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GRANDMAA INTERNATIONAL LIMITED
CIN: U17299PB2020PLC052529

REGISTERED OFFICE		CONTACT PERSON	EMAIL ID & CONTACT NO.	WEBSITE
HB. No. 65, Backside Govt. School, Rahon Road, Village Khwajke Basti, Jodhewal Ludhiana, Punjab- 141007 India		Ms. Samridhi Seth, Company Secretary and Compliance Officer	Email: cs@grandmaa.in Tel: +91 - 7719716372	www.grandmaa.in
THE PROMOTER OF OUR COMPANY IS MR. JAIDEEP JAIN				
DETAILS OF THE ISSUE TO PUBLIC				
TYPE	FRESH ISSUE	OFS SIZE	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	[•] Equity Shares aggregating upto ₹ 2000 Lakhs	Nil	[•] Equity Shares aggregating upto ₹ 2000 Lakhs	The Issue is being made pursuant to Regulation 229 of SEBI ICDR Regulations, 2018. The Company's post issue face value capital will not exceed the limits given under regulation 229.
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION				
NAME	TYPE	NUMBER OF SHARES OFFERED / AMOUNT IN ₹	WACA IN ₹ PER EQUITY SHARE	
NIL				
RISKS IN RELATION TO THE FIRST ISSUE				
This being the first public issue of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in "Basis for Issue Price" beginning on page 84, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.				
GENERAL RISK				
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in 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 Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 20 of this Draft Red Herring Prospectus.				
ISSUER'S ABSOLUTE RESPONSIBILITY				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.				
LISTING				
The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the SME platform of BSE Limited ("BSE SME"). In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our Company has received in-principal approval letter dated [•] from BSE SME for using its name in this Offer document for listing our shares on the BSE SME. For the purpose of this Issue, the Designated Stock Exchange will be BSE Limited.				
BOOK RUNNING LEAD MANAGER TO THE ISSUE			REGISTRAR TO THE ISSUE	
 Corporate Capital Ventures			 Skyline Financial Services Pvt. Ltd.	
CORPORATE CAPITAL VENTURES PRIVATE LIMITED B1/E13, First Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044, Tel: +91 11 - 41824066; Email: smeipo@ccvindia.com Investor Grievances Email id- investor@ccvindia.com Website: www.ccvindia.com SEBI Registration: INM000012276 Contact Person: Mrs. Harpreet Parashar			SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 Tel No.: +91- 11-40450193-197; Fax No.: +91-11-26812683 E-mail: ipo@skylinerta.com Investor Grievances Email id- grievances@skylinerta.com Website: http://www.skylinerta.com/ SEBI Registration No.: INR000003241 Contact Person: Mr. Anuj Rana	
ISSUE PROGRAMME				
ISSUE OPENS ON: [•]			ISSUE CLOSES ON: [•]	

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



GRANDMAA

GRANDMAA INTERNATIONAL LIMITED

CIN: U17299PB2020PLC052529

Our Company was originally incorporated on December 30, 2020 as a Private Limited Company as “Grandmaa International Private Limited” vide Registration No. 052529 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Chandigarh. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on July 24, 2023, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Grandmaa International Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on August 11, 2023 by the Registrar of Companies, Chandigarh. The Corporate Identification Number of our Company is U17299PB2020PLC052529. For further details of change in name and change in Registered Office of our Company, please refer to section titled ‘Our History and Certain Other Corporate Matters’ beginning on page 130 of this Draft Red Herring Prospectus.

Registered Office: HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab – 141007, India.

Tel: +91-7719716372; **E-mail:** cs@grandmaa.in; **Website:** www.grandmaa.in;

Contact Person: Ms. Samridhi Seth, Company Secretary and Compliance Officer;

OUR PROMOTER: MR. JAIDEEP JAIN

PUBLIC ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF GRANDMAA INTERNATIONAL LIMITED (THE “COMPANY”) OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY (THE “ISSUE PRICE”) AGGREGATING UPTO ₹ 2000 LAKHS (“THE ISSUE”) COMPRISING OF A FRESH ISSUE OF [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKH (THE “FRESH ISSUE”) OF WHICH [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKH (THE “NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

PRICE BAND: ₹ [●] to ₹ [●] PER EQUITY SHARE OF FACE VALUE OF ₹ 10/- EACH AND THE ISSUE PRICE IS [●] TO [●] TIMES OF THE FACE VALUE AT THE LOWER PRICE BAND AND THE UPPER PRICE BAND RESPECTIVELY. BID CAN BE MADE FOR MINIMUM OF [●] EQUITY SHARES AND THE MULTIPLES OF [●] EQUITY SHARES THEREAFTER.

IN CASE OF ANY REVISION IN THE PRICE BAND, THE BID/ISSUE PERIOD WILL BE EXTENDED BY AT LEAST THREE ADDITIONAL WORKING DAYS AFTER SUCH REVISION IN THE PRICE BAND, SUBJECT TO THE BID/ISSUE PERIOD NOT EXCEEDING 10 WORKING DAYS. IN CASES OF FORCE MAJEURE, BANKING STRIKE OR SIMILAR CIRCUMSTANCES, OUR COMPANY MAY, FOR REASONS TO BE RECORDED IN WRITING, EXTEND THE BID/ISSUE PERIOD FOR A MINIMUM OF THREE WORKING DAYS, SUBJECT TO THE BID/ISSUE PERIOD NOT EXCEEDING 10 WORKING DAYS. ANY REVISION IN THE PRICE BAND AND THE REVISED BID/ISSUE PERIOD, IF APPLICABLE, SHALL BE WIDELY DISSEMINATED BY NOTIFICATION TO THE STOCK EXCHANGE, BY ISSUING A PUBLIC NOTICE, AND ALSO BY INDICATING THE CHANGE ON THE RESPECTIVE WEBSITES OF THE BOOK RUNNING LEAD MANAGER AND AT THE TERMINALS OF THE SYNDICATE MEMBERS AND BY INTIMATION TO DESIGNATED INTERMEDIARIES AND THE SPONSOR BANK, AS APPLICABLE.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50 % of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”, the “QIB Portion”), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “*Issue Procedure*” beginning on page 235 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in “Basis for Issue Price” beginning on page 84, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active 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 Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 20 of this Draft Red Herring Prospectus.

ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited i.e., 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.

BOOK RUNNING LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE


Corporate Capital Ventures

CORPORATE CAPITAL VENTURES PRIVATE LIMITED
 B1/E13, First Floor, Mohan Co-operative Industrial Estate,
 Mathura Road, New Delhi – 110044,
Tel: +91 11 - 41824066;
Email: smeipo@ccvindia.com
Investor Grievances Email Id – investor@ccvindia.com
Website: www.ccvindia.com
SEBI Registration: INM000012276
Contact Person: Mrs. Harpreet Parashar


Skyline
 Financial Services Pvt. Ltd.

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
 D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
Tel No.: +91- 11-40450193-97;
Fax No.: +91-11-26812683
E-mail: ipo@skylinerta.com
Investor Grievances Email id- grievances@skylinerta.com
Website: <http://www.skylinerta.com/>
SEBI Registration No.: INR000003241
Contact Person: Mr. Anuj Rana

ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

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

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PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise specified or indicates, requires or implies, shall have the meaning as provided below. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.

General Terms

Term	Description
“Grandmaa” –or – “We” or – “us” or – “our Company” or – “the Issuer” – or – “Company”	Unless the context otherwise requires, refers to Grandmaa International Limited, a company incorporated under the Companies Act, 2013, bearing Corporate Identification Number U17299PB2020PLC052529 and having registered office at HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab- 141007

Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Grandmaa International Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled –Our Management on on page 108 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being M/s K R Aggarwal & Associates, Chartered Accountants, having FRN 030088N.
Board of Directors /Board/ Director(s)	The Board of Directors of Grandmaa International Limited, including all duly Constituted Committees thereof.
Central RegistrationCentre (CRC)	It’s an initiative of Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedyincorporation related services in line with global best practices. For more details please refer http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html
Companies Act	The Companies Act, 2013 including provisions of the Companies Act, 1956, to the extent not repealed.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Samridhi Seth.
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Vinayak Mishra.
Depositories Act	The Depositories Act, 1956, as amended from time to time.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Group Entities	The group entities of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board in terms of the Materiality Policy and as set forth in–Group Entities on page 125 of this Draft Red Herring Prospectus.
HUF	Hindu Undivided Family.
Indian GAAP	Generally Accepted Accounting Principles in India.

Terms	Description
Key Managerial Personnel /Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled –Our Management on on page 108 of this Draft Red Herring Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Grandmaa International Limited.
Non-Residents	A person resident outside India, as defined under FEMA.
NRI's / Non-Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters or Our Promoters	Mr. Jaideep Jain
Promoters Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled –Our Promoters Group. For further details refer on page 122 of this Draft Red Herring Prospectus.
Registered Office	The Registered office of our company which is located at HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab- 141007.
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the year ended on March 31, 2023, 2022 & 2021 and the restated statements of profit and loss for the year ended on March 31, 2023, 2022 & 2021 and the restated cash flows for the year ended on March 31, 2023, 2022 & 2021 of our Company prepared in accordance with generally accepted accounting principles (Indian GAAP)and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto
ROC	Registrar of Companies, Chandigarh.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Stock Exchange	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited.
Shareholders	Equity shareholders of our Company, from time to time

Offer Related Terms

Terms	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply(ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	Collectively, the Escrow Collection Banks(s), Sponsor Bank, Refund Bank(s) and Public Issue Bank, in our case being [•].
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "Issue Procedure" beginning on page 205 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bidding Centres	Centres at which the Designated Intermediaries accepted the ASBA Forms, i.e., Designated Branches of SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Lot	[•] Equity Shares and in multiples of [•] Equity Shares thereafter.
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [•], which shall be published in [•] editions of [•] (a widely circulated English national daily newspaper), [•] and editions of [•] (a widely circulated Hindi national daily newspaper), [•] and editions of [•] (Punjabi being the regional language of Punjab, where our Registered Office is located). Our Company, in consultation with the LM, may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchange, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [•], which shall be published in [•] editions of [•] (a widely circulated English national daily newspaper), [•] and editions of [•] (a widely circulated Hindi national daily newspaper), [•] and editions of [•] (Punjabi being the regional language of Punjab, where our Registered Office is located).
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company, in consultation with the Lead Manager may consider closing the Bid/Offer Period for the QIB Portion One Working Day prior to the Bid/Offer Closing Date which shall

Terms	Description
	also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the LM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at Error! Hyperlink reference not valid. or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated StockExchange	SME Platform of BSE Limited or BSE SME.
Draft Red Herring Prospectus	Draft Red Herring prospectus filed with BSE SME for obtaining in-principle approval.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
SME Platform of BSE Limited	The SME Platform of BSE Limited i.e BSE SME for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be Finalized and below which no Bids will be accepted.
Issue/ Issue Size/ Initial Public Offer/Initial Public Offering/ IPO	Public Issue of [●] Equity Shares of face value of ₹10/- each fully paid of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating ₹ 2,000 Lakhs by our Company.
Issue Agreement	The agreement dated August 21, 2023 between 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 Issue closes for subscription is [●]
Issue Opening Date	The date on which Issue opens for subscription is [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹ [●] per Equity Share of face value of ₹10/- each fully paid.
Issue Proceeds	Proceeds from the Issue that will be available to our Company, being ₹ [●].

Terms	Description
LM / Lead Manager	Lead Manager to the Issue, in this case being Corporate Capital Ventures Private Limited.
Listing Agreement	The equity listing agreement to be signed between our Company and the BSE Limited.
Market Maker	Market Makers appointed by our Company from time to time, in this case being [●] having SEBI registration number [●] who have 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 any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the Book Running Lead Manager, Market Maker and our Company dated [●].
Market Maker Reservation	The Reserved Portion of [●] Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of face value of ₹10/- each of Issuer at ₹ [●] (including share premium of ₹ [●]) per equity share aggregating to ₹ [●].
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled –“Objects of the Issue” beginning on on page 58 of this Draft Red Herring Prospectus.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than ₹ 2,00,000/-
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Prospectus	The Prospectus, which will be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper, in the language where the registered office of the Company is situated, with wide circulation at least two working days prior to the Bid / Offer Opening Date.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. [●] by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹ 2,500 Lakh, pension fund with minimum corpus of ₹ 2,500 Lakh, NIF and insurance funds set up and managed by army, navy or air force of the Union of India, Insurance funds set up and managed by the Department of Posts, India.
Refund Account	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.

Terms	Description
Refund Bank	The Bankers to the Offer with whom the Refund Account(s) are opened, in this case being [●].
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar Agreement	The registrar agreement dated August 21, 2023 between our Company and Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar/ Registrar to the Offer	Registrar to the Offer being Skyline Financial Services Private Limited. For more information please refer —General Information on page 40 of this Draft Red Herring Prospectus.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000/-
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case [●].
Underwriter	Underwriter to this Issue is Corporate Capital Ventures Private Limited.
Underwriting Agreement	The agreement dated [●] entered into between Corporate Capital Ventures Private Limited and our Company.
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Draft Red Herring Prospectus are open for business 1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Draft Red Herring Prospectus are open for business. 2. In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.

Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
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 as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BIFR	Board for Industrial and Financial Reconstruction

Bn	Billion
BRLM	Book Running Lead Manager
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Carpet Area	The area of the apartment excluding the thickness of inner walls.
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST Act	Central Goods and Services Tax Act, 2017
CIBIL	Credit Information Bureau (India) Limited
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CSR	Corporate Social Responsibility
CST	Central Sales Tax
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's identification
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPFO	Employees' Provident Fund Organization
EPS	Earnings Per Share
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, as amended from time to time, and theregulations framed there under
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FTP	Foreign Trade Policy
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 otherwisestated
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods & Services Tax
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015
I.T. Act	Income Tax Act, 1961, as amended from time to time
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 Offering
IRDAI	Insurance Regulatory and Development Authority of India
ISO	International Organization for Standardization
IST	Indian Standard Time
KMP	Key Managerial Personnel
Ltd	Limited
MAPIN	Market Participants and Investors Integrated Database
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
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NDOH	Next Date of Hearing
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NGT	National Green Tribunal
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
OPC	One Person Company as defined under section 2(62) of The Companies Act, 2013
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
Plots	Parcel of land demarcated through boundary
PMI	Purchasing Managers' Index
PPP	Purchasing power parity
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth

Rs. /₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
RERA	Real Estate Regulatory Authority
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
Sec.	Section
SGST Act	State Goods and Services Tax Act, 2017
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Super Area	The built up area added to share of common areas which includes staircases, reception, lift shafts, lobbies, club houses and so on
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST Act	Union Territory Goods and Services Tax Act, 2017
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI.
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, 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 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	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorise blocking of funds on the UPI mobile or other application equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
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
WHO	World Health Organization
WEO	WEO World Economic Outlook
YoY	Year on Year

Industry Related Terms

Term	Description
ATUFS	Amended Technology Upgradation Funds Scheme

B2B	Business-to-Business
B2C	Business-to-Customer
CITI	The Confederation of Indian Textile Industry
ELS	Extra-Long Staple
FDDI	Footwear Design and Development Institute
HFI	High-Frequency Indicators
IBEF	India Brand Equity Foundation
IFLDP	Indian Footwear and Leather Development Programme
IDLS	Integrated Development of Leather Sector
ILO	International Labour Organization
MITRA	Mega Integrated Textile Region and Apparel
MLFACD	Mega Leather Footwear and Accessories Cluster Development
OEM	Original Equipment Manufacturer
PLI	Production-Linked Incentive
PM MITRA	PM Mega Integrated Textile Regions and Apparel
PPP	Public Private Partnerships
RoDTEP	Remission of Duties or Taxes on Export Products Scheme
RoSCTL	Scheme for Rebate of State and Central Taxes and Levies on Export of Garments and Made-ups
SITP	Scheme for Integrated Textile Parks
STEP	Sustainable Technology and Environmental Protection
T&A	Textile and Apparel
TUFS	Technology Upgradation Fund Scheme

Notwithstanding the foregoing:

- 1. In the section titled “Main Provisions of the Articles of Association” beginning on on page 242 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 2. In the chapters titled “Summary of Offer Documents” and “Our Business” beginning on page numbers 12 and 102 respectively, of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 3. In the section titled “Risk Factors” beginning on on page 23 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 4. In the chapter titled “Statement of Tax Benefits” beginning on on page 66 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 5. In the chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on on page 158 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.*

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Financial Data

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Financial Statements”, as Restated ‘beginning on on page 129 this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Draft Red Herring 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 Red Herring Prospectus should accordingly be limited. Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Financial Statements”, as Restated beginning on on page 129 of this Draft Red Herring Prospectus.

Currency and units of presentation

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

Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

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FORWARD LOOKING STATEMENTS

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

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

- loss of consumers;
- impact of Covid 19 pandemic or any future pandemic;
- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- Adverse natural calamities having significant impact on regions where we are having projects under implementation;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business; and
- developments affecting the Indian economy;
- Any adverse outcome in the legal proceedings in which we are involved.
- Our ability to attract and retain qualified personnel;
- Volatility of loan interest rates and inflation;
- Inability to protect our IP or any third-party claims in relation to infringement of our existing intellectual property rights or in future
- Inability to cater to the evolving consumer preferences, in India and abroad, in the information technology
- The occurrence of natural disasters or calamities; and
- Failure to successfully upgrade our service portfolio, from time to time.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 23, 80 and 158 respectively of this Draft Red Herring Prospectus.

Forward looking statements reflects views as of the date of the Draft Red Herring Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even

if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

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SECTION II - SUMMARY OF OFFER DOCUMENTS

A. SUMMARY OF OUR BUSINESS OVERVIEW

OUR COMPANY

Our Company was originally incorporated on December 30, 2020 as a Private Limited Company as “Grandmaa International Private Limited” Corporate Identification Number - U17299PB2020PTC052529 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Chandigarh. Our company converted from a Private Limited Company to Public Limited Company, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on July 24, 2023. Consequently, the name of our Company was changed to ‘Grandmaa International Limited’ and a Fresh Certificate of Incorporation consequent to Conversion was issued on August 11, 2023 by the Registrar of Companies, Chandigarh. The Corporate Identification Number of our Company is U17299PB2020PLC052529.

However various amendments in the name of the company took place between the said period, to know more about such amendments please refer to “*Our History and Certain Other Corporate Matters*” at page no. 103.

OUR BUSINESS

The company was incorporated on December 30, 2020 by the founder and Chairman Mr. Jaideep Jain with a clear objective and vision “to manufacture superior Shoe Vamps (Upper) and Garment Products of the highest quality”. Grandmaa International Limited is a Ludhiana based manufacturing house which is engaged in the business of manufacturing of:

- Woven and Knitted Shoe Vamps (upper);
- Flat Knit & Circular Knit Garments;
- Trading of Textile Products namely Yarn; and
- Finished fabric for domestic sales.

Grandmaa is registered under Startup India under DPIIT recognition under the Startup India initiative, thus your company can apply for 80 IAC Tax Exemption and Exemption under Section 56 of the Income Tax Act (Angel Tax). Section 80 IAC of the Income Tax Act, is the provision that allows recognised startups to get a 100% tax exemption for 3 consecutive profit-making years.

Further, our company has opted the 15% tax rate under 115BAB of the Income Tax Act, 1961. However, Company’s profits shall remain liable to tax u/s 115BAB. Other manufacturing concern incorporated on or after October 1, 2019 are not eligible under section 115BAB of the Income Tax Act, 1961, thus, differences in the tax rates providing us a tax advantage from our competitors.

Our Company is also an ISO 9001:2015 certified company engaged in manufacturing of shoe vamps (upper) and trading of textile products mainly yarns. We are fly knit manufacturing house that has carved a niche in the knit wear fraternity on PAN India level because of its quality manufacturing, appealing style, timely delivering and competitive pricing. In the initial year i.e 2021 company’s sales were made in the Punjab state and gradually it has expanded its sales to other states namely, Delhi, Haryana, Karnataka, Kerala, Maharashtra, Punjab, Uttar Pradesh, West Bengal, Uttrakhand and Gujrat. Our company is having its registered office at HB.No.65, Rahon Road Village, Khwajke, Ludhiana-141007. It covers an area of 2420 Sq. Yds approximately; our manufacturing facility is situated at same place where we are having our registered office.

The manufacturing facility is installed with the following capacity -

Segments/ Activities	No. of Machine	Installed Capacity	
		Individually	Consolidated of all machine
Knitted shoe uppers	91 Knitting Machines and 5 Fusing Machine	3,021 Pairs per month	2.75 Lakh Pairs per month
Garments		20-30 Garments Per Machine	70,000 garments per month on an average

Woven shoe uppers	3 Shuttle less Rapier Jacquard Loom Weaving Machine	33,333 pairs per month	1.00 Lakh pairs per month of all 3
Double Covered Yarn	2 Yarn covering machines	160 kg per day for each machine	320 kg per day for both the machines

For detailed information on the business of our Company please refer to “Our Business” beginning on page numbers 80 of this Draft Red Herring Prospectus.

SUMMARY OF OUR INDUSTRY

Global Textile Market Outlook

The Textile Industry is expected to grow from USD 723 billion in 2023 to USD 859 billion by 2028, at a CAGR of 3.52% during the forecast period (2023-2028).

In the changed post COVID-19 business landscape, the global market for Footwear estimated at US\$377.7 Billion in the year 2022, is projected to reach a revised size of US\$440.1 Billion by 2030, growing at a CAGR of 1.9% over the analysis period 2022-2030. Casual, one of the segments analysed in the report, is projected to record a 2.2% CAGR and reach US\$208.9 Billion by the end of the analysis period. Taking into account the ongoing post pandemic recovery, growth in the Athletic segment is readjusted to a revised 1.5% CAGR for the next 8-year period.

(Source: <https://www.mordorintelligence.com/industry-reports/global-textile-industry---growth-trends-and-forecast-2019---2024>, <https://www.reportlinker.com/p05151473/Global-Footwear-Industry.html>)

Indian Textile Market Outlook

The Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US\$ 190 billion by 2025-26.

India is the second largest producer of footwear in the world after China. About 1.6 crore pairs of footwear are produced in the country every year. India can compete with China in terms of the availability of labour resources. The footwear manufacturing sector, employing three million people, is the second largest employer after the textile sector in the country. However, India has only 12 percent share of the global market, whereas China leads with 60 to 65 percent share.

Nearly 70 percent of the footwear industry in India is in the unorganized sector. Although the footwear industry has somehow managed to overcome the Covid crisis, it is necessary to implement a few policy changes to accelerate the growth. Meaningful efforts are needed from the grassroots to the policymaking level to make India a global leader in footwear manufacturing. The most important of these is to ensure the uninterrupted availability of raw materials for manufacturing. Improvement in production and exports can only be achieved by addressing the deficiencies in the supply of raw materials that are insufficient or rare in India and easing import controls.

(Source - <https://timesofindia.indiatimes.com/blogs/voices/setting-standards-for-footwear-triggers-a-major-concern/>)

B. PROMOTER

The promoter of our Company is Mr. Jaideep Jain.

For detailed information please refer chapter titled Our Promoter and Our Promoter Group on page number 122 respectively of this Draft Red Herring Prospectus.

C. ISSUE SIZE

The Issue size comprises of fresh issuance of up to [●] Equity Shares of face value of ₹ 10/- each fully paid-up of the Company for cash at price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating upto ₹ 2,000 Lakhs.

D. OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects:

S. N.	Particulars	Amount (In ₹. Lakh)
1.	Funding the working capital requirements of the Company	800.00
2.	Funding the Capital expenditure requirements	618.97
3.	General Corporate Purposes*	[•]
Total		[•]

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

E. PRE-ISSUE SHAREHOLDING

S. N.	Name of shareholder	Pre issue		Post issue	
		No. of equity Shares	As a % of Issued Capital	No. of equity Shares	As a % of Issued Capital
Promoter					
1	Mr. Jaideep Jain	62,82,450	99.88	[•]	[•]
Total – A		62,82,450	99.88	[•]	[•]
Promoter Group					
2	Seema Jain	7500	0.12	[•]	[•]
3	Hazari Lal	10	0.00	[•]	[•]
4	Esha Jain	10	0.00	[•]	[•]
5	Hitesh Jain	10	0.00	[•]	[•]
Total – B		7530	0.12	[•]	[•]
Public					
6	Existing Shareholders	20	0.00	[•]	[•]
7	IPO	-	-	[•]	[•]
Total-C		20	0.00	[•]	[•]
Grand Total (A+B+C)		62,90,000	100	[•]	[•]

F. SUMMARY OF FINANCIAL INFORMATION

(Amount in Rs. 000)

Particulars	For the year ended March 31		
	2023	2022	2021
Share Capital	34,900.00	100.00	100.00
Net Worth	90,025.39	31,337.99 ^{*1}	93.45
Revenue (total income)	2,81,642.96	10,7412.69	33.60
Profit after Tax	30,418.45	6,444.54	(6.54)
Earnings per share Basic	8.73	64.45	(0.07)
Diluted Earnings per share	11.91	64.45	(0.07)
Net Asset Value per Equity Share	25.79	12.59 ^{*2}	9.34
Total Borrowing			
- Long Term	84,419.62	43,144.34	5,016.48
- Short Term	69,026.00	23,429.01	-

*Note

1. Net worth = Share Capital + Share Application Money Pending Allotment + Reserve and Surplus.

2. NAV is calculated based on assumption that 24,80,000/- equity shares are allotted and there are 24,90,000 Equity Shares in total as on 31.03.2022.

3. NAV is calculated on the basis of Equity Shares of Rs. 10/- existing as on March 31, 2023 and 2021.

2. Except EPS (Basic and Diluted) and NAV all the above mentioned figures are in amount representing thousand.

2. The number of Equity Shares as on date of this Draft Red Herring Prospectus are 62,90,000.

G. QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

H. SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPEMENTS

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

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (Rs.)
Company	By	-	-	-	-	-
	Against	-	-	-	-	-
Promoter	By	-	-	-	-	-
	Against	-	-	-	-	-
Promoter Group	By	-	1	-	-	Not determined yet
	Against	-	1	-	-	
Group Companies/Entities	By	-	-	-	-	-
	Against	-	-	-	-	-
Directors other than promoter	By	-	-	-	-	-
	Against	-	-	-	-	-

For further details, please refer chapter titled “Outstanding Litigations & Material Developments” beginning on page 169 of this Draft Red Herring Prospectus.

I. RISK FACTORS

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

J. SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per the Restated Financial statement of the company, following are the contingent liabilities:

(Amount in Thousand)

Particulars	As at march 31, 2023	As at March 31, 2022	As at March 31, 2021
Bank guarantees issued	1285.00	Nil	Nil

K. SUMMARY OF RELATED PARTY TRANSACTIONS

For details of Related Party Transaction, please Annexure – V in “Financial Statements” as Restated ‘beginning on page no. on page 129 of this Draft Red Herring Prospectus.

L. FINANCING ARRANGEMENTS

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

M. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTER IN LAST ONE YEAR

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹.)
Mr. Jaideep Jain	38,00,000*	21.63

* Only the shares acquired are considered.

N. AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoter as on the date of this Draft Red Herring Prospectus is:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
Mr. Jaideep Jain	62,82,500*	17.04

* Only the shares acquired are considered.

O. DETAILS OF PRE-ISSUE PLACEMENT

Our Company may, at the discretion of the Board of Directors, consider issuing Equity Shares on a private placement basis for cash consideration aggregating up to ₹ 300 Lakhs. The Pre-IPO Placement, if undertaken, shall be undertaken at the discretion of our board and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by the Board in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement may be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the RHP to be filed with the RoC.

P. ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Further our Company has not issued any equity shares as bonus issue since inception. For more details, refer –Capital Structure on page number 47 of this Draft Red Herring Prospectus.

Q. SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

The Company has not consolidated its equity shares in the last one (1) year.

R. EXEMPTION FROM COMPLYING SECURITIES LAWS

No, our company has not been granted any such exemption.

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SECTION III- RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 80 and 158, respectively, of this Draft Red Herring Prospectus as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled “Financial Information, as Restated” beginning on page number 129 of this Draft Red Herring Prospectus.

If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Red Herring Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India, and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

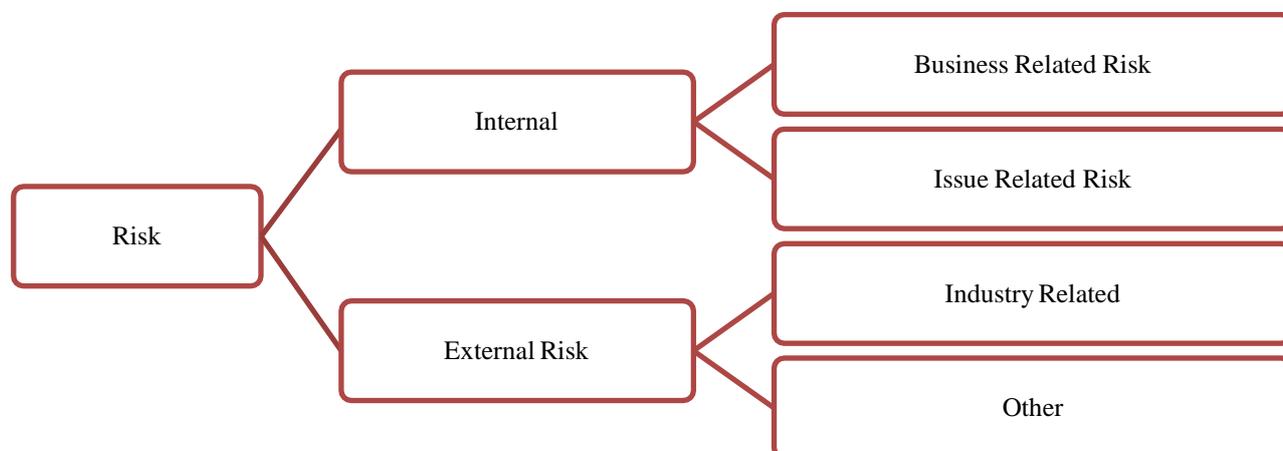
This Draft Red Herring Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Red Herring Prospectus. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

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 not be material individually but may be material when considered collectively.
2. Some events may have an impact which is qualitative though not quantitative.
3. Some events may not be material at present but may have a material impact in the future.

