personnels:</b>					
11	Pallavi Herrikkumar Shah	Loan Repaid	-	-	2.25
13	Alkaben Mountkumar Shah	Loan Accepted	-	-	0.27
<b>Relation: Company Secretary</b>					
14	Komal Jain	Remuneration	0.60	0	-

**(iii) Summary of Related Party Transactions**

Sr. No.	Nature of Transaction	31st March, 2024	31st March, 2023	31st March, 2022
1	Sales	82.68	44.55	35.82
2	Purchase	49.64	16.35	14.75
3	Interest paid on loans and advances	-	-	0.30
4	Loan Accepted	5.00	8.50	0.27
5	Loan Repaid	11.00	2.50	10.30
6	Rent Receivable	1.35	-	-
7	Director's Remuneration	6.88	3.63	4.60
8	Remuneration to Company Secretary	0.80	-	-
	<b>Total</b>	<b>156.55</b>	<b>75.53</b>	<b>66.04</b>



(iv) Year End Balances

Sr. No.	Nature of Transaction	31st March, 2024	31st March, 2023	31st March, 2022
1	<b>Borrowings</b>			
	Herrick Mountbaton Shah	-	6.00	-
2	<b>Trade Payables</b>			
	HSDL Innovative Private Limited	6.87	1.31	1.79
	V4U Healthcare Private Limited	1.65	-	7.58
3	<b>Trade Receivables</b>			
	V4U Healthcare Private Limited	-	0.78	7.58
	HSDL Innovative Private Limited	-	-	1.79
	Mahavir Medicine	2.48	0.42	7.60
	Adinath Medicine	6.83	1.09	-
4	<b>Other Current Assets</b>			
	V4U Healthcare Private Limited	0.14		
5	<b>Director's Remuneration</b>			
	Shrenikkumar Mountbaton Shah	0.54	1.19	0.11
	Herrick Mountbaton Shah	0.71	0.78	0.07
	Mountbaton Sakarchand Shah	0.54	1.89	0.81
6	<b>Company Secretary's Remuneration</b>			
	Komal Jain	0.20	-	-

1. All related party transactions entered during the year were in ordinary course of business and are on arm's length basis

2. The Names of related parties and nature of the relationships are disclosed irrespective of whether or not there have been transactions between the related parties. For Related party transactions, it is disclosed only when the transactions are entered into by the company with the related parties during the existence of the related party relationship.

<b>ANNEXURE XXXII : Restated Statement Of Mandatory Accounting Ratio</b>				
	<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
(A)	Net Worth (A)	337.42	136.30	100.57
	Restated Profit after tax	50.07	35.90	12.15
	Less: Prior Period Item	-	-	-
(B)	Adjusted Profit after Tax (B)	50.07	35.90	12.15
	Number of Equity shares (Face Value Rs ) outstanding as on the of Year (Refer Note )	19.60	15.00	15.00
(C )	Weighted Average Number of Equity shares (Face Value Rs ) ( C)	19.60	15.00	15.00
(D)	Weighted Average Number of Equity shares (Face Value Rs ) after considering Bonus Issue of Shares (D)	29.53	26.76	26.76
(E)	Current Assets (E)	243.70	123.23	133.22
(F)	Current Liabilities (F)	140.47	207.40	180.30
	Face Value per Share	10.00	10.00	10.00
	<i>Restated Basic and Diluted Earning Per Share (Rs) (B/D) (After Bonus &amp; Subdivision)</i>	1.70	1.34	0.45
	<i>Return on Net worth (%) (B/A)</i>	14.84	26.34	12.08
	<b>Net asset value per share (A/C) (Face Value of Rs Each) Based on actual number of shares</b>	17.22	9.09	6.70
	<b>Net asset value per share (A/D) (Face Value of Rs Each) Based on after bonus number of shares</b>	11.43	5.09	3.76
	Current Ratio (E/F)	1.73	0.59	0.74
	Restated Earnings Before Interest Tax Depreciation and Amortisation and Other Income (EBITDA)	117.73	86.63	61.54

**ANNEXURE XXXIII: RESTATED STATEMENT OF CAPITALISATION**

<b>Particulars</b>	<b>Pre Issue</b>	<b>*Post Issue</b>
<b>Debt</b>		
Short Term Debt	74.97	
Long Term Debt	29.55	
<b>Total Debt</b>	<b>104.52</b>	
<b>Shareholders' Fund (Equity)</b>		
Share Capital	196.00	
Reserves & Surplus	141.42	
Less: Miscellaneous Expenses not w/off	-	
Total Shareholders' Fund (Equity)	337.42	
<b>Long Term Debt/Equity</b>	<b>0.09</b>	
<b>Total Debt/Equity</b>	<b>0.31</b>	

**Note:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short Term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2024

\* The corresponding post issue figures are not determinable at this stage.

**ANNEXURE XXXIV: Restated Statement Of Tax Shelter**

	<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
(A)	<b>Profit Before Tax as per books of accounts (A)</b>	65.00	35.71	10.48
(B)	<b>Tax Rate Applicable (B)</b>	25.17%	25.17%	25.17%
(C)	<b>Tax Impact (A*B)\</b>	16.36	8.99	2.64
	<b>Permanent Differences</b>			
	Expenses disallowed under Section 37 of the IT Act, 1961	3.68	0.36	0.36
	Other Adjustments	-	(2.74)	(2.81)
	Prior Period items	-	-	-
(D)	<b>Total Permanent Differences (D )</b>	3.68	(2.39)	(2.46)
	<b>Timing Differences</b>			
	Difference between tax depreciation and book depreciation	6.58	0.74	6.64
	Other adjustments	-	-	-
(E)	<b>Total Timing Differences</b>	<b>6.58</b>	<b>0.74</b>	<b>6.64</b>
(F)	<b>Net Adjustments (F= D+E)</b>	<b>10.26</b>	<b>(1.65)</b>	<b>4.18</b>
(G)	Brought forward losses set off (Depreciation)	(9.36)	(43.31)	(17.76)
(H)	Tax effect on the above	0.23	(11.31)	(3.42)
(I)	<b>Tax Liability, After Considering the effect of Adjustment (C +H)</b>	16.58	(2.33)	(0.78)
(J)	Book Profit as per MAT	Opted for 115BAA		
(K)	MAT Rate %	NA		
(L)	Tax liability as per MAT (J*K)	NA		
	<b>Current Tax being Higher of I or L</b>	16.58	(2.33)	(0.78)
	Interest under Section 234A, B or C of Income Tax Act, 1961	-	-	-
	<b>Total Tax Expenses</b>	16.58	(2.33)	(0.78)
	<b>Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company</b>	Normal	Normal	Normal

**ANNEXURE XXXV: RESTATED STATEMENT OF OTHER FINANCIAL RATIO**

<b>sr.no</b>	<b>Particulars</b>	<b>For the year ended March 31st, 2024</b>	<b>For the year ended March 31st, 2023</b>	<b>For the year ended March 31st, 2022</b>
1	Current Ratio (No of Times)	1.73	0.59	0.74
2	Debt Equity Ratio (No of Times)	0.31	1.27	2.03
3	Debt Service Coverage Ratio (No of Times)	1.86	1.64	1.23
4	Return On Equity Ratio (%)	21.14%	30.31%	12.32%
5	Inventory Turnover Ratio (In Days)	126.86	73.65	85.17
6	Trade Receivable Turnover Ratio (In Days)	49.10	47.40	45.95
7	Trade Payable Turnover Ratio (In Days)	50.01	101.76	91.83
8	Net Capital Turnover Ratio (No Of Times)	6.30	(6.64)	(11.35)
9	Net Profit Ratio (%)	7.70%	6.43%	2.27%
10	Return On Capital Employed (%)	18.31	17.43	9.76
11	Return On Investment/Total Assets (%)	<b>9.73</b>	<b>9.07</b>	<b>3.34</b>

**Note : Details of numerator and denominator for the above ratio are as under:**

- (1) Current Ratio = Current Assets / Current Liabilities.
- (2) Debt- equity ratio = Total debt / Shareholders' equity.
- (3) Debt service coverage ratio = (Net Profit After Tax+Depreciation+Interest)/(Principal + Interest).
- (4) Return on equity ratio= Net profit after taxes / Avg Shareholder's Equity.
- (5) Inventory turnover ratio=Cost of goods sold or sales/Average inventory.
- (6) Trade receivables turnover ratio= Revenue from Operations /Average trade receivables.
- (7) Trade payables turnover ratio=Purchase/Average trade payables.
- (8) Net Capital turnover ratio=Net sales/Average working capital.
- (9) Net profit ratio=Net profit after taxes/Total Revenue.
- (10) Return on capital employed=Earnings before interest and taxes/Capital employed.
- (11) Return on investment/Total Assets= PAT/Total Assets.

OTHER FINANCIAL INFORMATION AS DISCLOSURE REQUIREMENTS

Annexure: V

Note 1: Key Financial and Operational Performance Indicators and Other Ratios as per Statutory Requirements:  
(Division II of Schedule III to the Companies Act, 2013)

(Rs in Lakhs)

**CURRENT RATIO**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Current Assets (A)	243.70	123.23	133.22
Current Liabilities (B)	140.47	207.40	180.30
<b>Current Ratio (A/B)</b> (in times)	<b>1.73</b>	<b>0.59</b>	<b>0.74</b>

**DEBT-EQUITY RATIO**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Short Term Debt (A)	74.97	126.15	125.51
Long Term Debt (A)	29.55	47.62	78.80
Total Equity (B)	337.42	136.30	100.57
<b>Debt-Equity Ratio (A/B)</b> (in times)	<b>0.31</b>	<b>1.27</b>	<b>2.03</b>

**EBITDA MARGIN**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
EBITDA (A)	117.73	86.63	61.54
Total Revenue (B)	650.13	558.49	534.46
<b>EBITDA Margin (A/B)</b> (in %)	<b>0.18</b>	<b>0.16</b>	<b>0.12</b>

**Reconciliation 1: Profit/(Loss) for the period to EBITDA**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Profit/(Loss) for the period	50.07	35.90	12.15
Add:			
Finance Cost	14.97	17.73	18.96
Total Tax Expense/(income)	14.93	(0.19)	(1.67)
Depreciation	40.36	33.87	32.52
Exceptional items			
Less:			
Other Non Operating Income	2.60	0.68	0.42
<b>EBITDA</b>	<b>117.73</b>	<b>86.63</b>	<b>61.54</b>

**RETURN ON EQUITY RATIO**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Profit/(Loss) for the period (A)	50.07	35.90	12.15
Average Shareholder's Equity (B)	236.86	118.43	98.61
<b>Return on Equity (A/B)</b> (in %)	<b>0.21</b>	<b>0.30</b>	<b>0.12</b>

**INVENTORY TURNOVER RATIO**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
COGS (Reconciliation 2) (A)	229.52	231.94	252.30
Average Inventory (Reconciliation 3) (B)	79.77	46.80	58.87
<b>Inventory Turnover Ratio (A/B)</b> (in times)	<b>2.88</b>	<b>4.96</b>	<b>4.29</b>

**Reconciliation 2: COGS**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Cost of Material Consumed	31.06	21.24	18.15
Purchase of Stock- In- Trade	217.10	142.52	192.52
Changes in inventories of FG, WIP and Stock In Trade	(77.81)	16.20	8.99
Other Direct Expenses	59.17	51.98	32.64
<b>Cost of Goods Sold</b>	<b>229.52</b>	<b>231.94</b>	<b>252.30</b>

Reconciliation 3: Average Inventory

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Opening Inventory (A)	36.72	56.88	60.85
Closing Inventory (B)	122.82	36.72	56.88
<b>Average Inventory (A+B)/2</b>	<b>79.77</b>	<b>46.80</b>	<b>58.87</b>

**TRADE RECEIVABLE TURNOVER RATIO**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Revenue from Operations	650.13	558.49	534.46
Average Trade Receivable (Reconciliation 4) (B)	87.45	72.52	67.29
<b>Trade Receivable Turnover (A/B) (in times)</b>	<b>7.43</b>	<b>7.70</b>	<b>7.94</b>

Reconciliation 4: Trade Receivables

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Opening Trade Receivables (A)	75.97	69.07	65.51
Closing Trade Receivables (B)	98.93	75.97	69.07
<b>Average Trade Receivables (A+B)/2</b>	<b>87.45</b>	<b>72.52</b>	<b>67.29</b>

**TRADE PAYABLE TURNOVER RATIO**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Total Purchases	256.45	159.80	215.68
Average Trade Payable (Reconciliation 5) (B)	35.13	44.55	54.26
<b>Total Payable Turnover (A/B) (in times)</b>	<b>7.30</b>	<b>3.59</b>	<b>3.97</b>

Reconciliation 5: Trade Payables

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Opening Trade Payables (A)	50.76	38.34	70.17
Closing Trade Payables (B)	19.51	50.76	38.34
<b>Average Trade Payable (A+B)/2</b>	<b>35.13</b>	<b>44.55</b>	<b>54.26</b>

**NET CAPITAL TURNOVER RATIO**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Total Revenue (A)	650.13	558.49	534.46
Net Working Capital (B)	103.23	(84.17)	(47.08)
<b>Net Capital Turnover (A/B) (in times)</b>	<b>6.30</b>	<b>(6.64)</b>	<b>(11.35)</b>

**NET PROFIT RATIO**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Profit/(Loss) for the period (A)	50.07	35.90	12.15
Total Revenue (B)	650.13	558.49	534.46
<b>Net Profit (A/B) (in %)</b>	<b>0.08</b>	<b>0.06</b>	<b>0.02</b>

**RETURN ON CAPITAL EMPLOYED**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
EBIT (Reconciliation 6) (A)	79.97	53.44	29.44
Capital Employed (Reconciliation 7) (B)	436.76	306.54	301.55
<b>Return on Capital Employed (A/B) (in %)</b>	<b>0.18</b>	<b>0.17</b>	<b>0.10</b>

Reconciliation 6: Profit/(loss) for the period to EBIT

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Profit/(loss) for the period	50.07	35.90	12.15
Add:			
Finance Cost	14.97	17.73	18.96
Total Tax Expense/(income)	14.93	(0.19)	(1.67)
Exceptional items			
<b>EBIT</b>	<b>79.97</b>	<b>53.44</b>	<b>29.44</b>

**Reconciliation 7: Capital Employed**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Tangible Net Worth (A)	337.42	136.30	100.57
Long Term Borrowings	29.55	47.62	78.80
Short Term Borrowings	74.97	126.15	125.51
DTL/(DTA)	(5.18)	(3.52)	(3.33)
<b>Capital Employed</b>	<b>436.76</b>	<b>306.54</b>	<b>301.55</b>

**GROSS PROFIT RATIO**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Gross Profit (A) (Reconciliation 8)	420.61	326.56	282.17
Revenue from Operations (B)	650.13	558.49	534.46
<b>Gross Profit Ratio (A/B) (in %)</b>	<b>0.65</b>	<b>0.58</b>	<b>0.53</b>

**Reconciliation 8: Gross Profit**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Revenue from Operations (A)	650.13	558.49	534.46
Cost of Goods Sold (Reconciliation 2) (B)	229.52	231.94	252.30
<b>Gross Profit (A-B)</b>	<b>420.61</b>	<b>326.56</b>	<b>282.17</b>

**EARNINGS PER SHARE**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Profit/(loss) for the period (A)	50.07	35.90	12.15
Weighted Average no. of Shares (B)	29.53	26.76	26.76
<b>Basic EPS (A/B) (in Rs.)</b>	<b>1.70</b>	<b>1.34</b>	<b>0.45</b>

**Net Asset Value per Equity Share**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Total Equity (A)	337.42	136.30	100.57
Weighted Average no. of Shares (B)	19.60	26.76	26.76
<b>Net Asset Value per Equity Share (A/B) (in Rs.)</b>	<b>17.22</b>	<b>5.09</b>	<b>3.76</b>



OTHER FINANCIAL INFORMATION AS DISCLOSURE REQUIREMENTS

Note 1: Key Financial and Operational Performance Indicators and Other Ratios as per Statutory Requirements:  
(Division II of Schedule III to the Companies Act, 2013)

Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
<b>Current Ratio (Current Assets/Current Liabilities)</b>	1.73	0.59	0.74
% Variance	192%	-20%	-
<u>Reasons for Variance</u>			
Period ended 31-03-2024- The ratio has increased due to significant increase in Inventories and Trade Receivables. And also the company has repaid the short term borrowings.			
Period ended 31-03-2023- Reason for variance is not required since the change is less than 25%			
Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
<b>Debt-Equity Ratio (Total Borrowings/Networth)</b>	0.31	1.27	2.03
% Variance	-76%	-37%	-
<u>Reasons for Variance</u>			
Period ended 31-03-2024- The ratio has decreased due to increase in Share Capital and also in Reserve an Surplus.			
Period ended 31-03-2023- Due to increase in Equity and Decrease in Debt.			
Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
<b>Debt Service Coverage Ratio (EBITDA/Principal+Interest)</b>	1.86	1.64	1.23
% Variance	13%	33%	-
<u>Reasons for Variance</u>			
Period ended 31-03-2024- Reason for variance is not required since the change is less than 25%.			
Period ended 31-03-2023- The Variance is due to significant increase in the EBITDA of the company owing to increase in the turnover.			
Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
<b>Return on Equity Ratio (PAT/Average Networth)</b>	21.14%	30.31%	12.32%
% Variance	-30%	146%	-
<u>Reasons for Variance</u>			
Period ended 31-03-2024- Due to increase in the share capital.			
Period ended 31-03-2023- The increase in the ratio is primarily attributed to higher profit levels and retained earnings which suggests the positive financial performance as compared to the previous year.			

Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
<b>Inventory Turnover Ratio (COGS/Average Inventory)</b>	2.88	4.96	4.29
% Variance	-42%	16%	-
<u>Reasons for Variance</u>			
Period ended 31-03-2024- Due to increase in the stock of the company.			
Period ended 31-03-2023- Reason for variance is not required since the change is less than 25%.			
Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
<b>Trade Receivables Turnover Ratio (Revenue from operations/Average Trade Receivables)</b>	7.43	7.70	7.94
% Variance	-3%	-3%	-
<u>Reasons for Variance</u>			
Period ended 31-03-2024- Reason for variance is not required since the change is less than 25%.			
Period ended 31-03-2023- Reason for variance is not required since the change is less than 25%.			
Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
<b>Trade Payables Turnover Ratio (Total Purchases/Average Payables)</b>	7.30	3.59	3.97
% Variance	103%	-10%	-
<u>Reasons for Variance</u>			
Period ended 31-03-2024- The Variance is because of decrease in trade payables cycle of the company as compared to previous years.			
Period ended 31-03-2023- Reason for variance is not required since the change is less than 25%.			
Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
<b>Net Capital Turnover Ratio (Revenue from operations/Net Working Capital)</b>	629.81%	-663.52%	-1135.16%
% Variance	-195%	-42%	-
<u>Reasons for Variance</u>			
Period ended 31-03-2024- The variance is due to increase in the turnover and also the company has invested in current assets for the circulation of working capital.			
Period ended 31-03-2023- The ratio has decrease due to increase in the requirement of working capital for the expansion of the business.			
Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
<b>Net Profit Ratio (Net Profit/Total Revenue)</b>	7.70%	6.43%	2.27%
% Variance	20%	183%	-
<u>Reasons for Variance</u>			
Period ended 31-03-2024- Reason for variance is not required since the change is less than 25%.			
Period ended 31-03-2023- The ratio has improved due to increase in the profit of the business.			
Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
<b>Return on Capital Employed (EBIT/Capital Employed)</b>	18.31%	17.43%	9.76%
% Variance	5%	79%	-
<u>Reasons for Variance</u>			
Period ended 31-03-2024- Reason for variance is not required since the change is less than 25%.			
Period ended 31-03-2023-The ratio has decreased due to the percentage increase in capital employed is more than percentage increase in Profit			

**ANNEXURE XXXVI: Restated Statement Of Accounting Ratios & Other Ratios, as per ICDR**

<b>Particulars</b>	<b>31-03-2024</b>	<b>31-03-2023</b>	<b>31-03-2022</b>
<b>Total Revenue (A)</b>	650.13	558.49	534.46
<b>Net Profit as Restated Continuing Operations(B)</b>	50.07	35.90	12.15
Profit before tax	65.00	35.71	10.48
Add: Depreciation	40.36	33.87	32.52
Add: Interest on Loan	14.97	17.73	18.96
Less: Other Non-Operating Income	2.60	0.68	0.42
<b>EBITDA (C)</b>	117.73	86.63	61.54
<b>EBITDA Margin (in %) (C/A)</b>	18.11%	15.51%	11.51%
<b>Net Worth as Restated (D)</b>	337.42	136.30	100.57
<b>Return on Net Worth (in %) as Restated (B/D)</b>	14.84%	26.34%	12.08%
<b>Equity Share at the end of year/period (in Nos.) (E)</b>	19.60	15.00	15.00
Weighted No. of Equity Shares (G)	19.60	15.00	15.00
<b>Equity Share at the end of year/period (in Nos.) (F)</b>	29.53	26.76	26.76
- (Post Bonus with retrospective effect)			
<b>Closing Number of Shares (in Nos.) (With Post Bonus Effect)</b>	29.53	26.76	26.76
<b>Earnings per Equity Share as Restated (B/G)</b>			
- Basic & Diluted (As per restated Period)			
Basic Earnings per share (in Rs.)	1.70	1.34	0.45
Diluted Earnings per share (in Rs.)	1.70	1.34	0.45
<b>Earnings per Equity Share (B/F)</b>			
- Basic & Diluted (Post Bonus with retrospective effect)			
Basic Earnings per share (in Rs.)	1.70	1.34	0.45
Diluted Earnings per share (in Rs.)	1.70	1.34	0.45
<b>Net Asset Value per Equity share as Restated (D/E)</b>	17.22	9.09	6.70
<b>Net Asset Value per Equity share (D/F)</b>	11.43	5.09	3.76
-(Post Bonus with retrospective effect)			

**Note:**

EBITDA Margin = EBITDA/Total Revenues

Earnings per share (₹) = Profit available to equity shareholders from continuing operations/ Weighted No. of shares outstanding at the end of the year

Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net Worth = Equity Share Capital + Reserve and Surplus (including P&L surplus) - Revaluation Reserve, If any

Net asset value/Book value per share (₹) = Net worth / weighted average number equity shares outstanding for the period/ year

The Company does not have any revaluation reserves or extra-ordinary items.

The figures disclosed above are based on the Restated Financial Statements of the Company.

**Other Notes**

1. The title deeds of all immovable properties are held in the name of the Company. Accordingly, there are no Immovable Properties which were not held in name of the Company as on 31st March, 2024.

2. The Company has borrowings from Banks and Financial Institutions on the basis of securities of Current Assets. Since the Borrowing limit is below the threshold limit of 500.00 Lakhs, therefore there is no disclosure about the comparison of Quarterly Statements submitted to Bank vis-à-vis Books of accounts of restatement period.

3. The Company has not utilised the borrowings received from banks and financial institutions for the purpose other than for which it was taken during the period of restatement.

4. Breakup of Amount Paid to Auditors is as under–

<b>Particulars</b>	<b>For the year ended March 31st, 2024</b>	<b>For the year ended March 31st, 2023</b>	<b>For the year ended March 31st, 2022</b>
Audit Fees	0.35	0.70	0.35
Taxation			
Certificates/ Other services			
Reimbursement of Expenses			

5. The disclosures required under AS 15 “Employee Benefits” notified in the Companies Act has been disclosed in Notes on Restatement.

6. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

7. The Company has not been declared wilful defaulter by any Banks or any other Financial Institution at any time during the period of restatement.

8. The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the period of restatement.

9. The Company did not have any material transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial period ended on March 31, 2024.

10. During the period of restatement, The Company has not traded or invested in Crypto Currency or Virtual Currency during the year.

11. As on 31st March 2024, the Company does not have any charges for which registration or satisfaction is yet to be done with Registrar of Companies (ROC) beyond the statutory period.

12. During the period of restatement, the Company has no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961.

13. Disclosures related to Micro, Small and Medium Enterprises.

Management is in the process of compiling information from its suppliers regarding their status under the MSME act, who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2003 and hence disclosure, if any, of the amount unpaid as at the year-end together with the interest paid/payable as required has been given to the extent information available;

The details relating to Micro, Small and medium enterprise disclosed as under to the extent of information available:

Sr No.	Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
1	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year	19.51	50.76	38.34
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-
3	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-
4	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-

14. The company has paid NIL dividend during the restatement period.

15. Figures have been rounded off to the multiple of lakhs. Previous year's figures have been regrouped, recast and rearranged wherever necessary to make them comparable with the current year figures.

## **ANNEXURE-XXXVII**

### **SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED FINANCIAL STATEMENTS**

#### **A. BACKGROUND**

The Company was originally incorporated as “Hamps Bio Private Limited” on January 2, 2007 under the provisions of the Companies Act, 1956 with the Registrar of Companies Gujarat, Ahmedabad with **CIN U24233GJ2007PLC049692**. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on June 08, 2023, the Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Hamps Bio Private Limited” to “Hamps Bio Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated 12<sup>th</sup> July 2023 issued by the Registrar of Companies, Gujarat, Ahmedabad bearing CIN U24233GJ2007PLC049692.

#### **B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

##### **1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Restated Statement of Assets and Liabilities of the Company as on March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the period/year ended on March 31, 2024, March 31, 2023 and March 31, 2022 and the annexure thereto (collectively, the “**Restated Financial Statements**”) have been extracted by the management from the Audited Financial Statements of the Company.

The financial statements of the company have been prepared and presented in accordance with the Generally Accepted Accounting Principles (GAAP). GAAP comprises the Accounting Standards notified under the Companies Act, 2013. The accounting policies have been framed, keeping in view the fundamental accounting assumptions of Going Concern, Consistency and Accrual, as also basic considerations of Prudence, Substance over form, and Materiality. These have been applied consistently, except where a newly issued accounting standard is initially adopted or a revision in the existing accounting standards require a revision in the accounting policy so far in use. The need for such a revision is evaluated on an ongoing basis.

The Financial Statements have been prepared on a going concern basis, in as much as the management neither intends to liquidate the company nor to cease operations. Accordingly, assets, liabilities, income and expenses are recorded on a Going Concern basis. Based on the nature of products and services, and the time between the acquisition of assets and realization in cash or cash equivalents, the company has ascertained its operating cycle as 12 months for the purposes of current and non-current classification of assets and liabilities.

##### **2. USE OF ESTIMATES**

The preparation of financial statements required the management to make estimates and assumptions that affect the reported balance of assets and liabilities, revenues and expenses and disclosures relating to contingent liabilities. The Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision of accounting estimates is recognized prospectively in the current and future periods.

### **3. PROPERTY, PLANT AND EQUIPMENTS**

Fixed assets are stated at historical cost less accumulated depreciation and impairment losses. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use. Fixed assets have been recorded in the books of the Company at WDV as per Income Tax Act, 1961 as applicable to firm as on the date of conversion.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

### **4. DEPRECIATION**

Depreciation on fixed assets is calculated on a Written - Down value method using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013.

### **5. BORROWING COSTS**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

### **6. IMPAIRMENT OF ASSETS**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of amount.

### **7. INVESTMENTS**

Investments, which are readily realizable and 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. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

## 8. INVENTORIES

i) As certified by the management, Raw Material, Packaging Material, Tools and Consumables, and Finished Goods are valued at lower of Cost or net realizable value.

ii) Work in Progress at various level is valued at lower of cost or net realizable value. The Management estimates the work in progress according to stage of completion. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

## 9. REVENUE RECOGNITION

i) Revenue is recognized to the extent that is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

ii) Revenue from sale of goods is recognized when the significant risk and rewards are transferred as per the terms of sale. Revenues are recorded at invoice value.

iii) Income in respect of interest, insurance claims, export benefits, subsidy etc. is recognized to the extent the company is reasonably certain of its ultimate realization.

## 10. EMPLOYEE BENEFITS

### Defined-contribution plans:

- a. Company's contribution to Provident Fund and other Funds for the year is accounted on accrual basis and charged to the Statement of Profit & Loss for the year.
- b. Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation as at the date of the Balance Sheet.

## 11. SEGMENT ACCOUNTING

### Business Segment

a) The business segment has been considered as the primary segment.

b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

c) Based on guiding principles given in the Accounting standard on 'Segment Reporting' (AS-17), the primary business segment of the Company is Manufacturing, trading and distribution of Pharmaceutical formulation products and Secondary business segment of the company is Manufacturing of Freeze dried and frozen products like fruits, vegetables, herbs, flowers, etc. The details of the same is as follows:

Year ended 31st March, 2022	Medicine Products (In Lacs)	Freeze Drying Products (In Lacs)	Total (In Lacs)
Segment Revenue	393.15	140.89	<b>534.05</b>
Segment Results	8.94	3.21	<b>12.15</b>
Segment Assests	158.59	56.84	<b>215.43</b>



<b>Year ended 31st March, 2023</b>	<b>Medicine Products (In Lacs)</b>	<b>Freeze Drying Products (In Lacs)</b>	<b>Total (In Lacs)</b>
Segment Revenue	377.77	180.05	<b>557.81</b>
Segment Results	24.31	11.59	<b>35.90</b>
Segment Assests	176.51	84.13	<b>260.64</b>
<b>Year ended 31st March, 2024</b>	<b>Medicine Products (In Lacs)</b>	<b>Freeze Drying Products (In Lacs)</b>	<b>Total (In Lacs)</b>
Segment Revenue	366.43	281.10	<b>647.53</b>
Segment Results	28.33	21.73	<b>50.06</b>
Segment Assests	145.14	111.34	<b>256.48</b>

## 12. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

(i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

(ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

## 13. CONTINGENT LIABILITIES AND PROVISIONS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### **14. CASH AND BANK BALANCES:**

Cash and cash equivalents comprise Cash-in-hand, Current Accounts, Fixed Deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Other Bank Balances are short-term balance (with original maturity is more than three months but less than twelve months).

#### **15. EARNINGS PER SHARE**

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

#### **16. CASH FLOW**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

### **C. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS**

There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement

### **D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS**

- 1.** The financial statements including other financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
- 2.** Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been reported to the extent of information memorandum received from the suppliers.