Classification of 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. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.

The risk factors are classified as under for the sake of better clarity and increased understanding.

INTERNAL RISK FACTORS

- 1. We do not have any long-term agreement or contract of supply of raw materials and consequently are exposed to price and supply fluctuations for our raw materials.***

Our Company is engaged in the business of manufacturing of Woven and Knitted Shoe Vamps (upper) and Flat Knit & Circular Knit Garments for that our company procures raw materials like Dyed Polyester texturized yarns, Polyester Hot Melt Yarn, Nylon Hot Melt Yarn, Spandex Yarn, Polyester Fish Silk Yarn, Nylon Hairy Yarn, Acrylic Yarn, Cotton Yarn which is used as the primary raw material during our manufacturing process. Therefore, we are highly dependent on yarn, and it forms the most important and primary component of our manufacturing process. We have not entered into long term contracts with our suppliers and prices for raw materials are normally based on the quotes we receive from various suppliers. We rely on pre-booking capacity with our suppliers, based on our demand projections. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us and may choose to sell their products to our competitors. Non-availability or inadequate quantity of raw material or use of substandard quality of the raw materials in the manufacturing of our products, could have a material adverse effect on our business. Further, any discontinuation or a failure of these suppliers to adhere to the delivery schedule or failure to deliver the required quality and quantity could hamper our manufacturing schedule.

- 2. 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:

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Net cash flow used in operating activities	(45911.32)	(14,805.34)	(37.97)
Net cash flow used in investing activities	(29,315.17)	(74,129.19)	-

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents. Any negative cash flow in future could adversely affect our operations and financial conditions and the trading price of our Equity Shares. For further details, please refer “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 129 and 158, respectively.

- 3. Our lenders have charged over our fixed assets and book debts in respect of finance availed by us.***

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over present and future Plant, Machinery, Furniture, Equipment’s, tools, spares, accessories and all other assets. As on August 14, 2023, total amount outstanding and payable by us as secured loans were Rs. 1822.74 lakhs out of that Rs. 871.95 Lakhs are repayable upon demand. In the event of default in repayment of the loans / facilities availed by company and any interest thereof, the properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further details of secured loans of our Company, please refer the chapter titled Financial Statements on page 129 of this Draft Red Herring Prospectus.

- 4. Substantial portion of our revenues has been dependent upon our few clients. The loss of any one or more of our major clients would have a material effect on our business operations and profitability.***

The business contribution of our top ten clients for the year ended March 2023 is 76.10% of our Revenue from Operations. For further details of our top ten Customer, please refer chapter titled “Management’s Discussion & Analysis of Financial Conditions & Results of operations” on page 158 of this Draft Red Herring Prospectus. The loss of a significant clients would have a material effect on our financial results. We cannot assure you that we can maintain the historical levels of business from these clients or that we will be able to replace these clients in case we lose any of them. Furthermore, major events affecting our clients such as bankruptcy, change of management, mergers and acquisitions could impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivable from that client would increase and may have to be written off, impacting our income and financial condition.

- 5. Majority of our state wise revenues from operations for the last 3 years is dependent majorly on Punjab. Any loss of business from may adversely affect our revenues and profitability.***

Geographical distribution of our revenue bifurcated on page no. 93 of the Draft Red Herring Prospectus, Majority of state wise revenue is contributed from Punjab i.e 66.71%, 66.36%, 100.00% of our revenues for the year ended March 31, 2023, 2022 and 2021 respectively. Such concentration of revenue in Punjab may have an adverse effect. Further, drastic change in Taxes and other levies imposed by State Government of Punjab as well as other financial policies and regulations, Political and deregulation policies, if changed, could harm business and economic conditions. However, the composition and revenue generated from various states might change as we continue to add new customers in the different parts of India.

6. *An inability to address changing industry standards and shift in consumer preference or taste may adversely affect our business, results of operations and financial condition.*

The future success of our business will depend in part on our ability to respond to consumer preferences and emerging industry standards and practices in a cost-effective and timely manner. While we continue to invest in various product development initiatives, adopt enhanced technologies and processes for the development of new products, we are subject to general risks associated with introduction and implementation of new products including the lack of market acceptance and delays in product development, change in consumer preference. There can be no assurance that we will be able to successfully develop new products or that such new products will receive market acceptance or adapt our manufacturing processes to incorporate new technologies or address changing consumer trends or emerging industry standards. Any rapid change in the expectations of our customers, dealers and end customers in our business on account of changes in technology or introduction of new alternate products could adversely affect our business, results of operations and financial condition.

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

Modernisation and technology Upgradation is essential in our industry to reduce costs and increase productivity. With latest technology and advancement of methods and machineries, our existing technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we strive to keep our technology, plant and machinery in line with the latest technological standards, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

8. *The Shortage or non- availability of power and fuel facility may adversely affect our manufacturing process and have an adverse impact on our results of operations and financial condition.*

Our business is dependent on the adequate and uninterrupted supply of electrical power and water at a reasonable cost. Our Company does not have suitable power back-up to meet power failure exigencies. Failure on account of unavailability of electrical power and water may restrict us in utilizing our full capacity and, hence, may impact our business and results of operation. Our manufacturing process requires uninterrupted supply of electrical power and water in order to ensure that we are able to manufacture our products. The shortage or non-availability of electrical power and water may adversely affect our manufacturing process and have an adverse impact on our results of operations and financial condition. Currently, we source our power requirements from the state electricity board. There can be no assurance that electricity supplied will be sufficient to meet our requirements or that we will be able to procure adequate and interrupted power supply in the future at a reasonable cost. If the supply of electricity is not available for any reason, we will need to rely on alternative sources. Any failure on our part to obtain alternate sources of electricity, in a timely manner, and at an acceptable cost, may have an adverse effect on our business, results of operations, cash flows and financial condition. Further, if the per unit cost of electricity is increased by the state electricity board, our power cost will increase and it may adversely affect our profit margins. Additionally, we require water for process in manufacturing of our products and for human consumption. Any disruption / non availability of power and water or any failure on our part to arrange alternate sources of electricity and water supply, in a timely manner and at an acceptable cost shall directly affect our production which in turn shall have an impact on operations and results of our Company.

9. *We are 100% dependent on third-party transportation providers for the supply of raw materials and delivery of our finished products.*

Our success depends on the supply and transport of the finished products from our manufacturing facilities to our customers and distributors, which are subject to various uncertainties and risks. Our company do not have our own transportation facility and we are 100% dependent on third-party transportation providers for the delivery of our products while transportation restrictions, if any, could have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, raw materials and finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of raw materials and products which may also affect our business and results of operations negatively. In the event we fail to maintain a sufficient volume of raw materials and delivery of such materials to us is delayed, we may be unable to meet our purchase orders in a timely manner or at all, which may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations, and cash

flows. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers and distributors. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers. This could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products.

10. There are certain discrepancies and non-compliances noticed in some of our corporate records relating to forms filed with the Registrar of Companies, taxation authorities and other public authorities.

In the past, there have been some instances of delays in filing statutory forms with the RoC which includes ADT-3, ADT-1, INC-27 with the additional fees. Also, we have delayed in filing few of our TDS Returns with the concerned offices on several instances and have accordingly been subjected to penalty and charged with interest for delayed deposit of tax on various instances as well.

Further with the expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.

11. Our Promoter Group is involved in certain legal proceeding(s) and potential litigations. Any adverse decision in such proceeding(s) may render them liable to liabilities/penalties.

Our Promoter Group is involved in legal proceedings which are pending at different levels of adjudication authorities. We cannot provide assurance that these legal proceedings will be decided in the favour of our Promoter Group. A classification of these legal and other proceedings are as follows:

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

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (Rs.)
Company	By	-	-	-	-	-
	Against	-	-	-	-	-
Promoter	By	-	-	-	-	-
	Against	-	-	-	-	-
Promoter Group	By	-	1*	-	-	Not determined yet
	Against	-	1**	-	-	
Group Companies/Entities	By	-	-	-	-	-
	Against	-	-	-	-	-
Directors other than promoter	By	-	-	-	-	-
	Against	-	-	-	-	-

*M/s Sumil Chemicals Industries Pvt Ltd., is facing allegations of storing prohibited Glygran insecticides, specifically Ammonium Salt of Glyphosate 71% S.G., weighing 1000 KGs, at its storage facility. The product was banned by the Punjab Government under Order No. S/S/16-Agri 2(6) 20622-30 on October 23, 2018. Our Promoter Group i.e Mr. Hazari Lal (*by virtue of immediate relative*) acting as the company's C&F Agent is entrusted with company instructions for dispatching goods to customers as per orders received by the sale staff of the Company. Sh. Hazari Lal Jain applied for Anticipatory bail with Additional Sessions Judge, Ludhiana and the same was rejected by order of Honorable Court of Additional Session Judge dated 24.07.2023.

**Petition has been filed By Sh. Hazari Lal Jain with Honorable Punjab & Haryana Court, Chandigarh for grant of anticipatory bail in case registered against him vide FIR No.0075 dated 14.07.2023.

For Further details refer chapter “Outstanding Litigations & Material Developments” beginning on page 169 of this Draft Red Herring Prospectus.

12. We depend on our senior management team and a loss of any of our senior management may affect our ability to operate or grow our business.

Our success depends to a large extent upon the continued services of our senior management team. Our senior management are not bound by employment or non-competition agreements and we cannot assure you that we will be able to retain them or other

executive officers. We could be adversely affected by the loss of any of our senior management or other executive officers. The market for such qualified professionals is competitive and we may not continue to be successful in our efforts to attract and retain qualified people. Our success also depends, in part, on key client relationships forged by members of our senior management. If we were to lose these members of our senior management, we cannot assure you that we will be able to continue to maintain key client relationships or renew them. If we are unable to retain these members of our senior management, our business, results of operations and financial condition may be affected.

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

At present none of our Promoter are engaged in any other business having object similar to the line of business of our Company. However, there can be no assurance that our Promoter or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

14. Volatility in the supply and pricing of Crude oil may have an adverse effect on the availability or pricing of our raw material.

The key materials required in manufacturing process are Dyed Polyester Texturized Yarn, Polyester Hot melt Yarn, Spandex Yarn. The Price of these yarns directly depends upon the price of crude oil. Any volatility in the price of crude oil, demand and supply factor may adversely impact the prices of raw material used. If we are not able to compensate for or pass on our increased cost to customers, such price increases could have a material adverse impact on our results of operations, financial conditions and cash flows. Additionally, we may not be able to pass on every instance of increase in input cost and may have to pursue internal cost control measures.

15. Decrease in Days Payables Outstanding may adversely impact the Future financial liquidity of the Company.

Due to nature of business, our company requires to maintain higher level of inventory in order to meet and timely execute the buyer's requirement. This increases the cash conversion cycle of our company from 36 days in FY2022 to 103 days in FY2023. Secondly, massive fall in 'Days Payables Outstanding (DPO)' from 83 days in FY22 to 33 days in FY23 may affect the financial operations of our company. Any further decrease in Days Payable outstanding in future may adversely impact the financial liquidity of the company.

16. Our business is subject to seasonal volatility, which may contribute to fluctuations in our results of operations and financial conditions.

Our business is subject to seasonal changes as our products are mainly focused for winters or such weathers which are not summers . During Winter Season, unit is working on full capacity basis. Our production is mainly optimum during June to January Period while for the rest of the time, plant operates at 50% Capacity. During periods of curtailed production due to seasonal factor, we may continue to incur operating expenses, however our revenues from operations may be reduced. Due to the seasonality of our business, there can be no assurance that the estimates of demand for our products will be accurate. If our estimates materially differ from actual demand, we may experience either excess quantity of raw material and unsold stock, which we may not be able to utilize or sell in a timely manner or at all or inadequate quantities of raw material and consequently lower stock of finished goods to meet demand.

17. Our Company's insurance coverage may not be adequate to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work.

We procure insurance for our operations against third-party liability, manufacturing risks, stock insurance at warehouse, and employees health. Our existing insurance coverage may be insufficient to cover all the risks associated with our business and operations and generally do not cover losses from business interruption. We also cannot assure you that we will renew our existing insurance policies in a timely manner. In the case of an uninsured loss, a loss in excess of insured limits or a loss for which we do not have coverage or coverage is prohibitively expensive, including those caused by natural disasters and other events beyond our control, we may be required to pay for losses, damages and liabilities out of our own funds, which could materially and adversely affect our business, financial condition and results of operations. Even if our insurance coverage is adequate to cover our direct losses, we may not be able to take remedial actions or other appropriate measures. Furthermore, our claim records may affect the premiums which insurance companies may charge us in the future.

18. We require certain approvals, licenses, registrations and permits for our business and the failure to obtain or renew them in a timely manner may adversely affect our operations.

Our Company requires certain statutory and regulatory registrations, licenses, permits and approvals for our business. In future,

we shall be required to renew such registrations and approvals and obtain new registrations and approvals for any proposed operations, including any expansion of existing operations. While we believe that we will be able to renew or obtain such registrations and approvals, as and when required, there can be no assurance that the relevant authorities will renew or issue any such registrations or approvals in the time frame anticipated by us or at all. Failure to obtain and renew such registrations and approvals with statutory time frame attracts penal provisions. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues, profits and operations and profits.

Further, certain statutory licenses and approvals which we have obtained for the purpose of carrying our business, contain terms and conditions/covenants, which are to be adhered to by our Company. In case our Company defaults in complying with the said terms and conditions/ covenants, we may be subjected to penal provisions and it may also lead to the cancellation of such licenses and approvals, which will adversely affect our business, financial conditions and results of operations. For further details see Chapter on “Key Industry Regulations and Policies” and “Government and Other Approvals” beginning on page 95 and 175 of the Draft Red Herring Prospectus respectively.

19. Our Company has in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company's financial condition and results of operations.

As on March 31, 2023, we have entered into related party transactions with our Promoter, Directors and Group Companies which are in compliance with applicable provisions of the Companies Act, 2013 and all other applicable laws. Whilst these related party transactions have been disclosed in our financial statements as per AS-18, and we believe that all such transactions have been conducted on an arms-length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. For further details kindly refer to the chapter titled ‘Financial Statements’ beginning on page 129 of this DRHP.

20. We have applied for registration of logo  and do not own the trademark legally as on date. We may be unable to register the trademark in future.

We have applied for registration of our name and logo  under the provisions of the Trademarks Act, 1999 and do not own the trademark as on date. As such we do not enjoy the statutory protections accorded to a registered trademark as on date. We are in the process of for registration of our logo under the provisions of the Trade Marks Act, 1999. There can be no assurance that we will be able to register the trademark in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

Our current trademark and logo  may be owned by our Company in the future under the Trademarks Act, 1999. Our logo does not match with the name of our company which would adversely impact our reputation and lead to loss of customer confidence, reduced sales and higher administrative costs.

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

We compete in textiles industry on the basis of the quality of our products, price, and customer satisfaction. The industry in which we operate is highly competitive. Factors affecting our competitive success include, amongst other things, price, demand for our products, availability of raw materials and reliability. Our competitors vary in size, and may have greater financial, production, marketing, personnel and other resources than us and certain of our competitors have a longer history of established businesses and reputations in the Indian textiles industry as compared with us. Competitive conditions in some of our segments have caused us to incur lower net selling prices and reduced gross margins and net earnings. These conditions may continue indefinitely. Changes in the identity, ownership structure, and strategic goals of our competitors and the emergence of new competitors in our target markets may impact our financial performance. New competitors may include foreign-based companies and domestic producers who could enter our markets. Our failure to compete effectively, including any delay in responding to changes in the industry and market, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

22. *The outbreak of COVID-19 or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition and results of operations.*

One significant risk factor related to COVID-19 is the disruption in supply chains. We heavily relies on a various suppliers for components, raw materials, and equipment. Due to the pandemic, many countries implemented lockdowns, travel bans, and restrictions on manufacturing activities. If for any reason the same situation arises in the upcoming areas, it may affect the production schedules of solar panel manufacturers, potentially leading to project delays or increased costs. Moreover, if certain components or raw materials are sourced from heavily affected regions, their production and distribution may be severely impacted, causing prolonged delays in fulfilling orders or even halting production altogether. The risk of disruption in supply chains highlights the importance for companies to diversify their supplier base geographically and establish contingency plans for alternative sources of essential components. However, the uncertainty and risk associated with COVID-19 cannot be completed ignored.

23. *We are subject to risks resulting from foreign exchange rate fluctuations, which could adversely affect our results of operations. Further, a decline in India's foreign exchange reserves and higher interest rates in the Indian economy could also adversely affect us.*

We indulge in importing of significant portion of raw material from outside India that are denominated in foreign currency. Changes in currency exchange rate therefore influence our results of operations. The exchange rate between the Indian Rupee and foreign currencies, primarily the U.S. dollar, has fluctuated in the past and our results of operations may be impacted by such fluctuations. A decline in India's foreign exchange reserves could impact the valuation of the Indian Rupee and could result in reduced liquidity and higher interest rates which could adversely affect our financial condition. A future material decline in these reserves could result in reduced liquidity and higher interest rates in the Indian economy which in turn, could adversely affect our business and future financial performance.

24. *Our business requires significant amount of working capital. If we experience insufficient cash flows from our operations or are unable to borrow funds to meet our working capital requirements, it may materially and adversely affect our business and results of operations.*

Our business requires significant amount of working capital for carrying-out its activities. Consequently, there could be situations where the total funds available may not be sufficient to fulfil our commitments, and hence we may need to incur additional indebtedness in the future, or utilize internal accruals to satisfy our working capital needs. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Further, our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. As we pursue our growth plan, we expect that we will have to raise additional funds by incurring further indebtedness or issuing additional equity to meet our capital expenditures in the future. If we experience insufficient cash flows or are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations. For further information on the working capital facilities currently availed of by us, please refer to the chapter titled "Financial Indebtedness" beginning on Page No. 166 of this Draft Red Herring Prospectus.

25. *Our manufacturing units and other operations are geographically located in Ludhiana, Punjab. Any unscheduled or prolonged disruption of our manufacturing operations could materially and adversely affect our business, financial condition, results of operations and cash flows.*

Our manufacturing unit is based in Ludhiana, Punjab and we rely on said manufacturing facilities for manufacturing, product assembly and storage. Any unscheduled or prolonged disruption of our manufacturing operations, including power failure, fire and unexpected mechanical failure of equipment, labour disputes, strikes, lock-outs, earthquakes and other natural disasters, industrial accidents or any significant social, political or economic disturbances, could reduce our ability to manufacture our products and adversely affect sales and revenues from operations in such period. The occurrence of any such incidents may interrupt our operations, which may interfere with manufacturing process, requiring us to either stop our operations or repeat activities that may involve additional time and increase our costs. Our customers and distributors rely on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business. We may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved.

26. *We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.*

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity. Further, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

27. Information relating to the installed manufacturing capacity and actual production capacity of our manufacturing facility included in this Draft Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.

Information relating to the installed manufacturing capacity and actual production capacity of our facility included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management. Further, the installed capacity, capacity utilisation and other related information may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to capacity information that may be computed and presented by other textiles companies. Undue reliance should therefore not be placed on our historical installed capacity information for our existing facilities included in this Draft Red Herring Prospectus. For further information, see “Our Business -Capacity and Capacity Utilization” on page 109.

28. The objects of the Issue include funding working capital requirements of our Company, which are based on certain assumptions and estimates and such working capital requirements may not be indicative of the actual requirements of our Company. Additionally, our financing requirements and the deployment of the net proceeds of the Issue are based on management estimates and have not been independently appraised.

Our funding working capital requirements, financing requirements and the deployment of the net proceeds of the Issue are based on management estimates and certain assumptions in relation to inter alia cost and holding periods of inventories of raw materials and finished goods as well as capacity utilisation and have not been appraised by any bank or financial institution. In view of the highly competitive nature of the industry in which we operate, factors beyond our control including force majeure conditions and availability of funding from banks or financial institutions, we may have to revise our management estimates from time to time and consequently our financing requirements and the expected deployment of the net proceeds of the Issue may also change. For further details, please refer to the chapter titled “Objects of the Issue” beginning on page 58 of this Draft Red Herring Prospectus.

29. We may be exposed to the risk of delays or non-payment by our clients and other counterparties, which may also affect our cash flows and business.

We may be exposed to counterparty credit risk during the normal course of our business relationship with customers or other partners, who may delay or fail to make payments or meet contractual obligations. Their other coins. The financial status of our customers, business partners, suppliers and other partners may be affected by their business, which may be affected by a number of factors, including general economic conditions. We cannot assure you of the continued viability of our partners or that we will accurately assess their reliability. We also cannot guarantee that we will be able to collect all or part of past due payments. Any serious non-payment or non-performance by our customers, business partners, suppliers or other partners can affect the financial condition, results of operations and cash flows.

30. The average cost of acquisition of Equity Shares by our Promoters could be lower than the issue price.

Our Promoters’ average cost of acquisition of Equity Shares in our Company is lower than the Issue Price of the shares proposed to be offered through this Draft Red Herring Prospectus. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer to page 22 of this Draft Red Herring Prospectus.

31. We have issued Equity Shares during the last one year from the date of filing of this Red Herring Prospectus at a price that is below the Issue Price.

During the last one year from the date of filing of this Draft Red Herring Prospectus we have issued Equity Shares at a price that is lower than the Issue Price as detailed in the following table:-

Date of allotment	No. of Equity Shares allotted	Face Value	Issue Price	Nature of Consideration	Nature of allotment
23.12.2022	10,00,000	10	10	Cash	Right Issue
04.08.2023	13,35,867	10	25.79	Pursuant to Purchase of Land & Building	Further Issue ^{*1}
04.08.2023	14,64,133	10	25.79	Conversion of loan into equity	Further Issue ^{*2}

*¹. Pursuant to Agreement to Sale executed on July 15, 2023, by and between the Company and Jaideep Jain, the Company acquired land & building worth Rs. 3,44,52,030 against that Company has issued 13,35,867 Equity Shares which were valued at INR 25.79 per share as of March 31, 2023, according to Share Valuation Report by CA Rahul Goel, Registered Valuer.

*². Pursuant to conversion of loan into equity shares, the company has allotted 14,64,133 Equity shares to Jaideep Jain which were valued at INR 25.79 per share as of March 31, 2023, as per Share Valuation Report by CA Rahul Goel, Registered Valuer.

32. *We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.*

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer “Dividend Policy” on page 128 of this Draft Red Herring Prospectus.

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

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

Prior to this Issue, there has been no public market for our Equity Shares. [●] is acting as Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India’s fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Maker, please refer to the section titled —General Information — Details of the Market Making Arrangement, for this Issue beginning on page 40.

ISSUE RELATED RISK

35. *We cannot assure you that our equity shares will be listed on the SME platform of BSE in a timely manner or at all, which may restrict your ability to dispose of the equity shares.*

Though we shall make best of our efforts to comply with all applicable regulatory, financial and operational requirements for getting the equity shares proposed to be offered through this Draft Red Herring Prospectus listed on SME platform of BSE in a time bound manner, yet on account of any change in applicable laws, economic conditions and/or any other reason/s beyond our control, the said shares may not get listed on the SME platform of BSE Limited in a timely manner or at all, which may restrict your ability to dispose of the equity shares. However, even in such circumstances, the company shall stay fully committed to pay such interest and/or refund the full application amount, as may be required in accordance with the applicable regulatory directives.

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

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

37. *After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.*

The price of the Equity Shares on the Stock Exchange may fluctuate as a result of the factors, including

- a. Volatility in the Indian and global capital market;
- b. Company's results of operations and financial performance;
- c. Performance of Company's competitors,
- d. Adverse media reports on Company or pertaining to our Industry;
- e. Changes in our estimates of performance or recommendations by financial analysts;
- f. Significant developments in India's economic and fiscal policies; and
- g. Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

38. *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 book building method. This price is based on numerous factors (For further information, please refer chapter titled "Basis for Issue Price" beginning on page 64 of this Draft Red Herring 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:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

EXTERNAL RISK FACTORS

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

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

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of

Rs.1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

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

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include

- custom duties on imports of raw materials and components;
- Goods and Service

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

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

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

43. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the Draft Red Herring Prospectus.*

While facts and other statistics in the Draft Red Herring Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "**Industry Overview**" beginning on page 68 of this Draft Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and

repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

46. *The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.*

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

47. *Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.*

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

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

India has experienced natural calamities such as earthquakes, tsunami, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

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

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

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SECTION IV- INTRODUCTION

THE ISSUE

PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Offer for Equity Shares* Public Offer of Equity Shares by our Company	Up to [●] Equity Shares aggregating to ₹ 2,000 Lakhs
The Offer consists of:	
Fresh Issue	[●] Equity Shares aggregating to ₹ 2,000 Lakhs
of which	
Reserved for the Market Makers	[●] Equity Shares aggregating to ₹ [●] Lakhs
Net Offer to the Public	[●] Equity Shares aggregating to ₹ [●] Lakhs
Out of which	
A. QIB Portion*3	Not more than [●] Equity Shares aggregating to ₹ [●] Lakhs
Of which:	
(a) Anchor Investor Portion	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs
(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs
Of which:	
(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion))	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs
B. Non-Institutional Category*3	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
C. Retail Portion*3	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Offer	[●] Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value of ₹10 each
Objects of the Offer/ Use of Offer Proceeds	Please see the chapter titled “Objects of the Issue” on page 58 of this Draft Red Herring Prospectus for information about the use of Net Proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

Notes: -

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

2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 12, 2023 and by the Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on August 16, 2023.

3) *The allocation in the net issue to the public category shall be made as per the requirements of Regulation 253(1) of SEBI ICDR regulations, as amended from time to time. Our Company in consultation with the BRLMs may allocate as follows-

- a) Not less than thirty-five per cent. to retail individual investors;
- b) Not less than fifteen per cent to non-institutional investors
- c) Not more than fifty percent to qualified institutional buyers, five percent of which shall be allocated to mutual funds: Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category: Provided further that in addition to five percent allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

For further details, please see the section entitled “Issue Structure” or “Issue Procedure” on page 201. Allocation to all categories shall be made in accordance with SEBI ICDR Regulations.

SUMMARY OF FINANCIAL INFORMATION

RESTATED STATEMENT OF ASSETS AND LIABILITIES

Annexure I

(Amt. in Rs'000)

I. EQUITY AND LIABILITIES	Note No.	As At 31-03-2023	As At 31-03-2022	As At 31-03-2021
(1) Shareholders funds				
(a) Share Capital	3	34,900.00	100.00	100.00
(b) Share Application Money Pending Allotment		-	24,800.00	-
(c) Reserves and Surplus	4	55,125.39	6,437.99	(6.55)
(2) Non-Current Liabilities				
(a) Long-Term Borrowings	5	84,419.62	43,144.34	5,016.48
(b) Deferred Tax Liability	6	1,625.53	999.82	-
(3) Current Liabilities				
(a) Short-Term Borrowings	7	69,026.00	23,429.01	-
(b) Trade Payables	8	10,064.13	35,264.32	37.76
(c) Other Current Liabilities	9	76,748.44	10,879.18	7.79
TOTAL		3,31,909.10	1,45,054.66	5,155.48
II. ASSETS				
(1) Non-Current Assets				
(a) Fixed Assets				
(i) Tangible Assets less Depreciation	10	1,12,245.20	69,673.87	-
(ii) Intangible Assets		-	-	-
(b) Capital Work in Progress		698.32	-	-
(c) Long-Term Loans and Advances	11	1,457.17	1,457.17	21.24
(2) Current Assets				
(a) Inventories	12	65,884.80	20,654.68	-
(b) Trade Receivables	13	95,624.43	41,636.75	39.65
(c) Cash and Cash Equivalents	14	13,378.11	299.36	5,078.52
(d) Short-Term Loans and Advances	15	42,612.01	11,318.41	-
(e) Other Current Assets	16	9.07	14.42	16.07
TOTAL		3,31,909.10	1,45,054.66	5,155.48

*The above statement should be read with Statement of Notes to the Restated Financial Information.

As per our report of even date attached

For K R Aggarwal & Associates
Chartered Accountants
FRN: 030088N

Kanika Aggarwal
Partner
Membership No. 539337

For and on behalf of the board,
Grandmaa International Limited
(Formerly known as Grandmaa International Pvt. Ltd.)

Jaideep Jain
Managing Director
DIN:09014220

Seema Jain
Director
DIN:09014221

Vinayak Mishra
Chief Financial Officer
PAN: ALDPM3259P

Samridhi Seth
Company Secretary
PAN: EXOPS1756L

UDIN- 23539337BGTQVH8643

Date: 14.08.2023
Place: Ludhiana

RESTATED STATEMENT OF PROFIT AND LOSS

Annexure II

(Amt. in Rs'000)

INCOME	Note No.	As At 31-03-2023	As At 31-03-2022	As At 31-03-2021
I. Revenue from Operations	17	2,79,275.95	1,07,412.69	33.60
II. Other Income	18	2,367.01	-	-
Total Revenue (I + II)		2,81,642.96	1,07,412.69	33.60
<u>IV.EXPENSES</u>				
Cost of Materials Consumed	19	2,07,866.38	89,364.44	32.00
Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade	20	(4,994.05)	(11,634.48)	-
Employee Benefits Expense	21	10,795.72	4,448.23	-
Finance Costs	22	8,567.02	2,201.51	-
Misc. Expenditure w/o during the year	17	3.30	1.65	0.41
Depreciation and Amortization Expense	10	6,832.59	4,455.32	-
Other Expenses	23	16,006.77	10,939.27	7.74
Total Expenses		2,45,077.72	99,775.93	40.15
V.Profit Before Tax (III- IV)		36,565.23	7,636.76	(6.55)
VI.Exceptional/Extra Ordinary Items		-	-	-
VII. Profit Before Tax (V- VI)		36,565.23	7,636.76	(6.55)
VIII. Tax Expense:				
(1) Current Tax		5,482.62	192.41	-
(2) Deferred Tax		664.16	999.82	-
IX Profit (Loss) for the Year from Continuing Operations (VII - VIII)		30,418.45	6,444.54	(6.54)
X Previous Year Provisions / Adjustments		36.39	-	-
XI Profit (Loss) for the Year		30,454.85	6,444.54	(6.54)
XII Earnings per Equity Share (face value of Rs. 10/- each):				
Basic Earning Per Share		8.73	64.45	(0.07)
Diluted Earning Per Share		11.91	64.45	(0.07)

*The above statement should be read with Statement of Notes to the Restated Financial Information.