### 3. Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under-:

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(In Lacs)			
<b>1. The amounts recognized in the Balance Sheet are as follows:</b>			
Present value of unfunded obligations Recognized	-	-	-
<b>Net Liability</b>			
<b>2. The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>			
Current Service Cost	1.50	1.21	1.10
Interest on Defined Benefit Obligation	0.33	0.35	0.23
Expected Return on Plan Assets	-	-	-
Net actuarial losses (gains) recognised in the year	1.01	(1.71)	0.04
Total, Included in "Salaries, Allowances & Welfare"	-	-	-
<b>3. Changes in the present value of defined benefit obligation:</b>			
Defined benefit obligation as at the beginning of the year/period Net of Fair Value of Opening Plan Assets	4.65	4.80	3.43
Service cost	1.50	1.21	1.10
Interest cost	0.33	0.35	0.23
Expected Return on Plan Assets	-	-	-
Net actuarial losses (gains) recognised in the year	1.01	(1.71)	0.04
Benefit paid by the Company	-	-	-
<b>Defined benefit obligation as at the end of the year/period</b>	<b>7.49</b>	<b>4.65</b>	<b>4.80</b>
<b>Benefit Description</b>			
Benefit type:	Gratuity Valuation as per Act		
Retirement Age:	<b>60 Years</b>	<b>60 Years</b>	<b>60 Years</b>
Vesting Period:	<b>5 Years</b>	<b>5 Years</b>	<b>5 Years</b>
<b>The principal actuarial assumptions for the above are:</b>			
Future Salary Rise:	<b>7.00%</b> P.A	<b>7.00%</b> P.A	<b>7.00%</b> P.A
Discount rate per annum	<b>7.10%</b> P.A	<b>7.40%</b> P.A	<b>6.80%</b> P.A
Attrition Rate:	5% to 1%		
Mortality Rate:	IALM 2012-14 Ultimate		

#### 4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on the end of respective period.

#### 5. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note 27 of the enclosed financial statements.

#### 6. Accounting for Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the Period/year is reported as under:

PARTICULARS	As at		
	31-03-2024	31-03-2023	31-03-2022
	(In Lacs)		
Major Components of deferred tax arising on account of timing differences are:			
Timing Difference Due to Depreciation	6.58	0.74	6.64
Deferred Tax Assets/(Liabilities) (A)	1.66	0.19	1.67
<b>Cumulative Balance of Deferred Tax Assets/(Liability) (A)</b>	<b>5.18</b>	<b>3.52</b>	<b>3.33</b>

#### 7. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Note-25 of the enclosed financial statements.

#### 8. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

#### 9. Amounts in the financial statements

Amounts in the financial statements are reported in Indian Rupees in lakhs and rounded off to second digit of decimal. Figures in brackets indicate negative values.

#### 10. Auditors Qualifications –

Details of Auditors qualifications and their impact on restated financial statement is given below.

a) Qualification which required adjustment in restated financial statements

Financial Year	Audit Qualifications	Remark
FY 2021-22	NIL	Not Applicable
FY 2022-23	NIL	
FY 2023-24	NIL	

b) Qualification which does not require adjustment in restated financial statements – Details given below

<b>Financial Year</b>	<b>Audit Qualifications</b>	<b>Management Reply</b>
FY 2021-22	NIL	Not Applicable
FY 2022-23	NIL	Not Applicable
FY 2023-24	NIL	Not Applicable

## ANNEXURE-XXXVIII

### MATERIAL ADJUSTMENTS [AS PER THE ICDR] REGULATION]

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 2013, and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profit / (losses) of the Company is as under.

#### Statement of adjustments in the Financial Statements

##### Statement of Surplus in Profit and Loss account

Particulars	31-03-2024	31-03-2023	31-03-2022
			(In Lacs)
Reserves and Surplus as per audited accounts but before adjustments for restated accounts:	141.47	(49.43)	(52.86)
Add: Cumulative Adjustment made in Statement of Profit and Loss Account	(0.05)	0.17	3.43
Adjustment with the Opening Reserves as on 01-04-2021	-	-	-
<b>Net Adjustment in Profit and Loss Account</b>			
<b>Reserves and Surplus as per Restated Accounts:</b>	<b>141.42</b>	<b>(13.70)</b>	<b>(49.43)</b>

##### Statement of Profit and Loss after Tax

The reconciliation of Profit/(loss) after tax as per audited results and the Profit/(loss) after tax as per Restated accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the respective year profit & losses of the company.

Particulars	31-03-2024	31-03-2023	31-03-2022
			(In Lacs)
Net Profit/(loss) after Tax as per audited accounts but before adjustments for restated accounts:	52.91	36.62	17.61
Less: Provision for Gratuity booked as per AS -15(Revised)	2.84	(0.14)	1.36
Short/(Excess) Provision for Deferred Tax Assets	-	-	-
Excess/(Short) Depreciation on Property, Plant and Equipments	-	-	4.10
<b>Net Adjustment in Profit and Loss Account</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Profit/(Loss) After Tax as per Restated Accounts:</b>	<b>50.07</b>	<b>35.90</b>	<b>12.15</b>

**a) Adjustment of Gratuity Expenses**

Company has complied with the requirement of AS – 15 (Revised) “Employee Benefits” and accordingly booked Gratuity expenses basis of actuarial valuation report.

**b) Adjustment on account of Provision of Deferred Tax Assets:**

Difference of WDV of Fixed Assets as per Companies Act, 2013 and Income Tax Act, 1961 during the period of restatement, the company has recalculated the deferred tax liability and deferred tax assets at the end of respective year ended at the rate of normal Tax rate applicable at the end of relevant year. For more details, refer table of Reconciliation of Statement of Profit and loss as above.

**c) Provision of Income Tax (Current/Prior Period):**

During the restatement, the Income tax provision was recalculated on restated Profit/(Loss) of respective year as per the prevailing tax rates, accordingly the effect of revised income tax provision has been made in the Restated Statement of Profit and Loss account. Short/(Excess) provision has adjusted in respective year/period. For More details, refer Note 34 enclosed with the Restated Financial Statement.

**d) Accounting of Depreciation on Property, Plant and Equipment**

During the restatement, Company has observed that the cost of asset has not been adjusted with regards to receipt of Capital subsidy of Rs. 57.28 Lakhs (FY 2021-2022) since the subsidy amount was received at a later point of time. Therefore, the depreciation was calculated revised and the difference short/(Excess) has been restated and necessary effect is given in Schedule of Property, Plant & Equipment and opening retained earnings.

**For MGVS and Associates  
Chartered Accountants**

**FRN: - 0140555W**

**CA MUBASSIR GODIL  
Partner  
M.No. 164503  
Place: Ankleshwar  
Date: 27/07/2024  
UDIN: 24164503BKDKLQ3735**

## OTHER FINANCIAL INFORMATION

*(₹ in Lakhs except no of shares & percentage data)*

Particulars	For The Year Ended 31st March		
	2023	2022	2021
<b>Total Revenue (A)</b>	650.13	558.49	534.46
<b>Net Profit as Restated Continuing Operations (B)</b>	50.07	35.90	12.15
Profit before tax	65.00	35.71	10.48
Add: Depreciation	40.36	33.87	32.52
Add: Interest on Loan	14.97	17.73	18.96
Less: Other Non-Operating Income	2.60	0.68	0.42
<b>EBITDA (C)</b>	117.73	86.63	61.54
<b>EBITDA Margin (in %) (C/A)</b>	18.11%	15.51%	11.51%
<b>Net Worth as Restated (D)</b>	337.42	136.30	100.57
<b>Return on Net Worth (in %) as Restated (B/D)</b>	14.84%	26.34%	12.08%
<b>Equity Share at the end of year/period (in Nos.) (E)</b>	19.60	15.00	15.00
Weighted No. of Equity Shares (G)	29.53	26.76	26.76
<b>Earnings per Equity Share as Restated (B/G)</b>			
- Basic & Diluted (As per restated Period)			
Basic Earnings per share (in Rs.)	1.70	1.34	0.45
Diluted Earnings per share (in Rs.)	1.70	1.34	0.45
Net Asset Value per Equity share as Restated (D/E)	17.22	9.09	6.70
<b>Net Asset Value per Equity share (D/F)</b>	11.43	5.09	3.76
-(Post Bonus with retrospective effect)			

**Note:**

1. EBITDA Margin = EBITDA/Total Revenues
2. Earnings per share (₹) = Profit available to equity shareholders from continuing operations/ Weighted No. of shares outstanding at the end of the year
3. Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.
4. Return on Net worth (%) = Restated Profit after taxation / Net worth x 100
5. Net Worth = Equity Share Capital + Reserve and Surplus (including P&L surplus) - Revaluation Reserve, If any
6. Net asset value/Book value per share (₹) = Net worth / weighted average number equity shares outstanding for the period/ year
7. The Company does not have any revaluation reserves or extra-ordinary items.
8. The figures disclosed above are based on the Restated Financial Statements of the Company.



## CAPITALISATION STATEMENT

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue *
<b>Borrowings</b>		
Short-Term Borrowings (A)	74.97	[•]
Long-Term Borrowings (B)	29.55	[•]
<b>Total Borrowings (C)</b>	<b>104.52</b>	<b>[•]</b>
<b>Shareholder's Fund (Equity)</b>		
Share Capital	196.00	[•]
Reserve & Surplus	141.42	[•]
<b>Total Shareholder's Fund (D)</b>	<b>337.42</b>	<b>[•]</b>
<b>Long-Term Borrowings/ Equity (B/D)</b>	0.09	[•]
<b>Total Borrowings/ Equity (C/D)</b>	0.31	[•]

\*The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short Term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2024.

## FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on June 30, 2024:

*(Rs. In Lakhs)*

Nature of Borrowing	Amount
Secured Borrowings	118.13
Unsecured Borrowings	-
<b>Total</b>	<b>118.13</b>

### Details of Secured Borrowings:

Sr No.	Name of Lender	Amount Sanctioned	Purpose	Rate of interest (%)	Security Offered	Re-Payment Schedule as per Sanction Letter	Moratorium	Outstanding amount as on March 31, 2024	Outstanding amount as on June 30, 2024
1.	Kotak Mahindra Bank	41.00	GECL	8%	Immovable Property	36 months	9 months	5.06	1.29
		180.00	Term Loan	10.70 %		84 months	4 months	8.88	4.08
		53.50	Loan against property	9.65%		120 months	NA	27.75	26.38
		-	Overdraft facility for Working Capital	On Demand Repayable					50.11
2.	HDFC Bank	17.04	Car Loan	8.75%	Hypothecation of vehicle	39 months	NA	12.71	11.47

*As certified by our statutory auditor vide certificate dated July 27, 2024*

Guarantee - Our Promoters Herrik Shah, Shrenik Shah and Mitali Shah and Mountkumar Shah being Promoter Groups have personally guaranteed the repayment of certain cash credit facilities availed by the Company from Kotak Mahindra Bank worth Rs. 274.50 Lakhs.

## MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations for the financial years ended on 2024, 2023 and 2022 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled “Restated Financial Statements” beginning on page 157 of this Draft Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Draft Prospectus. You should also read the section titled “Risk Factors” beginning on page 23 of this Draft Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular 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 Meson Valves India Limited, our Company. Unless otherwise indicated, financial information included herein are based on our “Restated Financial Statements” for the financial years ended on 2024, 2023 and 2022 included in this Draft Prospectus beginning on page 157 of this Draft Prospectus.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be “Forward Looking Statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

### BUSINESS OVERVIEW

We are engaged in the ethical marketing and distribution of pharmaceutical formulation products (“Pharma”) across wide range of dosage including tablets, syrups, capsules, injectables, oil, gel and powder used as medicine and nutrition supplements as well as the manufacturing of freeze dried and frozen products (“FDFP”) such as fruits, vegetables, herbs and flowers. We are recognized in the pharmaceutical industry under our own brand name “Hamps” and in freeze-dried and frozen food segment through our own brand “FzyEzy”. We sell our products through more than 50 distributor’s network as on March 31, 2024 and E-commerce platform, including Amazon.com, Amazon.ca, Amazon.eu, Flipkart, Jio Mart, Etc. We sell our pharma products primarily in 8 States and Union territories and our FDFP products primarily in 4 countries and 20 States and Union territories. As on the date of this Draft Prospectus, we had a range of more than 180 different products sold across both the segments.

The table below sets forth the breakdown of our segment wise revenue from operations for the Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ in Lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Operations	% of Revenue	Revenue from Operations	% of Revenue	Revenue from Operations	% of Revenue
Pharma	366.43	56.59	377.77	67.72	393.15	73.62
FDFP	281.10	43.41	180.05	32.28	140.89	26.38
<b>Total</b>	<b>647.53</b>	<b>100.00</b>	<b>557.81</b>	<b>100.00</b>	<b>534.05</b>	<b>100.00</b>

For more details, please refer chapter titled “Our Business” beginning on page 103 of this Draft Prospectus.

### SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2024

In the opinion of the Board of Directors of our Company, since the date of the stub period in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

## **FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subject to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” on page 23 beginning of this Draft Prospectus.

Our Company’s future results of operations could be affected potentially by the following factors:

- Changes in laws and regulations relating to the sectors in which we operate;
- Our ability to successfully implement our growth strategy and expansion plans;
- Changes in consumer demand
- Our inability to maintain or enhance our brand recognition;
- Significant increases in prices of, or shortages of, or disruption in supply;
- Our ability to attract, retain and manage qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- Economic and business conditions in the Domestic and international markets in which we operate;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- The monetary and interest rate policies of India and other countries;
- Inability to adequately protect our trademarks;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

## **SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer Significant Accounting Policies, “Annexure XXXVII” beginning under “Restated Financial Statements” on page 157 of this Draft Prospectus.

## **COMPONENTS OF INCOME AND EXPENDITURE**

### **Total Revenue**

Our total revenue is divided into revenue from operations and other income.

Our other income consists of Interest Income, Dividend Income, Gain on Sale of Investments and Other Non Operating Income.

### **Total Expenses**

Our total expenses comprise of Cost of Material Consumed, Purchase of Stock in Trade, Change in Inventories of work in progress and finished goods, Employee benefits expense, Finance costs, Depreciation and amortisation expense and other expenses.

#### *Cost of Material Consumed*

Cost of Material Consumed includes Inventory at the beginning of the year Add: Purchases Less: Inventory at the end of the year.

#### *Purchase in Stock in trade*

Purchase in Stock in trade comprise of Inventories at the beginning of the year and Inventories at the end of the year.

#### *Changes in Inventories*

Changes in Inventories includes Inventories at the beginning of the year Less: Inventories at the end of the year.

#### *Employee benefits expenses*

Employee benefit expenses comprise of Salaries and wages, Contribution to provident and other funds, Retirement Benefit Obligation and Staff welfare expenses.

Finance costs

Finance cost includes Bank Charges, Interest expense on: Borrowings and Delayed payment of statutory dues.

Depreciation and Amortization Expenses

Depreciation and amortization expenses primarily include Depreciation and Amortisation.

Other Expenses

Other expenses include Manufacturing Expenses which include Power and Fuel Expense, Packing charges and other manufacturing expenses; Payment to Auditors which includes Auditor's fee; Administrative and Selling & Distribution Expenses which include Conveyance & Travelling, Insurance Charges, Marketing and Other Expenses, Postage and Courier Expense, Rates & Taxes, Rent, Repairs & Maintenance and Other Administrative & Selling Expenses.

**RESULTS OF OPERATIONS**

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of our Company for the financial years ended on 2024, 2023 and 2022:

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2024		For the Year ended March 31, 2023		For the Year ended March 31, 2022	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
Revenue from Operations	647.53	99.60%	557.81	99.88%	534.05	99.92%
Other income	2.60	0.40%	0.68	0.12%	0.42	0.08%
<b>Total revenue</b>	<b>650.13</b>	<b>100%</b>	<b>558.49</b>	<b>100%</b>	<b>534.46</b>	<b>100%</b>
Cost of Material Consumed	31.06	4.78%	21.24	3.80%	18.15	3.40%
Purchase in Stock in trade	217.10	33.39%	142.52	25.52%	192.52	36.05%
Change in Inventories of work in progress and finished goods	(77.81)	(11.97)%	16.20	2.90%	8.99	1.68%
Employee benefit expenses	170.83	26.28%	178.67	31.99%	168.97	31.62%
Finance cost	14.97	2.30%	17.73	3.17%	18.96	3.55%
Depreciation and amortization expenses	40.36	6.21%	33.87	6.06%	32.52	6.08%
Other expenses	188.63	29.01%	112.56	20.15%	83.87	15.69%
<b>Total Expenses</b>	<b>585.13</b>	<b>90.00%</b>	<b>522.78</b>	<b>93.61%</b>	<b>523.98</b>	<b>98.04%</b>
<b>Profit before tax</b>	<b>65.00</b>	<b>10%</b>	<b>35.71</b>	<b>6.39%</b>	<b>10.48</b>	<b>1.96%</b>
Current tax expense	16.58	2.55%	-	-	-	-
Deferred tax expense / (benefit)	(1.66)	(0.25)%	(0.19)	(0.03)%	(1.67)	(0.31)%
<b>Profit/ (Loss) for the year</b>	<b>50.07</b>	<b>7.70%</b>	<b>35.90</b>	<b>6.43%</b>	<b>12.15</b>	<b>2.27%</b>

**COMPARISON OF FINANCIAL YEAR ENDED 2024 TO FINANCIAL YEAR ENDED 2023**

**Income**

*Total Revenue:* Our total revenue increased by 16.41% from ₹ 558.49 Lakhs for the financial year March 31, 2023 to 650.13 Lakhs for the financial year ended March 31, 2024 due to the factors described below:

### Revenue from Operations

Our revenue from operations was increased by 16.08% to ₹ 647.53 Lakhs for the FY 2024 from ₹ 557.81 Lakhs for the FY 2023 due to increase in our domestic and export sales as we adapted to changing trends in certain of our products which inturn led to increase in our revenue from operations.

### Other Income

Other income increased by 281.82% to ₹ 2.60 Lakhs in FY 2024 from ₹ 0.68 Lakhs in FY 2023 due to increase in interest income and other non-operating income.

### **Expenditure**

*Total Expenses:* Our total expenses increased by 11.93% to ₹ 585.13 Lakhs for the FY 2024 from ₹ 522.78 Lakhs for the FY 2023 due to the factors described below:

### Cost of Material Consumed

Cost of Material Consumed increased by 46.24% to ₹ 31.06 Lakhs for the FY 2024 from ₹ 21.24 Lakhs for FY2023. This increase was due to raw material price increase & other variable costing factor.

### Purchase Stock in trade

Purchase Stock in trade increased by 52.33% to ₹ 217.10 Lakhs for the FY 2024 from ₹ 142.52 lakhs in FY2023. Due to meet increase demand for products, strategic bulk purchase to meet the yearly sales & increase new product line.

### Employee Benefit Expenses

The Employee Benefit Expenses decreased by 4.39% to ₹ 170.83 Lakhs in FY 2024 from ₹ 178.67 Lakhs in FY 2023. This decrease was mainly due to decrease in Salaries and wages.

### Finance Costs

The Finance costs decreased by 15.55% to ₹ 14.97 Lakhs in FY 2024 from ₹ 17.73 Lakhs in FY 2023. This decrease was mainly due to decrease in Interest Expense.

### Depreciation and Amortization Expenses

The Depreciation and Amortization expenses increased by 19.15% to ₹ 40.36 Lakhs in FY 2024 from ₹ 33.87 Lakhs in FY 2023. This increase was due to factory plant & machine upgradation & expansion.

### Other Expenses

The other expenses increased by 67.58% to ₹188.63 Lakhs in FY 2024 from ₹112.56 Lakhs in FY 2023 majorly due to increase in Power and fuel, Other Manufacturing Expenses, Rent, Repairs and maintenance, Other Administrative & Selling Expenses, Marketing and Other Expenses and Postage and Courier Expenses..

### Profit before Tax

Our profit before tax increased by 82.01% to ₹ 65.00 Lakhs for the FY 2024 from ₹ 35.71 Lakhs for the FY 2023. The increase was mainly due to increase in our revenue from operations.

### Tax Expenses

Our total tax expense also accordingly increased to ₹ 14.93 Lakhs in FY 2024 from ₹ (0.19) Lakhs in the FY 2023.

### Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by 39.46% to ₹ 50.07 Lakhs in FY 2024 from ₹ 35.90 Lakhs in FY 2023. This increase was mainly due to increase in margin, increase in sales, decrease in salary & purchase expense in proportion to the total revenue.

## **COMPARISON OF FINANCIAL YEAR ENDED 2023 TO FINANCIAL YEAR ENDED 2022**

### **Income**

*Total Revenue:* Our total revenue increased by 4.50% from ₹ 534.46 Lakhs for the financial year March 31, 2022 to ₹558.49 Lakhs for the financial year ended March 31, 2023 due to the factors described below:

#### Revenue from Operations

Our revenue from operations was increased by 4.45% to ₹ 557.81 Lakhs for the FY 2023 from ₹ 534.05 Lakhs for the FY 2022 due to increase in our domestic sales.

#### Other Income

Other income increased by 62.87% to ₹ 0.68 Lakhs in FY 2023 from ₹ 0.42 Lakhs in FY 2022.

### **Expenditure**

*Total Expenses:* Our total expenses decreased by 0.23% to ₹ 522.78 Lakhs for the FY 2023 from ₹ 523.98 Lakhs for the FY 2022 due to the factors described below:

#### Cost of Material Consumed

Cost of Material Consumed increased by 17.00% to ₹ 21.24 Lakhs for the FY 2023 from ₹ 18.15 Lakhs for FY2022. This increase was due to raw material price increase & other variable costing factor.

#### Purchase Stock in trade

Purchase Stock in trade decreased by 25.97% to ₹ 142.52 Lakhs for the FY 2023 from ₹ 192.52 lakhs in FY2022. This was due to decrease in raw - finish product costing.

#### Employee Benefit Expenses

The Employee Benefit Expenses increased by 5.73% to ₹ 178.67 Lakhs in FY 2023 from ₹ 168.97 Lakhs in FY 2022. This increase was mainly due to increase in Salaries and wages and Staff welfare expenses.

#### Finance Costs

The Financial costs decreased by 6.49% to ₹ 17.73 Lakhs in FY 2023 from ₹ 18.96 Lakhs in FY 2022. This decrease was mainly due to decrease in Interest Expense.

#### Depreciation and Amortization Expenses

The Depreciation and Amortization expenses increased by 4.15% to ₹ 33.87 Lakhs in FY 2023 from ₹ 32.52 Lakhs in FY2022. This increase was due to factory plant & machine upgradation & expansion.

#### Other Expenses

The other expenses increased by 34.21% to ₹ 112.56 Lakhs in FY 2023 from ₹ 83.87 Lakhs in FY 2022 majorly due to increase in Power & Fuel Expense, Packing Charges, Other Administrative & Selling Expenses, Repairs & Maintenance and Postage and Courier Expense.

#### Profit before Tax

Our profit before tax increased by 240.73% to ₹ 35.71 Lakhs for the FY 2023 from ₹ 10.48 Lakhs for the FY 2022 due to the factors described above.

### Tax Expenses

Our total tax expense decreased by 88.62% to ₹ (0.19) Lakhs in FY 2023 from ₹ (1.67) Lakhs in the FY2022.

### Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by 195.46% to ₹ 35.90 Lakhs in FY 2023 from ₹ 12.15 Lakhs in FY 2022. This increase was mainly due to increase in profit margin, increase in total revenue & maintaining the total expenditure.

## **CASH FLOWS**

The table below is our cash flows for the financial years ended on 2024, 2023 and 2022:

(₹ in Lakhs)

Particulars	For the financial year ended on March 31,		
	2024	2023	2022
Net cash (used)/from operating activities	(29.15)	122.95	33.27
Net cash (used)/from investing activities	(36.69)	(74.92)	50.82
Net cash (used)/from financing activities	66.79	(48.27)	(94.41)
Cash and Cash equivalents at the beginning of the year	4.88	5.11	15.44
Cash and Cash equivalents at the end of the year	5.82	4.88	5.11

### ***Cash Flows from Operating Activities***

#### For the year ended on March 31, 2024

Our net cash used in operating activities was ₹ 29.15 Lakhs for the year ended March 31, 2024. Our net profit before working capital changes was ₹ 113.61 Lakhs for the year ended March 31, 2024 which was primarily adjusted against increase in trade receivables ₹ 22.97 Lakhs, increase in loans & advances ₹ 12.43 Lakhs, increase in inventories of ₹ 86.10 lakhs, decrease in other current assets of ₹ 1.98 Lakhs, decrease in trade payables ₹ 23.08 Lakhs, decrease in other current liabilities ₹ 9.39 Lakhs, increase in provisions ₹ 24.16 lakhs.

#### For the year ended on March 31, 2023

Our net cash generated from operating activities was ₹ 122.95 Lakhs for the year ended March 31, 2023. Our net profit before working capital changes was ₹ 86.83 Lakhs for the year ended March 31, 2023 which was primarily adjusted against increase in trade receivables ₹ 6.91 Lakhs, increase in other current assets ₹ 3.49 Lakhs, decrease in inventories ₹ 20.16 Lakhs, increase in trade payables ₹ 12.42 Lakhs, increase in other current liabilities ₹ 13.72 Lakhs, increase in provisions ₹ 0.23 Lakhs.

#### For the year ended on March 31, 2022

Our net cash generated from operating activities was ₹ 33.27 Lakhs for the year ended March 31, 2022. Our net profit before working capital changes was ₹ 61.66 Lakhs for the year ended March 31, 2022 which was primarily adjusted against increase in trade receivables ₹ 3.55 Lakhs, decrease in other current assets ₹ 7.19 Lakhs, decrease in inventories ₹ 3.98 Lakhs, decrease in trade payables ₹ 31.83 Lakhs, decrease in other current liabilities ₹ 4.43 Lakhs and increase provisions of ₹ 0.25 lakhs.

### ***Cash Flows from Investing Activities***

#### For the year ended on March 31, 2024

Net cash flow used from investing activities for the year ended March 31, 2024 was ₹ (36.69) Lakhs. This was primarily on account of payment for Property, Plant and equipment, ROU Assets and including intangible assets of ₹ 36.20 lakhs and decrease in other non current assets of ₹ 1.10 lakhs.

#### For the year ended on March 31, 2023

Net cash flow used from investing activities for the year ended March 31, 2023 was ₹ (74.92) Lakhs. This was primarily on account of payment for property, plant, equipment, ROU Assets and intangible assets of ₹ 82.91 Lakhs.



For the year ended on March 31, 2022

Net cash flow generated from investing activities for the year ended March 31, 2022 was ₹ 50.82 Lakhs. This was primarily on account of purchase of fixed assets and including intangible assets of ₹ 29.10 lakhs and sale of fixed assets of ₹ 83.30 lakhs.

***Cash Flows from Financing Activities***

For the year ended March 31, 2024

Net cash flow generated from financing activities for the year ended March 31, 2024 was ₹ 66.79 Lakhs. This was primarily on account of Proceeds from issue of Share Capital of ₹ 151.00 Lakhs, repayment of borrowings of ₹ 69.24 lakhs and finance cost of ₹ 14.97 lakhs.

For the year ended March 31, 2023

Net cash flow used from financing activities for the year ended March 31, 2023 was ₹ (48.27) Lakhs. This was primarily on account of Repayment of Borrowings of ₹ 30.54 Lakhs and finance cost of ₹ 17.73 lakhs.

For the year ended March 31, 2022

Net cash flow used from financing activities for the year ended March 31, 2022 was ₹ (94.41) Lakhs. This was primarily on account of Repayment of Borrowings of ₹ 75.45 Lakhs and finance cost of ₹ 18.96 lakhs.

**RELATED PARTY TRANSACTIONS**

Related party transactions with certain of our promoter, directors and their entities and relatives primarily relate to remuneration, salary, commission and issue of Equity Shares. For further details of related parties kindly refer chapter titled “*Restated Financial Statements*” beginning on page 157 of this Draft Prospectus.

**OFF-BALANCE SHEET ITEMS**

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

**QUALIFICATIONS OF THE STATUTORY AUDITORS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS**

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

**QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

***Financial Market Risks***

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

***Interest Rate Risk***

Our financial results are subject to changes in interest rates, which may affect our debt service obligations in future and our access to funds.

***Effect of Inflation***

We are affected by inflation as it has an impact on the salary, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

***Credit Risk***

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

## **OTHER MATTERS**

### **Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution**

Except as disclosed in chapter titled “*Restated Financial Statements*” beginning on page 157 of this Draft Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

### **Material Frauds**

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

### **Unusual or infrequent events or transactions**

Except as described in this Draft Prospectus, during the period/ years under review there have been no transactions or events, which in our best judgment, would be considered “unusual” or “infrequent”.

### **Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations**

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our Company’s operations or are likely to affect income from continuing operations except as described in chapter titled “*Risk Factors*” beginning on page 23 of this Draft Prospectus.

### **Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the section titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on page 23 and 207 of this Draft Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

### **Future relationship between Costs and Income**

Other than as described in the section titled “*Risk Factors*” beginning on page 23 of this Draft Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

### **The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices**

Changes in revenue in the last three financial years are as explained in the part “*Financial Year 2023-24 compared with financial year 2022-23 and Financial Year 2022-23 Compared with Financial Year 2021-22*” above.

### **Total turnover of industry segments**

Our Company is in the business of ethical marketing and distribution of pharmaceuticals formulation products and manufacturing of freeze dried and frozen products. Relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 91 of this Draft Prospectus.

The table below sets forth the breakdown of our segment wise revenue from operations for the Fiscal 2024, Fiscal

2023 and Fiscal 2022:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue	Revenue from Operations (₹ in Lakhs)	% of Revenue
Pharma	366.43	56.59	377.77	67.72	393.15	73.62
FDFP	281.10	43.41	180.05	32.28	140.89	26.38
<b>Total</b>	<b>647.53</b>	<b>100.00</b>	<b>557.81</b>	<b>100.00</b>	<b>534.05</b>	<b>100.00</b>

For more details, please refer chapter titled “*Our Business*” beginning on page 103 of this Draft Prospectus.

#### Significant dependence on a single or few Suppliers or Customers

Significant proportion of our purchases have historically been derived from a limited number of suppliers. The % of Contribution of our supplier’s *vis a vis* the total purchases for the financial year ended March 31, 2024, 2023 and 2022 are as follows:

Particulars	Suppliers		
	March 31, 2024	March 31, 2023	March 31, 2022
<b>Top 1 (%)</b>	13.17%	18.31%	17.17%
<b>Top 5 (%)</b>	38.75%	67.20%	60.30%
<b>Top 10 (%)</b>	55.36%	89.44%	76.61%

Significant proportion of our total revenue have historically been derived from a limited number of Customers. The % of Contribution of our Customers *vis a vis* the revenue from operations for the financial year ended March 31, 2024, 2023 and 2022 are as follows:

Particulars	Customers		
	March 31, 2024	March 31, 2023	March 31, 2022
<b>Top 1 (%)</b>	7.72%	12.10%	11.45%
<b>Top 5 (%)</b>	26.49%	41.45%	40.89%
<b>Top 10 (%)</b>	41.05%	59.47%	56.90%

#### Status of any publicly announced new products or business segments

Please refer to the chapter titled “*Our Business*” beginning on page 103 of this Draft Prospectus for new products or business segments.

#### The extent to which the business is seasonal

Our business is not seasonal in nature. However, some raw material consumed for FMCG division are seasonally available.

#### Competitive Conditions

Competitive conditions are as described under the Chapters titled “Industry Overview” and “Business Overview” beginning on pages 91 and 103, respectively of this Draft Prospectus.