As per our report of even date attached

For K R Aggarwal & Associates
Chartered Accountants
FRN: 030088N

For and on behalf of the board,
Grandmaa International Limited
(Formerly known as Grandmaa International Pvt. Ltd.)

Kanika Aggarwal
Partner
Membership No. 539337

Jaideep Jain
Manging Director
DIN: 09014220

Seema Jain
Director
DIN: 09014221

UDIN-23539337BGTQVH8643

Vinayak Mishra
Chief Financial Officer
PAN: ALDPM3259P

Samridhi Seth
Company Secretary
PAN: EXOPS175

Date: 14.08.2023

Place: Ludhiana

Annexure –III

RESTATED STATEMENT OF CASH FLOW

(Amt. in Rs'000)

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
A. Cash flow from operating activities			
Net profit before tax	36,565.23	7,636.76	(6.55)
Adjustment for :			
Depreciation and amortization	6,832.59	4,455.32	-
Interest and finance charges	8,567.02	2,201.51	-
Subsidy Received	(2,302.51)		
Earlier Year Provisions	(2.06)		
Interest income received	(64.50)	-	-
Expenses for Authorised Capital	(187.50)		
Operating profit before working capital changes	49,408.27	14,293.58	(6.55)
Adjustment for :			
(Decrease)/Increase in current and other liabilities	65,869.26	10,871.40	7.79
(Decrease)/Increase in trade payables	(25,200.19)	35,226.56	37.76
(Increase)/decrease in Loans & advances Assets	-	(1,435.93)	(21.24)
(Increase)/decrease in trade receivables	(53,987.68)	(41,597.10)	(39.65)
(Increase)/decrease in Inventories	(45,230.12)	(20,654.68)	-
(Increase)/decrease in short-term loans and advances, other non current asset	(31,288.24)	(11,316.76)	(16.07)
Cash generated/(used in) from operations	(40,428.70)	(14,612.94)	(37.96)
Adjustment for :			
Income tax paid (Net of refund)	(5,482.62)	(192.41)	
Net cash flow generated/(used in) from operating activities (A)	(45,911.32)	(14,805.34)	(37.97)
B. Cash flow from investing activities			
Purchase of property plant & equipment & intangible (net of capital advance)	49,403.92	74,129.19	-
Capital Work in Progress	698.32	-	-
Capital Subsidy Received	(20,722.56)	-	-
Interest income received	(64.50)	-	-
Net cash flow generated from Investing activities (B)	(29,315.17)	(74,129.19)	-
C. Cash flow from financing activities			
Amount of Equity Capital Introduced	10,000.00	24,800.00	100.00
Proceeds from short term borrowing	45,596.99	23,429.01	-
Increase of long term borrowings	41,275.28	38,127.86	5,016.48
Finance charges paid	(8,567.02)	(2,201.51)	-
Net cash flow used in financing activities (C)	88,305.24	84,155.36	5,116.48
Net increase/(decrease) in cash and cash equivalents (A+B+C)	13,078.75	(4,779.17)	5,078.51
Cash and cash equivalents at beginning of the year	299.36	5,078.52	-
Cash and cash equivalents at the end of the year	13,378.11	299.36	5,078.51
Components of closing cash and cash equivalents			
	For the year ended March 31, 2023	As at March 31, 2022 Rs. In Lakhs	As at March 31, 2021 Rs. In Lakhs
Balance with banks in current accounts	12,929.88	26.48	5,078.52
Cheques in hand	-	-	-
Cash in hand as certified by management	448.23	272.88	-
Fixed deposits having maturity of less than 3 months	-	-	-
	13,378.11	299.36	5,078.52

*The above statement should be read with Statement of Notes to the Restated Financial Information.

As per our report of even date attached

**For K R Aggarwal & Associates
Chartered Accountants
FRN: 030088N**

**Kanika Aggarwal
Partner
Membership No. 539337**

UDIN: 23539337BGTQVH8643

**Date: 14.08.2023
Place: Ludhiana**

**For and on behalf of the board,
Grandmaa International Limited
(Formerly known as Grandmaa International Pvt. Ltd.)**

**Jaideep Jain
Managing Director
DIN: 09014220**

**Seema Jain
Director
DIN: 09014221**

**Vinayak Mishra
Chief Financial Officer
PAN: ALDPM3259P**

**Samridhi Seth
Company Secretary
PAN: EXOPS1756**

SECTION V- GENERAL INFORMATION

Our Company was originally incorporated on December 30, 2020 as a Private Limited Company as “Grandmaa International Private Limited” vide Registration No. 052529 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Chandigarh. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on July 24, 2023, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Grandmaa International Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on August 11, 2023 by the Registrar of Companies, Chandigarh. The Corporate Identification Number of our Company is U17299PB2020PLC052529.

For further details of change in name, change in object and change in Registered office of our company, please refer to section titled “*History and Certain Corporate Matters*” beginning on page 103 of this Draft Red Herring Prospectus.

Brief Information on Company and Issue

Registered Office	HB.No.65, Backside Govt. School, Rahon Road, Village Khwajke Basti Jodhewal, Ludhiana-141007 Tel: Fax: N.A. E-mail: cs@grandmaa.in Website: www.grandmaa.in			
Date of Incorporation	December 30, 2020			
CIN	U17299PB2020PLC052529			
Company Category	Company Limited by Shares			
Registrar of Company	Registrar of Company, Chandigarh 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, Chandigarh - 160019, Tel No.: 0172-2639415 Fax No: N.A Email: roc.chandigarh@mca.gov.in Website: www.mca.gov.in			
Company Secretary & Compliance Officer	Name: Ms. Samridhi Seth Address: HB No 65, Backside Govt. School Rahon Road, Village Khwajke Basti Jodhewal Ludhiana-141007 Tel: 7719716372 E-mail: cs@grandmaa.in Website: www.grandmaa.in			
Chief Financial Officer	Name: Mr. Vinayak Mishra Address: HB No 65, Backside Govt. School Rahon Road, Village Khwajke Basti Jodhewal Ludhiana-141007 Tel: 7719716371 E-mail: cfo@grandmaa.in Website: www.grandmaa.in			
Designated Stock Exchange	BSE Limited BSE Limited, 25th Floor, P.J. Towers, Dalal Street Fort, Mumbai, 400001 Website: https://www.bsesme.com/			
Issue Programme	Issue Opens On:	[●]	Issue Closes On:	[●]

Note: Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA

Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.

DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <p>Corporate Capital Ventures SEBI Registered Category I Merchant Banker CORPORATE CAPITALVENTURES PRIVATE LIMITED B-1/E-13, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi 110044 Tel: +91 11-41824066; Email: smeipo@ccvindia.com Investor Grievances Email id- investor@ccvindia.com Website: www.ccvindia.com SEBI Registration: INM000012276 Validity: Permanent Contact Person: Mrs. Harpreet Parashar</p>	 <p>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 Tel No.: +91- 11-40450193-97; Fax No.: +91-11-26812683 E-mail: ipo@skylinerta.com Investor Grievances Email Id: grievances@skylinerta.com Website: http://www.skylinerta.com/ SEBI Registration No.: INR000003241 Contact Person: Mr. Anuj Rana</p>
BANKER TO THE ISSUE & SPONSOR BANK	MARKET MAKER
[•]	[•]
STATUTORY AUDITOR OF THE COMPANY	LEGAL ADVISOR TO THE ISSUE
<p>M/s K R Aggarwal & Associates, Chartered Accountants Firm Registration No.: 030088N Peer Review Regn. No.: 013664 Address: SCO 549/10, Sulej Tower, Opp Petrol Pump, Near Fountain Chowk, Cemetery Road, Ludhiana (Punjab) - 141001 Tel: +91-9780019361 Email: ca.kraggarwal@gmail.com Contact Person: Ms. Kanika Aggarwal</p>	<p>Rajneesh Gupta & Co Enrollment No.: P/263/2003 Address: 204-A, 2nd Floor, Gagan Complex, Gurdev Nagar, Near Hotel Majestic Park Plaza, Ludhiana (Punjab) - 141001 Tel: +91-09872238000, 09815900536 Email: adv.rajneesh78@gmail.com Contact Person: Adv. Rajneesh Gupta</p>

DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

S.N.	Name	DIN	Category	Designation
1.	Mr. Jaideep Jain	09014220	Executive	Chairman and Managing Director
2.	Mrs. Seema Jain	09014221	Non - Executive	Director
3.	Mr. Bhupesh Jain	09420347	Non - Executive	Director
4.	Ms. Rita Aggarwal	09288976	Non- Executive	Independent Director
5.	Ms. Kajal Rai	07366983	Non- Executive	Independent Director

For further details of our Directors please refer chapter titled "Our Management" beginning on page 108 of this Draft Red Herring Prospectus.

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer, i.e., Ms. Samridhi Seth and/or Skyline Financial Services Private limited and/or the lead manager i.e. Corporate Capital Ventures Private Limited, in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.

For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

SELF-CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link. <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs / mobile applications whose name appears on the SEBI website www.sebi.gov.in at the following path: Home >> Intermediaries/Market Infrastructure Institutions >> Recognized intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investor shall ensure that when applying in IPO using UPI, the name of his Bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, he/she shall also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the aforesaid list.

REGISTERED BROKERS

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept Bid cum Application 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 on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> Error! Hyperlink reference not valid.as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

STATEMENT OF RESPONSIBILITY OF THE LEAD MANAGER/STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

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

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 SEBI ICDR Regulations, there is no requirement of appointing an

IPO grading agency.

EXPERT OPINION

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

1. Our Company has received written consent dated August 14, 2023 from Peer Review Auditor namely, M/s K R Aggarwal & Associates, Chartered Accountants, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated from on our restated Standalone financial information; and (ii) its report dated August 14, 2023 on the statement of Special Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.
2. Our Company has received a written consent dated August 01, 2023 from Mr. Rajneesh Gupta, Advocate, having registration number P/263/2003 to include its name as an expert as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Prospectus as an “expert”, to the extent and in its capacity as an advisor on the Legal Litigations being subsisting by the Company, against the Company, by the Promoters, against the Promoters, by the Directors and against the Directors of the Company.

Aforementioned consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term - expert shall not be construed to mean an - expert as defined under the U.S. Securities Act. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

DEBENTURE TRUSTEE

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

APPRAISAL AND MONITORING AGENCY

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakh. Since the Issue size is below ₹10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

UNDERWRITING AGREEMENT

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative No. of Equity Shares to be Underwritten	Amount Underwritten (Rs. in Lakh)	% of the Total Issue Size Underwritten
Corporate CapitalVentures Private Limited Address: B-1/E-13, Mohan Cooperative Industrial, Estate Mathura Road, New Delhi 110044 Tel: +91 11 - 41824066; Email: smeipo@ccvindia.com Investor Grievances Email id: investor@ccvinndia.com Website: www.ccvindia.com SEBI Registration: INM000012276 Validity: Permanent Contact Person: Mrs. Harpreet Parashar	[●]	[●]	100%
Total	[●]		100%

In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter are sufficient

to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

FILING OF OFFER DOCUMENT

The Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus and Offer Document shall be filed on the platform of BSE SME.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Draft Red Herring Prospectus shall not be submitted to SEBI, however, soft copy of Red Herring Prospectus and Prospectus with the Due Diligence Certificate shall be submitted to SEBI pursuant to Regulation 246(1), and 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 Red Herring Prospectus and Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Chandigarh situated at 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, PIN, Chandigarh- 160019 at least (3) three days prior from the date of opening of the Issue.

CHANGE IN THE AUDITOR DURING LAST 3 YEAR

Except as provided below, Company has not changed auditor during last 3 years.

Name of Auditor	Appointed for the Period	Date of Resignation	Reason for Resignation
M/s Vijay Sanjeev & Associates Chartered Accountants Address: Kismat Complex Miller Ganj, Ludhiana Punjab – 141001. FRN: 0020262N E-Mail: vig.vijay@yahoo.in	01/04/2021 To 31/03/2026	17/05/2023	Resignation due to preoccupation in other assignments.
M/s K R Aggarwal & Associates, Chartered Accountants Address: SCO 549/10 (1st Floor), Sutlej Tower, Cemetery Road, Near Fountain Chowk, Ludhiana (Punjab) – 141001 Tel: +91-9780019361, 9780007828 Email: cakanika92@gmail.com Firm Registration No.: 030088N Peer Review Regn. No.: 013664 Contact Person: Ms. Kanika Aggarwal	09/06/2023 Till Next Annual General Meeting of F.Y 2024	NA	NA

Based on the recommendation of the Board of Directors of the Company, the shareholders of the Company in the Annual General Meeting dated August 16, 2023 have approved appointment of M/s. K R Aggarwal & Associates, Chartered Accountants (Firm Registration No. 030088N), holding valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI), as Statutory Auditors of the Company appointed for the period of 1 Years i.e., from 9.06.2023 till Next Annual General Meeting of F.Y 2024.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (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 to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform BSE SME on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from BSE SME, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

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

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
7. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further, our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our corporate office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** SME Platform of BSE will have all margins

which are applicable on the BSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

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

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/fines/ suspension for any type of misconduct/manipulation/ other irregularities by the Market Makers from time to time.

11. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:

(i) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

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

Additionally, the trading shall take place in TFT sent for first 10 days from commencement of trading.

The following spread will be applicable on the SME Exchange Platform.

S. No.	Market Price Slab	Proposed Spread (in % to sale price)
1	Up to 50	9.00%
2	50 to 75	8.00%
3	75-100	6.00%
4	Above 100	5.00%

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

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

The Marketing 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.

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

SECTION VI - CAPITAL STRUCTURE

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

#	Particulars	Amount (Rs. in Lakhs)	
		Aggregate nominal value	Aggregate value at Offer Price
A.	Authorised Share Capital		
	1,50,00,000 Equity Shares of ₹ 10/- each (₹ 15,00,00,000 Equity Share Capital)	1,500.00	-
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	62,90,000 Equity Shares of ₹10/- each	629.00	-
C.	Present Issue in terms of the Prospectus		
	Fresh Offer of [•] Equity Shares of Face Value ₹10/- each at a Price of ₹ [•] per Equity Share.	[•]	[•]
	<i>Consisting of:</i>		
	Reservation for Market Maker – [•] Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share reserved as Market Maker Portion.	[•]	[•]
	Net Issue to the Public – [•] Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share.	[•]	[•]
	<i>Of the Net Issue to the Public</i>		
	1. QIB Portion		[•]
	Of which:		
	(a) Anchor Investor Portion	[•]	[•]
	(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[•]	[•]
	Of which:	[•]	
	(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion))	[•]	[•]
	(ii) Balance of QIB Portion for all QIBs including Mutual Funds	[•]	[•]
	2. Non-Institutional Category	[•]	[•]
	3. Retail Portion	[•]	[•]
D.	Issued, Subscribed and Paid-up Share Capital after the Issue		
	[•] Equity Shares of ₹10/- each		[•]
E.	Securities Premium Account		
	Before the Issue		
	After the Issue		[•]

The present issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on dated August 12, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the AGM of our shareholders held on August 16, 2023.

All Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Details of increase in Authorised Share Capital:

Since December 30, 2020 the authorized share capital of our Company has been altered in the manner set forth below:

S. No.	Date	No. of Equity Shares (Additions)	Face Value (in ₹)	Cumulative No. of Shares	Cumulative Authorised Share Capital (in ₹)	Whether AGM/EGM
1.	On Inception	1,50,000	10	-	15,00,000	N.A.

2.	22/11/2021	23,50,000	10	25,00,000	2,50,00,000	EGM
3.	12/12/2022	25,00,000	10	50,00,000	5,00,00,000	EGM
4.	10/07/2023	1,00,00,000	10	1,50,00,000	15,00,00,000	EGM

2. History of Equity Share Capital of our Company

Not e	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Equity Paid-up Capital (Rs.)	Cumulative Securities premium (Rs.)
1.	On Incorporation	10,000	10	10	Cash	Subscription to MOA	10,000	1,00,000	Nil
2.	25.04.2022	24,80,000	10	10	Cash	Right Issue	24,90,000	2,49,00,000	Nil
3.	23.12.2022	10,00,000	10	10	Cash	Right Issue	34,90,000	3,49,00,000	Nil
4.	04.08.2023	13,35,867	10	25.79	Pursuant to Purchase of Land & Building	Further Issue* ¹	48,25,867	4,82,58,670	2,10,93,339.93
5.	04.08.2023	14,64,133	10	25.79	Conversion of loan into equity	Further Issue* ²	62,90,000	6,29,00,000	4,42,12,000

*¹ Pursuant to Agreement to Sale executed on July 15, 2023, by and between the Company and Jaideep Jain, the Company acquired land & building worth Rs. 3,44,52,030 against that Company has issued 13,35,867 Equity Shares which were valued at INR 25.79 per share as of March 31, 2023, according to Share Valuation Report by CA Rahul Goel, Registered Valuer.

*² Pursuant to conversion of loan into equity shares, the company has allotted 14,64,133 Equity shares to Jaideep Jain which were valued at INR 25.79 per share as of March 31, 2023, as per Share Valuation Report by CA Rahul Goel, Registered Valuer.

Notes:

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

S.No.	Name of Person	No. of Shares Allotted
1.	Jaideep Jain	7,500
2.	Seema Jain	2,500
	Total	10,000

- The Company thereafter allotted 24,80,000 Equity shares as Equity shares as Right Issue on April 25, 2022 the details of which is given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Jaideep Jain	24,75,000
2.	Seema Jain	5,000
	Total	24,80,000

- The Company thereafter allotted 10,00,000 Equity shares as Equity shares as Right issue on December 23, 2022, the details of which is given below:

S.No.	Name of Person	No. of Shares Allotted
1.	Jaideep Jain	10,00,000
2.	Seema Jain*	-

Total	10,00,000
-------	------------------

* Seema Jain renounces her right of 5,020 shares in favour of Jaideep Jain.

4. The Company thereafter allotted 13,35,867 Equity shares as Further Issue on 04.08.2023 the details of which is given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Jaideep Jain	13,35,867
	Total	13,35,867

5. The Company thereafter allotted 14,64,133 Equity shares as Further issue on 04.08.2023 the details of which is given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Jaideep Jain	14,64,133
	Total	14,64,133

3. Shareholding of the Promoters of our Company

As on the date of this Draft Red Herring Prospectus, our Promoter Jaideep Jain holds total 62,82,450 Equity Shares respectively 99.88% of the pre-issue paid up share capital of our Company.

Details of build-up of shareholding of the Promoters-

Date of allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Name of Transferor / Transferee
Mr. Jaideep Jain						
Subscription to MOA	Allotment	7,500	10	10	Cash	NA
On 25.04.2022	Right Issues	24,75,000	10	10	Cash	NA
On 23.12.2022	Right Issue	10,00,000	10	10	Cash	NA
On 03.07.2023	Transfer	(10)	10	Nil	other than cash	Hazari Lal
On 03.07.2023	Transfer	(10)	10	Nil	other than cash	Esha Jain
On 03.07.2023	Transfer	(10)	10	Nil	other than cash	Hitesh Jain
On 03.07.2023	Transfer	(10)	10	10	cash	Ajay Kumar
On 03.07.2023	Transfer	(10)	10	10	cash	Rajinder Sharma
On 04.08.2023	Further Issue	13,35,867	10	25.79	Against the Purchase of Land & Building	NA
On 04.08.2023	Further Issue	14,64,133	10	25.79	Allotment Pursuant to Conversion of loan into equity	NA
	Total	62,82,450				

Note – All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

3. Our shareholding Pattern

a) The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this Draft Red Herring Prospectus

Category Code	Category of shareholder	No. of share holder	No. of fully paid-up equity shares held	No. of Partly paid-up Equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (As a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form	
								No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (B)	No. (a)		As a % of total shares held (B)
								Class X	Class Y	Total								
I	II	III	IV	V	VI	VII= IV+V+VI	VIII	IX			XI=VII+X	XII		XIII		XIV		
(A)	Promoters and Promoter Group	5	62,89,980	-	-	62,89,980	100.00%	62,89,980	62,89,980	100.00%	-	-	-	-	-	-	-	
(B)	Public	2	20	-	-	20	0.00%	20	-	20	0.00%	-	-	-	-	-	-	
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	62,90,000	-	-	62,90,000	100.00%	62,90,000	-	62,90,000	100.00%	-	-	-	-	-	-	-

***As on the date of this Draft Red Herring Prospectus 1 Equity Share holds 1 vote.*

Note:

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

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5. As on the date of this Draft Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.
6. Following are the details of the holding of securities of persons belonging to the category “Promoter and Promoter Group” and public before and after the Issue:

S. No.	Name of shareholder	Pre-issue		Post-issue	
		No. of equity Shares	As a % of Issued Capital	No. of Equity shares	As a % of Issued Capital
Promoters					
1	Jaideep Jain	62,82,450	99.88%	[●]	[●]
Total – A		62,82,450	99.88%	[●]	[●]
Promoter Group					
2	Seema Jain	7500	0.12%	[●]	[●]
3	Hazari Lal	10	0.00%	[●]	[●]
4	Esha Jain	10	0.00%	[●]	[●]
5	Hitesh Jain	10	0.00%	[●]	[●]
Total – B		7530	0.12%	[●]	[●]
Public					
5	Existing Shareholders	20	0.00%	[●]	[●]
6	IPO	-	-	[●]	[●]
Total - C		20	0.00%	[●]	[●]
Grand Total (A+B+C)		62,90,000	100.00%	[●]	[●]

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

Name of the Promoter and Promoter Group	No. of Shares held*	Average cost of Acquisition (in ₹)
Mr. Jaideep Jain	62,82,500*	Rs. 17.04

*Only the shares acquired are considered.

7. Details of Major Shareholders:

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

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Mr. Jaideep Jain	62,82,450	99.88%
Total		62,82,450	99.88%

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

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Mr. Jaideep Jain	62,82,450	99.88%
Total		62,82,450	99.88%

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

Sr. No.	Name of shareholders	No. of Equity held	% of Paid-up Capital
1.	Mr. Jaideep Jain	24,82,500	99.70%
Total		24,82,500	99.70%

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

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid up Capital
1.	Mr. Jaideep Jain	7500	75%
2.	Ms. Seema Jain	2500	25%
	Total	10,000	100%

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

10. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.

11. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price, except as following:

Right Issue: 10,00,000 Equity Shares

Sr.No.	Name of Person	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment
1.	Mr. Jaideep Jain	10,00,000	10	10	December 23,2022	Right issue
2.	Ms. Seema Jain*	-	-	-	December 23,2022	Right issue
	Total	10,00,000				

*Note – 5020 Equity share of Ms. Seema Jain Renounce to Mr. Jaideep Jain

Further Issue: 13,35,867 Equity Shares

Sr.No.	Name of Person	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment
1.	Mr. Jaideep Jain	13,35,867	10	25.79	04.08.2023	Against the Purchase of Land & Building
	Total	13,35,867				

Further Issue: 14,64,133 Equity Shares

Sr.No.	Name of Person	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment
1.	Mr. Jaideep Jain	14,64,133	10	25.79	04.08.2023	Conversion of loan into equity
	Total	14,64,133				

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

13. We have 7 (Seven) shareholders as on the date of filing of this Draft Red Herring Prospectus.

14. As on the date of this Draft Red Herring Prospectus, our Promoter and Promoters Group hold total 62,89,980 Equity Shares representing 100.00% of the pre-issue paid up share capital of our Company.

15. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities

of our Company during the past six months immediately preceding the date of filing this Draft Red Herring Prospectus except as following –

Sr. No.	Transfer Date	From	To	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)
1.	On 03.07.2023	Mr. Jaideep Jain	Hazari Lal	10	10.00 each	Nil
2.	On 03.07.2023	Mr. Jaideep Jain	Esha Jain	10	10.00 each	Nil
3.	On 03.07.2023	Mr. Jaideep Jain	Hitesh Jain	10	10.00 each	Nil
4.	On 03.07.2023	Mr. Jaideep Jain	Ajay Kumar	10	10.00 each	Rs. 10.00 each
5.	On 03.07.2023	Mr. Jaideep Jain	Rajjinder Sharma	10	10.00 each	Rs. 10.00 each

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

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

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post- Issue Capital shall be considered as Promoter 's Contribution.

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

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters' Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the offer document, is expected to commence.

We further confirm that Minimum Promoters Contribution of 20.00% of the post issue paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

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

As on date of this Draft Red Herring Prospectus there are no equity shares held by our Promoter and Promoter Group which are under lock in.

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

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

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

by the Depository.

Equity Shares locked-in for three years

The details of Lock-in Period of existing pre- IPO capital of promoters for 3 years are as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Mr. Jaideep Jain	●	3 Years
	Total		

Equity Shares locked-in for one year

The details of Lock-in Period of existing pre- IPO capital of Promoter, Promoter Group or Public are as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Promoter	●	1 Year
2.	Promoter Group	●	1 Year
3.	Public	●	1 Year
	Total	●	

Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

Pledge of Locked in Equity Shares:

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

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

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

However, the Equity Shares held by the Promoters of the Company are not under any Pledge.

Transferability of Locked in Equity Shares:

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

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
 - The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
17. Our Company, our Promoters, our Directors and the Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
18. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including BonusShares, at any point of time since Incorporation.

19. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
20. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves
21. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014. Our company may have ESOP Scheme in coming time, the same shall be duly passed under the applicable laws and will be duly informed to all the investors/ shareholders.
22. There are no safety net arrangements for this public Offer.
23. An oversubscription to the extent of 10% of the Net Offer can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment.
24. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
25. All the Equity Shares of our Company are fully paid up as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
26. As per RBI regulations, OCBs are not allowed to participate in this Issue.
27. There is no –Buyback, –Standby, or similar arrangement by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares issued / offered through this Draft Red Herring Prospectus.
28. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
29. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
30. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and BSE.
31. The Issue is being made through Book Building Method.
32. Lead Manager to the Issue viz. Corporate Capital Ventures Private Limited and its associates do not hold any Equity Shares of our Company.
33. Our Company has not raised any bridge loan against the proceeds of this Issue.
34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
35. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
36. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this fixed subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
37. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.

38. Our Promoters and the members of our Promoter Group will not participate in this Issue.
39. Our Company has not made any public issue since its incorporation.
40. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
41. For the details of transactions by our Company with our Promoter Group, Group Companies during the last three Fiscals i.e., 2021, 2022 and 2023. please refer to paragraph titled *-Related Party Transaction* in the chapter titled, *"Financial Information"* beginning on page number 127 of this Draft Red Herring Prospectus.

None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled *-Our Management* beginning on page 108.

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SECTION VII: PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

We believe that listing will give more visibility and enhance corporate image of our Company. We also believe that our Company and shareholders will receive the benefits from listing of Equity Shares on the SME platform of BSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The Issue includes a fresh Issue of [●] Equity Shares our Company at an Issue Price of ₹ [●] per Equity Share.

Fresh Issue

The details of the proceeds of the Fresh Issue are summarized below:

(₹ in lakhs)	
Particulars	Amount
Gross Proceeds from the Fresh Issue	[●]
Less: Issue related expenses	[●]
Net Proceeds of the Fresh Issue	[●]

Requirement of Funds

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

- 1) Funding of Working Capital requirements of the Company;
- 2) Funding of Capital Expenditure requirements; and
- 3) General Corporate Expenses.

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see “*History and Certain Corporate Matters*” on page 103.

Utilization of Net Proceeds: We intend to utilize the proposed net proceeds in the manner set forth below:

(₹ in Lakhs)	
Particulars	Amount
Funding the Working Capital requirements of the Company	800.00
Funding the Capital Expenditure requirements	618.97
General Corporate Expenses *	[●]
Total	[●]

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

Since, the entire fund requirement of the objects detailed above are intended to be funded from the Net Proceeds. In view of the above, we confirm that the firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue is not applicable.

The fund requirements mentioned above are based on internal management estimates of our Company and have not been verified by the lead managers or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, cost of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the issue proceeds as stated above, our Company may re-allocate the issue proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the issue proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; Our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the

Object. In case of variations in the actual utilisation of funds earmarked for the purpose set forth or shortfall in the Net Proceeds or delay in raising funds through the IPO, increased fund requirements for a particular purpose may be financed from our internal accruals and/ or debt financing, as required. If the actual utilisation towards any of the objects is lower than the proposed deployment, such balance will be used for funding other objects as mentioned above or towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with the SEBI ICDR Regulations. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. We further confirm that no part of the Issue Proceed shall be utilized for repayment of any part of outstanding unsecured loan as on date of filing the Draft Red Herring Prospectus. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “Risk Factors” beginning on page no. 23.

DETAILS OF THE OBJECTS OF THE ISSUE

1. FUNDING OF WORKING CAPITAL REQUIREMENTS OF THE COMPANY

We propose to utilise Rs. 800.00 lakhs from the Issue Proceeds to fund working capital requirements of our Company. We fund most of our working capital requirements in the ordinary course of our business from our internal accruals and financing from various banks. However, since now we are looking to expand our business, therefore more funds would be required for working capital, the breakup of which is given in the below table:

(Rs. in Lakhs)

Particulars	As at March 31			
	2021	2022	2023	2024 (Estimated)
Current Assets				
Trade Receivables	0.39	416.37	956.24	1375.00
Cash and Cash Equivalents	50.79	2.99	133.78	358.23
Short Term Loans and Advances	0.00	108.47	148.92	218.06
Inventories	0.00	206.55	658.85	1803.31
Other Current Assets	0.00	4.71	277.20	50.00
Total Current Assets(A)	51.18	739.09	2174.99	3804.60
Current Liabilities				
Short-term borrowings	0.00	0.00	0.00	0.00
Trade Payables	0.38	352.64	100.64	197.92
Other Current Liabilities	0.07	106.87	712.65	288.36
Short term Provisions	0.00	1.92	54.83	118.06
Total Current Liabilities(B)	0.45	461.43	868.12	604.34
Total Working Capital Requirement(A-B)	50.73	277.66	1306.87	3200.26
Funding Pattern				
Working Capital funding from Banks	0.00	234.29	690.26	750.00
Internal Accruals	50.43	43.37	616.61	1650.26
Issue Proceeds	0.00	0.00	0.00	800.00

Assumption of Holding Levels

Provided below are details of the holding levels (days) considered.

Particulars	As at March 31			
	2021	2022	2023	2024 (Estimated)
Trade Receivables	431 Days	71 Days	90 Days	77 Days
Inventories	-	48 Days	78 Days	133 Days
Trade Payables	431 Days	83 Days	41 Days	16 Days

Justification for holding period levels.

Particular	Assumptions made and justification
Current Assets	
Trade Receivables	Company trade receivable days for the Financial Year 2024 has been estimated at 77 days, which is lower than previous year. The Company is aiming to move a significant portion of business from B2B to B2C mode after venturing into manufacturing of complete shoe.
Inventories	Company's Inventories Level for the Financial Year 2024 has been estimated at 133 days, as compared to 78 days stock in Financial Year 2023. Increase in holding level has been estimated due to inherent nature of this type of industry to keep in stock various types and color of yarn in stock to meet customers' demand.
Current Liabilities	
Trade Payables	Company trade payables for the Financial Year 2024 has been estimated at 16 days, which is lower than the previous year. The company is expected to pay the trade payables early for better credit terms.

2. FUNDING THE CAPITAL EXPENDITURE REQUIREMENTS

Our company is presently, majorly engaged in the manufacturing of woven as well as Knitted Shoe Vamps (uppers) and Flat Knit & Circular Knit Garment besides minutest trading of Yarn and Fabric. Our existing manufacturing facility is located at HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke Basti, Jodhewal Ludhiana, Punjab- 141007 India which covers an area of 2420 square yards. Presently, our manufacturing operations occupy a space of 1,210 square yards. We are now in the process of constructing a new manufacturing facility that will also cover the remaining 1,210 square yards, with the estimated construction area of 32000 sq. ft. (w.r.t floor wise plan).

Location of the New Facility

The new facility will be set up at our registered office place, where at presently our existing facility is going on. The new facility will be established (constructed) adjacent to our existing facility.

Ownership of the Land

This entire space as mentioned above (which is also the registered office of our company) is owned by the company now, by the virtue of "Agreement to Sell" executed on July 15, 2023, between the Company and Mr. Jaideep Jain (Promoter). Through this agreement, the company has acquired land and a building valued at Rs. 3,44,52,030/- from Mr. Jaideep Jain, who was the absolute owner of the said property, against this consideration the Company has issued 13,35,867 Equity Shares at Rs. 25.79/- per equity share having face value of Rs. 10/- each.

Advantages of this Location

As our existing facility is already operational at this location therefore, there will be ease of operations in integrating our existing manufacturing process with the proposed manufacturing process thus helping us reaping the benefit of forward integration for the manufacturing of complete shoe in new facility. Further a number of hosiery and knitting and other industries are already operating in the vicinity of our proposed plant location which shall enable us to arrange required skilled and unskilled labor easily. All other infrastructural facilities like power connection, transport facilities, communication facilities etc are also readily available.

The tentative capital expenditure for the above Project/ Manufacturing facility are as follows:

S. No.	Specifications	Area/Capacity	Vendor Name	Vendor Address	Quotation date*2	Estimated cost
1.	Civil and structural works - Factory Building, inc. Electricals, Fittings and Air Conditioning plant	32000 sq ft	Devshilla Enterprises, Builders and Contractors	NH 1, Sherpur Chowk, Ludhiana	01.07.2023	Rs.473.97 Lacs
3.	Machinery*1	4000 Shoes per day at 100% CU	Zhejinag Summer Plus Trading Co., Ltd	Liyangxin Road, Wenzhou, Zhejiang, China	04.08.2023	Rs.145.00 Lacs
Total						Rs. 618.97

Note –

*1

Sr. No.	Machinery Name
1.	Front line 15 meters + 2 ovens of 2 meters
2.	Rapid Sulphurizer 4 meters
3.	Middle Line 17 Meters with Oven 2 Meters + 2 Meters + 3 Meters
4.	Glue Patch Section Line 5 Meters with 1 Meter Oven
5.	New Intelligent Cooling Molding Machine 4 Meters
6.	Sterilisation Tank
7.	New Interface Hydraulic Automatic Front Machine (Nine Claws) - 2 Set
8.	Backside Machine MJ 727A
9.	Heel Moulding Machine
10.	Steam Wet Softening Machine
11.	Line Drawing Machine - 2 Set
12.	Automatic Glue Brusing Machine (six Stations)
13.	Wall Bottom Pressing Machine - 2 Set
14.	Last Pulling Machine
15.	Wrinkle Removing Machine
16.	Wire Blowing Machine - 3 Set

***2 Validity of Quotation:**

- We have received quotation from Devshilla Enterprises valid for 90 days w.e.f 01.07.2023
- We have received quotation from Zhejinag Summer Plus Trading Co., Ltd valid for 90 days w.e.f 01.07.2023

3. GENERAL CORPORATE EXPENSES

Our management, in accordance with the policies of our Board, will deploy ₹ [●] Lakhs from Net Proceeds towards the general corporate expenses to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining Net Proceeds not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which our 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.

Further, our management confirms that –

- any issue related expenses shall not be considered as a part of General Corporate Purpose; and
- the amount deployed towards general corporate expense, as mentioned above in this Draft Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

SCHEDULE OF IMPLEMENTATION OF NET PROCEEDS

Following is the tentative schedule, where we expect to invest the proceeds of the issue:

(Rs.in Lacs)

Purpose for Fund raised	Funding of CAPEX		Utilization of Working Capital
	Civil and structural works**	Machinery	
Particulars			
October, 2023	50.00	0.00	100.00
November, 2023	50.00	0.00	180.00
December, 2023	75.00	20.00*	200.00
January, 2024	75.00	0.00	150.00
February, 2024	75.00	0.00	170.00
March, 2024	75.00	90.00*	0.00
April, 2024	50.00	0.00	0.00
May, 2024	23.97	35.00*	0.00
June, 2024	Ready for use	Installation and Trial Run	
Total	473.97	145.00	800.00

*Initially we will book this machinery by giving an advance, thereafter depending upon completion of the civil and construction works to be done for the new facility, we will order this machinery and thereafter the final amount be paid post receiving of this machinery.

**The construction of the building is expected to be completed by May 2024, with commercial production expected to commence by June 2024.

TO MEET THE EXPENSES OF THE ISSUE

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

(₹ in Lakhs)

Expenses	Estimated expenses	As a % of the total estimated Issue expenses	As a % of the total Gross Issue Proceeds
Issue Management Fees	[●]	[●]	[●]
Selling and Distribution Fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to Registrar to the Issue	[●]	[●]	[●]
Brokerage and selling commission payable to SCSBs, Registered Brokers, RTAs and CDPs, as applicable	[●]	[●]	[●]
Processing fees to the SCSBs and to the Sponsor Banks for ASBA Forms procured by Registered Brokers, RTAs or CDPs	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others	[●]	[●]	[●]
a. Listing fees	[●]	[●]	[●]
b. BSE Processing	[●]	[●]	[●]
c. Book Building software fees	[●]	[●]	[●]
d. Other regulatory expenses	[●]	[●]	[●]
e. Fees payable to legal counsel	[●]	[●]	[●]
f. Miscellaneous	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	[●]	[●]

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and it may include GST and excludes, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.

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

- ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular) - Rs 10/- per application on wherein shares are allotted.
- Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them) - Rs 10/- per application on wherein shares are allotted.
- Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank - Rs 10/- per application on wherein shares are allotted.
- Sponsor Bank shall be payable processing fees on UPI application processed by them – Rs 8.25/- per application on wherein shares are allotted.
- No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
- The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries.
- Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

Appraisal by Appraising Fund

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

Shortfall of Funds

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

Bridge Financing Facilities

As on the date of this Draft Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

Interim Use of Proceeds

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

Monitoring Utilization of Funds

As the Issue size is less than ` 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

However our Board and the management will monitor the utilization of the Net Proceeds through its 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 Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

Variation in Objects

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

Other Confirmations

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company’s Key Managerial Personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our directors or Key Managerial Personnel, except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLM, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue floor Price is ₹ [●] /- which is [●] times of the face value of Equity Shares and the Issue Cap Price is ₹ [●] /- which is [●] times of the face value of Equity Shares. Investors should refer to “Risk Factors”, “Our Business”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 23, 80, 129 and 158 respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors which form the basis for computing the Issue Price are:

- Strategically located manufacturing facility
- Diverse product portfolio with focus on quality
- Experienced Promoter and management team with strong industry expertise and successful track record
- Well versed and equipped with advance technology
- Quality Assurance & Control

For further details, see “Risk Factors” and “Our Business” on pages 23 and 80 respectively.

Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For details, see “Financial Information” on page 129. Investors should evaluate our Company and form their decisions taking into consideration its earnings, and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue price are as follows:

1. Basic and Diluted Earnings per Share (EPS), as adjusted for changes in capital

Year ended	Basic EPS/ (in ₹)	Diluted EPS (in ₹)	Weight
FY 2020-21	(0.07)	(0.07)	1
FY 2021-22	2.59*	2.59*	2
FY 2022-23	8.73	11.91	3
Weighted Average	5.22	6.81	

Note:

The ratios have been computed as under:

1. Basic and diluted EPS: profit for the year attributable to equity shareholders of the Company divided by total weighted average number of equity shares outstanding during the period. Basic and diluted EPS are computed in accordance with Ind AS 33 – Earnings per share post the bonus issue in current financial year;
2. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights

* EPS is calculated based on assumption that 24,80,000/- equity shares are allotted and there are 24,90,000 Equity Shares in total as on 31.03.2022.

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

Particulars	P/E at the lower end of the price band (no. of times)	P/E at the higher end of the price band (no. of times)
a) P/E ratio based on Basic EPS of ₹ 8.67 as at March 31, 2023	[●]	[●]
b) P/E ratio based on Diluted EPS of ₹11.83 as at March 31, 2023	[●]	[●]
c) P/E ratio based on Weighted Average Basic EPS of ₹25.80	[●]	[●]
d) P/E ratio based on Weighted Average Diluted EPS of ₹27.39	[●]	[●]

3. Return on Net Worth (RONW):

Year ended	RoNW (%)	Weight
FY 2020-21	(7.01)	1
FY 2021-22	20.56	2
FY 2022-23	33.79	3
Weighted Average	22.58	

Return on net worth (%)	$\frac{\text{Net profit after tax as restated, attributable to the owners of the company}}{\text{Net worth as restated, including share capital and reserves and surplus, as stated at the end of the year}}$
Net worth	Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4. Net Asset Value* (NAV) per Equity Share

Particulars	Rs.
As of March 31, 2023	25.79
As of March 31, 2022	12.59*
As of March 31, 2021	9.34
NAV post issue:	
At the lower end of the price band of ₹ [●]	[●]
At the lower end of the price band of ₹ [●]	[●]
Issue price per share	[●]

* NAV is calculated based on assumption that 24,80,000/- equity shares are allotted and there are 24,90,000 Equity Shares in total as on 31.03.2022.

Net asset value per equity share	$\frac{\text{Net worth as restated, including share capital and reserves and surplus, as restated at the end of the year}}{\text{No. of equity shares outstanding at the end of the year}}$
Basic earnings per share (Rs.)	$\frac{\text{Net profit after tax as restated for calculating basic EPS}}{\text{Weighted average number of equity shares outstanding at the end of the period or year}}$

5. Comparison of Accounting Ratios with Industry Peers

We believe that none of the listed companies in India which is a combine manufacture of upper and Garment across the various business segments in which we operate. Hence a strict comparison is not possible.

6. The Issue Floor Price is ₹ [●] /- which is [●] times the face value of Equity Shares and the Issue Cap Price is ₹ [●] /- which is [●] times the face value of Equity Shares.

The price band/floor price/issue price will be determined by the issuer in consultation with the BRLM, on the basis of book-building on the basis of assessment of the market demand from investors for the Equity Shares and shall be justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “Risk Factors”, “Our Business” and “Financial Information” on pages 23, 80 and 129 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “Risk Factors” and you may lose all or part of your investments.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Grandmaa International Limited
HB. No.65, Backside Govt. School, Rahon Road,
Village Khwajke Basti, Jodhewal Ludhiana, Punjab- 141007 India

Dear Sirs,

Sub: Statement of possible Special tax benefit ('the Statement') available to Grandmaa International Limited (Formerly known as Grandmaa International Private Limited) and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

We hereby confirm that the enclosed annexure, prepared by Grandmaa International Limited (Formerly known as Grandmaa International Private Limited) ("the Company") states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

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

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

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

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct. The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Hearing Prospectus/ Red Hearing Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent. Signed in terms of our separate report of even date.

For K R Aggarwal & Associates
Chartered Accountants
FRN No. 030088N

Place: Ludhiana
Date: 14.08.2023

Kanika Aggarwal
Partner
Membership No. 539337
UDIN No: 23539337B6TQVO2037

Annexure to the statement of possible Tax Benefits

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

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

1. Special Tax Benefits available to the Company under the Act:

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

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

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

Notes:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

Signed in terms of our separate report of even date.

For K R Aggarwal & Associates
Chartered Accountants
FRN No. 030088N

Place: Ludhiana
Date: 14.08.2023

Kanika Aggarwal
Partner
Membership No. 539337
UDIN No: 23539337B6TQVP4620

SECTION VIII – ABOUT US

INDUSTRY OVERVIEW

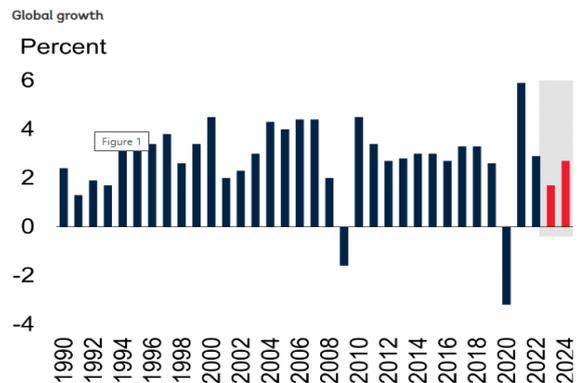
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified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

GLOBAL ECONOMIC OUTLOOK IN FIVE CHARTS

Global economic activity is decelerating sharply as a result of synchronized monetary policy tightening to contain very high inflation, less favorable financial conditions, and disruptions from the Russian Federation’s invasion of Ukraine. According to the latest Global Economic Prospects report, global growth will slow from 2.9 percent in 2022 to 1.7 percent in 2023. The outlook has several downside risks, including the possibility of higher inflation, even tighter monetary policy, financial stress, and rising geopolitical tensions. To mitigate the impacts of recent negative shocks and promote a strong and inclusive recovery, policymakers need to prioritize reforms that support long-term growth prospects and bolster the resilience of vulnerable groups.

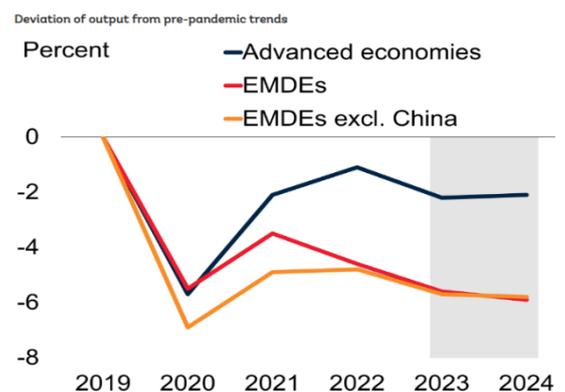
The global economy is perilously close to falling into recession

This year, the world economy is set to grow at the third weakest pace in nearly three decades, overshadowed only by the recessions caused by the pandemic and the global financial crisis. Growth has slowed to the extent that the global economy is perilously close to falling into recession—defined as a contraction in annual global per capita income. Major economies are undergoing a period of pronounced weakness, and the resulting spill overs are exacerbating other headwinds faced by emerging market and developing economies (EMDEs).



EMDEs are projected to experience subdued growth in 2023, with activity set to remain well below its pre-pandemic trend

In EMDEs, growth prospects have worsened materially, with the forecast for 2023 downgraded 0.8 percentage point to a subdued 3.4 percent. The downward revision results in large part from weaker external demand and tighter financing conditions. Downgrades to growth projections mean that EMDE activity is now expected to fall even further below its pre-pandemic trend over the forecast horizon. Moreover, per capita income growth is expected to be slowest where poverty is highest.



Headline inflation has started to abate but high core inflation in many countries has been unexpectedly persistent

Global inflation has been pushed higher by demand pressures, including from earlier policy support, and supply shocks, including disruptions to both global supply chains and the availability of key commodities. Inflationary pressures have begun to abate, reflecting softening demand and easing commodity prices, and inflation is rising in fewer countries. Although inflation is likely to gradually moderate through the year, high core inflation in many countries has been unexpectedly persistent.

Risks to the global outlook are tilted to the downside

The *Global Economic Prospects* report features model simulations to assess two downside scenarios for the global economy. In the first scenario, central banks tighten monetary policy more than expected in response to rising inflation expectations, resulting in global GDP growth falling to 1.3 percent in 2023. In the second scenario, major central banks' policy rates are even more restrictive, and markedly tighter financial conditions lead to significant financing difficulties across EMDEs, leaving the world in recession.

Global cooperation and decisive national policies are needed to bolster investment and growth prospects

The overlapping negative shocks of the past three years have weighed on investment—which is set to experience a feeble recovery—and long-term growth prospects in EMDEs. Prioritizing structural reforms to stimulate investment, promote food security, and foster gender equality can help to reverse the impact of these negative shocks and buttress resilience of vulnerable populations. Global cooperation is also needed to mitigate the risk of global recession, debt distress in EMDEs, safeguard the global commodity trading system, and accelerate the clean energy transition.

Source: <https://blogs.worldbank.org/developmenttalk/global-economic-outlook-five-charts-0>

Forces Shaping the Outlook

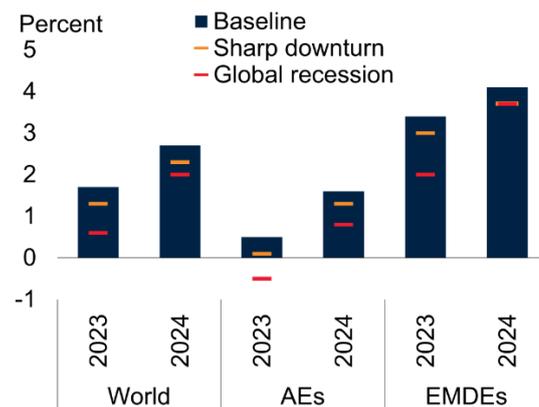
The global fight against inflation, Russia's war in Ukraine, and a resurgence of COVID-19 in China weighed on global economic activity in 2022, and the first two factors will continue to do so in 2023.

In the fourth quarter of 2022, however, this uptick is estimated to have faded in most—though not all—major economies. US growth remains stronger than expected, with consumers continuing to spend from their stock of savings (the personal saving rate is at its lowest in more than 60 years, except for July 2005), unemployment near historic lows, and plentiful job opportunities. But elsewhere, high-frequency activity indicators (such as business and consumer sentiment, purchasing manager surveys, and mobility indicators) generally point to a slowdown.

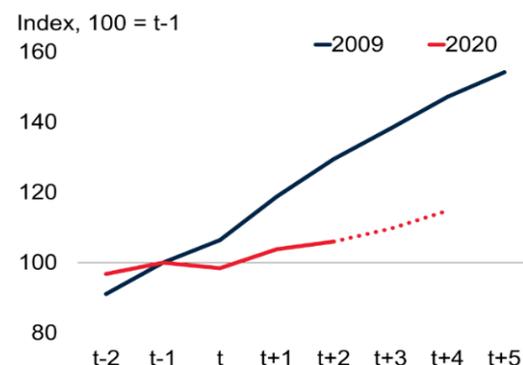
COVID-19 deepens China's slowdown.

Economic activity in China slowed in the fourth quarter amid multiple large COVID-19 outbreaks in Beijing and other densely populated localities. Renewed lockdowns accompanied the outbreaks until the relaxation of COVID-19 restrictions in November and December, which paved the way for a full reopening. Real estate investment continued to contract, and developer restructuring is proceeding slowly, amid the lingering property market crisis. Developers have yet to deliver on a large backlog of presold housing, and downward pressure is building on house prices (so far limited by home price floors). The authorities have responded with additional monetary and fiscal policy easing, new vaccination targets for the elderly, and steps to support the completion of unfinished real estate projects. However, consumer and business sentiment remained subdued in late 2022. China's slowdown has reduced global trade growth and international commodity prices.

Global growth under different scenarios



Investment in EMDEs



Monetary policy starts to bite.

Signs are apparent that monetary policy tightening is starting to cool demand and inflation, but the full impact is unlikely to be realized before 2024. Global headline inflation appears to have peaked in the third quarter of 2022 (Figure 1). Prices of fuel and nonfuel commodities have declined, lowering headline inflation, notably in the United States, the euro area, and Latin America. But underlying (core) inflation has not yet peaked in most economies and remains well above pre-pandemic levels. It has persisted amid second-round effects from earlier cost shocks and tight labor markets with robust wage growth as consumer demand has remained resilient. Medium-term inflation expectations generally remain anchored, but some gauges are up. These developments have caused central banks to raise rates faster than expected, especially in the United States and the euro area, and to signal that rates will stay elevated for longer. Core inflation is declining in some economies that have completed their tightening cycle—such as Brazil. Financial markets are displaying high sensitivity to inflation news, with equity markets rising following recent releases of lower inflation data in anticipation of interest rate cuts (Box 1), despite central banks’ communicating their resolve to tighten policy further. With the peak in US headline inflation and an acceleration in rate hikes by several non-US central banks, the dollar has weakened since September but remains significantly stronger than a year ago.

THE FORECAST BY IMF

Global growth, estimated at 3.4 percent in 2022, is projected to fall to 2.9 percent in 2023 before rising to 3.1 percent in 2024. Compared with the October forecast, the estimate for 2022 and the forecast for 2023 are both higher by about 0.2 percentage point, reflecting positive surprises and greater-than-expected resilience in numerous economies. Negative growth in global GDP or global GDP per capita—which often happens when there is a global recession—is not expected. Nevertheless, global growth projected for 2023 and 2024 is below the historical (2000–19) annual average of 3.8 percent.

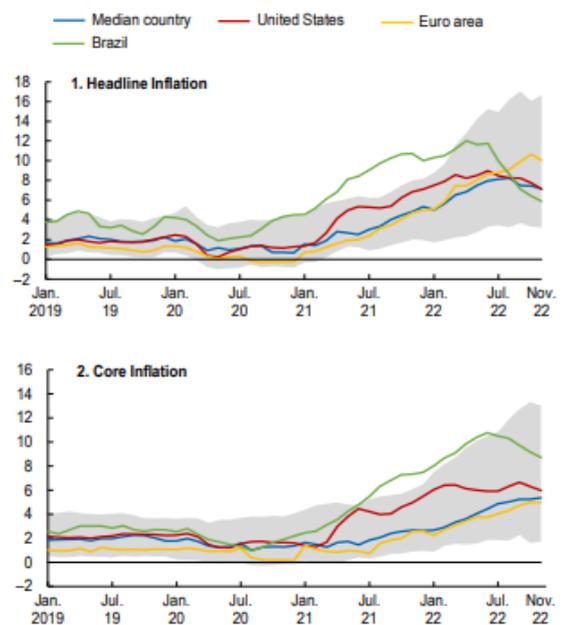
The forecast of low growth in 2023 reflects the rise in central bank rates to fight inflation—especially in advanced economies—as well as the war in Ukraine. The decline in growth in 2023 from 2022 is driven by advanced economies; in emerging market and developing economies, growth is estimated to have bottomed out in 2022. Growth is expected to pick up in China with the full reopening in 2023. The expected pickup in 2024 in both groups of economies reflects gradual recovery from the effects of the war in Ukraine and subsiding inflation. Following the path of global demand, world trade growth is expected to decline in 2023 to 2.4 percent, despite an easing of supply bottlenecks, before rising to 3.4 percent in 2024.

These forecasts are based on a number of assumptions, including on fuel and nonfuel commodity prices, which have generally been revised down since October, and on interest rates, which have been revised up. In 2023, oil prices are projected to fall by about 16 percent, while nonfuel commodity prices are expected to fall by, on average, 6.3 percent. Global interest rate assumptions are revised up, reflecting intensified actual and signaled policy tightening by major central banks since October.

For advanced economies, growth is projected to decline sharply from 2.7 percent in 2022 to 1.2 percent in 2023 before rising to 1.4 percent in 2024, with a downward revision of 0.2 percentage point for 2024. About 90 percent of advanced economies are projected to see a decline in growth in 2023.

1. In the United States, growth is projected to fall from 2.0 percent in 2022 to 1.4 percent in 2023 and 1.0 percent in 2024. With growth rebounding in the second half of 2024, growth in 2024 will be faster than in 2023 on a fourth-quarter-over-fourth-quarter basis, as in most advanced economies. There is a 0.4 percentage point upward revision for annual growth in 2023, reflecting carryover effects from domestic demand resilience in 2022, but a 0.2 percentage point downward revision of growth in 2024 due to the steeper path of Federal Reserve rate hikes, to a peak of about 5.1 percent in 2023.

Figure 1. Twin Peaks? Headline and Core Inflation
(Percent, year over year)



Sources: Haver Analytics; and IMF staff calculations.
Note: The figure shows the developments in headline and core inflation across 18 advanced economies and 17 emerging market and developing economies. Core inflation is the change in prices for goods and services, but excluding those for food and energy (or the closest available measure). For the euro area (and other European countries for which the data are available), energy, food, alcohol, and tobacco are excluded. The gray bands depict the 10th to 90th percentiles of inflation across economies.

- Growth in the euro area is projected to bottom out at 0.7 percent in 2023 before rising to 1.6 percent in 2024. The 0.2 percentage point upward revision to the forecast for 2023 reflects the effects of faster rate hikes by the European Central Bank and eroding real incomes, offset by the carryover from the 2022 outturn, lower wholesale energy prices, and additional announcements of fiscal purchasing power support in the form of energy price controls and cash transfers.
- Growth in the United Kingdom is projected to be –0.6 percent in 2023, a 0.9 percentage point downward revision from October, reflecting tighter fiscal and monetary policies and financial conditions and still-high energy retail prices weighing on household budgets.
- Growth in Japan is projected to rise to 1.8 percent in 2023, with continued monetary and fiscal policy support. High corporate profits from a depreciated yen and earlier delays in implementing previous projects will support business investment. In 2024, growth is expected to decline to 0.9 percent as the effects of past stimulus dissipate. For emerging market and developing economies, growth is projected to rise modestly, from 3.9 percent in 2022 to 4.0 percent in 2023 and 4.2 percent in 2024, with an upward revision of 0.3 percentage point for 2023 and a downward revision of 0.1 percentage point for 2024. About half of emerging market and developing economies have lower growth in 2023 than in 2022.
- Growth in emerging and developing Asia is expected to rise in 2023 and 2024 to 5.3 percent and 5.2 percent, respectively, after the deeper-than-expected slowdown in 2022 to 4.3 percent attributable to China’s economy. China’s real GDP slowdown in the fourth quarter of 2022 implies a 0.2 percentage point downgrade for 2022 growth to 3.0 percent—the first time in more than 40 years with China’s growth below the global average. Growth in China is projected to rise to 5.2 percent in 2023, reflecting rapidly improving mobility, and to fall to 4.5 percent in 2024 before settling at below 4 percent over the medium term amid declining business dynamism and slow progress on structural reforms. Growth in India is set to decline from 6.8 percent in 2022 to 6.1 percent in 2023 before picking up to 6.8 percent in 2024, with resilient domestic demand despite external headwinds. Growth in the ASEAN-5 countries (Indonesia, Malaysia, Philippines, Singapore, Thailand) is similarly projected to slow to 4.3 percent in 2023 and then pick up to 4.7 percent in 2024.
- Growth in emerging and developing Europe is projected to have bottomed out in 2022 at 0.7 percent and, since the October forecast, has been revised up for 2023 by 0.9 percentage point to 1.5 percent. This reflects a smaller economic contraction in Russia in 2022 (estimated at –2.2 percent compared with a predicted –3.4 percent) followed by modestly positive growth in 2023. At the current oil price cap level of the Group of Seven, Russian crude oil export volumes are not expected to be significantly affected, with Russian trade continuing to be redirected from sanctioning to non-sanctioning countries.
- In Latin America and the Caribbean, growth is projected to decline from 3.9 percent in 2022 to 1.8 percent in 2023, with an upward revision for 2023 of 0.1 percentage point since October. The forecast revision reflects upgrades of 0.2 percentage point for Brazil and 0.5 percentage point for Mexico due to unexpected domestic demand resilience, higher-than-expected growth in major trading partner economies, and in Brazil, greater-than-expected fiscal support. Growth in the region is projected to rise to 2.1 percent in 2024, although with a downward revision of 0.3 percentage point, reflecting tighter financial conditions, lower prices of exported commodities, and downward revisions to trading partner growth.
- Growth in the Middle East and Central Asia is projected to decline from 5.3 percent in 2022 to 3.2 percent in 2023, with a downward revision of 0.4 percentage point since October, mainly attributable to a steeper-than-expected growth slowdown in Saudi Arabia, from 8.7 percent in 2022 (which was stronger than expected by 1.1 percentage points) to 2.6 percent in 2023, with a negative revision of 1.1 percentage points. The downgrade for 2023 reflects mainly lower oil production in line with an agreement through OPEC+ (Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters), while non-oil growth is expected to remain robust.
- In sub-Saharan Africa, growth is projected to remain moderate at 3.8 percent in 2023 amid prolonged fallout from the COVID-19 pandemic, although with a modest upward revision since October, before picking up to 4.1 percent in 2024. The small upward revision for 2023 (0.1 percentage point) reflects Nigeria’s rising growth in 2023 due to measures to address insecurity issues in the oil sector. In South Africa, by contrast, after a COVID-19 reopening rebound in 2022, projected growth more than halves in 2023, to 1.2 percent, reflecting weaker external demand, power shortages, and structural constraints.