## SECTION VIII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.*

*For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Prospectus:*

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;*
- b) All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 5% of the net profits after tax of the Company for the most recent audited fiscal period whichever is lower; or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at <https://www.hampsbio.in/>*
- c) Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

*Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

### **OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER AND SUBSIDIARIES:**

#### **PART 1: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

##### **1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

Details of trademarks held by the Company which have been Opposed:

Sr. No.	Trademark	Application number and filing details	Opponent	Brief description of Opposition
1.	Device "GLYCOSEF" GLYCOSEF	Application no. 2386872  Dated August 30, 2012 filed with Trade Mark Registry, Ahmedabad	M/S. CACHET PHARMACEUTICALS PVT LTD	Opposition No. 939188 dated June 25, 2018. Counter statement dated August 28, 2018 submitted and the opponent have sought for proceedings for next stage with application to reserve rights for filing of evidence at a later stage
			M/S. Lupin Limited	Opposition No. 939336 dated June 25, 2018. Counter statement dated August 28, 2018 submitted and the opponent have sought for proceedings for next stage with application to reserve rights for filing of evidence at a later stage
2.	Device "SEFEX" SEFEX	Application no. 2398118  Dated September 18, 2012 filed with Trade Mark Registry, Ahmedabad	M/S. INGA LABORATORIES PVT, LTD	Opposition No. 933043 dated June 01, 2018. Counter statement dated August 01, 2018 submitted. The opponent vide its affidavit evidence u/r. 46 of the Trade Marks Rules, 2017 have filed evidence in support of its opposition and have sought for proceedings for next stage with application to reserve rights for filing of evidence at a later stage
			M/s. Lupin Limited	Opposition no. 939339 dated June 25, 2018. Counter statement dated August 28, 2018 submitted. The opponent vide its letter dated November 02, 2018 have filed evidence in support of its opposition and have sought for proceedings for next stage with application to reserve rights for filing of evidence at a later stage.

<b>Sr. No.</b>	<b>Trademark</b>	<b>Application number and filing details</b>	<b>Opponent</b>	<b>Brief description of Opposition</b>
3.	Word "BROMENXT"	Application no. 2913354  Dated March 02, 2015 filed with Trade Mark Registry, Ahmedabad	M/s. INGA LABORATORIES PVT, LTD	Opposition no. 953832 dated October 10, 2018. Counter statement dated August 28, 2018 submitted. The opponent vide its letter dated February 02, 2019 have filed evidence in support of its opposition and have sought for proceedings for next stage with application to reserve rights for filing of evidence at a later stage.

## **B. CASES FILED BY OUR COMPANY**

### **1) Litigation involving Criminal Laws**

NIL

### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

### **3) Disciplinary Actions by Authorities**

NIL

### **4) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

### **5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

## **PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTER OF THE COMPANY**

### **A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTER**

#### **1) Litigation involving Criminal Laws**

NIL

#### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

#### **3) Disciplinary Actions by Authorities**

NIL

#### **4) Litigation involving Tax Liability**

Indirect Tax: NIL

Direct Tax: NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTER**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

Indirect Tax: NIL

Direct Tax: NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES AND/OR GROUP COMPANIES**

**A. LITIGATION AGAINST OUR SUBSIDIARIES AND /OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax:**

- a) **M/s. V4U HEALTHCARE PRIVATE LIMITED** (the "Assessee"), a Show Cause Notice (SCN) under Form DRC-01, as per rule 100(2) & 142(1)(a), with Reference No. ZD240524109093S dated May 29, 2024; this notice pertains to the tax period from April 2019 to March 2020 and falls under Section 73 of the GST Act. The SCN indicates that the taxpayer is liable for tax and other dues amounting to Rs. 17,36,000/- Is pending to be paid by the assessee.

- b) **M/s. V4U HEALTHCARE PRIVATE LIMITED** (the "Assessee"), a Show Cause Notice (SCN) under Form DRC-01A, as per rule 100(2) & 142(1)(a), with Reference No. ZD240624054088D dated June 14, 2024; this notice pertains to the tax period from April 2020 to March 2021 and falls under Section 73 of the GST Act. The SCN indicates that the taxpayer is liable for tax and other dues amounting to Rs. 18,75,000/- Is pending to be paid by the assessee.

**Direct Tax: NIL**

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR SUBSIDIARIES AND/ OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

**PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Draft Prospectus in the case of our Company, Promoter, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Draft Prospectus

**OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the Draft Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.



## **PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

## **NON-PAYMENT OF STATUTORY DUES**

As on the date of the Draft Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

## **MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Prospectus.

## **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

## **DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016

## **MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 207206 there have been no material developments that have occurred after the Last Balance Sheet Date.

## **OUTSTANDING DUES TO CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. Further, creditors to whom outstanding dues exceeding 10.00% of our profit after tax for year ended March 31, 2024, have been considered as material creditors for the purposes of disclosure in the Draft Prospectus. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at year ended March 31, 2024, March 31, 2023 and March 31, 2022, by our Company, are set out below:

<b>Name</b>	<b>Number of Creditors</b>	<b>Balance as on March 31,2024 (in Laacs)</b>
Material Creditors	1	6.87
Total Outstanding dues to Micro and Small & Medium Enterprises	34	19.51
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	18	1.3
<b>Total</b>	<b>53</b>	<b>27.68</b>



## **GOVERNMENT AND OTHER STATUTORY APPROVALS**

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.*

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

### **Approvals In Relation to Our Company's incorporation**

1. Certificate of Incorporation dated January 02, 2007 from the Registrar of Companies, Gujarat, RoC-Ahmadabad, under the Companies Act, 1956 as "HAMPS BIO PRIVATE LIMITED" (Corporate Identification Number.U24233GJ2007PTC049692)
2. Fresh Certificate of Incorporation dated July 12, 2023 from the Registrar of Companies, Gujarat, RoC-Ahmadabad, consequent to conversion of the Company from "HAMPS BIO PRIVATE LIMITED" to "HAMPS BIO LIMITED" (Corporate Identification Number. - U24233GJ2007PLC049692)

### **Approvals in relation to the Issue**

#### ***Corporate Approvals***

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on April 05,2024 and July 09, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated April 30, 2024, under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated July 29, 2024 passed resolution for filing the Draft Prospectus with BSE SME.

#### ***Approvals from Stock Exchange***

1. Our Company has received in- principle listing approval from the BSE SME dated [●] for listing of Equity Shares issued pursuant to the issue.

#### ***Other Approvals***

1. The Company has entered into a tripartite agreement dated March 27, 2024 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated June 23, 2023 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

### **APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:**

#### **Tax Related Approvals**

S.No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	NA	AABCH8058 B	Income Tax Department	January 02, 2007	Valid till Cancelled
2.	Tax Deduction and Collection Account Number (TAN)	M/S. Hamps Bio Limited, 2900/112, G.I.D.C.Near Atul Ltd,Gujarat, 393002	BRDH00892D	Income Tax Department	December 18, 2023	Valid till Cancelled
3.	GST Registration Certificate (Gujarat)	M/S. Hamps Bio Limited Plot No. 2900/112, G.I.D.C. Ankleshwar, Industrail Estate, Ankleshwar, Bharuch, Gujarat, 393002 <b>Additional Place:</b> Shop No. 120,121,122, 1st Floor, Royal Platinum, Palanpore Canal Road, Surat, Surat, Gujarat, 395009	24AABCH805 8B1ZW	Goods and Services Tax department	Date of Liability July 01, 2017 Date of Issue Certificate May 17, 2024	Valid till Cancelled
4.	Professions Tax Payer Enrolment certificate (P.T.E.C.)	M/S. Hamps Bio Limited Plot No. 2900/112, G.I.D.C. Ankleshwar, Industrail Estate, Ankleshwar, Bharuch, Gujarat, 393002	PEC03WZ000 31895	Surat Mahanagar Seva Sadan	October 25, 2023	Valid till Cancelled
5.	Professions Tax Payer Registration certificate (P.T.R.C.)	Shop No. 120,121,122, 1st Floor, Royal Platinum, Palanpore Canal Road, Surat, Surat, Gujarat, 395009	PRC03WZ000 10691	Surat Muncipal Corporation	October 25, 2023	Valid till Cancelled

**Registrations related to Labour Laws:**

S.No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1	Udhyam Registration Certificate	M/S. Hamps Bio Limited, 2900/112, G.I.D.C. Industrial Estate, Bharuch, Ankelshwar, Gujarat, 393002	UDYAM-GJ-06-0002450	Ministry of Micro Small & Medium Enterprises	November 28, 2023	Valid till Cancelled
2.	License To Work A Factory Under Factories Act, 1948 With Respect To Factory	M/S. Hamps Bio Private Limited Plot No.: 2900/112, G.I.D.C. Near Atul Limited, Bharuch, Ankelshwar, Gujarat, 393002	Registration No. 1618/24234/2 020 License No. 43185 FIN: S06043185A	Joint Director Industrial Safety and Health, Bharuch Region	April 01, 2020	December 31, 2024
3.	Registration under the	M/S. Hamps Bio Private Limited	SRBRH16158 37000	Employees Provident fund	June 30,2017	Valid till Cancelled

S.No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
	Employees Provident fund (EPF)	Plot No. 2900/112 GIDC Estate Ankleshwar Bharuch Gujarat- 393001				
4.	Registration under Employee State Insurance Act (ESIC)	M/S. Hamps Bio Private Limited Plot 2900/112 GIDC Estate, Ankleshwar, Gujarat- 393001	38000445040000999	Employees' State Insurance Corporation,	June 24, 2017	Valid till Cancelled
5.	Registration under Gujarat Shops and Establishments Act, 2019	Shop No. 120,121,122, 1st Floor, Royal Platinum, Palanpore Canal Road, Surat, Surat, Gujarat, 395009	Receipt Number: IR/WZ/S/PAL ANOR/78293 Application No. 2023121900024	Surat Municipal Corporation	December 22,2023	Valid till Cancelled

**Business Related Approvals**

S.No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	License Under Food Safety And Standards Act, 2006	M/S. Hamps Bio Limited Plot No.: 2900/112, G.I.D.C. Industrial Estate, Nr. ATUL Ltd.& TA. Ankelshwar, Dist. Bharuch, Gujarat, 393002	10723999000130 Category: Central License	Food Safety And Standards Authority of India, India	August 06,2023	January 26,2028
2.	Registration under Legal Metrology (packaged Commodity) Rules Act, 2011	M/S. Hamps Bio Limited Plot No.: 2900/112, G.I.D.C. Industrial Estate, Nr. ATUL Ltd.& TA. Ankelshwar, Dist. Bharuch, Gujarat, 393002	GOI/GJ/2023/6528	Government of India	October 18, 2023	October 17, 2028
3.	Registration under Legal Metrology Act, 2009	M/S. Hamps Bio Private Limited Plot No.: 2900/112, G.I.D.C. Industrial Estate, Ankelshwar, Dist. Bharuch, Gujarat,	Certificate No.2725320/BHA/2023/01	Office Of The Controller, Legal Metrology, Gujarat	August 27, 2023	August 27, 2024

S.No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
		393002				
4.	Agricultural And Processed Food Products Export Development Authority Certificate (APEDA)/ RCMC	M/S. Hamps Bio Limited 2900/112, GIDC Industrial Estate, Nr. ATUL Ltd. Ankelshwar, Bharuch, Ankelshwar, Gujarat, 393002	Registration No. 190629	Agricultural And Processed Food Products Export Development Authority, Government of India	December 12, 2023	January 26, 2028
5.	Import Export Code (IEC)	M/S. Hamps Bio Limited 2900/112, GIDC Industrial Estate, Nr Atul Ltd Contact No: 919327339727, Ankleshwar, Bharuch, Gujarat, 393002	3416904371	Ministry of Commerce and Industry Directorate General of Foreign Trade,	September 06, 2016	Valid till Cancelled
6.	ISO 22000	M/S. Hamps Bio Private Limited, 2900/112, G.I.D.C. Industrial Estate, Nr. Atul Ltd Ankelshwar, Gujarat, 393002	23DFKL82	Rohs Certification Private Limited	May 16, 2023	May 15, 2026
7.	ISO 9001:2015	M/S. Hamps Bio Private Limited, 2900/112, G.I.D.C. Industrial Estate, Nr. Atul Ltd., Ankelshwar, Gujarat, 393002	22DQJX77	Rohs Certification Private Limited	June 23, 2022	June 22, 2025
8.	License under Drugs & Cosmetic Act, 1940 & Rules	M/S. Hamps Limited Office Ground Floor, Plot No.: 2900/112, G.I.D.C. Industrial Estate, Ankelshwar, Gujarat,	Lic 20B License No. 50398 Lic 21B License No. 50399	Food & Drugs Control Administration, Bharuch	January 20, 2024	January 19, 2029

S.No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
		393002				
9.	Fire NOC	M/S. Hamps Bio Private Limited 2900/112, Nr. ATUL Atul Ltd, G.I.D.C. Industrial Estate, Ankelshwar-393002, Gujarat,	Certificate No.: KE/FE/742/2024	Kamal Enterprises	February 29,2024	February 28,2025

### Intellectual Property

S. No	Brand Name/Logo Trademark	Class	Application Number	Owner	Validity	Authority	Current Status
1.	Device "ATOPULSE" <b>ATOPULSE</b>	5	1943175	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From March 29,2010 to March 29, 2030	Trade Mark Registry, Ahmedabad	Registered
2.	Device "GLIMIPULSE" <b>GLIMIPULSE</b>	5	1943178	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From March 29,2010 to March 29, 2030	Trade Mark Registry, Ahmedabad	Registered
3.	Device "HEAMWALT" <b>HEAMWALT</b>	5	1943180	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From March 29,2010 to March 29, 2030	Trade Mark Registry, Ahmedabad	Registered
4.	Device "FLOROBID" <b>FLOROBID</b>	5	1943177	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From March 29,2010 to March 29, 2030	Trade Mark Registry, Ahmedabad	Registered
5.	Device "LOPULSE" <b>LOPULSE</b>	5	1943181	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From March 29,2010 to March 29, 2030	Trade Mark Registry, Ahmedabad	Registered
6.	Device "RIPULSE" <b>RIPULSE</b>	5	1943172	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From March 29,2010 to March 29, 2030	Trade Mark Registry, Ahmedabad	Registered
7.	Device "GOUTSEF" <b>GOUTSEF</b>	5	1959867	M/s. Hamps Bio Private Limited, 433,C-1,GIDC,	From May 03, 2010 to May 03,2030	Trade Mark Registry, Ahmedabad	Registered

S. No	Brand Name/Logo Trademark	Class	Application Number	Owner	Validity	Authority	Current Status
				Ankleshwar-393002			
8.	Device "TRYPCAD" <b>TRYPCAD</b>	5	1959868	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From May 03, 2010 to May 03,2030	Trade Mark Registry, Ahmedabad	Registered
9.	Device "BMXCLAV" <b>BMXCLAV</b>	5	1978759	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From June 11, 2010 to June 11,2030	Trade Mark Registry, Ahmedabad	Registered
10	Device "TELMIPULSE" <b>TELMIPULSE</b>	5	2009963	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From August 17, 2010 to August 17,2030	Trade Mark Registry, Ahmedabad	Registered
11	Device "PAINACHE" <b>PAINACHE</b>	5	2009964	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From August 17, 2010 to August 17,2030	Trade Mark Registry, Ahmedabad	Registered
12	Device "PTSEFT 4.5" <b>PTSEFT-4.5</b>	5	2037357	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From October 13, 2010 to October, 2030	Trade Mark Registry, Ahmedabad	Registered
13	Device "SEFTZONE" <b>SEFT-ZONE</b>	5	2037356	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From October 13, 2010 to October 13,2030	Trade Mark Registry, Ahmedabad	Registered
14	Device "BEEP-40" <b>BEEP- 40</b>	5	2160941	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From June 16, 2011 to June 16,2031	Trade Mark Registry, Ahmedabad	Registered
15	Device "TODOL-P" <b>TODOL - P</b>	5	2160946	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From June 16, 2011 to June 16,2031	Trade Mark Registry, Ahmedabad	Registered
16	Device "COOLCAD" <b>COOLCAD</b>	5	2203685	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From September 12, 2011 to September 12,2031	Trade Mark Registry, Ahmedabad	Registered
17	Device "XCOD"	5	2203686	M/s. Hamps Bio Private	From September		Registered