Source: (<https://www.imf.org/-/media/Files/Publications/WEO/2023/Update/January/English/text.ashx>)

INDIAN ECONOMY

India is set to be the second-fastest growing economy in the G20 in FY 2022-23, despite decelerating global demand and the tightening of monetary policy to manage inflationary pressures. GDP growth will slow to 5.7% in FY 2023-24, as exports and domestic demand growth moderate. Inflation will crimp private consumption but moderate at the end of the projection

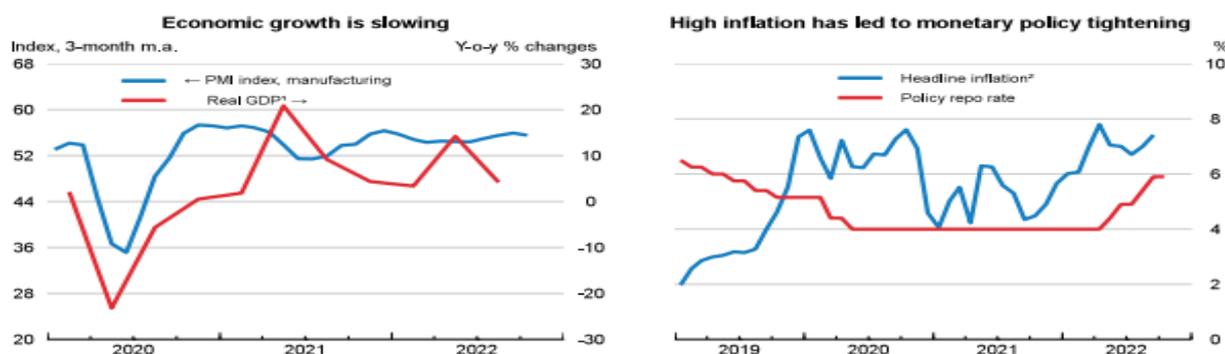
period, helping, along with improved global conditions, to boost growth to 6.9% in FY 2024-25, in line with the 20-year average (excluding the COVID-19 recession). After a spike in 2022, the current account deficit will narrow as import price pressures abate. High medium-term global uncertainty reinforces the importance of continued efforts to raise potential output growth and resilience. Macroeconomic stability should be pursued through monetary policy geared towards anchoring inflation expectations and fiscal policy oriented towards debt control and targeting of current and capital spending. Improvements in the business climate, when combined with financial deepening and skills development, can boost investment and infrastructure and create more and better jobs.

The strong recovery has slowed

Economic growth has lost momentum over the summer, due to a combination of erratic rainfall, which impacted sowing activities, and falling purchasing power. Concerns over demand conditions are considerable in services and infrastructure sectors, while consumers have become cautious regarding non-essential spending due to higher prices for food and energy. Tighter financial market conditions are weighing on the demand for capital goods, a leading indicator for aggregate investment. Export growth remains well-oriented, especially for services, and the progressive entry into force of comprehensive trade agreements with major partners is helping to improve prospects. Nonetheless, the monthly energy and food import bill keeps rising and the current account deficit widened in the July-September quarter to 2.9% of GDP. Headline inflation remains above 6% (the central bank's upper bound of the tolerance band), mostly due to the trend increase in the price of food (which in India accounts for a larger share of the consumer basket than in any other G20 country). Unemployment estimates suggest improving labour market conditions in both urban and rural areas, but there are few signs of a wage-inflation spiral.

Macroeconomic policies are turning restrictive

In line with the central bank's commitment to take calibrated action to bring headline inflation back within the 2-6% tolerance band and keep inflation expectations anchored, policy rates are expected to rise by 75bps, to reach 6.65% in February 2023 before the tightening cycle is paused. In fighting inflation, monetary policy is complemented by cuts in excise taxes and a



series of measures taken by the government, such as the export bans on wheat, wheat flour, sugar and broken rice and a 20% export duty on some varieties of non-basmati rice. Such trade restrictions must be temporary, use transparent methodologies to determine their duration, and give due consideration to the effects on trading partners' food security. Expanding infrastructure spending, such as on highways and railways, occupies a central position in the government strategy. These programmes are being successfully implemented, surmounting some technical obstacles at the state level. At the same time, prolonged targeted and non-targeted fiscal measures and rising interest rates weigh on the public debt. On current trends, tax collection will surpass the budgeted projections by the end of FY 2022-23, due to higher inflation and better compliance, thus reducing borrowing requirements. The projections assume fiscal tightening in the next biennium. There still remain considerable margins to improve efficiency, accountability, and transparency of public spending, devoting more resources to health and education and building fiscal space to enhance resilience.

The economy will not escape the global slowdown

After hitting 6.6% in FY 2022-23, GDP growth is expected to slow in coming quarters, to 5.7% in FY 2023- 24, before reverting to around 7% in FY 2024-25. CPI inflation will remain above the central bank's upper limit target of 6% at least until early 2023 and then gradually recede as higher interest rates take effect. High inflation will slow household consumption and delay investment, as financing becomes more expensive, and exports will be affected by the economic slowdown in advanced countries and geopolitical tensions. Offsetting these forces, at least partially, some improvements can be expected as more contact intensive services sectors normalise, including international tourism once borders are fully open and restrictions lifted. Most risks to the projections are tilted to the downside and include a deterioration of banks' assets quality, despite enhanced provisioning and the establishment of a 'bad bank', as well as possible delays in fiscal consolidation and in concluding bilateral trade negotiations. Declining geopolitical uncertainty, on the other hand, would boost confidence and

benefit all sectors, as would faster-than-expected conclusion of freetrade agreements with key partners and the incorporation therein of services.

Source: <https://issuu.com/oecd.publishing/docs/india-oecd-economic-outlook-projection-note-novemb>

Road Ahead

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth 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 FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 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>)

GLOBAL TEXTILE MARKET OUTLOOK

GLOBAL TEXTILE MARKET

The Textile Industry is expected to grow from USD 723 billion in 2023 to USD 859 billion by 2028, at a CAGR of 3.52% during the forecast period (2023-2028).

The COVID-19 pandemic has challenged the textile industry drastically in 2020. Asia, which is one of the largest markets for the textile industry in the world, has suffered from the prolonged lockdowns and restrictions in the majority of Asian countries along with the sudden drop in international demand for their products. The loss was particularly high in countries where the textile industry accounted for a larger share of the exports. According to the study by the International Labour Organization (ILO) the global textile trade collapsed during the first half of 2020. Also, exports to the major buying regions in the European Union, the United States, and Japan fell by around 70%. The industry also suffered several supply chain disruptions due to the shortages of cotton and other raw materials.

The textile industry is an ever-growing market, with key competitors being China, the European Union, the United States, and India. China is the world's leading producer and exporter of both raw textiles and garments. The United States is the leading producer and exporter of raw cotton, while also being the top importer of raw textiles and garments. The textile industry of the European Union comprises Germany, Spain, France, Italy, and Portugal at the forefront with a value of more than 1/5th of the global textile industry. India is the third-largest textile manufacturing industry and is responsible for more than 6% of the total textile production, globally. The rapid industrialization in the developed and developing countries and the evolving technology are helping the textile industry to have modern installations which are capable of high-efficient fabric production. These factors are helping the textile industry to record more revenues and are expected to help the industry further in the forecast period.

The Textile Industry is Segmented by Application Type (Clothing, Industrial/Technical Applications, and Household Applications), By Material (Cotton, Jute, Silk, Synthetics, and Wool), by Process (Woven and Non-woven), and by Geography (North America, Europe, Asia-Pacific, Latin America, and the Middle East and Africa).

Global T&A Trade

The global trade data showed a significant recovery of 22% post-Covid and a 2% growth over 2019. Apparel was the largest traded segment accounted for 57% of the total trade, followed by fabric with 13% share.

China is the largest supplier of T&A in the world with 37% share followed by Bangladesh with 5% share. India is the 4th largest supplier in the world with 5% share and exports worth \$42 billion. Vietnam and Poland have registered the highest CAGR of 10% each followed by Bangladesh with CAGR8% since 2010. India on the other hand is growing moderately at CAGR 4%. Since, 2010, China has lost 4% share in the global apparel trade whereas Bangladesh and Vietnam have gained 3% share each. India's share remained stagnant during the same period.

One of the key sourcing trends recently has been buyers diversifying sourcing from China to alternate destinations to reduce their sourcing risks. The US ban on Xinjiang cotton has further incentivized buyers to look for alternate sourcing destinations. As the pandemic spread out from China, many buyers started to move out of the country and explore new sourcing options. Increasing labour and other costs were already causing enough loss in its share. While China is still the major supplier, its share has reduced gradually. In 2021, although China stood as the largest exporter with a 37% share in the global trade, it registered a loss of nearly 10% in its global share since 2015. The share has mainly been taken up by Vietnam and Bangladesh having 2nd and 5th position in global trade, respectively, though they have a very small presence in textiles trade. India stood at 4th position in global trade with a 5% overall share. While countries like Vietnam and Bangladesh have gained because of sourcing shift from China, India can also take advantage and increase its global trade share going forward.

(Source: <https://www.mordorintelligence.com/industry-reports/global-textile-industry---growth-trends-and-forecast-2019---2024>)

GLOBAL FOOTWEAR MARKET

The increased demand for sustainable footwear is a trend that is gaining traction in the global market. According to the U.S. Department of the Interior, around 20 billion pairs of footwear are created annually, and approximately 300 million end up in landfills, with a majority of them containing non-biodegradable materials. There has been a growth in the use of sustainable materials and sustainable footwear brands, that have built sustainability into their brands from their inception. For instance, Nike with Nike Grind experimented with breaking down footwear into pellets, turning them into material for flooring instead of new footwear.

Global Footwear Market to Reach \$440.1 Billion by 2030

In the changed post COVID-19 business landscape, the global market for Footwear estimated at US\$377.7 Billion in the year 2022, is projected to reach a revised size of US\$440.1 Billion by 2030, growing at a CAGR of 1.9% over the analysis period 2022-2030. Casual, one of the segments analysed in the report, is projected to record a 2.2% CAGR and reach US\$208.9 Billion by the end of the analysis period. Taking into account the ongoing post pandemic recovery, growth in the Athletic segment is readjusted to a revised 1.5% CAGR for the next 8-year period.

The U.S. Market is Estimated at \$102.9 Billion, While China is Forecast to Grow at 3.3% CAGR

The Footwear market in the U.S. is estimated at US\$102.9 Billion in the year 2022. China, the world's second largest economy, is forecast to reach a projected market size of US\$82.4 Billion by the year 2030 trailing a CAGR of 3.3% over the analysis period 2022 to 2030. Among the other noteworthy geographic markets are Japan and Canada, each forecast to grow at 1.1% and 1.7% respectively over the 2022-2030 period. Within Europe, Germany is forecast to grow at approximately 1.3% CAGR. Led by countries such as Australia, India, and South Korea, the market in Asia-Pacific is forecast to reach US\$54.6 Billion by the year 2030.

(Source - <https://www.reportlinker.com/p05151473/Global-Footwear-Industry.html>)

Global Footwear Market Dynamics



Global Footwear Market Drivers

The growing demand for footwear with innovation design is driving the market growth of footwear. This is attributed to the growing adoption of western cultures coupled with the emerging fashion and market trends. Also, rising awareness regarding the active and health lifestyle is fueling demand for orthotic footwear. Moreover, improving standard of living and health lifestyle is shifting consumer preference towards fitness footwear like running shoes which is again augmenting the market growth of Footwear

The increasing population along with their income level is pooling the market growth of footwear. According to the US nation, the world population is projected to reach 8.5 billion in 2030. 61% of the global population lives in Asia (4.7 billion). Thus, the growing population around the global coupled with the increasing disposable income of the consumer is escalating the market growth of footwear.

Global Footwear Market Opportunities

Growing brand awareness due to the influence of social media is projected to bring profitable market opportunities over the forecast period. Manufacture are adopting aggressive marketing strategies in order to create their brand awareness and positioned their products in the market. Brand awareness help the consumer in purchasing decision. Thus brand awareness among consumer is increasing the sale of the footwear and this is projected to augment the market growth of the footwear.

Expanding e-commerce industry is creating potential market opportunities for the footwear market. This is attributed to the increasing penetration of the internet and smartphone which is boosting online transaction, the number of people using internet has surged over the past year, with more than one million people coming online for the first time each day since January 2018

Global Footwear Market Restraints

Growing environment concern has declined the demand for rubber, leather, and plastic footwear as they have various negative environment impacts. Thus, increasing environment concern is expected to hinder the market growth of footwear. Increasing prices of raw material used to produce footwear are hampering the production of footwear. This in turn, is creating a gap in demand and supply. Thus, the growing price of raw material used for footwear is expected to restrict the market growth over the forecast period.

Global Footwear Market Challenges

In today's world, people have started looking for "Green Products" everywhere. In terms of footwear products, the purchasing decision of consumers was previously based upon comfort, style and aesthetic products, but now more on the eco-friendliness of the products. Many footwear companies have started providing footwear made from eco-friendly fabrics, and the demand for these green products is also increasing.

(Source - <https://www.coherentmarketinsights.com/market-insight/footwear-market-760> and Data Bridge Research Report)

Global Footwear Market Scope

The global footwear market is segmented on the basis of type, shoe material, soling material, distribution channel and end user. The growth amongst these segments will help you analyse major growth segments in the industries and provide the users with a valuable market overview and market insights to help them make strategic decisions for identifying core market applications.

Type

Loafer, Shoes, Sandals/flip-flops, Ballerinas, Boots, Wedges, Athletic

Shoe Material

Plastic, Rubber, Leather, Textile, Others

Soling Material

Plastic, Rubber, Leather, Others

End User

Women, Men, Children

INDIAN TEXTILE MARKET OUTLOOK

INDIAN TEXTILE MARKET OUTLOOK

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

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

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

The Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US\$ 190 billion by 2025-26.

The Union Budget 2023-24 shows government's priorities for India's textiles sector. The Finance Minister gave special focus on Extra-Long Staple (ELS) cotton. Five new HS codes will also sharpen government's policy measures. Plus, higher allocations under RoDTEP, RoSCTL and ATUFS may provide relief. The government identified five new HS Codes for cotton, for further classification of cotton as per staple length. This will help in calibrating policy support for the segments which are import dependent or need further incentivisation.

Ministry of Finance maintains a focused approach for enhancing the productivity of ELS cotton, by adopting a cluster-based and value chain approach through public private partnerships (PPP) which means collaboration between farmers, state and industry for input supplies, extension services, and market linkages.

The import duty of textile machinery increased to 7.5 per cent. It may impact the new investments planned in this sector. But it is in line with the government priorities of Atma Nirbhar Bharat and 'Make in India'. In this regard, the industry body CITI has requested for retaining 5 per cent import duty for all types of textile machineries for the next three years or till the domestic manufacturers establish themselves to meet the domestic demand.

As per Budget documents, outlay for RoDTEP scheme has been increased from ₹13,699 crore in 2022-23 to ₹15,069 crore in 2023-24. The allocation for RoSCTL scheme is increased from ₹7,641 crore for 2022-23 to ₹8,405 crore for 2023-24. Likewise, the outlay for Amended Technology Upgradation Fund Scheme (ATUFS) is increased from ₹650 crore in 2022-23 to ₹900 crore in 2023-24. Customs duty on naphtha is increased from 1 per cent to 2.5 per cent.

The Central Government announced plans to set up mega textile parks in Tamil Nadu, Telangana, Gujarat, Karnataka, Madhya Pradesh, Uttar Pradesh, and Maharashtra. The PM Mega Integrated Textile Regions and Apparel (PM MITRA) Parks for the Textile Industry are a step towards realising the vision of making India a global hub for textile manufacturing and exports. The step is inspired by the 5F vision of the Prime Minister, which includes, Farm to Fibre to Factory to Fashion to Foreign. It is expected that these parks will enhance the competitiveness of the textile industry by helping it achieve economies of scale and attract global players to manufacture in India. The parks will receive financial assistance from the Ministry of Textiles in the form of development capital support up to Rs. 500 crore (per park). Further, to encourage prompt implementation, entities in PM MITRA Park will also receive Competitive Incentive Support (CIS) up to Rs 300 crore per park. The parks will provide top-notch infrastructure, plug-and-play features, and industry training and study facilities. PM MITRA Parks represents a distinctive model in which the Central and State Governments will collaborate to boost investment,

foster innovation, create job opportunities, and eventually turn India into a major hub for textile production and exports. Through these parks, an expenditure of almost 70,000 crores of rupees and the creation of 20 lakh jobs are anticipated.

India's textile industry stands as a global powerhouse, revered for its robust supply chain and abundant labour force. With an impressive workforce of over 45 million directly employed individuals and an additional 100 million employment opportunities in allied sectors, this industry has become a critical driver of economic prosperity for both skilled and unskilled workers. However, to firmly establish India's leadership in quality textiles on a global scale, formidable challenges must be confronted head-on. Intense competition from rival nations, escalating labour costs, existing infrastructure gaps, regulatory compliance complexities, and pressing environmental concerns necessitate a focused and collective approach.

Below are some of the ways in which India's textile ecosystem is cementing its leadership on a global stage:

Innovation in Design:

To remain competitive, India's textile industry is prioritising innovation in design. By embracing creative and cutting-edge designs, Indian manufacturers are generating greater demand from the global community.

Strengthening the Supply Chain:

Efficient supply chain management plays a vital role in delivering high-quality textiles at competitive prices. India is strengthening its supply chain infrastructure, optimising logistics and transportation, and streamlining processes to reduce costs and delivery time.

Improving Testing and Quality Control:

Testing plays a pivotal role in the textile value chain, offering numerous benefits that contribute to enhanced quality, cost-effectiveness, and sustainability. By implementing effective testing standards and protocols that are aligned with global best practices and benchmarks, manufacturers are ensuring the production of high-quality fabrics while minimising defects and environmental impact.

Infrastructure Development and Government Support:

Infrastructure development is a crucial aspect that requires attention and the Indian government is taking significant steps to support the textile industry through various policies and schemes. Initiatives like the establishment of Mega Integrated Textile Region and Apparel Parks and the recently introduced Production-Linked Incentive (PLI) schemes are commendable. These endeavours are enabling the textile value chain in India to create high-quality textiles and meet global standards.

International Partnerships and Collaboration:

India is accelerating its progress in quality textiles by forging strategic partnerships and collaborations with international players.

Branding and Marketing:

While India is recognised as a major supplier of textiles, there is a need to establish strong local brands. Indian companies are investing in marketing and branding initiatives to create distinct identities and elevate their products beyond the "Made in India" label.

IBEF website, <https://www.fibre2fashion.com/news/textile-news/budget-2023-24-shows-govt-s-priorities-for-indian-textiles-sector-285534-newsdetails.htm> , <https://newsonair.com/2023/03/18/7-states-to-get-mega-textile-parks-establishing-india-as-global-hub-for-textile-manufacturing/>

INDIAN FOOTWEAR MARKET OUTLOOK

India is the second largest producer of footwear in the world after China. About 1.6 crore pairs of footwear are produced in the country every year. India can compete with China in terms of the availability of labour resources. The footwear manufacturing sector, employing three million people, is the second largest employer after the textile sector in the country. However, India has only 12 percent share of the global market, whereas China leads with 60 to 65 percent share.

Nearly 70 percent of the footwear industry in India is in the unorganized sector. Although the footwear industry has somehow managed to overcome the Covid crisis, it is necessary to implement a few policy changes to accelerate the growth. Meaningful efforts are needed from the grassroots to the policymaking level to make India a global leader in footwear manufacturing. The most important of these is to ensure the uninterrupted availability of raw materials for manufacturing. Improvement in production and exports can only be achieved by addressing the deficiencies in the supply of raw materials that are insufficient or rare in India and easing import controls.

(Source - <https://timesofindia.indiatimes.com/blogs/voices/setting-standards-for-footwear-triggers-a-major-concern/>)

The footwear industry in India is divided into two segments- leather and non-leather. It is driven by a robust domestic market. However, the non-leather footwear sector presents India with huge potential to grow in the years to come. In worldwide consumption terms, 86% of global footwear consumption has become non-leather by volume.

Around 75% of production in the non-leather footwear industry comes from the unorganized sector in India. This includes micro, small, and medium enterprises (MSMEs). Places like Chennai, Ranipet, Ambur, Mumbai, Kanpur, Agra, Jalandhar, Ludhiana, Delhi, Karnal, Sonapat, Faridabad, Pune, Kolkata, Calicut, and Ernakulam are some of the major non-leather footwear production centres across the country

(Source - <https://newsonair.com/2021/07/10/indias-footwear-industry-expected-to-grow-8-times-by-2030/>)

Indian footwear industry is one of the top employment generating industries in the nation. While it holds an important position in the Indian Government's drive, the sector dramatically contributes to the nation's economic growth. As per Statista, the footwear market amounts to US\$9,352m in 2022 and is predicted to expand annually by 13.53% (CAGR 2022-2025).

(Source - <https://unicommerce.com/blog/footwear-industry-challenges-solutions/>)

India is on the verge of a retail boom fuelled by fast evolving lifestyles and behavioural changes towards shopping. With changing retail landscape and advancing styles, Indian footwear industry is set for a phenomenal growth in future. Indian market is brand driven and organised players dominate the sales.

The increasing penetration of internet and social media to the lives of Indian consumers has dramatically evolved their shopping behaviours. Urbanisation is also a major contributor to influencing buying habits of consumers. Rising brand consciousness and increasing discretionary incomes has resulted in enormous growth in footwear consumption. Consequently, it can be inferred that footwear besides being part of wardrobe, has also become a huge status symbol these days.

Growing competition among global players is paving the way for the development of innovative footwear with a focus on improving user-experience. The latest technology that is gaining popularity is the use of polyurethane capsules in the manufacture of athletic footwear. Some shoes are also being manufactured with built-in sensors to track the speed, distance covered, and calories burned. There are some innovative running shoes which boasts of a carbon-fiber spring-like flange under the sole that helps propel a runner forward. Growing preference for premium and customized products has kickstarted the trend of customized shoes. Many international brands have launched facilities which allow consumers to customize their shoes with patriotic prints of their preference.

(Source - <https://msme.gov.in/indias-footwear-industry>)

Milestones achieved/ footwear towering heights

India is the second largest global producer of footwear after China, accounting for 12% of global footwear production of 16 billion pairs.

- India produces 2 billion pairs of different categories of footwear constituting almost equal percentage of leather and non-leather footwear.
- India is the third largest Footwear consuming country after China and USA with consumption of nearly 1.66 pairs while average global consumption is 3.0 pairs.
- There are nearly 15000 units engaged in manufacturing footwear in India with total turnover estimated at Rs. 50,000 crore including Rs 32,000 Crores for Domestic market and Rs 18,000 Crores for exports.

(Source - <https://msme.gov.in/indias-footwear-industry>)

GOVERNMENT INITIATIVES

Indian Footwear and Leather Development Programme (IFLDP)

The IFLDP scheme was launched to develop the infrastructure, increase production, facilitate investments and generate employment in the leather industry of India. Under this scheme, US\$ 220 million (Rs. 1,700 crore) has been allocated till 2026. Following are the six sub-schemes under IFLDP:

- **Sustainable Technology and Environmental Protection (STEP)** - The STEP initiative is aimed at sustainable and environment-friendly industrial and tanning activities which are particularly linked to environmental concerns. Considering these issues, zero liquid and wastewater discharge is made mandatory in some states. Assistance for the upgradation of Common Effluent Treatment Plants (CETPs) and vision document preparation is provided under the scheme.
- **Integrated Development of Leather Sector (IDLS)** - The main objective of this scheme is to encourage entrepreneurs to diversify and set up new units leading to better productivity.
- **Establishment of Institutional Facilities** - The scheme aims to provide infrastructure upgradation of campuses of Footwear Design and Development Institute (FDDI)
- **Mega Leather Footwear and Accessories Cluster Development (MLFACD)** - The scheme is launched to assist entrepreneurs by providing modern infrastructure, technology, training and skill development and human resource development inputs.
- **Brand Promotion of Indian Brands in Leather** – The scheme aims to provide Indian footwear and leather manufacturers international branding support to provide better product visibility.
- **Footwear Sector and Development of Design Studios** – This scheme will provide design support, technical assistance and opportunities for employment and business.

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

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read “Risk Factors” on page 23 for a discussion of the risks and uncertainties related to those statements, as well as “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 129, 158 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.

Our Company was originally incorporated as ‘Grandmaa International Private Limited’ on December 30, 2020 as a private limited company under the Companies Act, 2013 with the Registrar of Companies, Chandigarh. Pursuant to a special resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on July 24, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed to ‘Grandmaa International Limited’ and a fresh certificate of incorporation dated August 11, 2023 was issued to our Company by the Registrar of Companies, Chandigarh. The corporate identification number of our Company is U17299PB2020PLC052529.

Unless otherwise stated, all references in this section to “Grandmaa” or “the Company” or “our Company” or “we” or “our” or “us” are to Grandmaa International Limited’.

BUSINESS OVERVIEW:

The company was incorporated on December 30, 2020 by the founder and Chairman Mr. Jaideep Jain with a clear objective and vision “to manufacture superior Shoe Vamps (Upper) and Garment Products of the highest quality”. Grandmaa International Limited is a Ludhiana based manufacturing house which is engaged in the business of manufacturing of:

- Woven and Knitted Shoe Vamps (upper);
- Flat Knit & Circular Knit Garments;
- Trading of Textile Products namely Yarn; and
- Finished fabric for domestic sales.

Our Promoter, Mr. Jaideep Jain is in the same industry for more than past 6 years, prior to the incorporation of Grandmaa, our promoter was running business of manufacturing of shoe uppers through its sole proprietary firm under the name and style of “PC Jain Overseas” (previously known as Magan Management and Consultancy Services). On 31.03.2023, Grandmaa acquired the business of the said sole proprietary firm through slump for which an “Slump Sale Agreement” was executed on March 31, 2023 between our company and Mr. Jaideep Jain acting as the owner of the sole proprietary firm.

Grandmaa is registered under Startup India under DPIIT recognition under the Startup India initiative, thus our company can apply for 80 IAC Tax Exemption and Exemption under Section 56 of the Income Tax Act (Angel Tax). Section 80 IAC of the Income Tax Act, is the provision that allows recognised startups to get a 100% tax exemption for 3 consecutive profit making years. This can be said to be one of the most important benefits of startup India registration.

Further our company has opted the 15% tax rate under 115BAB of the Income Tax Act, 1961. However, Company’s profits shall remain liable to tax u/s 115BAB. Other manufacturing concern incorporated on or after October 1, 2019 are not eligible under section 115BAB of the Income Tax Act, 1961, thus, differences in the tax rates providing us a tax advantage from our competitors.

Our Company is also an ISO 9001:2015 certified company engaged in manufacturing of shoe vamps (upper) and trading of textile products mainly yarns. We are fly knit manufacturing house that has carved a niche in the knit wear fraternity on PAN India level because of its quality manufacturing, appealing style, timely delivering and competitive pricing. In the initial year i.e 2021 company’s sales were made in the Punjab state and gradually it has expanded its sales to other states namely, Delhi, Haryana, Karnataka, Kerala, Maharashtra, Punjab, Uttar Pradesh, West Bengal, Utrakhand and Gujrat. Our company is having its registered office at HB.No.65, Rahon Road Village, Khwajke, Ludhiana-141007. It covers an area of 2420 Sq. Yds approximately; our manufacturing facility is situated at same place where we are having our registered office.

The manufacturing facility is installed with the following capacity -

Segments/ Activities	No. of Machine	Installed Capacity	
		Individually	Consolidated of all machine
Knitted shoe uppers		3,021 Pairs per month	2.75 Lakh Pairs per month

Garments	91 Knitting Machines and 5 Fusing Machine	20-30 Garments Per Machine	70,000 garments per month on an average
Woven shoe uppers	3 Shuttle less Rapier Jacquard Loom Weaving Machine	33,333 pairs per month	1.00 Lakh pairs per month of all 3
Double Covered Yarn	2 Yarn covering machines	160 kg per day for each machine	320 kg per day for both the machines

Grandmaa is constantly working in footwear sector to improve the quality of shoe vamps with the help of latest technology & innovation. Our product quality is in complete compliance with international standards in terms of the quality of fabric and flawless stitching to optimize customer satisfaction. Keeping in view, the huge potential of the footwear industry, we have envisaged forward integration for our manufacturing facilities. With our expertise towards technical and commercial intricacies of the footwear industry, we plan to embark upon complete shoe manufacturing under own brand and also to undertake manufacturing of apparels under the Garments division. We also have planning towards integrating and selling its final product through OEM suppliers, direct B2B and B2C sales.

With an aim to mark remarkable presence in the industry we are continuously doing R&D with best and latest machineries so as to provide products which are best in terms of quality. We were established with a vision to provide excellent services in the field of Fashion Industry by providing best quality raw materials and finished products to different sectors of fashion industry. Today, Grandma manufactures knitted & woven shoe upper and garments like sweater, knitted jacket, pullover, sweat shirts, lower, etc. however the company has recently commenced its garment segment in FY23; thus, footwear segment accounts for majority of the revenue.

OUR PRODUCTS VERTICAL CAN BE DIVIDED INTO FOUR MAJOR CATEGORIES, WHICH ARE:

1. Manufacturing of shoe vamps (upper);
2. Manufacturing of Flat knit & circular knits garment;
3. Trading of Textile Products namely Yarn; and
4. Finished fabric for domestic sales.

MANUFACTURING OF SHOE VAMPS

The company is primarily involved in the manufacturing of Shoe vamps/upper which accounts for majority of the company’s revenue. A shoe upper is the entire part of the shoe that covers the foot. The upper of a shoe consists of all parts or sections of the shoe above the sole. A shoe upper is a specialized segment of the footwear industry that focuses on designing, manufacturing and supplying the upper part of the shoe. Our company manufactures weaved as well as knitted shoe uppers.

A **knitted shoe upper** refers to the upper part of a shoe that is made using knitting techniques instead of traditional methods of using synthetics and mesh. Knitted shoe uppers have gained popularity in the footwear industry due to their flexibility, breathability, and lightweight nature. The use of knitting technology allows for more intricate and precise designs, making it possible to create seamless constructions and various patterns.

A **weaved shoe upper** refers to the upper part of a shoe that is made using weaving techniques rather than traditional cut-and-sew or knitting methods. Weaving involves interlacing yarns or threads to create a fabric with a distinctive pattern and texture. Weaved shoe uppers offer unique design possibilities and can provide a different look and feel compared to knitted or cut-and-sew uppers.

Product Name	Product Picture	Product description
Knitted Shoe Vamps		Knitted upper refers to the upper portion of the shoe that is manufactured with knitting machine, higher demand has been witnessed for comfort of sportswear and at leisure such as lightweight, functional, and other aesthetic effects which are majorly made with knitted materials.

Woven Shoe Vamps		Woven shoe uppers are made up with the use of Shuttle less rapier looms to make the finest product in terms of designing and quality.
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The company primarily buys yarn from the market as raw material. These yarns include dyed polyester texturized yarns, polyester hot melt yarn, nylon hot melt yarn, spandex yarn, polyester fish silk yarn, nylon hairy yarn, acrylic yarn, cotton yarn, etc. Among the above yarns the most commonly used yarns for the production of shoe yarns are dyed polyester texturized yarn, polyester hot melt yarn, spandex yarn. The company has 2 yarn covering machines with a total capacity of 320kg per day from both the machines.

Actual Image of the machines:



The resultant yarn made out of these two machines is then used for making fabric through weaving or knitting which is further used for making shoe uppers. The company has 91 knitting machines which help us in making 2.75 lakh pairs of shoes upper per month on an average. The production volume also depends on the design and color combinations. Among these 91 machines 56 knitting machines were installed in the month of July 2021, 20 knitting machines were installed in the month of September 2021 and further 15 knitting machines were acquired by the company by the acquisition of business through slump sale as stated above.

For the process of weaving the fabric, there are 3 (three) shuttle less rapier loom weaving machines which presently have a combined production capacity of 1 Lac pairs per month of shoe upper.

Actual images of the machines:



Manufacturing Process of Shoe Vamps has been stated here below for clear understanding



We expect significant growth of our company going ahead in the footwear segment as a result of our plan of forward integration into inhouse complete shoe manufacturing business by setting up a new plant for which company is raising funds through this proposed IPO. With our expertise towards technical and commercial intricacies of the footwear industry, we plan to embark upon complete shoe manufacturing under own brand. We also have planning towards integrating and selling its final product through OEM suppliers, direct B2B and B2C sales.

Until recent past, the company had not ventured into exports of shoe uppers, however, the company plans to tap the export market in the coming future backed by continuous and dedicated efforts. As our initial step in this direction, we have hired Mr. Harsimran Gujral, who is a very senior and experienced marketing manager of shoes in domestic as well as international market & has been associated with some very reputed shoes manufacturers like Campus in the past.

MANUFACTURING OF FLAT KNIT & CIRCULAR KNITS GARMENTS

A garment is a piece of clothing or attire that is designed and made to be worn. Garments that we manufacture include various types of clothing items, such as sweaters, knitted jackets, pullover, sweat shirts. They are typically made from fabrics or materials that are suitable for clothing, providing comfort, protection, and style to the wearer.

Grandmaa International Ltd. is also involved in the manufacturing of normal as well as high fashioned garments. We commenced garment vertical in FY23. The high fashioned garments manufactured by our company elicits huge interest from the perspective buyers. Our company recently tapped the export market through its garment business.

Product Name	Product description
Pullover/ Sweater for Women's	We are also making Knitting garments which include sweaters, Pullovers, Cardigans, Ladies tops etc, sweaters and pullovers made by us. These are made up of various yarns like Acrylic, Wool and Cotton.

Product Picture for Women's



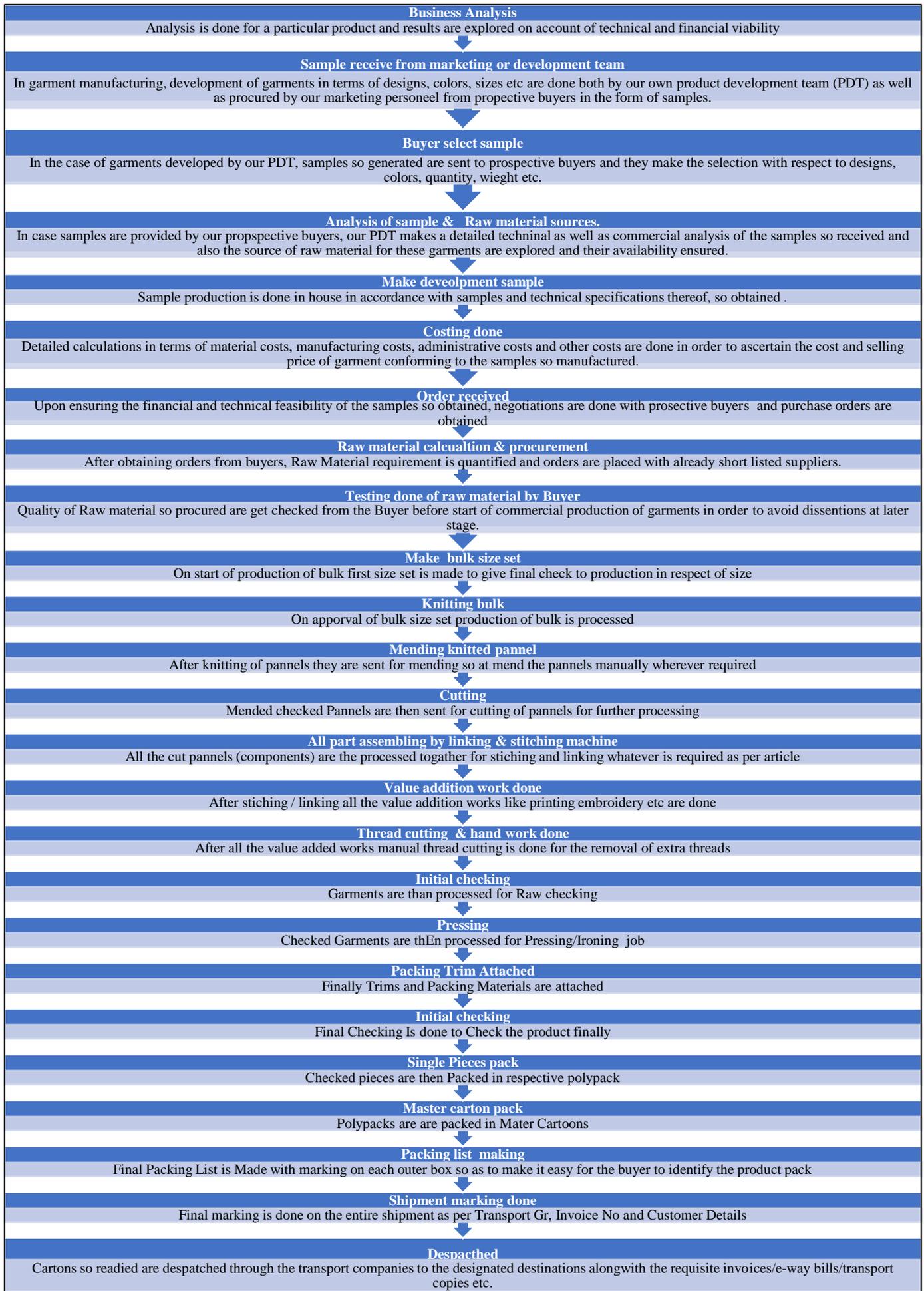
Pullover/ Sweater for Men's	Images are some references of sweaters and pullovers made by us. These are made up of various yarns like Acrylic, Wool and Cotton. We have the capacity to make finest quality material matching standards in all respects regarding quality, designing and finish.
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Our company buys yarn as raw material for the production of fabric which is further used to manufacture garments. We presently have an installed capacity of 70,000 garments per month in all for the production of garments. The products are majorly focused on winters thus the company operates its plant at optimum capacity between June-January while for the rest of the month the utilization level is comparatively subdued. The company recently received its first export order for the supply of garments from a reputed importer of South Korea.

Manufacturing Process of Flat Knit & Circular Knits Garment

The Process Flow Chart is given on the next page; hence the below space is left blank intentionally.



TRADING OF FABRIC AND YARN

Our Company is in the business of trading of fabrics and yarns to wholesalers. Trading of Fabric and Yarn involves sourcing these materials from manufacturers and wholesalers, categorizing and displaying them for potential buyers, and facilitating the smooth delivery of orders to customers, making the textile supply chain efficient. However, this vertical accounts for only 24.26% of the total revenue.

MACHINERY

Machinery Name	Machinery picture	Usage	Qty.	FY 2020- 21		FY 2021-22		FY 2022-23	
				Installed Capacity	Actual Production	Installed Capacity	Actual Production	Installed Capacity	Actual Production
FLAT KNITTING MACHINE		Flat Bed Knitting Machine is Used for knitting of yarn in various from so as to make it useful in various industries	91	-	-	27.50 Lakh Pairs	15.00 Lakh Pairs	33.00 Lakh Pairs	19.00 lakh Pairs
WEAVING MACHINE		Shuttle less Rapier Loom is used to Weave the yarn in a designer pattern as predefined in the software	3	-	-	-*1	-*1	3.00 Lakh Pairs	0.00 Pairs
FUSING MACHINE		This machine helps in calendaring/fusing process with the help of inbuilt heaters	5	-	-	35.00 Lakh Pairs	15.00 Lakh Pairs	43.80 Lakh Pairs	19.00 Lakh Pairs
LASER CUTTING MACHINE		This Machine is used to cut various panels in desired shape and patterns with the help of laser technology	6	-	-	35.00 Lakh Pairs	15.00 Lakh Pairs	35.00 Lakh Pairs	19.00 Lakh Pairs

Yarn Covering Machines		This machine is used to make covered yarn using lycra and twisting polyester over it	2	-	-	72.00 Mt	45.00 Mt	96.00 Mt	80.00 Mt
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*1 Shuttle Less Rapier Loom Weaving machine have been installed in March 2023 and 2 other machines have been installed in F.Y 2023-2024

CAPACITY AND CAPACITY UTILISATION

Below is Capacity utilization details for F.Y 2022-2023

Particulars	Installed Capacity	Actual Production	Capacity Utilisation (%)
Shoe Upper	33.00 Lakh pairs	13.22 Lakh pairs	68.33%
Garment Inc Panels	8.40 Lakh Pcs	0.92 Lakh Pcs of Garments	
		1.46 Lakh Pcs Panels	
Yarn	96.00 Mt	80.00 Mt	83.33 %

UTILITIES & INFRASTRUCUTURE FACILITIES

RAW MATERIAL

Our Company procures raw materials like Dyed Polyester texturized yarns, Polyester Hot Melt Yarn, Nylon Hot Melt Yarn, Spandex Yarn, Polyester Fish Silk Yarn, Nylon Hairy Yarn, Acrylic Yarn, Cotton Yarn for the production of Show Upper and Garments.

POWER

Our manufacturing unit has adequate power supply position from the state supply utilities. The company has sanctioned power from Punjab State Power Corporation Limited to the tune of 360 KW. We have also installed a transformer and Two diesel generator set for power back up with combined capacity of 360 KW.

REPAIR AND MAINTENANCE

We conduct periodic repair and maintenance programs for our manufacturing facility. Our company have its own machinery & electrical repair teams which carry out periodic maintenance and repair of the plants and machinery on an as-needed basis. In addition, our manufacturing facility is periodically inspected by our own technicians.

TECHNOLOGY

Software Name	Specification
RAYNEN SHOE KNITCAD	This software is compatible with knitting machines. With the help of this software we can make various designs and patterns in knitting process.
NED GRAPHICS JACQUARD PRODUCT CREATOR	Ned graphics is used to give input for various designs and requirements in weaving machine so as to make desired products.

LOGISTIC

We transport raw materials and finished products primarily by road. Our suppliers are based in Ludhiana, Panipat and Delhi mainly. most of our purchases are on Ex-Factory basis and in these cases, freight is paid on receipt of material to our factory premises. In some other cases, our purchases are based on rates which are inclusive of freight.

We outsource the delivery of our products to either third-party logistics companies. Our main customers are based in Ludhiana, Jalandhar, Delhi, Bangalore, Kottayam (Kerala), some of our sales are on Ex-Factory basis, in these cases, our customer pays the freight charges on receiving the goods. In some other cases, our sales are based on rates which are inclusive of freight, in those cases, our Company pays the freight on despatch of material.

WASTE MANAGEMENT

No environment threatening waste emits from our production facilities. Only wastage that gets generated is the leftovers of fabrics while making shoe uppers.

While manufacturing shoe uppers, fabrics is made in predetermined dimensions in running sizes and while converting them into shoe uppers, these fabrics are cut through Laser Cutting Machines to adhere to preconceived designs and sizes, therefore Leftovers are very less in quantities. These wastages of leftovers do not find any commercial applicability, neither it can be recycled due to its inherent contents of yarn usage. These leftovers which has no commercial value for our Company is given away free of cost to users who lift the material from our premises by themselves. It only finds applicability in using them as fillers such as in seats, sofas and other sitting furniture.

SEGMENT WISE REVENUE BREAKUP

Segment Wise Revenue breakup of our Company as per Restated Financial Information is as under:

(Figures in thousand)

Particular	Financial year ended on March 31, 2023 (in ₹)	Financial year ended on March 31, 2022 (in ₹)	Financial year ended on March 31, 2021 (in ₹)
Fabric	563.92	14.92	
Garment	470.54	194.25	
Shoe Upper	1,645.23	613.08	33.60
Yarn	113.07	124.67	
Machinery*		127.20	
Total	2,792.76	₹ 1,074.13	33.60

* This segment is no longer existing.

EXPORT & EXPORT OBLIGATION

Our company has bought Shuttleless Rapier Jacquard Loom Weaving Machine as on 09/02/2023, therefore our company has Export Obligation (EO) \$ 5,75,200.49 pending on account of import duty saved under ECPG Scheme. Details are as mentioned below:

License No. & Date	Duty Saved amount (as per license)	Duty Saved amount (Actual)	EO in \$ in respect to actual duty saved	50% 6 years	EO to be completed			
					6 years	US\$	Uptill now	\$
3031003125 Dt.09.02.2023	INR 7770000	INR 7700000	US\$ 575200.49		6 Years	575200.49	Nil	Nil

As certified by Statutory Auditor of the Company i.e., Ms. K R Aggarwal & Associates, Chartered Accountants vide their Certificate dated August 14, 2023 vide UDIN 23539337BGTQV17851.

OUR COMPETITIVE STRENGTH

1. Location of the Production Unit

- Our factory is situated at well-developed industrial area, with all the infrastructure facilities and both skilled and unskilled manpower are available at competitive cost. Moreover, our factory location is well connected to Bus Station, State and National Highways. All infrastructure facilities like availability of skilled labour, raw material, technology; Communication, electricity, transportation etc. are easily available due to extensive industrialization in the area. The production facility of our Company is located in the close vicinity of the textile hub i.e., the Industrial town of Ludhiana, which is a famous hub for textiles in India. Our revenue from customers situated in Punjab was 66.73%, 66.36%, 100% for the fiscal 2023, 2022 and

2021 of our total revenue from operations. Hence, we are having easy access to National and state highway, resulting in easy transportation of goods, so production and procurement, becomes hassle free.

- Connectivity
 - Nearest Airport – Chandigarh at 104 Kms
 - Nearest Bus Stand – Ludhiana at 13 Kms
 - Nearest Railway Station – Ludhiana at 10 Kms
 - Nearby Major Industrial Area – Focal Point, Ludhiana at 10 Kms

2. Tax advantages under Section 115BAB of Income Tax Act by the Government of India.

Grandmaa is having a competitive edge as our company is eligible and opted the 15% tax rate under 115BAB of the Income Tax Act, 1961, also company is a registered as a STARTUP entity under DPIIT recognition so company has advantage to avail 100 % income tax exemption for any 3 consecutive year till 29-12-2030 to avail tax exemption u/s 80IAC of Income Tax Act, 1961. However, Company's profits shall remain liable to tax u/s 115BAB. Other manufacturing concern incorporated on or after October 1, 2019 are not eligible under section 115BAB of the Income Tax Act, 1961. The differences in the tax rates providing us a tax advantage from our competitors.

3. Strong supplier base for sourcing of raw materials/ products

Our Company has developed a robust supply chain for the sourcing of a wide variety of products that we offer to our customers. While, we do not have any long-term contracts with any of our suppliers. however, we have maintained good relationships with our major suppliers. We believe our good relationships with our suppliers enable us to obtain good quality products within the prescribed timelines. We continually strive to maintain strong relationships with our suppliers in order to derive better insight into the markets for our raw materials, which helps us to manage our raw material supply chain, resulting in greater predictability of supply and, consequently, a greater ability to meet production schedules and achieve on time delivery for our customers. We have successfully leveraged the past experience of our management in maintaining effective supplier relationship ensuring uninterrupted supply chain management.

4. ISO Certifications

Our Quality Management System (ISO 9001:2015) certificates issued by Otabu Global Services Private Limited for our manufacturing of knitted Fabric which shows our good quality of services and good strength.

5. Consistency in Quality and Service Standards

We follow stringent quality standards in our manufacturing unit to ensure that our products meet required customer standards. These standards ensure the quality consistency of the manufactured product by ensuring that we employ well trained staff, have sufficient premises and equipment for manufacturing. We have an in house testing and quality control mechanism having automatic / semi-automatic and mechanical checking machines, operated by skilled operators, under proper quality control and strict supervision.

6. Cost effective production and timely fulfilment of orders

Timely fulfilment of the orders is a prerequisite in our industry. Our Company has taken various steps in order to ensure adherence to timely fulfilment and also to achieve greater cost efficiency at our existing unit. Our Company constantly endeavours to implement an efficient procurement policy for inputs required for production so as to ensure cost efficiency in procurement which in turn results in cost effective production.

7. Diverse product portfolio with focus on quality

At present we are manufacturing of weaved as well as knitted shoe uppers and Flat Knit & Circular Garment and Trading of Fabric and Yarn. Our customer base is spread across the geographies.

8. Experienced management team

Our Company is managed by an experienced team. Each function of the business such as finance, production, NPD, sales, marketing and human resource management are headed by experienced persons with a relevant experience. Our promoters are the guiding force behind the operational and financial decision of our company. We believe that the experience of our promoter and management team has resulted into improved product quality and increased profitability which give us a competitive edge.

OUR STRATEGY

1. Recently Forayed into garment manufacturing.

Our company forayed into the garment manufacturing business in F.Y 2023, which also contributed to the rise in revenues in FY23. Going ahead with increasing orders from both domestic and export market, we expect a robust performance from this vertical.

2. Tapping Export Market for Shoe Upper Business and Garment Vertical.

Until recent past, the company had not ventured into exports of shoe uppers, however, the company plans to tap the export market in the coming future backed by continuous and dedicated efforts. As our initial step in this direction, we have hired Mr. Harsimran Gujaral, who is a very senior and experienced marketing manager of shoes in domestic as well as international market & has been associated with some very reputed shoes manufacturers like Campus in the past.

For the garment vertical, we have already tapped the export market and received an export order from South Korean importer. Going ahead, we expect a robust demand from export market.

3. Forward Integration into complete shoe manufacturing

We expect significant growth of our company going ahead in the footwear segment as a result of our plan of forward integration into inhouse complete shoe manufacturing business by setting up a new plant for which company is raising funds through this IPO. With our expertise towards technical and commercial intricacies of the footwear industry, we plan to embark upon complete shoe manufacturing under own brand. We also have planning towards integrating and selling its final product through OEM suppliers, direct B2B and B2C sales.

HUMAN RESOURCE

Our employees are the key to the success of our business. As on date, we have the total strength of 45 in various department as per the below details:

S.no	Departments	No. of Employees
1.	Director	2
2.	Admin / HR	4
3.	Finance	2
4.	Marketing	2
5.	NPD (New Product Development)	7
6.	Production	28
	Total	45

GEOGRAPHICAL WISE REVENUE BREAKUP

Geographical distribution of our revenue during the last 3 years are as under:

(Amount in thousands)

State/ Country	March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	In %	Amount	In %	Amount	In %
Delhi	10.68	0.38	10.48	0.98	0.00	-
Gujarat	0.38	0.01	0.87	0.08	0.00	-
Haryana	147.88	5.29	281.12	26.17	0.00	-
Karnataka	25.00	0.90	8.54	0.80	0.00	-
Kerala	55.67	1.99	37.89	3.53	0.00	-
Maharashtra	284.96	10.20	Nil	-	0.00	-
Punjab	1,863.64	66.73	712.82	66.36	0.34	100
Uttar Pradesh	141.23	5.06	22.42	2.09	0.00	-
Uttarakhand	242.32	8.68	Nil	-	0.00	-
West Bengal	21.00	0.75	Nil	-	0.00	-
Total	2792.76	100	1,074.13	100	0.34	100

TOP TEN CUSTOMER

Our top 10 clients in terms of revenue generated during the last 3 Financial Year i.e March 31, 2023, 2022 and 2021 are as follows:

(Amount in thousands)

S. No	Particular	March 31, 2023 (In ₹)	% in Total
1.	Oster India Pvt. Ltd.	350.51	16.49
2.	Lucid Flyknit	313.90	14.77
3.	Sankeshwar Fab LLP	284.96	13.41
4.	Divine International	242.32	11.40
5.	Nitush Footwear	217.96	10.25
6.	Sumti Knitwears	180.44	8.49
7.	Dhairya International	175.68	8.27
8.	Turquoise Uber Styles	126.75	5.96
9.	Shivaay Knitwear	125.19	5.89
10.	Dr Medi International	107.70	5.07

S.No	Particular	March 31, 2022 (in ₹)	% in Total
1.	Sriyansh Knitters	225.95	29.00
2.	Nitush Footwear	183.17	23.51
3.	Lucid Flyknit	106.34	13.65
4.	S S Enterprises	56.35	7.23
5.	Glow Shoes Pvt Ltd	43.59	5.59
6.	Sriyansh Ispat Limited	42.61	5.47
7.	Reliable Overseas	38.10	4.89
8.	Teflon Plastic Industries	29.27	3.76
9.	Bindal Footwear	27.63	3.55
10.	Sumti Knitwears	26.14	3.36

S.No	Particular	March 31, 2021 (in ₹)	% in Total
1.	Nitush Footwear	0.34	100

TOP TEN SUPPLIER

Our top 10 Supplier in terms of revenue generated during the last 3 Financial Year i.e. March 31, 2023, 2022 and 2021 are as follows:

(Amount in thousands)

S.No	Particular	March 31, 2023 (in ₹)	% in Total
1.	Sriyansh Ispat Limited	314.93	17.66
2.	Tirupati Balaji Exim Pvt Ltd	277.56	15.56
3.	Aryavart Trading Company	186.64	10.46
4.	M/S Sriyansh Knitters (Pur)	176.41	9.89
5.	Oster India Pvt. Ltd.	176.09	9.87
6.	Reliable Overseas	172.80	9.69
7.	Shiv Textile	131.92	7.40
8.	M/S Sumti Knitwear (Pur)	129.67	7.27
9.	Oyasa International	110.22	6.18
10.	Swastik Textile	107.43	6.02

S.No	Particular	March 31, 2022 (in ₹)	% in Total
1.	Sumti Knitwears	233.98	29.83
2.	Swastik Textile	141.57	18.05
3.	Shivaay Knitwear	77.49	9.88
4.	Oyasa International	66.04	8.42
5.	K.C. Juneja Hosiery Works	62.77	8.00
6.	Magan Uniforms	53.30	6.79
7.	Zhejiang Summer Plus Trading Co. Ltd	47.25	6.02

8.	Gold Stone International (Bhd)	43.21	5.51
9.	Divya Yarns	30.01	3.83
10.	Sriyansh Ispat Limited	28.77	3.67

S.No	Particular	March 31, 2021 (in ₹)	% in Total
1.	P C Jain Overseas	0.32	100.00

INTELLECTUAL PROPERTY

The Company owned the following trademark / copyrights which are owned by our Company and applied for registration:

S.NO	Trademark	Date of Application	Application Number	Class	Current Status	Valid Upto
1.		13-07-2023	6028667	25	Formalities Check Pass	-
2.		13-07-2023	6028668	35	Formalities Check Pass	-

The Details of Domain Names Registered in the Name of the Company:

S. No	Domain Name	Registrant Name and Registrant Organization	Expiry Date
1.	www.grandmaa.in	Grandmaa International Limited and PunjabB2B.com	17/08/2024

INSURANCE

S. No	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount
1.	The oriental insurance company limited	Machinery Breakdown policy	233406/44/2023/50	24/11/2023	20,00,000/-
2.	The oriental insurance company limited	Flat Bed Knitting Machinery & Allied Machinery	233406/44/2023/51	24/11/2023	8,93,90,000/-
3.	The oriental insurance company limited	Entire plant & Machineries of all kind with accessories, tools, spares and plant utilities	233406/11/2023/356	26/07/2024	2,27,00,000/-

PROPERTIES

We operate our activities from our registered office and manufacturing units. Details of which are given below:

Owned Properties

Sr. No.	Address of Premises	Name of the Seller	Date of Execution of Agreement	Consideration	Area	Purpose
1.	HB No 65, Backside Govt School, Rahoon Road, Village Khwajke, Ludhiana – 141007	Jaideep Jain	July 15, 2023	Issue of 13,35,350 Equity shares of Grandmaa at Rs. 25.80/- per equity share having face value of Rs. 10/- each.	2420 Sq. Yds.	Registered Office and Manufacturing Facility

FINANCIALS:

As per Restated Financial Statements for the fiscal 2023, 2022 and 2021, our total revenues were Rs. 2816.43/- Lakhs, Rs. 1074.13 Lakhs, and Rs 0.34 Lakhs, respectively. Our Profit (loss) after Tax for the similar period mentioned above was Rs.304.18 Lakhs, Rs. 64.45 Lakhs, and Rs. (0.07) Lakhs, respectively.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant laws, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been set out in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice.

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “Government and Other Approvals” beginning on page 175 of this Draft Red Herring Prospectus.

Set forth below are certain significant legislations and regulations which generally govern the business and operations of our Company:

INDUSTRY RELATED LAWS

National Textile Policy, 2000

The National Textile Policy, 2000 (“NTP 2000”) aims at facilitating the growth of the textile industry in order to attain and sustain a pre-eminent global standing in the manufacture and export of clothing. It also aims at equipping the textile industry with the ability to withstand pressure of import penetration and maintain dominant presence in the domestic market. The industry aims at developing a strong and vibrant textile industry that can produce quality products at acceptable prices. This objective is sought to be achieved by liberalising controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment. Major thrust areas of NTP 2000 include technology upgradation, enhancement of productivity, increase in exports and innovating marketing strategies, product diversification along with quality consciousness, among others. Additionally, certain sector specific initiatives envisaged under the NTP 2000 include raw materials, clothing, export and knitting.

Production-Linked Incentive Scheme in Textiles Products

In November 2020, the Union Cabinet approved the introduction of the Production-Linked Incentive Scheme in Textiles Products to enhance India’s Manufacturing Capabilities as well as Exports. An amount of ₹10,683 crore has been approved as an outlay for a period of 5 years. This initiative will be implemented by the Ministry of Textile and is expected to cover forty product categories under man-made fibre.

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.

The Factories Act, 1948 (“Factories Act”)

The Factories Act, 1948 aims at regulating labour employed in factories. A “factory” is defined as “any

premises...whereon ten or more workers are working or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were 81 working on any day of the preceding 119 twelve months, and in any part of which a manufacturing process is carried on without the aid of power, or is ordinarily so carried on...". The main aim of the said Act is to ensure adequate safety measures and to promote the health and welfare of the workers employed in factories initiating various measures from time to time to ensure that adequate standards of safety, health and welfare are achieved at all the places.

Under the Factories Act, the State Government may make rules mandating approval for proposed factories and requiring licensing and registration of factories. The Factories Act makes detailed provision for ensuring sanitary conditions in the factory and safety of the workers and also lays down permissible working hours, leave etc. In addition, it makes provision for the adoption of worker welfare measures. The prime responsibility for compliance with the Factories Act and the rules thereunder rests on the "occupier", being the person who has ultimate control over the affairs of the factory. The Factories Act states that save as otherwise provided in the Factories Act and subject to provisions of the Factories Act which impose certain liability on the owner of the factory, in the event there is any contravention of any of the provisions of the Factories Act or the rules made thereunder or of any order in writing given thereunder, the occupier and the manager of the factory shall each be guilty of the offence and punishable with imprisonment or with fine. The occupier is required to submit a written notice to the chief inspector of factories containing all the details of the factory, the owner, manager and himself, nature of activities and such other prescribed information prior to occupying or using any premises as a factory. The occupier is required to ensure, as far as it is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory.

EMPLOYMENT AND LABOUR LAWS

The Employees' Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952, as amended from time to time (—EPF Act), mandates provisioning for provident fund, family pension fund and deposit linked insurance in factories and other establishments for the benefits of the employees. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the 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 Employees' State Insurance Act, 1948 (the "ESI Act")

The promulgation of Employees' State Insurance Act, 1948 envisaged an integrated need based social insurance scheme that would protect the interest of workers in contingencies such as sickness, maternity, temporary or permanent physical disablement, death due to employment injury resulting in loss of wages or earning.

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund at the rate prescribed by the Central Government. The return of the contribution made is required to be filed with the Employee State Insurance department.

The Equal Remuneration Act, 1976

Equal Remuneration Act, 1976 was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution. The act provides for payment of equal remuneration to men and women workers and for prevention of discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

Payment of Gratuity Act, 1972

The Payment of Gratuity Act is applicable to every factory, mine, oilfield, plantation, port, railway companies and to every shop and establishment in which 10 or more persons are employed or were employed at any time during the preceding twelve months. This Act applies to all employees irrespective of their salary.

The Payment of Gratuity Act, as amended, provides for a scheme for payment of gratuity to an employee on the termination of his employment after he has rendered continuous service for not less than 5 years:

- (a) on his/her superannuation;
- (b) on his/her retirement or resignation;
- (c) on his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply)

A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 is applicable to every factory and every other establishment employing twenty (20) or more persons. Every employee shall be entitled to be paid by his employer in an accounting year, bonus, in accordance with the provisions of this Act, provided he has worked in the establishment for not less than thirty working days in that year.