S. No	Brand Name/Logo Trademark	Class	Application Number	Owner	Validity	Authority	Current Status
	<b>XCOD</b>			Limited, 433,C-1,GIDC, Ankleshwar- 393002	r 12, 2011 to Septembe r 2031	Trade Mark Registry, Ahmedabad	
18	Device "NXTZONE" <b>NXTZONE</b>	5	2311748	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar- 393002	From April 09, 2012 to April 09,2032	Trade Mark Registry, Ahmedabad	Registered
19	Device "NXTXIME" <b>NXTXIME</b>	5	2311747	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar- 393002	From April 09, 2012 to April 09,2032	Trade Mark Registry, Ahmedabad	Registered
20	Device "NXTFLO" <b>NXTFLO</b>	5	2386873	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar- 393002	From August 30, 2012 to August 30,2030	Trade Mark Registry, Ahmedabad	Registered
21	Device "NXTCLAV" <b>NXTCLAV</b>	5	2386871	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar- 393002	From August 30, 2012 to August 30,2032	Trade Mark Registry, Ahmedabad	Registered
22	Device "NXTCURE" <b>NXTCURE</b>	5	2425074	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar- 393002	From November 07, 2012 to November 07,2032	Trade Mark Registry, Ahmedabad	Registered
23	Device "DERMINXT" <b>DERMINXT</b>	5	2425073	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar- 393002	November 07, 2012 to November 07,2032	Trade Mark Registry, Ahmedabad	Registered
24	Word "TRYPNXT"	5	2913360	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar- 393002	From March 02, 2015 to March 02,2025	Trade Mark Registry, Ahmedabad	Registered
25	Word "PENTANXT"	5	2913359	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar- 393002	From March 02, 2015 to March 02,2025	Trade Mark Registry, Ahmedabad	Registered
26	Word "CADINXT"	5	2913358	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar- 393002	From March 02, 2015 to March 02,2025	Trade Mark Registry, Ahmedabad	Registered

S. No	Brand Name/Logo Trademark	Class	Application Number	Owner	Validity	Authority	Current Status
27	Word "NXTPULSE"	5	2913356	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From March 02, 2015 to March 02,2025	Trade Mark Registry, Ahmedabad	Registered
28	Device "HAMPS" 	5	1943171	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From March 29, 2010 to March 29,2030	Trade Mark Registry, Ahmedabad	Registered
29	Word "HAMPS"	99 Indicates Multi class Appli caltio n Class 10,44	2917950	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From March 10, 2015 to March 10,2025	Trade Mark Registry, Ahmedabad	Registered
30	Device "HAMPS BIO PVT. LTD." 	35	3848608	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From May 31, 2018 to May 31,2028	Trade Mark Registry, Ahmedabad	Registered
31	Device "FZY EZY" 	29	3799243	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From April 07, 2018 to April 07,2028	Trade Mark Registry, Ahmedabad	Registered
32	Device "FZY EZY" 	30	3799244	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From April 07, 2018 to April 07,2028	Trade Mark Registry, Ahmedabad	Registered
33	Device "FZY EZY" 	43	4187799	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From May 26, 2019 to May 26,2029	Trade Mark Registry, Ahmedabad	Registered
34	Word "OXYNXT"	5	4187797	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	From May 26, 2019 to May 26,2029	Trade Mark Registry, Ahmedabad	Registered
35	Word "IBUNXT"	5	5773042	M/s. Hamps Bio Private Limited, Plot 2900/112,GID C,Nr.AtulLtd, Ankleshwar,	From January 20,2023 to January 20,2033	Trade Mark Registry, Ahmedabad	Registered

S. No	Brand Name/Logo Trademark	Class	Application Number	Owner	Validity	Authority	Current Status
				Bharuch-393002 Gujarat			
36	Word "OXYNXT"	29	5884332	M/s. Hamps Bio Private Limited, Plot No.2900/112,G IDC Industrial Estate, Ankleshwar, Bharuch-393002 Gujarat	Date Of From April 08,2023 to April 08,2033	Trade Mark Registry, Ahmedabad	Registered
37	Word "OXYNXT"	30	5884333	M/s. Hamps Bio Private Limited, Plot No.2900/112,G IDC Industrial Estate, Ankleshwar, Bharuch-393002 Gujarat	From April 08,2023 to April 08,2033	Trade Mark Registry, Ahmedabad	Registered
38	Word" "SEFTDOX"	5	5742518	M/s. Hamps Bio Private Limited, Plot 2900/112,GID C, Nr.AtulLtd, Ankleshwar, Bharuch-393002 Gujarat	From December 29,2022 to December 29,2032	Trade Mark Registry, Ahmedabad	Registered
39	Device "CALCINXT" 	5	5742517	M/s. Hamps Bio Private Limited, 2900/112,GID C, Nr.Atul Ltd, Ankleshwar, Bharuch-393002 Gujarat	From December 29,2022 to December 29, 2032	Trade Mark Registry, Ahmedabad	Registered
40	Device "G-NXT" 	5	5773043	M/s. Hamps Bio Private Limited, 2900/112,GID C, Nr.Atul Ltd, Ankleshwar, Bharuch-393002 Gujarat	Date Of Application January 20,2023	Trade Mark Registry, Ahmedabad	Objected
41	Device "SCABSEF" SCABSEF	5	2265638	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	Date Of Application January 12,2012	Trade Mark Registry, Ahmedabad	Objected
42	Word "ALLSEF"	5	4187796	M/s. Hamps Bio Private Limited, Plot No.2900/112,G IDC Industrial Estate, Ankleshwar, Bharuch-393002 Gujarat	Date Of Application May 29,2019	Trade Mark Registry, Ahmedabad	Objected

S. No	Brand Name/Logo Trademark	Class	Application Number	Owner	Validity	Authority	Current Status
43	Device "GLYCOSEF" <b>GLYCOSEF</b>	5	2386872	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	Date Of Application August 30,2012	Trade Mark Registry, Ahmedabad	Opposed
44	Device "SEFEX" <b>SEFEX</b>	5	2398118	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	Date Of Application September 18,2012	Trade Mark Registry, Ahmedabad	Opposed
45	Word "BROMENXT"	5	2913354	M/s. Hamps Bio Private Limited, 433,C-1,GIDC, Ankleshwar-393002	Date Of Application March 02,2015	Trade Mark Registry, Ahmedabad	Opposed

#### Domain Name

Sr. No.	Domain Name and ID	Registry Domain ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	<a href="https://www.hampsbio.com">https://www.hampsbio.com</a>	1841600560_DOMAIN_COM VRSN	BigRock Solutions Limited	January 06, 2014	January 06, 2025
2.	<a href="https://www.hampsbio.in/">https://www.hampsbio.in/</a>	D41440000006359885-IN	Endurance Digital Domain Technology LLP IANA ID-801217	July 14,2018	July 14,2024
3.	<a href="https://www.fzyezy.com/">https://www.fzyezy.com/</a>	2334275385_DOMAIN_COM-VRSN	GoDaddy.com, LLC, IANA ID-146	November 19,2018	November 19,2026
4.	<a href="https://oxynxt.com/">https://oxynxt.com/</a>	2841006049_DOMAIN_COM-VRSN	HOSTINGER operations, UAB IANA ID-1636	December 27,2023	December 27,2024

#### Registration applied for:

S. No.	Description	Address of Premises	Existing Registration Number	Issuing Authority	Date of Application and Registration number	Purpose
1.	License To Work A Factory Under Factories Act, 1948 With Respect To Factory	M/S. Hamps Bio Private Limited Plot No.: 2900/112, G.I.D.C. Near Atul Limited, Bharuch, Ankelshwar, Gujarat, 393002	Registration No. 1618/24234/2020 License No. 43185 FIN: S06043185A	Gujarat Industrial Development Corporation	Dated June 03,2024 Application no.T-ANK104046	Change of Name from Private to Limited

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the Company pursuant to change of its constitution from Private to Public Limited Company.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated April 05, 2024 and July 09, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on April 30, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Company has obtained approval from BSE *vide* letter dated [●] to use the name of BSE in this Offer Document for listing of equity shares on the BSE SME. BSE is the designated stock exchange.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Further, our company, promoter, members of the promoter group, directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### PROHIBITION BY RBI

Neither our Company nor any of our Promoters or Directors has been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Prospectus.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoters and Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Draft Prospectus.

### ELIGIBILITY FOR THE ISSUE

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations; and this Issue is an “Initial Public Issue” in terms of the SEBI ICDR Regulations.

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an issuer whose post Issue face value capital does not exceed ₹ 10 crores rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the BSE SME).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME Platform of BSE Limited (BSE SME).

- a) Our Company was incorporated on January 02, 2007 under the provisions of Companies Act, 1956 with the Assistant Registrar of Companies, Gujarat. Hence, our Company is in existence for a period of 3 years on the date of filing the Draft Prospectus with BSE.
- b) As on the date of this Draft Prospectus, our Company has a total paid-up capital (face value) of ₹ 313.60 Lakhs comprising 31,36,000 Equity Shares of ₹ 10/- each and the Post Issue paid-up Capital (face value) will be ₹ [●] Lakhs comprising [●] Equity Shares which shall be below ₹ 25 crores.
- c) Our Company confirms that it has track record of more than 3 years.

- d) As per the Restated Financial Statements, our company has operating profit (earnings before interest, depreciation and tax) from operations of ₹ 119.67 Lakhs in Fiscal 2024, ₹ 87.03 Lakhs in Fiscal 2023 and ₹ 65.02 lakhs in Fiscal 2022 i.e., in all the 3 financial years preceding the date of this Draft Prospectus and its net-worth is positive.
- e) As per Restated Financial Statements disclosed in this Draft Prospectus, the net tangible assets are ₹337.41 Lakhs as at March 31, 2024, hence more than ₹300.00 Lakhs as on the date of filing of this Draft Prospectus. The Net Tangible Assets as at March 31, 2024 based on the Restated Financial Statements was calculated as the net worth minus intangible assets.
- f) The Leverage ratio (Total Debts to Equity) of the Company as on March 31, 2024 was 0.31 times which less than the limit of 3:1.
- g) Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our company and promoting companies.
- h) There is no winding up petition against the company, which has been admitted by NCLT/ Court of competent jurisdiction or a liquidator has not been appointed.
- i) No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our Company.
- j) Other Disclosures:
- We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) of our company in the Draft Prospectus.
  - There are no defaults in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders, banks, FIs by our company, promoter/promoting company (ies), group companies, companies promoted by the promoter/promoting company (ies) during the past three years except as mentioned in the Draft Prospectus.
  - We have disclosed the details of our company, promoter/promoting company (ies), group companies, companies promoted by the promoter/promoting company (ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter “*Outstanding Litigations and Material Developments*” on page 216 of this Draft Prospectus.
  - We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter “*Outstanding Litigations and Material Developments*” on page 216 of this Draft Prospectus.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- a) The Draft Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the SME platform of BSE. BSE is the Designated Stock Exchange.
- b) Our Company has entered into an agreement dated June 23, 2023 with NSDL and agreement dated March 27, 2024 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- c) The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.
- d) The entire Equity Shares held by the Promoters are in dematerialization form.
- e) The fund requirements set out for the Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through

verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations. For details, please refer the chapter “*Objects of the Issue*” on page 75 of this Draft Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- (a) Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- (b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- (c) Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower.
- (d) None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such issue under Chapter IX of SEBI ICDR Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**We further confirm that:**

1. In accordance with Regulation 246 of the SEBI ICDR Regulations, the lead manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.
2. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten and shall not restrict to the minimum subscription level. The LM shall underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “*General Information*” beginning on page 51 of this Draft Prospectus.
3. In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be unblocked or refunded forthwith. If such money is not unblocked or repaid within four days from the date our company becomes liable to unblock or repay it, then our company and every officer in default shall, on and from expiry of fourth day, be liable to unblock or repay such application money, with interest as prescribed under SEBI ICDR Regulations and section 40 of the Companies Act, 2013.

**COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS**

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN**

**FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER MARWADI CHANDARANA INTERMEDIARIES BROKERS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 27, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS ISSUE DOCUMENT.**

**Note:** All legal requirements pertaining to the Issue will be complied with at the time of registration of this Prospectus with the RoC in terms of section 26 of the Companies Act, 2013.

#### **DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, [www.hampsbio.com](http://www.hampsbio.com) or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Marwadi Chandarana Intermediaries Brokers Private Limited is not an associate of the Company and is eligible to be appointed as the Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**



This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non- residents including NRIs and FIIs. This Draft Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Gujarat only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be issued or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

### **Eligibility and Transfer Restrictions**

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act 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 accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and 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.

Applicants are advised to ensure that any application from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

### **DISCLAIMER CLAUSE OF THE BSE**

As required, a copy of the Draft Prospectus shall be submitted to the BSE SME. The Disclaimer Clause as intimated by the BSE SME to us, post scrutiny of the Draft Prospectus, shall be included in the Prospectus prior to the filing with RoC.

### **LISTING**

The Equity Shares issued through the Prospectus are proposed to be listed on BSE SME. Application have been made to BSE SME for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its BSE SME after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from BSE vide letter dated [●] to use name of BSE in the Prospectus for listing of equity shares on BSE SME.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE SME the Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If any such money is not unblocked within four (4) days after the issuer becomes liable to unblock it then our Company and every director of the company who is an officer in default shall, on and from the expiry of the fourth (4) day, be jointly and severally liable to unblock that money with interest at the rate of fifteen per cent per annum (15% pa) as prescribed under Section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within six (6) Working Days of the Issue Closing Date.

## **CONSENTS**

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer, Peer Review Auditors and the Statutory Auditors; and (b) the Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Bankers to the Issue <sup>(1)</sup>, Bankers to the company, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013.

*(1) The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, Peer Reviewed Auditors, M/s. MGVS & Associates, Chartered Accountants, have provided their written consent to the inclusion of Restated Financial Statements dated July 27, 2024, and to the inclusion of their reports dated July 27, 2024 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Prospectus.

## **EXPERT OPINION**

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

Our Company has received written consent from the Peer Reviewed Auditors namely, M/s. MGVS & Associates, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated July 27, 2024, and the Statement of Special Tax Benefits dated July 27, 2024 issued by them and included in this Draft Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Prospectus.

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

Additionally, our company has also received a written consent dated July 10, 2024 from Chartered Engineer, namely M/s Babulal A. Ughreja in their capacity as Chartered Engineer, in connection with certification of installed & utilized capacity of our manufacturing facility and also in connection with the purchase of new machinery to include his name as required, in this Draft Prospectus as required under the Companies Act, 2013 and as an “Expert” as defined under section 2(38) read with Section 26(5) of the Companies Act, 2013 (and not under the U.S. Securities Act).

## **PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS**

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

## **COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

## **CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY**

Except as disclosed in Chapter titled “*Capital Structure*” on page 61 of Draft Prospectus, our Company has not made any capital issue during the previous three years.

For details in relation to our group companies, please see chapter titled “*Our Group Company*” on page 154

of Draft Prospectus.

### **PERFORMANCE VIS-À-VIS OBJECTS**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 61 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

For details in relation to our group companies, please see chapter titled “*Our Group Company*” on page 154 of Draft Prospectus.

### **PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

As on the date of this Draft Prospectus, Marwadi Chandarana Intermediaries Brokers Private Limited, the Lead Manager of this Company, has not filed any Issue on any of the Stock Exchanges.

### **TRACK RECORD OF PAST ISSUES HANDLED BY LEAD MANAGER**

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.ib.marwadichandaranagroup.com](http://www.ib.marwadichandaranagroup.com)

### **STOCK MARKET DATA OF EQUITY SHARES**

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of three years from the date of listing and commencement of trading of the Equity Shares to enable the applicants to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four 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 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.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and subject to applicable law, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. The following compensation mechanism has become applicable for investor grievances in relation to applications made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be

liable to compensate the investor:

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Lead Manager shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the LM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

For helpline details of the Lead Manager pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see “General Information – Lead Manager” on page 54 of this Draft Prospectus.

The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Applicants. Applicants can contact our Company Secretary and 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, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company has also appointed Komal Jain as Company Secretary and Compliance officer. For details, see “General Information” beginning on page 51 of this Draft Prospectus.

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company shall, after filing of this Draft Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Further, our Board by a resolution on June 17, 2023 has also constituted a Stakeholders’ Relationship Committee. The composition of the Stakeholders’ Relationship Committee is as follows:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Pallavi Shah	Non-Executive Director	Chairman
Jinay Palrecha	Non-Executive Independent Director	Member
Radhika Kanodiya	Non-Executive Independent Director	Member

Our Company has appointed Komal Jain, Company Secretary as the Compliance Officer and she may be contacted in case of any pre- Offer or post- Offer related problems, at the address set forth hereunder.

2900/112, GIDC, Near Atul Limited,  
Ankleshwar, Bharuch – 393 002, Gujarat, India.  
Tel No.: +91 8000006663  
Email: [info@hampsbio.com](mailto:info@hampsbio.com)  
Website: [www.hampsbio.com](http://www.hampsbio.com)

For further details, please see the chapter titled “*Our Management*” beginning on page 134 of this Draft Prospectus.

**DISPOSAL OF INVESTOR GRIEVANCES BY LISTED GROUP COMPANIES**

As of the date of this Draft Prospectus, we do not have any listed Group Companies.

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

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

## SECTION IX – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, SEBI LODR Regulations, 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 BSE SME, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.*

### THE ISSUE

The Issue comprises of a Fresh Issue of Equity shares.

### 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 277 of this Draft Prospectus.

### MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” beginning on page 156 and 277, respectively of this Draft Prospectus.

### FACE VALUE AND ISSUE PRICE

The Equity Shares having a face value of ₹10/- each are being issued in terms of this Draft Prospectus at the price of ₹ [●]/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “*Basis for Issue Price*” beginning on page 82 of this Draft Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and

8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 277 of this Draft Prospectus.

#### **ALLOTMENT ONLY IN DEMATERIALISED FORM**

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite agreement dated March 27, 2024 amongst our Company, CDSL and Registrar to the Issue.
2. Tripartite agreement dated June 23, 2023 between our Company, NSDL and Registrar to the Issue.

#### **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

Trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE SME from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants.

Further, in accordance with SEBI ICDR Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh per application.

#### **JOINT HOLDERS**

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

#### **JURISDICTION**

The courts of Gujarat, Maharashtra, India will have exclusive jurisdiction in relation to this Issue.

#### **NOMINATION FACILITY TO INVESTORS**

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the

Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

#### **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

Allotment of Equity Shares to successful Applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange.

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

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicants within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is filed with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue, our Company shall file a fresh Prospectus.

#### **ISSUE PROGRAM**

An indicative timetable in respect of the Issue is set out below:

<b>Issue Opens on</b>	[●]
<b>Issue Closes on</b>	[●]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before [●]
<b>Initiation of Refunds / unblocking of funds from ASBA Account*</b>	On or before [●]
<b>Credit of Equity Shares to demat account of the Allottees</b>	On or before [●]
<b>Commencement of trading of the Equity Shares on the Stock Exchanges</b>	On or before [●]

1. Our Company shall, in consultation with the Lead Manager, consider closing the Issue Period for QIBs, one Working Day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations.
2. UPI mandate end time and date shall be at 5.00 p.m. on Issue Closing Date.

\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the applicant shall be compensated in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

**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 Exchange are taken within 6 Working Days of the Issue Closing Date or such other time as may be prescribed by SEBI, the timetable may change**



**due to various factors, such as extension of the Issue Period by our Company in consultation with the Lead Manager, or any delays in receiving the final listing and trading approval from the Stock Exchange or delay in receipt of final certificates from SCSBs, etc. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.**

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Investors after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

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 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 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 Exchange 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 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, 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.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on

daily basis within 60 minutes of the Issue closure time from the Issue Opening Date till the Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

**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 the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Investors can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

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

#### **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Issue through the Issue Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received within 15 days from the closure of the issue, if there is a delay beyond such time, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of Issue.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the application law of such jurisdiction.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for the lock-in of the pre- issue capital of our Company as provided in “*Capital Structure*” beginning on page 61 of this Draft Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see “*Main Provisions of the Articles of Association*” beginning on page 277 of this Draft Prospectus.

#### **NEW FINANCIAL INSTRUMENTS**

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

#### **AS PER THE EXTENT GUIDELINES 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, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

#### **MIGRATION TO MAIN BOARD**

In accordance with the BSE Circulars and as amended time to time, our Company will have to be mandatorily listed and traded on the BSE SME for a minimum period of three years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI ICDR Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the mainboard of BSE from the BSE SME on a later date subject to the following:

1. If the paid-up capital of the Company is likely to increase above ₹25 crores by virtue of any further offer of capital by way of rights, preferential offer, bonus offer etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

Or

2. If the paid-up capital of the Company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter shareholders in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company desiring to migrate to the Main board from the SME Board within three years of listing on SME platform of BSE has to fulfill following conditions:

- a. The Company should have Paid-up capital of more than ₹ 10 Crores and Market Capitalisation should be minimum ₹ 25 Crores.
- b. Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
- c. The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange.
- d. The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.

- e. No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals.
- f. No Debarment of company, promoters/promoter group, subsidiary company by SEBI.
- g. No Disqualification/Debarment of directors of the company by any regulatory authority.
- h. The applicant company has not received any winding up petition admitted by a NCLT.
- i. The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
- j. No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies.
- k. No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies.
- l. The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform.
- m. The applicant company has no pending investor complaints.
- n. Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.

#### **MARKET MAKING**

The shares offered through this Offer are proposed to be listed on BSE SME with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on BSE SME. For further details of the marketmaking arrangement please refer the chapter titled “*General Information*” beginning on page 51 of this Draft Prospectus.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Issue face value capital does not exceed ten crore rupees. The Company shall Issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE SME). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “Terms of the Issue” and “Issue Procedure” beginning on page 242 and 251 respectively, of this Draft Prospectus.

### ISSUE STRUCTURE

This Issue comprised of Initial Public Offering of up to [●] Equity Shares for Cash at an Issue Price of ₹ [●] per Equity Share aggregating upto ₹ 650.00 Lakhs. The Issue comprises a reservation of up to [●] Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net Issue to Public of up to [●] Equity Shares of face value of ₹10/- each (“**the Net Issue**”). The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post Issue paid-up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation <sup>(1)</sup>	Up to [●] Equity Shares	Up to [●] Equity Shares
Percentage of Issue Size available for Allocation	[●] % of the Issue Size	[●] % of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each <sup>(1)</sup>  For further details please refer section explaining the Basis of Allotment in the GID	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Individual Investors using Syndicate ASBA)	
Mode of Allotment	Compulsorily in dematerialised form	
Minimum Application Size	<i>For Other than Retail Individual Investors:</i>  Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹ 2,00,000.  <i>For Retail Individuals Investors:</i>  Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceeds ₹ 2,00,000.	Up to [●] Equity Shares

Maximum Application Size	<p><i>For Other than Retail Individual Investors:</i></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue, subject to applicable limits to the Applicant.</p> <p><i>For Retail Individuals Investors:</i></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the application value does not exceed ₹ 2,00,000.</p>	Up to [●] Equity Shares
Trading Lot	[●] Equity Shares	[●] Equity Shares. However, the Market Maker may buy odd lots if any in the market as required under the SEBI ICDR Regulations.
Who can Apply <sup>(2)</sup>	<p><i>For Other than Retail Individual Investors:</i></p> <p>Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts.</p> <p><i>For Retail Individuals Investors:</i></p> <p>Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.</p>	Market Maker
Terms of Payment <sup>(3)</sup>	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

<sup>(1)</sup> Since present Issue is a fixed price Issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations, shall be made as follows:

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

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

Explanation - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent of the Issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.”

<sup>(2)</sup> In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

<sup>(3)</sup> In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including Retail Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled “Issue Procedure” beginning on page 251 of this Draft Prospectus.

## ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Application Form. The General Information Document is available on the websites of the Stock Exchanges, the Company and the Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by Retail Individual Investors through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

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 Bids by Retail Individual Investors 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 Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 and made effective on a voluntary basis for all issues opening on or after September 01, 2023 and on a mandatory basis for all issues opening on or after December 01, 2023, as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by SEBI from time to time. Please note that we may need to make appropriate changes in the Prospectus depending upon the prevailing conditions at the time of the opening of the Issue.

Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.

Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall

be processed only after application monies are blocked in the bank accounts of investors (all categories). The Book Running Lead Manager shall be the nodal entity for any issues arising out of public issuance process.

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and BRLM shall continue to coordinate with intermediaries involved in the said process.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, which came into effect from May 01, 2021 had put in place measures to have a uniform policy to further streamline the processing of ASBA applications through UPI process among intermediaries/SCSBs and also provided a mechanism of compensation to investors.

*SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Issues where the application amount is upto ₹ 5 Lakhs shall use UPI.*

*Further, as per SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/75 dated May 30, 2022. All ASBA applications in Public Issues shall be processed only after the application money is blocked in the investor's bank accounts. The provisions of the circular shall be for all issues opening from September 01, 2022 onwards.*

*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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Prospectus*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 2 (two) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding four 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. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days.

Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in 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.

Investors must ensure that their PAN is linked with Aadhar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Bidders should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. However, they may get the Equity Share rematerialized subject to allotment of the equity shares in the Issue, subject to applicable laws.

## **PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued UPI Circulars in relation to streamlining the process of public Issue of equity shares and



convertibles.

Pursuant to the UPI Circulars, 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 RIIs 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 Investor 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 offers, 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 Investor 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:** Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Circular, once Phase III becomes applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful applicants to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – issue LM will be required to compensate the concerned investor.

The Issue will be made under UPI Phase III of the UPI (on a mandatory basis).

Individual investors applying under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and/or payment instructions of the Retail Individual Bidders using the UPI Mechanism.

Our Company will be required to appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Investors. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB. For further details,

refer to the General Information Document available on the websites of the Stock Exchanges and the LM. All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI

### **FIXED PRICE ISSUE PROCEDURE**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company.

The Issue is being made in compliance with the provisions of Reg. 229 (1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non-Retail Category i.e. QIBs and Non Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

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

However, if the retail individual investor category is entitled to more than fifty per cent of the net Issue on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchange or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, our 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, our Company would have a right to reject the Applications only on technical grounds

**Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant’s depository account along with Application Form. The Application Forms which do not have the details of the Applicants’ depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants’ PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.**

### **APPLICATION FORM**

Copies of Application Forms and Abridged Prospectus will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, an electronic copy of the Application Forms and Abridged Prospectus will also be available for download on the website of the Company, Lead Manager and Stock Exchange, BSE ([www.bseindia.com](http://www.bseindia.com)), at least one day prior to the Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. The Retail Individual Investors can additionally Bid through the UPI Mechanism.

All ASBA Bidders must provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of Retail Individual Investors), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected. Applications made by the Retail Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection. Retail Individual Investors bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Application Form and the Application Form that does not contain the UPI ID are liable to be rejected.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories applying in this issue 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*

\*Excluding Electronic Application Form.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by UPI applicants (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

For UPI applicants using UPI mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI applicants, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI applicants (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

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.	A Registrar to an Issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
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Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), shall enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the applicants have a bank account and shall not submit it to any non-SCSB Bank.

For applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of Stock Exchange. Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Issue. However, in case of Electronic forms, “printouts” of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors (other than Retail Individual 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. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of the Issue
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants 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. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

### **Who Can Apply?**

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non- Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

16. Pension Funds with minimum corpus of ₹. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them;
24. Applications not to be made by:
  - A. Minors (except through their Guardians)
  - B. Partnership firms or their nominations
  - C. Foreign Nationals (except NRIs)
  - D. Overseas Corporate Bodies

## MAXIMUM AND MINIMUM APPLICATION SIZE

### For Retail Individual Investors

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] 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 OIBs)

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 [●] 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 cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Investors, 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.**

**The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## 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). For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] Equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
3. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.
4. If the Shares allotted 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 nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the issue specified under the Capital Structure mentioned in this Prospectus.
5. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
  - a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - b) The balance net issue of shares to the public shall be made available for allotment to: i. Individual applicants other than retails individual investors; and ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c) The unsubscribed portion of the net issue 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.
6. Retail Individual Investors' 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 Stock Exchange. The Executive Director / Managing Director of 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.

#### **PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER, PROMOTER, PROMOTER GROUP AND PERSONS RELATED TO PROMOTER/PROMOTER GROUP**

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 Portion where the allotment is on a proportionate basis. The Promoters, Promoter Group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Issue.

#### **APPLICATION BY MUTUAL FUNDS**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company 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 SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be

treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in 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 HUFs**

Applications by HUFs Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with Applications from individuals.

#### **APPLICATION BY ELIGIBLE NRIs**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicant applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI applicants using the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI applicants applying using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. However, NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their application.

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).

Participation by Eligible NRIs in the Issue shall be subject to the FEMA Non -Debt Instruments Rules. Only Applications accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% 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% if a special resolution to that effect is passed by the general body of the Indian company.

For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 275 of this Draft Prospectus.

#### **APPLICATION BY FPIs AND FIIs**

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 with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non -Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.



Additionally, the aggregate foreign portfolio investment up to 49% of the paid-up capital on a fully diluted basis or the sectoral / statutory cap, whichever is lower, does not require Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in transfer of ownership and control of the resident Indian company from resident Indian citizens or transfer of ownership or control to persons resident outside India. Other investments by a person resident outside India will be subject to conditions of Government approval and compliance with sectoral conditions as laid down in these regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for Issue procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized 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 other 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.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, inter alia, 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.

The FPIs who wish to participate in the Issue is advised to use the Application Form for non-residents.

Further, Bids received from FPIs bearing the same PAN will be treated as multiple Applications and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "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 utilize 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, were required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications will be rejected.

## **APPLICATION BY SEBI REGISTERED AIF, VCF AND FVCI**

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

## **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

## **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our company in consultation with the Lead Manager reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDAI Investment Regulations”) are set forth below:

Equity shares of a company: the lower of 10%(1) of the investee company’s outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a reinsurer;

The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

<sup>(1)</sup> The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs.500,000 million or more but less than Rs.2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars Issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (“IRDA Investment Regulations”).

#### **APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 25 Crores, 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, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (“Banking Regulation Act”), and the 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 non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks’ interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) 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. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company’s paid- up share capital and reserves.

#### **APPLICATION BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by systemically important non-banking financial companies registered with RBI, 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 in consultation with the LM, 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.

#### **APPLICATIONS BY SCSBS**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

The information set out above is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Prospectus and the Prospectus.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million (subject to applicable laws), 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 in consultation with the LM, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the LM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form.

**In accordance with RBI regulations, OCBs cannot participate in the Issue.**

#### **ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)**

Applicants in accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on: <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

#### **METHOD AND PROCESS OF APPLICATIONS**

The Designated Intermediaries shall accept applications from the Applicants during the Issue Period. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

## **TERMS OF PAYMENT**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs 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 Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts,

mistakes or errors or omission and commissions in relation to,

- i. The applications accepted by any Designated Intermediaries
  - ii. The applications uploaded by any Designated Intermediaries or
  - iii. The applications accepted but not uploaded by any Designated Intermediaries.
5. The Stock Exchange will issue an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.
7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
  - a) Name of the Applicant;
  - b) IPO Name;
  - c) Application Form Number;
  - d) Investor Category;
  - e) PAN (of First Applicant, if more than one Applicant);
  - f) DP ID of the demat account of the Applicant;
  - g) Client Identification Number of the demat account of the Applicant;
  - h) Number of Equity Shares Applied for;
  - i) Bank Account details;
  - j) Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - k) Bank account number
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Individual Investors and Retail Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the 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.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which

the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC**

Our company has entered into an Underwriting Agreement dated [●]. A copy of Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013. For further details please refer to Section titled "General Information" on page no.51 of this Draft Prospectus.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, our Company shall, after filing the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and regional editions of a daily newspaper where our Registered Office is located, each with wide circulation. In the pre-Issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

#### **ALLOTMENT ADVERTISEMENT**

Our Company, the Lead Manager and the Registrar to the Issue shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and regional editions of a daily newspaper where our Registered Office is located, each with wide circulation.

#### **ISSUANCE OF CONFIRMATION ON ALLOCATION NOTE AND ALLOTMENT IN THE ISSUE**

Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 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 working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **DESIGNATED DATE**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 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 relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

## GENERAL INSTRUCTIONS

### Do's:

1. Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their bids through the ASBA process only;
2. Ensure that you have apply within the Price Band
3. Read all the instructions carefully and complete the Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID and Bank Account Number (UPI ID, as applicable) are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. UPI Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
6. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number and such ASBA account belongs to you and no one else if you are not an RII bidding using the UPI Mechanism in the Application Form (with maximum length of 45 characters) and if you are an RII using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Mechanism for an application size of up to ₹5,00,000 for Retail Individual and Non-Retail Individual Investors using the UPI Mechanism) to make an application in the Issue. Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Application Amount are available for blocking, is UPI 2.0 certified by NPCI;
8. If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form (for all Applicants other than Retail Individual Investors, bidding using the UPI Mechanism);
9. All Applicants should submit their Applications through the ASBA process only;
10. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
11. Retail Individual Investors submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application is listed on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in);
12. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
13. Ensure that you request for and receive a stamped acknowledgement of your application;
14. Investors using the UPI mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
15. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;
16. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
17. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) Applications by persons resident in the state of



Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;
19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
20. Ensure that the correct investor category and the investor status is indicated in the Application Form;
21. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
22. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
23. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Issue;
24. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
25. Applicants, other than Retail Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;
26. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;
27. In case of ASBA Applicants (other than Retail Individual Investors using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
28. Once the Sponsor Bank Issues the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;
29. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
30. Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account
31. Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate

Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an Investor shall be deemed to have verified the attachment containing the application details of the Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;

32. Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form
33. Retail Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;
34. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;
36. Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date
37. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
38. UPI Applicants using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Applicants shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019.

**Don'ts:**

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not apply by another Application Form after submission of Application to the Designated Intermediary.
4. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;
5. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not submit the Application Forms to any non-SCSB bank or our Company;
7. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not submit more than one Application Forms per ASBA Account;
10. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
11. Do not apply for an Application Amount exceeding Rs. 200,000 (for Applications by Retail Individual Investors);
12. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Prospectus;
13. Do not submit the General Index Register number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
16. If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
17. If you are a Retail Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a color prescribed for another category of Applicant;
19. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
20. Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
21. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;
22. Do not apply for shares more than specified by respective Stock Exchanges for each category;
23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Investor using the UPI mechanism;
24. Do not submit incorrect UPI ID details, if you are a Investors applying through UPI Mechanism;
25. If you are a Non-Institutional Investor or Retail Individual Investor, do not submit your application after 3.00 p.m. on the Issue Closing Date;
26. Do not apply if you are an OCB.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-issue or post-issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer.

For details of the Company Secretary and Compliance Officer, see “*General Information*” on page 51.

For helpline details of the Lead Manager pursuant to the SEBI circular no. SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information – Lead Manager to the Issue*” on page 54 of this Prospectus.

## **GROUND FOR TECHNICAL REJECTIONS**

In addition to the grounds for rejection of Application on technical grounds as provided in the “*General Information Document*” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;
2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;
3. Applications submitted on a plain paper;
4. Applications 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 at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;>

5. Applications submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID;
6. Applications by HUFs not mentioned correctly as given in the sub-section “Who can Apply?” on page 256 of this Prospectus;
7. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8. Application submitted without the signature of the First Applicant or sole Applicants;
9. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Application by Retail Individual Investors with Application Amount for a value of more than Rs. 200,000;
12. Applications by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Applications by Applicants (who are not Anchor Investors) accompanied by cheques or demand drafts;
14. Applications accompanied by stock invest, money order, postal order or cash;
15. Application by OCB
16. For further details of grounds for technical rejections of Application Form, please refer to the General Information Document and UPI Circulars.
17. For details of instruction in relation to the Application Form, please refer to the General Information Document and UPI Circulars.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchanges, along with the Lead Manager and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME**

Our Company shall not make an allotment if the number of prospective allottees is less than one thousand. Our Company will not make any Allotment in excess of the Equity Shares issued through the Issue through the Prospectus except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Issue to public may be made for the purpose of making Allotment in minimum lots. The allotment of Equity Shares to Applicants other than to the Retail Individual Investors, NonInstitutional Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The allotment of Equity Shares to each Retail Individual Investors shall not be less than the minimum lot, subject to the availability of shares in Retail Individual Investors Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allotment to each Non-Institutional Investors shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

#### **INVESTOR GRIEVANCE**

In case of any pre- Issue or post- Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled “General Information” on page 51 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 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 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.

## **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*“Any person who:*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b)*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least Rs 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than Rs 1 million 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 Rs 5 million or with both.

## **DEPOSITORY ARRANGEMENTS**

Specified securities, on allotment, shall be traded on stock exchanges in demat mode only, in this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Agreement dated June 23, 2023 among NSDL, our Company and the Registrar to the Issue.
2. Agreement dated March 27, 2024 among CDSL, our Company and Registrar to the Issue.

## **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

1. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
2. all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six working days of the Issue Closing Date or within such other time period prescribed by SEBI will be taken;
3. the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
4. if Allotment is not made within six working days from the Issue Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;
5. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

6. that if our Company do not proceed with the Issue after the Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The Stock Exchanges shall be informed promptly;
7. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh issue document with SEBI/Stock Exchange, in the event our Company or subsequently decide to proceed with the Issue;
8. adequate arrangements shall be made to collect all Application Forms from Applicants.
9. the Promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public.

The information set out above 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 applied for do not exceed the prescribed limits under applicable laws or regulations.

#### **UTILISATION OF NET PROCEEDS**

Our Board certifies that:

1. all monies received out of the Fresh 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 utilised out of the Fresh issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
3. the utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
4. the details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

## 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 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.

FDI for items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Foreign Investment is allowed up to 100% under automatic route in our Company subject to certain conditions. For further details, please see the section titled “*Key Industry Regulations and Policies*” beginning on page 121.

RBI also issues Master Directions - Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017- 18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by the RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the applicable pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained by the company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and/or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does

235 not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24% may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations–Purchase/sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis–will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.**

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running 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 Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.



## SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

### THE COMPANIES ACT 2013 ARTICLES OF ASSOCIATION OF HAMPS BIO LIMITED

[Company Limited by shares] (Incorporated under Companies Act, 1956)

*The following regulations comprised in these Articles of Association were adopted pursuant to the members' resolution passed at the Extra Ordinary General Meeting held on June 08, 2023 in substitution for and to the entire exclusion of, the regulations contained in the existing Articles of Association of the Company.*

#### **Interpretation**

- I. 1. In these regulations -
- (a) "the Act" means the Companies Act, 2013,
  - (b) "the seal" means the common seal of the company.
  - (c) "Public company" means a Public Company within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly:
    - (i) Which is not the Private Company
    - (ii) has the Paid-up share capital as required by law for the time being.

Provided that the Company which is the Subsidiary of a Company, not being a Private Company, shall be deemed to be Public Company for the purpose of this Act even where such subsidiary company continues to be a private company in its Articles.

- I. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

#### **Share capital and variation of rights**

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time-to-time think fit.
3. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —
- (a) one certificate for all his shares without payment of any charges; or
  - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

- 3) (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company

deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

4) Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5) (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the per cent rate or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

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.

6) (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

8) i) Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

ii) that option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.

### **Lien**

9) (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10) 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 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 11) (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 12) (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### **Calls on shares**

- 13) (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- A call may be revoked or postponed at the discretion of the Board.
- that any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared,
- 14) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
- 15) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 16) (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 17) (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 18) The Board—
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
  - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in

general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### **Transfer of shares**

- 19) (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.  
(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 20) The Board may, subject to the right of appeal conferred by section 58 decline to register—
  - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve;  
or
  - (b) any transfer of shares on which the company has a lien.
- 21) The Board may decline to recognize any instrument of transfer unless—
  - (a) the instrument of transfer is in the form as prescribed in rules made under Sub-section (1) of section 56;
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (c) the instrument of transfer is in respect of only one class of shares.
- 22) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

### **Transmission of shares**

- 23) (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.  
(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 24) (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
  - (a) to be registered himself as holder of the share; or
  - (b) to make such transfer of the share as the deceased or insolvent member could have made.  
(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 25) (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

- 26) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### **Forfeiture of shares**

- 27) If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
- 28) 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.
- 29) 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.
- 30) (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 31) (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

- 32) (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- 33) The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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.

#### **Alteration of capital**

- 34) The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- 35) Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- 36) 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 regulations 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 regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
- 37) The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
  - (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.

**Capitalization of profits**

- 38) (i) The company in general meeting may, upon the recommendation of the Board, resolve—
  - (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
  - (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - (e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
- 39) (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
  - (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
- (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

Any agreement made under such authority shall be effective and binding on such members.

#### **Buy-back of shares**

- 40) Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **General meetings**

- 41) All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 42) (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
  - (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
- 43) Proceedings at general meetings
  - (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
  - (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- 44) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 45) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 46) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### **Adjournment of meeting**

- 47) (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
  - (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
  - (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **Voting rights**

- 48) Subject to any rights or restrictions for the time being attached to any class or classes of shares,—



- (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- 49) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 50) (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 51) 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 guardian may, on a poll, vote by proxy.
- 52) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 53) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 54) (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **Proxy**

- 55) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 56) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- 57) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **Board of Directors**

- 58) The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

The first Directors of the Company are:

HERRIK MOUNTBATON SHAH

SHRENIKKUMAR MOUNTKUMAR SHAH

- 59) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid

all travelling, hotel and other expenses properly incurred by them—

- (a) in attending and returning from meetings of the
  - (b) Board of Directors or any
  - (c) committee thereof or general meetings of the company; or
  - (d) in connection with the business of the company.
- 60) The Board may pay all expenses incurred in getting up and registering the company.
- 61) The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
- 62) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- 63) Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 64) Subject to the provisions of section 149, 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.

Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **Proceedings of the Board**

- 65) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- 66) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- 67) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- 68) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- 69) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- 70) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

- 71) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72) A committee may elect a Chairperson of its meetings.

If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

73) A committee may meet and adjourn as it thinks fit.

Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

75) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

### **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

76) Subject to the provisions of the Act,—

A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

77) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

### **The Seal**

78) The Board shall provide for the safe custody of the seal.

The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### **Dividends and Reserve**

79) The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

80) Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

81) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application,

may, at the like discretion, either be employed in the

business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- 82) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

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.

- 83) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

- 84) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

- 85) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

- 86) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

- 87) No dividend shall bear interest against the company. there will be no forfeiture of unclaimed dividends before the claim becomes barred by law,

### **Accounts**

- 88) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

### **Winding up**

- 89) Subject to the provisions of Chapter XX of the Act and rules made thereunder—

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.

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.

The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

**Indemnity**

- 90) Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## **SECTION XI – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

*The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days (Monday to Friday) from the date of the Draft Prospectus until the Issue Closing Date.*

*Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.*

#### **MATERIAL CONTRACTS**

1. Issue Agreement dated July 27, 2024 between our Company and the Lead Manager.
2. Registrar Agreement dated July 10, 2023 between our Company and the Registrar to the Issue.
3. Market Making Agreement dated [●] between our Company, the Lead Manager and Market Maker.
4. Underwriting Agreement dated [●] between our Company, the Lead Manager and the Underwriter.
5. Banker(s) to the Issue Agreement dated [●] between our Company, the Lead Manager, Banker(s) to the Issue Agreement and the Registrar to the Issue.
6. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated March 27, 2024.
7. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated June 23, 2023.

#### **MATERIAL DOCUMENTS**

1. Certified true copies of the Memorandum and Articles of Association of our Company.
2. Copy of Certificate of Incorporation dated January 02, 2007 issued by Assistant Registrar of Companies, Gujarat under the name Hamps Bio Private Limited.
3. Copy of Fresh Certificate of Incorporation dated July 12, 2023 issued by Registrar of Companies, Ahmedabad consequent to name change from Hamps Bio Private Limited to Hamps Bio Limited pursuant to the conversion of our Company into a Public Limited Company.
4. Resolution of the Board of Directors dated April 05, 2024 and July 09, 2024 in relation to the Issue.
5. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on April 30, 2024 in relation to the Issue.
6. Peer Reviewed Auditor's report for Restated Financial Statements dated July 27, 2024 included in this Draft Prospectus.
7. The Statement of Possible Tax Benefits dated July 27, 2024 from Peer Reviewed Auditors included in this Draft Prospectus.
8. Copies of Audited Financial Statements of the Company for the financial years March 31, 2024, 2023 and 2022.
9. Consents of our Directors, Promoter Company Secretary and Compliance Officer, Chief Financial Officer, Peer

Review Auditor, Statutory Auditors, Banker(s) to the Company, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Banker to the Issue, Underwriter and Market Maker to act in their respective capacities.

10. Resolution of the Audit Committee dated July 27, 2024, approving our key performance indicators.
11. Certificate on KPI's issued by our Peer Reviewed Auditor Namely M/s MVGS & Associates; Chartered Accountants dated July 27, 2024.
12. Chartered Engineer certificate dated July 25, 2024 from Patcon Consultancy, independent chartered engineer in connection with the purchase of new machinery as objects of the Issue.
13. Due Diligence Certificate dated July 29, 2024 by the Lead Manager.
14. In Principle listing approval dated [●] issued by BSE Limited.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

<p>Sd/-</p> <p><b>Herrick Shah</b> Chairman and Managing Director <b>DIN: 01052316</b></p>	
<p>Sd/-</p> <p><b>Shrenik Shah</b> Whole-time Director <b>DIN: 00973690</b></p>	<p>Sd/-</p> <p><b>Pallavi Shah</b> Non-Executive Director <b>DIN: 10418931</b></p>
<p>Sd/-</p> <p><b>Radhika Kanodiya</b> Non-Executive Independent Director <b>DIN: 07862908</b></p>	<p>Sd/-</p> <p><b>Jinay Palrecha</b> Non-Executive Independent Director <b>DIN: 10379873</b></p>

### SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY

<p>Sd/-</p> <p><b>Komal Jain</b> Company Secretary and Compliance Officer (Full Time)</p>
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<p>Sd/-</p> <p><b>Mitali Shah</b> Chief Financial Officer (Full Time)</p>
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**Date: July 29, 2024**

**Place: Surat**