The Maternity Benefit Act, 1961

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It provides, inter alia, for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women, etc. Government, further amended the Act which is known as The Maternity Benefit (Amendment) Act, 2016, effective from March 28, 2017 introducing more benefits for pregnant women in certain establishments.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (—SHWW Act) provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

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

Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947 (IDA) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

EMPLOYMENT AND LABOUR LAWS

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Public Liability Insurance Act, 1991 (“PLI Act”)
- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- 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”)
- Industrial Employment Standing Orders Act, 1946
- The Employees Compensation Act, 1923 (“EC Act”) and the rules framed thereunder
- Minimum Wages Act, 1948 (“MWA”) and the rules framed thereunder

ENVIRONMENTAL REGULATIONS:

Our Company is subject to Indian laws and regulations concerning environmental protection.

The Public Liability Insurance Act, 1991

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

Air (Prevention and Control of Pollution) Act, 1981

Air (Prevention and Control of Pollution) Act 1981 (-the Act) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act, 1974 (-the Act) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

The Water (Prevention and Control of Pollution) Cess Act, 1977 (“Water Pollution Cess Act”)

The Water Pollution Cess Act has been enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries to augment the resources of the central pollution control board and state pollution control boards. The Water Pollution Cess Act also provides for a rebate to the extent of 25% of the cess payable, in favour of persons who, being liable to cess under the Water Pollution Cess Act, install any plant for the treatment of sewage or effluents. However, this rebate is not applicable to persons consuming water in excess of the maximum prescribed quantity or who fail to comply with the provisions of section 25 of the Water Act or who fail to adhere to standards laid down by the Central Government under the Environment Act.

TAX RELATED LEGISLATIONS

The Goods and Services Tax (“GST”)

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

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

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

- Service Tax
- Value Added tax
- The Central Sales Tax Act, 1956

The Customs Act, 1962

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

INTELLECTUAL PROPERTY RELATED LAWS

Copyright Act, 1957 (Copyright Act)

The Copyright Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years from the beginning of the next calendar year, following the year in which the work is first published.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies including imprisonment of the accused and the imposition of fines and seizure of infringing copies.

The Trade Marks Act, 1999 (“Trademark Act”)

The Trademark Act provides for the statutory protection of trademarks and for the prevention of the use of fraudulent

marks in India. Certification marks and collective marks can also be registered under the Trademark Act. An application for trade mark registration may be made by any person claiming to be the proprietor of a trade mark used or proposed to be used by him, who is desirous of registering it. Applications for a trade mark registration may be made for in one or more classes. Once granted, trade mark registration is valid for ten years unless cancelled.

The Trade Mark (Amendment) Act, 2010 has been enacted by the Government of India to amend the Trademark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trade mark in other countries.

CORPORATE LAWS

The Companies Act, 2013

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. At present almost all the provisions of this law have been made effective except a very few. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as Companies. 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.

In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

FOREIGN REGULATIONS

The Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

Foreign Exchange Management Act, 1999

When a business enterprise imports goods from other countries, exports its products to them or makes investments abroad, it deals in foreign exchange. Foreign Exchange Management Act, 1999 (—FEMA) was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

GENERAL LEGISLATIONS

The Indian Contract Act, 1872

The Indian Contract Act, 1872 (—Contract Act) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act also provides for circumstances under which contracts will be considered as void or voidable. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

Sale of Goods Act, 1930

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

Consumer Protection Act, 2019 (“CPA”)

The CPA, which repeals the Consumer Protection Act, 1986, was enacted to provide simpler and quicker access to redress consumer grievances. It seeks to protect and promote 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. Further, the definition of “consumer” has been expanded under the CPA to include persons engaged in online and offline transactions through electronic means or by teleshopping, or direct-selling or multi-level marketing.

The Competition Act, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates —combinations in India. The Competition Act also established the Competition Commission of India (the —CCI) as the authority mandated to implement the Competition Act. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

Transfer of Property Act, 1882 (“TP Act”)

The Transfer of Property Act, 1882 (the —TP Act) establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for that purpose.

The Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

The Registration Act, 1908

The purpose of the Registration Act, amongst other things, is to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud.

Negotiable Instruments Act, 1881

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act,

1881. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

Information Technology Act, 2000 (as amended by Information Technology Amendment Act, 2008):

The Information Technology Act, 2000 (the IT Act) is an Act of the Indian Parliament notified on October 17, 2000. It is the primary law in India dealing with cybercrime and electronic commerce. It was enacted with the purpose of providing legal recognition to electronic transactions and facilitating electronic filing of documents. The IT Act further provides for civil and criminal liability including fines and imprisonment for various cyber- crimes, including unauthorized access to computer systems, unauthorized modification to the contents of computer systems, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud.

Limitation Act, 1963

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, period of limitation' means the period of limitation prescribed for any suit, appeal or application by the Schedule, and prescribed period' means the period of limitation computed in accordance with the provisions of this Act.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

HISTORY OF OUR COMPANY

Our Company was originally incorporated on December 30, 2020 as a Private Limited Company as “Grandmaa International Private Limited” vide Registration No. 052529 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Chandigarh. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on July 24, 2023, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Grandmaa International Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on August 11, 2023 by the Registrar of Companies, Chandigarh. The Corporate Identification Number of our Company is U17299PB2020PLC052529.

Presently, we carry out our operations from our Registered Office as per the below details:

Sr. No.	Particulars	Address
1.	Registered Office	HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke Basti, Jodhewal Ludhiana - 141007

CHANGES IN OUR REGISTERED OFFICE

Registered Office of the Company is presently situated at HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke basti, Jodhewal, Ludhiana - 141007.

The Details of the change of Registered Office of the Company are as follows:

Sr. No.	Date of Change	Shifted From	Shifted to	ROC	Reason of Change
1.	July 03, 2023	Hb. No.65, Backside Govt. School, Rahon Road, Village Khwajke basti jodhwal Ludhiana - 141015	Hb. No.65, Backside Govt. School, Rahon Road, Village Khwajke basti jodhwal Ludhiana - 141007	RoC- Chandigarh	Rectification of PIN Code No.

CHANGES IN NAME CLAUSE

Date of Amendment	Particular	Reason
August 11, 2023	Change in name of company from “Grandmaa International Private Limited” to “Grandmaa International Limited”	Conversion of Company from Private to Public

MAIN OBJECTS OF OUR COMPANY

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

1. To carry on the business of manufacturers, producers, processors, exporters, buyers, agents, sellers, traders of and dealers in all kinds of yarn, cloths, fabrics, readymade garments and textiles as are or may be prepared or processed from woollen, woollen waste, nylon, polyester, acrylics, rayon, silk, artificial silk, linen, wool, jute and of readymade garments, or any other synthetic, artificial and natural fibres, including fibre glass, into materials like cloth, tapes, ropes, yarns, cords, threads, twines and such other allied articles as may be conveniently produced or manufactured.
2. To carry on the business of manufacturers, exporters, buyers, agents, sellers, traders of and dealers in all kinds of cloths, fabrics used in manufacturing of shoes, bags, purses or any other articles as may be conveniently produced or manufactured.

AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:

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

Date of Amendment	Particulars of Amendment
November 22, 2021	Increase in Authorised Capital from 15,00,000 to 2,50,00,000
December 12, 2022	Increase in Authorised Capital from 2,50,00,000 to 5,00,00,000
July 10, 2023	Increase in Authorised Capital from 5,00,00,000 to 15,00,00,000
August 11, 2023	Change in name consequent upon conversion from Private to Public Company

KEY EVENTS AND MILESTONES:

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

YEAR	PARTICULARS
2020	Incorporation of Our Company
2021	Assessed and certified as meeting the standards of ISO 9001:2015 Quality Management System vide Certificate No. 0320Q126021 issued by Otabu Global Services Private Limited
2021	Approval of our Company as a Start Up Unit by Department for Promotion of industry and Internal Trade under Ministry of Commerce & Industry, Government of India vide Certificate No. DIPP86315
2021	Installation of 76 Imported Flat Knitting Machines along with 3 imported Fusion machine and 3 imported Laser cutting machine.
2021	Imported 2 Yarn covering Machines along with 1 Imported Rewinding Machine.
2022	Installation of 1 Imported Shuttle less Rapier Jacquard Loom Weaving Machine.
2023	Registration under EPGC Scheme of Ministry of Commerce and Industry and save Import Duty under this scheme.
2023	Executed slump sale agreement between our company and P C Jain Oversees, previously overseen by Mr. Jaideep Jain, encompassing all the assets and Liabilities.
2023	Imported 1 Shuttle less Rapier Jacquard Loom Weaving Machine.
2023	Converted to Public Limited Company- consequently the name of our company was changed to 'Grandmaa International Limited'.

DETAILS OF BUSINESS OF OUR COMPANY

The company was incorporated on December 30, 2020 by the founder and Chairman Mr. Jaideep Jain with a clear objective and vision "to manufacture superior Shoe Vamps (Upper) and Garment Products of the highest quality". Grandmaa International Limited is a Ludhiana based manufacturing house which is engaged in the business of manufacturing of:

- Woven and Knitted Shoe Vamps (upper);
- Flat Knit & Circular Knit Garments;
- Trading of Textile Products namely Yarn; and
- Finished fabric for domestic sales.

Grandmaa is registered under Startup India under DPIIT recognition under the Startup India initiative, thus your company can apply for 80 IAC Tax Exemption and Exemption under Section 56 of the Income Tax Act (Angel Tax). Section 80 IAC of the Income Tax Act, is the provision that allows recognised startups to get a 100% tax exemption for 3 consecutive profit-making years.

Further, our company has opted the 15% tax rate under 115BAB of the Income Tax Act, 1961. However, Company's profits shall remain liable to tax u/s 115BAB. Other manufacturing concern incorporated on or after October 1, 2019 are not eligible under section 115BAB of the Income Tax Act, 1961, thus, differences in the tax rates providing us a tax advantage from our competitors.

Our Company is also an ISO 9001:2015 certified company engaged in manufacturing of shoe vamps (upper) and trading of textile products mainly yarns. We are fly knit manufacturing house that has carved a niche in the knit wear fraternity on PAN India level because of its quality manufacturing, appealing style, timely delivering and competitive pricing. In the initial year i.e 2021 company's sales were made in the Punjab state and gradually it has expanded its sales to other states namely, Delhi, Haryana, Karnataka, Kerala, Maharashtra, Punjab, Uttar Pradesh, West Bengal, Uttrakhand and Gujrat. Our company is having its registered office at HB.No.65, Rahon Road Village, Khwajke, Ludhiana-141007. It covers an area of 2420 Sq. Yds approximately; our manufacturing facility is situated at same place where we are having our registered office.

The manufacturing facility is installed with the following capacity -

Segments/ Activities	No. of Machine	Installed Capacity	
		Individually	Consolidated of all machine
Knitted shoe uppers	91 Knitting Machines and 5 Fusing Machine	3,021 Pairs per month	2.75 Lakh Pairs per month
Garments		20-30 Garments Per Machine	70,000 garments per month on an average
Woven shoe uppers	3 Shuttle less Rapier Jacquard Loom Weaving Machine	33,333 pairs per month	1.00 Lakh pairs per month of all 3
Double Covered Yarn	2 Yarn covering machines	160 kg per day for each machine	320 kg per day for both the machines

For Further details on the description of our company's business please see "Our Business", "Management Discussion and Analysis of Financial Conditions" and "Basis for Issue Price" on page 80, 158 and 64 of this Draft Red Herring Prospectus respectively.

HOLDING COMPANY OF OUR COMPANY

Our company has no Holding Company as on the date of filing of this Draft Red Herring Prospectus, for further details, please see "Our Promoter and Promoter Group" on page no. 122.

SUBSIDIARY COMPANY OF OUR COMPANY

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

ASSOCIATE AND JOINT VENTURES OF OUR COMPANY

Our Company does not have any associate and joint ventures as on the date of this Draft Red Herring Prospectus.

OTHER DECLARATIONS AND DISCLOSURES

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

FUND RAISING THROUGH EQUITY OR DEBT

For details in relation to our fund-raising activities through equity and debt, please refer to the chapters titled “*Capital Structure*” beginning on page number 47 respectively, of this Draft Red Herring Prospectus.

REVALUATION OF ASSETS

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

CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT

Since the incorporation of the company, there has been no change in the activities being carried out which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

INJUNCTIONS OR RESTRAINING ORDERS

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

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

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

STRIKES AND LOCK-OUTS

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

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

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

SHAREHOLDERS' AGREEMENT

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

OTHER AGREEMENTS

Except as disclosed in the title “*Material Contracts and Documents for Inspection*” on page no. 256 as on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Draft Red Herring Prospectus.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Directors or Promoters or any other employee of our 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 our Company.

COLLABORATION AGREEMENT

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

STRATEGIC PARTNERS

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

FINANCIAL PARTNERS

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

ACQUISITION OF BUSINESS/UNDERTAKINGS

Our Company has not acquired any material business or undertaken any mergers or amalgamation or divestments of business or undertaking since incorporation preceding the date of this Draft Red Herring Prospectus, except as stated below:

1. Slump sale agreement executed on March 31, 2023 between M/s P C Jain Overseas and Grandmaa International Private Limited.

Our company has entered into a slump sale agreement dated March 31, 2023 with M/s P C Jain Overseas, a sole Proprietorship firm which was solely owned by Sh. Jaideep Jain, under the said Slump Sale Agreement our company Grandmaa International Limited has acquired the management and control of the business (including their all the assets and liabilities) of P C Jain Overseas, which is primarily engaged in manufacturing of shoe components and knitted cloth in consideration of Rs. 363,90,552.16/- .

DIVESTMENT OF BUSINESS/UNDERTAKING BY COMPANY SINCE INCEPTION YEARS.

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

NUMBER OF SHAREHOLDER OF OUR COMPANY

Our Company has 7 (Seven) shareholders as on date of this Draft Red Herring Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled “*Capital Structure*” beginning on page 47 of this Draft Red Herring Prospectus.

DETAILS OF PAST PERFORMANCE

For details of Change of management, please see chapter titled “*Our Business*” and “*Our History and Certain Corporate Matters*” on page 80 and 103 respectively of this Draft Red Herring Prospectus.

DETAILS OF FINANCIAL PERFORMANCE

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled “*Financial Statements*” beginning on page 129 of this Draft Red Herring Prospectus.

GUARANTEES GIVEN BY PROMOTER OFFERING ITS SHARES IN THE OFFER FOR SALE

This Issue is a fresh issue of Equity Shares and our Promoters is not offering his shares in this Issue.

OUR MANAGEMENT

BOARD OF DIRECTORS

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Draft Red Herring Prospectus, our Board consist of Five (5) Directors, out of which One (1) is Executive Director, two (2) are Non-Executive Director, two (2) are Non-Executive Independent Director.

Sr.No.	Name	DIN	Category	Designation
1.	Jaideep Jain	09014220	Executive	Chairman & Managing Director
2.	Seema Jain	09014221	Non- Executive	Director
3.	Bhupesh Jain	09420347	Non- Executive	Director
4.	Kajal Rai	07366983	Non- Executive	Independent Director
5.	Rita Aggarwal	09288976	Non- Executive	Independent Director

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

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
1.	<p>Mr. Jaideep Jain</p> <p>Designation: Chairman and Managing Director</p> <p>Address: B-31/1135/3A/B, Street No.2 Friends Colony, Opp Jain School, Ludhiana - Punjab 141015</p> <p>Date of Birth: 02/09/1990</p> <p>Qualification: Bachelor of Commerce from Panjab University</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: 5 years w.e.f July 24, 2023</p> <p>Date of First Appointment: December 30, 2020</p> <p>Date of Appointment as Chairman: July 24, 2023</p> <p>DIN: 09014220</p>	32	<p><u>Indian Private Limited Company</u></p> <p>1. Spotify Fashions Private Limited 2. Bimla Devi Phool Chand Jain Charitable Foundation</p> <p><u>Indian Public Limited Company</u></p> <p>1. Nil</p> <p><u>Indian Limited Liability Partnership</u></p> <p>1. Nil</p> <p><u>Indian Hindu Undivided Family</u></p> <p>1. Nil</p>

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
2.	<p>Mrs. Seema Jain</p> <p>Designation: Non- Executive Director</p> <p>Address: House No.42007, Street No. 2, Friends Colony, Jamalpur, Ludhiana – Punjab 141015</p> <p>Date of Birth: 24/04/1962</p> <p>Qualification: Matriculate</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: liable to retire by rotation</p> <p>Date of First Appointment: December 30, 2020</p> <p>DIN: 09014221</p>	61	<p><u>Indian Private Limited Company</u></p> <p>Nil</p> <p><u>Indian Public Limited Company</u></p> <p>Nil</p> <p><u>Indian Limited Liability Partnership</u></p> <p>Nil</p> <p><u>Indian Hindu Undivided Family</u></p> <p>Nil</p>
3.	<p>Mr. Bhupesh Jain</p> <p>Designation: Non - Executive Director</p> <p>Address: House No.4207, B-31/1135/3B/A, Street No.2, Friends Colony, Mundian Kalan, Ludhiana - Punjab 141010</p> <p>Date of Birth: 01/08/1983</p> <p>Qualification:</p> <ol style="list-style-type: none"> 1. Bachelor of Arts from Punjabi University, Patiala 2. Fashion Designing from National Institute of Fashion Designing, Chandigarh 3. Diploma in Business Management from The Institute of Chartered Financial Analysts of India University, Tripura <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: liable to retire by rotation</p> <p>Date of First Appointment: 23/06/2023</p> <p>DIN: 09420347</p>	40	<p><u>Indian Private Limited Company</u></p> <ol style="list-style-type: none"> 1. Spotify Fashions Private Limited 2. Receptive Sports Technologies Private Limited 3. Goldstone International Private Limited <p><u>Indian Public Limited Company</u></p> <p>Nil</p> <p><u>Indian Limited Liability Partnership</u></p> <p>Nil</p> <p><u>Indian Hindu Undivided Family</u></p> <p>Nil</p>

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
4.	<p>Ms. Kajal Rai</p> <p>Designation: Non - Executive Independent Director</p> <p>Address: Flat No – 5FF, Pakhowal Road, Prem Vihar, S.B.S Nagar, Basant Avenue, Ludhiana, Punjab - 141013</p> <p>Date of Birth: 09/03/1978</p> <p>Qualification: Company Secretary</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Term: 5 Years i.e., till August 11, 2028</p> <p>Appointed on: August 12, 2023</p> <p>DIN: 07366983</p>	45	<p><u>Indian Private Limited Company</u></p> <p>Nil</p> <p><u>Indian Public Limited Company</u></p> <p>1. Ritesh International Limited</p> <p><u>Indian Limited Liability Partnership</u></p> <p>Nil</p> <p><u>Indian Hindu Undivided Family</u></p> <p>Nil</p>
5.	<p>Ms. Rita Aggarwal</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: H.no – 32, Majithia Enclave, Near Dhillon Complex 24 No. Phatak, Patiala Punjab - 147001</p> <p>Date of Birth: 03/09/1978</p> <p>Qualification: Company Secretary</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Term: 5 Years i.e., till August 11, 2028</p> <p>Appointed on: August 12, 2023</p> <p>DIN: 09288976</p>	44	<p><u>Indian Private Limited Company</u></p> <p>Nil</p> <p><u>Indian Public Limited Company</u></p> <p>1. Marshall Machines Limited</p> <p><u>Indian Limited Liability Partnership</u></p> <p>Nil</p> <p><u>Indian Hindu Undivided Family</u></p> <p>Nil</p>

BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

Mr. Jaideep Jain, aged 32 years, is the Promoter, Chairman and Managing Director of our company. He holds the degree of Bachelor of Commerce from Punjab University, Chandigarh. He has work experience of a decade out of this he has been in textile industry for 6 years. Before the Grandmaa, Our Promoter was running business of manufacturing of shoe uppers through its sole proprietary firm under the name and style of “PC Jain Overseas” since 2017 and by virtue of his experience with this firm, he successfully implemented a new project in Grandmaa International Limited (Formerly known as Grandmaa International Private Limited). He has been actively involved in the day to day operations of the Company and is currently overseeing and controlling overall commercial operations of the Company including but not limited to formulating business strategies for business development, finance related decisions. He has been associated with the Company since its incorporation.

Ms. Seema Jain, aged 61 years, is the Non- Executive Director on the board of our company. She was originally appointed on the board w.e.f December 20, 2020 as Director of the company and further designated as non-executive director w.e.f July 15, 2023.

Mr. Bhupesh Jain, aged 40 years, is a Non – Executive Director on the board of the company. He holds the degree of Bachelor of Arts from Punjabi University, Patiala, Fashion designing from National Institute of Fashion Designing, Chandigarh, & Diploma in Business Management from the Institute of Chartered Financial Analysts of India University, Tripura. He has work experience of 15 years and has been in this industry for last about 12 years. He is engaged in import of knitting and hosiery industry machinery through his Company, M/s Goldstone International Private Limited. He has a great niche in Knitting Industry and is one of major importer and supplier of knitting machineries. His clientele includes some of the nationally reputed shoe manufacturers e.g. Campus Shoes, Relaxo Footwear, Aqualite industries, lancer Footwear etc. His association with our Company shall be immensely helpful in identifying new areas of operations and shall keep us abreast of latest innovations in the industry. He has been associated with the Company since 23.06.2023.

Ms. Kajal Rai, aged 45 years, is a Non- Executive Independent director on the board of the company. She holds the degree of Company Secretary from the Institute of Company Secretaries of India, and also holds Bachelor of Commerce from Delhi University. She has overall 12 years of industry experience, out of which served as a Company Secretary at LSE Securities Limited for 2 years. After then she set up her own Practice firm named as Kajal rai & Associates. She has expertise in various crucial aspects of corporate governance and regulatory compliance. She has been appointed on the board for the term of 5 years w.e.f. August 12, 2023.

Ms. Rita Aggarwal, aged 44 years, is a Non- Executive Independent director on the board of the company. She holds degree of Company Secretary from the Institute of Company Secretaries of India, and also holds Bachelor of Commerce from Devki Devi Jain Memorial College in Ludhiana. With 17 years of industry experience, she has established herself as an accomplished Independent Director. She currently holds the position of Independent Director at Marshall Machines Limited, a listed entity. Prior to her role as an Independent Director, Rita Aggarwal served as a Company Secretary at Bajaj Impact Sare Ltd. Her tenure at Bajaj Impact Sare Ltd allowed her to develop a deep understanding of corporate governance, legal compliance, and regulatory affairs.

Note:

None of the above-mentioned Directors are on the RBI List of willful defaulters as on the date of this Draft Red Herring Prospectus.

- 1) *None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*
- 2) *None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*

FAMILY RELATIONSHIP BETWEEN DIRECTORS

Except as stated below, none of the Directors of the Company are related to each other as per Section 2(77) of the Companies Act, 2013:

S. No.	Name of the Director	Other Director	Relationship with other Director
1	Mr. Jaideep Jain	Ms. Seema Jain	Son
		Mr. Bhupesh Jain	Brother
2	Ms. Seema Jain	Mr. Jaideep Jain	Mother
		Mr. Bhupesh Jain	Mother
3	Mr. Bhupesh Jain	Mr. Jaideep Jain	Brother
		Ms. Seema Jain	Son

Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension

None of our Directors is / was a director in any listed company during the last five years before the date of filing of this Draft Red Herring Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

Details of arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the Directors were selected as a director or member of senior management.

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

TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS

i. Executive Directors

Name	Mr. Jaideep Jain
Designation	Chairman and Managing Director
Period	5 years w.e.f. July 24, 2023
Date of approval of shareholder	August 16, 2023
Remuneration	INR 2,50,000/- P.M.
Perquisite	As per the rules of the Company

ii. Non-Executive Directors

Non-Executive Directors including Independent Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity Share capital in our Company
1.	Mr. Jaideep Jain	62,82,450	99.88%
2.	Mrs. Seema Jain	7,500	0.12%
3.	Mr. Bhupesh Jain	-	-
4.	Ms. Kajal Rai	-	-
5.	Ms. Rita Aggarwal	-	-

INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to any bodies corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Interest in promotion of Our Company

Except Promoter, none of our directors have any interest in the promotion of our Company.

Interest in the property of Our Company

Except as stated below, our directors have no interest in any property acquired or proposed to be acquired or any transaction regarding the acquisition of land, construction of buildings and supply of machinery by our Company in the preceding two years from the date of this Draft Red Herring Prospectus.

1. Agreement for Sale has been executed on July 15, 2023 between Grandmaa International Limited and our Director Mr. Jaideep Jain.

By virtue of this agreement, Mr. Jaideep Jain offered to sell and transfer the property measuring 2420 sq. yds. Situated at HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke Basti, Jodhewal Ludhiana, Punjab- 141007 India, to the Company for sale consideration of Rs. 3,44,52,030 against that 13,35,867 Equity shares of the company are issued at issue price of Rs. 25.79 Per share.

2. Slump sale agreement executed on March 31, 2023 between M/s P C Jain Overseas and Grandmaa International Private Limited.

Our company has entered into a slump sale agreement dated March 31, 2023 with M/s P C Jain Overseas, a sole Proprietorship firm which was solely owned by Sh. Jaideep Jain, Under the said Slump Sale agreement our company Grandmaa International Limited has acquired the management and control of the business (including their all the assets and liabilities) of P C Jain Overseas, which is primarily engaged in manufacturing of shoe components and knitted cloth in consideration of Rs. 363,90,552.16.

Interest in the business of Our Company

Save and except as stated otherwise in Related Party Transaction in the chapter titled “*Financial Information*” beginning on page number 129 of this Draft Red Herring Prospectus, Our Directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Details of Service Contracts

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

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

Bonus or Profit-Sharing Plan for the Directors

There is no bonus or profit-sharing plan for the Directors of our Company.

Contingent and Deferred Compensation Payable to Directors

No Director has received or is entitled to any contingent or deferred compensation.

Other Indirect Interest

Except as stated in chapter titled – “*Financial Information*” beginning on page 129 of this Draft Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our directors.

Borrowing Power of the Board

The Board of Directors are vested with the power to borrow, pursuant to Section 179(3)(d) of Companies Act 2013. However, pursuant to Section 180(1)(c) Companies Act, 2013 and the rules made thereunder that any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company and free reserve, the approval of shareholders by way of Special Resolution will be required. The company has passed a special resolution dated July 10, 2023 for approval of borrowing limits not exceeding Rs. 100 crores only.

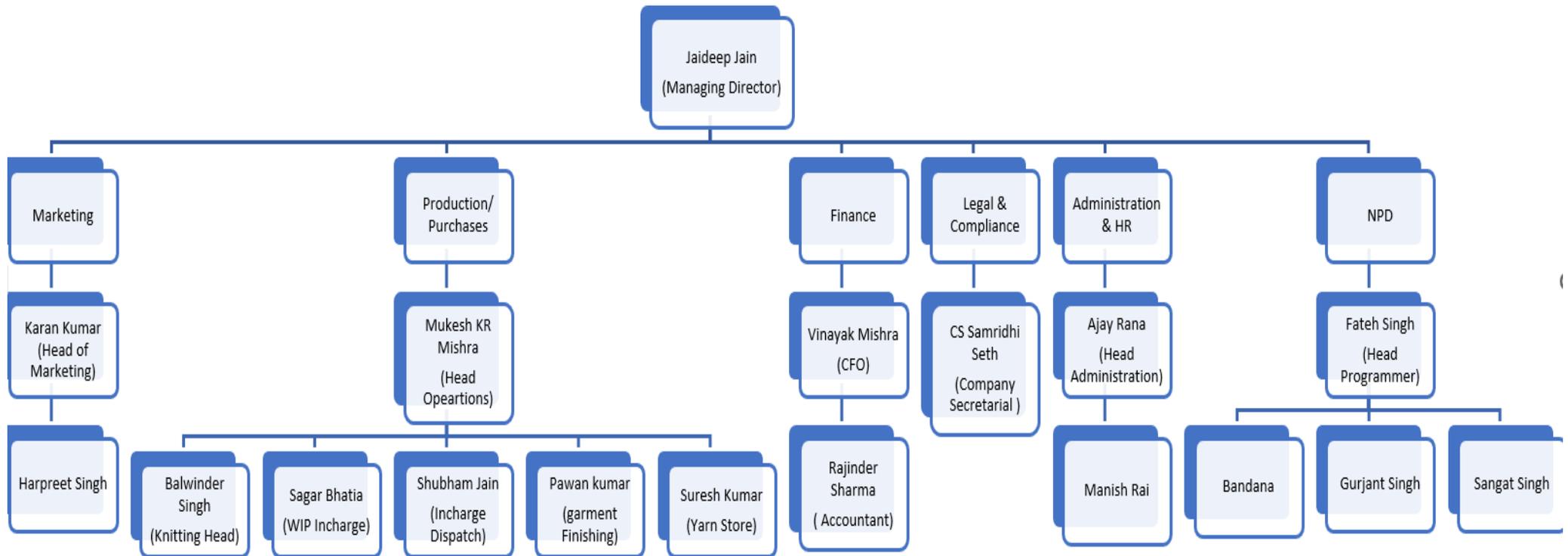
Changes in The Board for the Last Three Years

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

Name of Director	Date of Event	Reason for Change
Mr. Bhupesh Jain	June 23, 2023	Appointment as Non- Executive Director
Mr. Jaideep Jain	July 24, 2023	Re- designation as Chairman & Managing director
Ms. Seema Jain	July 15, 2023	Change in designation from executive to Non – Executive Director
Ms. Kajal Rai	August 12, 2023	Appointment as Non-Executive Independent Director
Ms. Rita Aggarwal	August 12, 2023	Appointment as Non- Executive Independent Director

Management Organization Structure

Organizational Chart



CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Draft Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors, woman director on our Board, constitution of an Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated August 12, 2023 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Draft Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Kajal Rai	Chairperson	Non-Executive Independent Director
Ms. Rita Aggarwal	Member	Non-Executive Independent Director
Mr. Jaideep Jain	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

1. Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors on any significant findings and follow up thereon.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

The Audit Committee enjoys following powers:

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at-least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on August 12, 2023. As on the date of this Draft Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Rita Aggarwal	Chairman	Non - Executive independent Director
Ms. Kajal Rai	Member	Non - Executive Independent Director
Ms. Seema Jain	Member	Non – Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been formed by the Board of Directors, at the meeting held on August 12, 2023. As on the date of this Draft Red Herring Prospectus the Stakeholders Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Kajal Rai	Chairman	Non-Executive Independent Director
Ms. Rita Aggarwal	Member	Non-Executive Independent Director
Mr. Jaideep Jain	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

This Committee supervises all grievances of Shareholders and Investors and its terms of reference include the following:

1. Allotment and listing of our shares in future.
2. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
4. Reference to statutory and regulatory authorities regarding investor grievances;
5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;

6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Stakeholders Relationship Committee is required to meet at-least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE.

KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

Name	Mr. Jaideep Jain
Designation	Chairman and Managing Director
Date of Appointment	December 20, 2020 (since incorporation)
Expiration of Term	5 years w.e.f. July 24, 2023
Qualification	Bachelor of Commerce
Previous Employment	Not Applicable
Overall Experience	Having Experience of 10 Years and has been in this industry for last 6 Years.
Remuneration paid in F.Y. 2022-23)	Rs. 6,75,000/-

Name	Mr. Vinayak Mishra
Designation	Chief Financial Officer
Date of Appointment	July 15, 2023
Qualification	Bachelor of Commerce
Previous Employment	India Shelter Home Loans
Overall Experience	Having more than 25 years of experience in Banking, Non-Banking, Telecom Environment for
Remuneration paid in F.Y. 2022-23	N.A

Name	Ms. Samridhi Seth
Designation	Company Secretary & Compliance Officer
Date of Appointment	August 07, 2023
Qualification	Company Secretary
Previous Employment	Pentagon Aluminium Co Pvt Ltd
Overall Experience	Having more than 8 years of Experience in the secretarial field.
Remuneration paid in F.Y. 2022-23	N.A

Notes:

- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any

of the above-mentioned personnel was selected as a director or member of senior management.

- None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

Family Relationship Between Key Managerial Personnel

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

Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

Contingent and Deferred Compensation Payable to Key Managerial Personnel

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

Shareholding of the Key Managerial Personnel

Except Mr. Jaideep Jain who is holding 62,82,450 Equity Shares of the Company, none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Interest of Key Managerial Personnel

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Changes in Our Company's Key Managerial Personnel During the Last three Years

Following have been the changes in the Key Managerial Personnel during the last three years:

Sr. No.	Name of KMP	Date of Change	Reason
1.	Mr. Jaideep Jain	July 24, 2023	Re- designation as Chairman & Managing Director
2.	Mr. Vinayak Mishra	July 15, 2023	Appointment as Chief Financial Officer
3.	Ms. Shruti Gupta	August 04, 2023	Appointment of Company Secretary
4.	Ms. Shruti Gupta	August 07, 2023	Cessation of Company Secretary
5.	Ms. Samridhi Seth	August 07, 2023	Appointment as Company Secretary and Compliance Officer

Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

Scheme of Employee Stock Options or Employee Stock Purchase

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

Loans to Key Managerial Personnel

There are no loans outstanding against the key managerial personnel other than the loan mentioned in the chapter – “Restated Financial Statement” page no. 129.

Payment of Benefits to Officers of Our Company (Non-Salary Related)

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “*Financial Information*” and the chapter titled “*Our Business*” beginning on pages 129 and 80 of this Draft Red Herring Prospectus, we have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Red Herring Prospectus.

RETIREMENT BENEFITS

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

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OUR PROMOTERS AND PROMOTER GROUP

OUR INDIVIDUAL PROMOTER:

1. Mr. Jaideep Jain

DETAILS OF OUR INDIVIDUAL PROMOTER

	<p>Mr. Jaideep Jain, aged 32 years, is the Promoter, Chairman and Managing Director of our company. He holds the degree of Bachelor of Commerce from Punjab University, Chandigarh. He has work experience of a decade out of this he has been in textile industry for 6 years. Before the Grandmaa, Our Promoter was running business of manufacturing of shoe uppers through its sole proprietary firm under the name and style of “PC Jain Overseas” since 2017 and by virtue of his experience with this firm, he successfully implemented a new project in Grandmaa International Limited (Formerly known as Grandmaa International Private Limited). He has been actively involved in the day-to-day operations of the Company and is currently overseeing and controlling overall commercial operations of the Company including but not limited to formulating business strategies for business development, finance related decisions. He has been associated with the Company since its incorporation.</p>
Particulars	Details
Permanent Account Number	APQPJ8005H

Our Company confirms that the permanent account number, bank account number, Passport number, Aadhar Card and driving license of our promoter, shall be submitted to the BSE at the time of filing this Draft Red Herring Prospectus.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018 includes the following persons:

a. Individual Promoter

The natural persons who are part of our Promoter Group (due to the relationship with our Promoter), other than the Promoter named above are as follows:

Sr. No.	Relationship	Mr. Jaideep Jain
1.	Father	Hazari Lal Jain
2.	Mother	Seema Jain
3.	Spouse	Esha Jain
4.	Brother	Bhupesh Jain Hitesh Jain
5.	Sister	NA
6.	Son	Dhairya Jain
7.	Daughter	Tripti Jain
8.	Spouse Father	Raj Kumar Jain
9.	Spouse Mother	Saroj Rani
10.	Spouse Brother	Vassu Jain
11.	Spouse Sister	Sonia Jain

4. Companies and proprietorship firms forming part of our Promoter Group are as follows:

Relationship with Promoter	Individual Promoter
	Mr. Jaideep Jain
Any company in which 20% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relatives is a member	<ol style="list-style-type: none"> 1. Goldstone International Private Limited 2. Receptive Sports Technologies Private Limited 3. Spotify Fashions Private Limited 4. Bimla Devi Phool Chand Jain Charitable Foundation
Any company in which a company (mentioned above) holds 20% of the total holding	NA
Any HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 20% of the total holding	<ol style="list-style-type: none"> 1. Goldstone International 2. J J Sports Knitfab 3. Magan Agro Chemical 4. Magan Enterprises

OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar and Passport Number of the Promoters will be submitted to the SME Platform of BSE, where the securities of our Company are proposed to be listed at the time of submission of Draft Red Herring Prospectus.

Our Promoters have confirmed that they have not been identified as willful defaulters.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

COMMON PURSUITS OF OUR PROMOTERS

None of the Promoter Group Entity is having business objects similar to our business as mentioned in the Chapter “Our Group Entities” beginning on page 125 of the Draft Red Herring Prospectus except the below mentioned Promoter Group Entities:

INTEREST OF THE PROMOTERS

Interest in the promotion of Our Company

Our Promoter Mr. Jaideep Jain may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, Our Promoter may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner.

Interest in the property of Our Company

Except as stated below, our Promoter do not have any interest in any property acquired by our Company in last two years or proposed to be acquired by our Company.

1. Agreement for Sale has been executed on July 15, 2023 between Grandmaa International Limited and our Promoter Mr. Jaideep Jain.

By virtue of this agreement, Mr. Jaideep Jain offered to sell and transfer the property measuring 2420 sq. yds. Situated at HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke Basti, Jodhewal Ludhiana, Punjab- 141007 India, to the Company for sale consideration of Rs. 3,44,52,030 against that 13,35,867 Equity shares of the company are issued at Issue Price of Rs. 25.79 Per share.

2. Slump sale agreement executed on March 31, 2023 between M/s P C Jain Overseas and Grandmaa International Private Limited.

Our company has entered into a slump sale agreement dated March 31, 2023 with M/s P C Jain Overseas, a sole Proprietorship firm which was solely owned by our Promoter Mr. Jaideep Jain, Under the said Slump Sale agreement our company Grandmaa International Limited has acquired the management and control of the business (including their all the assets and liabilities) of P C Jain Overseas, which is primarily engaged in manufacturing of shoe components and knitted cloth in consideration of Rs. 363,90,552.16.

Interest as Member of our Company

As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter Group together hold 62,89,980 (100%) Equity Shares of our Company and are therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company, our Promoter does not hold any other interest in our Company.

Payment Amounts or Benefit to Our Promoter during the Last Two Years

No payment has been made or benefit given to our Promoter in the two years preceding the date of this Draft Red Herring Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Statements' and 'Capital Structure' on page 108, 129 and 47 respectively of this Draft Red Herring Prospectus. Further as on the date of this Draft Red Herring Prospectus, there is no bonus or profit - sharing plan for our Promoter.

CONFIRMATIONS

For details on litigations and disputes pending against the Promoter and defaults made by them including violations of securities laws, please refer to the section titled "Outstanding Litigation and Material Developments" on page 169 of this Draft Red Herring Prospectus. Our Promoter have not been declared a willful defaulter by the RBI or any other governmental authority.

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OUR GROUP ENTITIES

As per definition of group companies as per Sections 2(1)(t) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 shall include (i) the companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements during any of the last three Fiscals in respect of which the Restated Financial Information is included in this Draft Red Herring Prospectus; and (ii) such other companies as are considered material by the Board. Our Board considered the below mentioned companies as material, pursuant to which the following entities are identified as Group Entities of our Company-

- **GOLDSTONE INTERNATIONAL PRIVATE LIMITED**

Except as stated below, there is no company which is considered material by the Board of Directors of our Company to be identified as Group Company. No equity shares of our group entities are listed on any of the stock exchange and they have not made any public or rights issue of securities in the preceding three years.

1. GOLDSTONE INTERNATIONAL PRIVATE LIMITED

Corporate Information

Goldstone International Private Limited was incorporated on April 26, 2022 under Companies Act, 2013. The registered office of the company is situated at B-25, 1284/96A, Sunder Nagar, Ludhiana, Punjab 141007. The Corporate Identification Number is U29309PB2022PTC055765.

Main Object of the Company

To import, purchase or otherwise acquire, install, work, alter, improve, prepare for market, hold, use or develop and sell on hire purchase or on any other basis and on such terms and conditions as the Directors of the Company may deem necessary and desirable, all types of machinery and plants, patented or otherwise, apparatus, appliances, tools and components, spares and accessories which may be used for all or any of the objects of the Company which may in the opinion of the Directors be conveniently combined with any or all objects of the Company.

Board of Director

The Directors of Goldstone International Private Limited as on March 31st 2023 are as follows:

Name	Designation
Mr. Bhupesh Jain	Director
Mr. Abhishek Jain	Director

Capital Structure and Shareholding Pattern

As on March 31st, 2023, the authorized share capital of the Company is Rs 3,00,00,000/- (30,00,000 Equity shares of Rs.10/- each). The paid-up share capital Rs.1, 00,000/- (10,000 Equity shares of Rs.10/- each).

The Shareholding Pattern of Goldstone International Private Limited as on March 31st, 2023 is as follows:

Name of shareholder	No. of Equity Shares Held	Percentage of Shareholding
Mr. Bhupesh Jain	5,000	50%
Mr. Abhishek Jain	5,000	50%
TOTAL	10,000	100%

Financial Information

Since our company was incorporated on April 26, 2022, we have not yet finalized the financials for the year ending 2023.

CONFIRMATION

Our Promoter and persons forming part of Promoter Group have confirmed that they have not been declared as willful

defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the group entities have negative net worth as on the date of this Draft Red Herring Prospectus.

Further, our company or our group entity or any entity promoted by the promoters, has not been in default in payment of listing fees to any stock exchange in the last three years or has not been delisted or suspended in the past and not been proceeded against by SEBI or other regulatory authority in connection with investor related issues or otherwise.

INTEREST OF OUR GROUP ENTITIES

None of our Group Entities are interested in the promotion of our Company. Except as disclosed in the section titled “Restated Financial Statements” beginning on page 129 of the Draft Red Herring Prospectus and to the extent of their shareholding in our Company, our Group Entities do not have any other interest in our Company.

SICK COMPANIES / WINDING UP

No Promoter Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985. There are no winding up proceedings against any of the Promoter Group Entities.

LITIGATION

For details on litigations and disputes pending against the Promoters and Promoter Group entities and defaults made by them, please refer to the chapter titled, ‘Outstanding Litigations and Material Developments’ beginning on page 169 of this Draft Red Herring Prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

None of our Promoters have disassociated themselves from any of the companies / partnership firms during preceding three years.

SALES / PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES

There is no sale purchase between our Company and Group Entities except as mentioned in Annexure VIII Related Party Disclosures under the chapter titled “Financial Statement” beginning on page 129 of this Draft Red Herring Prospectus.

COMMON PURSUITS

There are no common pursuits among our Company and Group Entities or any objects similar to that of our Company’s business

RELATED PARTY TRANSACTION

For details on related party transaction of our Company, please refer to Note 33 of Restated Financial statement beginning on page 129 of this Draft Red Herring Prospectus.

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DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the record date are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.

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SECTION IX- FINANCIAL STATEMENTS

RESTATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT ON RESTATED STANDALONE FINANCIAL STATEMENTS OF GRANDMAAINTERNATIONAL LIMITED

The Board of Directors

Grandmaa International Limited (Formerly known as Grandmaa International Private Limited) (“Company”)

HB No. 65, Backside Government School, Village Khwazke, Rahon Road, Ludhiana 141007

Independent Auditor’s Examination Report on Restated Financial Statements in connection with the proposed Initial Public Offering on SME Platform (“IPO” or “SME IPO”) of Grandmaa International Limited (Formerly known as Grandmaa International Private Limited)

Dear Sirs,

1. This report is issued in accordance with the terms of our agreement dated August 11, 2023.
2. We have examined, the attached Restated Financial Statements, expressed in Indian Rupees of Grandmaa International Limited (Formerly known as Grandmaa International Private Limited) (the “**Company**” or the “**Issuer**”), comprising:
 - a. the “Restated Statement of Assets and Liabilities” as at March 31, 2023, March 31, 2022 and March 31, 2021;
 - b. the “Restated Statement of Profit and Loss” for years ended March 31, 2023, March 31, 2022 and March 31, 2021;
 - c. the “Restated Statement of Cash Flows” for years ended March 31, 2023, March 31, 2022 and March 31, 2021; and
 - d. the “Notes to the Restated Financial Statements” for years ended March 31, 2023, March 31, 2022 and March 31, 2021;

(hereinafter together referred to as the the “Restated Financial Statements”), as approved by the Board of Directors of the Company at their meeting held on August 14, 2023 for the purpose of inclusion in the Red Herring Prospectus (“RHP”)/ Prospectus prepared by the Company in connection SME IPO of NSE Limited (“NSE”).

3. These restated summary statements have been prepared in accordance with the requirements of
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") as amended from time to time;
 - b) Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the “SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (the “SEBI”) ; and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

Management’s Responsibility for the Restated Financial Statements

4. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the Red Herring Prospectus/ Prospectus to be filed with Securities and Exchange Board of India (“SEBI”), SME Platform and Registrar of Companies, where the equity shares of the Company are proposed to be listed (“**Stock Exchanges**”), in connection with the proposed IPO. The Restated Financial Statements have been prepared by the Management of the Company in accordance with the basis of preparation stated in Note 2 forming part of ‘Significant Accounting Policies’ of the Restated Financial Statements.

The Board of Directors of the Company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The Board of Directors of the Company are also responsible for identifying and ensuring that the Company complies with the Act, the ICDR Regulations and the Guidance Note.

Auditor’s Responsibilities

5. We have examined such Restated Financial Statements taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 11, 2023 in connection with the proposed SME IPO of equity shares of the Company;

- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO of equity shares of the Company.
6. These Restated Financial Statements have been compiled by the Company's management from:
- Audited Financial Statements of the Company as at and for years ended March 31, 2022, March 31, 2021 and March 31, 2020, prepared in accordance with the IGAAP which has been approved by the Board of Directors at their meeting held on August 07, 2023, September 24, 2022 and November 28, 2021 respectively.
7. For the purpose of our examination, we have relied on:
- Auditors' Report issued by us, dated August 07, 2023 and Auditors' Report issued by M/s Vijay Sanjeev & Associates, Chartered Accountants dated September 24, 2022 and November 28, 2021 on the financial statements of the Company as at and for the years ended March 31, 2022, March 31, 2021 and March 31, 2020 respectively, as referred in Paragraph 6 above.

Opinion

8. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Statements:
- a) have been prepared after incorporating adjustments for the change in accounting policies, material errors and regrouping / reclassifications, if any, retrospectively in the financial years ended March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the Year ended March 31, 2023 ;
 - b) does not contain any qualifications requiring adjustments.
 - c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.
9. The Restated Financial Statements does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 6 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Restriction on Use

12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For K R AGGARWAL & ASSOCIATES

Chartered Accountants

ICAI Firm Registration No.: 030088N

Kanika Aggarwal

Partner

Membership No.: 539337 UDIN: 23539337BGTQVH8643

Place: Ludhiana

Date: 14-August-2023

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹'000)

I. EQUITY AND LIABILITIES	Note No.	As At 31-03-2023	As At 31-03-2022	As At 31-03-2021
(1) Shareholders funds				
(a) Share Capital	3	34,900.00	100.00	100.00
(b) Share Application Money Pending Allotment		-	24,800.00	-
(c) Reserves and Surplus	4	55,125.39	6,437.99	(6.55)
(2) Non-Current Liabilities				
(a) Long-Term Borrowings	5	84,419.62	43,144.34	5,016.48
(b) Deferred Tax Liability	6	1,625.53	999.82	-
(3) Current Liabilities				
(a) Short-Term Borrowings	7	69,026.00	23,429.01	-
(b) Trade Payables	8	10,064.13	35,264.32	37.76
(c) Other Current Liabilities	9	76,748.44	10,879.18	7.79
TOTAL		3,31,909.10	1,45,054.66	5,155.48
II. ASSETS				
(1) Non-Current Assets				
(a) Fixed Assets				
(i) Tangible Assets less Depreciation	10	1,12,245.20	69,673.87	-
(ii) Intangible Assets		-	-	-
(b) Capital Work in Progress		698.32	-	-
(c) Long-Term Loans and Advances	11	1,457.17	1,457.17	21.24
(2) Current Assets				
(a) Inventories	12	65,884.80	20,654.68	-
(b) Trade Receivables	13	95,624.43	41,636.75	39.65
(c) Cash and Cash Equivalents	14	13,378.11	299.36	5,078.52
(d) Short-Term Loans and Advances	15	42,612.01	11,318.41	-
(e) Other Current Assets	16	9.07	14.42	16.07
TOTAL		3,31,909.10	1,45,054.66	5,155.48

Significant Accounting Policies

2

As per report of even date see accompanying notes to financial statement

For K R Aggarwal & Associates
Chartered Accountants
FRN: 030088N

For and on behalf of the board,
Grandmaa International Limited
(Formerly Known as Grandmaa International Pvt. Ltd.)

Kanika Aggarwal
Partner
Membership No. 539337
UDIN: 23539337BGTQVH8643

Jaideep Jain Managing Director
DIN: 09014220

Seema Jain Director
DIN: 09014221

Place: Ludhiana
Date: 14.08.2023

Vinayak Mishra Chief Financial Officer
PAN: ALDPM3259P

Samridhi Seth Company Secretary
PAN: EXOPS1756L

RESTATED STATEMENT OF PROFIT AND LOSS

(Amt in ₹'000)

INCOME	Note No.	As At 31-03-2023	As At 31-03-2022	As At 31-03-2021
I. Revenue from Operations	17	2,79,275.95	1,07,412.69	33.60
II. Other Income	18	2,367.01	-	-
Total Revenue (I + II)		2,81,642.96	1,07,412.69	33.60
IV.EXPENSES				
Cost of Materials Consumed	19	2,07,866.38	89,364.44	32.00
Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade	20	(4,994.05)	(11,634.48)	-
Employee Benefits Expense	21	10,795.72	4,448.23	-
Finance Costs	22	8,567.02	2,201.51	-
Misc. Expenditure w/o during the year	17	3.30	1.65	0.41
Depreciation and Amortization Expense	10	6,832.59	4,455.32	-
Other Expenses	23	16,006.77	10,939.27	7.74
Total Expenses		2,45,077.72	99,775.93	40.15
V.Profit Before Tax (III- IV)		36,565.23	7,636.76	(6.55)
VI.Exceptional/Extra Ordinary Items		-	-	-
VII. Profit Before Tax (V- VI)		36,565.23	7,636.76	(6.55)
VIII. Tax Expense:				
(1) Current Tax		5,482.62	192.41	-
(2) Deferred Tax		664.16	999.82	-
IX Profit (Loss) for the Year from Continuing Operations (VII - VIII)		30,418.45	6,444.54	(6.54)
X Previous Year Provisions / Adjustments		36.39	-	-
XI Profit (Loss) for the Year		30,454.85	6,444.54	(6.54)
XII Earnings per Equity Share (face value of Rs. 10/- each):				
Basic Earning Per Share		8.73	64.45	(0.07)
Diluted Earning Per Share		11.91	64.45	(0.07)

Significant Accounting Policies

2

As per report of even date see accompanying notes to financial statement

For K R Aggarwal & Associates
Chartered Accountants
FRN: 030088N

For and on behalf of the board,
Grandmaa International Limited
(Formerly Known as Grandmaa International Pvt.Ltd.)

Kanika Aggarwal
Partner
Membership No. 539337
UDIN:
23539337BGTQVH8643

Jaideep Jain Managing Director
DIN: 09014220

Seema Jain Director
DIN: 09014221

Vinayak Mishra Chief Financial Officer
PAN: ALDPM3259P

Samridhi Seth Company Secretary
PAN: EXOPS1756L

Place: Ludhiana
Date: 14.08.2023

RESTATED CASH FLOW STATEMENT

(Amount in ₹ '000)

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
A. Cash flow from operating activities			
Net profit before tax	36,565.23	7,636.76	(6.55)
Adjustment for :			
Depreciation and amortization	6,832.59	4,455.32	-
Interest and finance charges	8,567.02	2,201.51	-
Subsidy Received	(2,302.51)		
Earlier Year Provisions	(2.06)		
Interest income received	(64.50)	-	-
Expenses for Authorised Capital	(187.50)		
Operating profit before working capital changes	49,408.27	14,293.58	(6.55)
Adjustment for :			
(Decrease)/Increase in current and other liabilities	65,869.26	10,871.40	7.79
(Decrease)/Increase in trade payables	(25,200.19)	35,226.56	37.76
(Increase)/decrease in Loans & advances Assets	-	(1,435.93)	(21.24)
(Increase)/decrease in trade receivables	(53,987.68)	(41,597.10)	(39.65)
(Increase)/decrease in Inventories	(45,230.12)	(20,654.68)	-
(Increase)/decrease in short-term loans and advances, other non current asset	(31,288.24)	(11,316.76)	(16.07)
Cash generated/(used in) from operations	(40,428.70)	(14,612.94)	(37.96)
Adjustment for :			
Income tax paid (Net of refund)	(5,482.62)	(192.41)	
Net cash flow generated / (used in) from operating activities (A)	(45,911.32)	(14,805.34)	(37.97)
B. Cash flow from investing activities			
Purchase of property plant & equipment & intangible (net of capital advance)	49,403.92	74,129.19	-
Capital Work in Progress	698.32	-	-
Capital Subsidy Received	(20,722.56)	-	-
Interest income received	(64.50)	-	-
Net cash flow generated from Investing activities (B)	(29,315.17)	(74,129.19)	-
C. Cash flow from financing activities			
Amount of Equity Capital Introduced	10,000.00	24,800.00	100.00
Proceeds from short term borrowing	45,596.99	23,429.01	-
Increase of long term borrowings	41,275.28	38,127.86	5,016.48
Finance charges paid	(8,567.02)	(2,201.51)	-
Net cash flow used in financing activities (C)	88,305.24	84,155.36	5,116.48
Net increase/(decrease) in cash and cash equivalents (A+B+C)	13,078.75	(4,779.17)	5,078.51
Cash and cash equivalents at beginning of the year	299.36	5,078.52	-
Cash and cash equivalents at the end of the year	13,378.11	299.36	5,078.51
Components of closing cash and cash equivalents			
	For the year ended March 31, 2023	As at March 31, 2022 Rs. In Lakhs	As at March 31, 2021 Rs. In Lakhs
Balance with banks in current accounts	12,929.88	26.48	5,078.52
Cheques in hand	-	-	-
Cash in hand as certified by management	448.23	272.88	-
Fixed deposits having maturity of less than 3 months	-	-	-
	13,378.11	299.36	5,078.52

As per our report of even date

For K R Aggarwal & Associates
Chartered Accountants
FRN: 030088N

Kanika Aggarwal
Partner
Membership No. 539337
UDIN:
23539337BGTQVH8643

Place: Ludhiana
Date: 14.08.2023

For and on behalf of the board,
Grandmaa International Limited
(Formerly Known as Grandmaa International Pvt.Ltd.)

Jaideep Jain Managing Director **Seema Jain Director**
DIN: 09014220 **DIN: 09014221**

Vinayak Mishra Chief Financial Officer **Samridhi Seth Company Secretary**
PAN: ALDPM3259P **PAN: EXOPS1756L**

Notes forming part of the financial statements

Note No.1: Corporate Information

Grandmaa International Private Limited, is a private limited company incorporated on 30.12.2020 and is having its registered office at HB No.65, Backside Govt School, Rahon Road, Village Khawazke, Ludhiana (PB) – 141007.

CIN of the Company is U17299PB2020PLC052529.

Note No. 2 - Significant Accounting Policies

I. Basis of preparation of Restated Financial Statements

The restated financial statements of the Company comprise financial statement for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 that had been previously prepared and audited as per the requirements of Companies Act, 2013 and now restated as per the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the SEBI ICDR Regulations) issued by the Securities and Exchange Board of India (SEBI) on September 11, 2018 as amended from time to time.

These statements have been prepared by the Management for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") / Red Herring Prospectus ('RHP') / Prospectus in connection with its proposed initial public offering of equity shares.

The Restated Financial Information have been compiled by the Management from:

Financial Statements of the Company as at and for years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the IGAAP which has been approved by the Board of Directors at their meeting held on August 12, 2023, and respectively.

The Restated Financial Information have been prepared to contain information / disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

- i) Adjustments to the profits or losses of the earlier years for the changes in accounting policies if any to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years and of material errors, if any:
Adjustments for reclassification / regroupings of the corresponding items of income, expenses, assets and liabilities
- ii) retrospectively in the years ended March 31, 2023, March 31, 2022 and March 31, 2021 and the requirements of the SEBI Regulations, if any; and
- iii) The resultant impact of tax due to the aforesaid adjustments, if any.

II. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions considered in the reported amounts of the assets and liabilities as of the date of the financial statements, Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from these estimates.

III. Revenue recognition

Revenue is recognised when it is realised or realisable and earned. Revenue is considered as realised or realisable and earned when it has persuasive evidence of an arrangement, delivery has occurred, the sales price is fixed or determinable and collectability is reasonably assured.

Revenue in respect of arrangements made for rendering services over a specific contractual term is recognised on a straight-line basis over the contractual term of the arrangement. In respect of arrangements which provide for an upfront payment followed by additional payments as certain conditions are met (milestone payments), the amount of revenue recognised is based on the services delivered in the period as stated in the contract. In respect of arrangements where fees for services rendered are success based (contingent fees), revenue is recognised only when the factor(s) on which the contingent fees is based actually occur.

IV. Borrowing cost

In respect of fixed asset, borrowing costs attributable to assets are capitalised up to the date of installation and erection. All borrowing costs subsequent to installation & erecting are charged to the Profit and Loss Account in the period in which such costs are incurred.

V. Fixed Assets and Depreciation/Amortisation

a. Tangible fixed assets:

Tangible fixed assets acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost includes the purchase price (excluding refundable taxes) and expenses, such as delivery and handling costs, installation, legal services and consultancy services, directly attributable to bringing the asset to the site and in working condition for its intended use.

Depreciation on tangible fixed assets is computed as under:

The Company has Calculated the Depreciation on the basis of useful life of Fixed Assets as per Schedule II of the Companies Act, 2013.

b. Intangible assets and amortisation

Company does not own any Intangible Asset during the year under review.

c. Impairment of assets

The carrying values of assets of the Company's cash-generating units are reviewed for impairment annually or more often if there is an indication of decline in value. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognised, if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on appropriate discount factor.

VI. Investments

Company has not made any investment during the year under review.

VII. Foreign Currency Transactions

a. Transactions in foreign currencies are translated to the reporting currency based on the exchange rate on the date of the transaction. Exchange difference arising on settlement thereof during the year is recognised as income or expenses in the Profit and Loss Account.

VIII. Employee Benefits

Employee benefits are recognised as an expense at the undiscounted amount to be paid over the period of services rendered by the employees to the Unit.

IX. Taxes on Income

a. Taxes include taxes on income, adjustment attributable to earlier periods and changes in deferred taxes. Taxes are determined in accordance with enacted tax regulations and tax rates in force and in the case of deferred taxes at rates that have been substantively enacted.

b. Deferred tax is calculated to correspond to the tax effect arising when final tax is determined. Deferred tax corresponds to the net effect of tax on all timing differences, which occur as a result of items being allowed for income tax purposes during a period different from when they are recognised in the financial statements.

c. Deferred tax assets are recognised with regard to all deductible timing differences to the extent that it is probable that taxable profit will be available against which deductible timing differences can be utilised. When the Group's entities carry forward unused tax losses and unabsorbed depreciation, deferred tax assets are recognised only to the extent there is virtual certainty backed by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised.

d. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced by the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or a part of the aggregate deferred tax asset to be utilised.

X. Provisions, Contingent Liabilities and Contingent Assets

a. A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an

outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

- b. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the Balance Sheet date.
- c. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
- d. Contingent liabilities are not recognised but are disclosed in the notes to the financial statement.
- e. A contingent asset is neither recognised nor disclosed.

XI. Segment Reporting

- a. Segment revenues, expenses, assets and liabilities are identified to segments on the basis of their relationship to the operating activities of the Segment.
- b. Revenue, expenses, assets and liabilities, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, are included under “Unallocated Revenue/Expenses/Assets/Liabilities”.

XII. Related Party Disclosures

Information Related to Relating Party Transaction as per Accounting Standard-18 issued by Institute of Chartered Accountants of India is given below:

Related Parties where transaction done

Transaction with Other Related Parties, Key Management and their relatives:

During FY 2022-23

(Amount in ₹'000)

Name of the Party	Nature of Relationship	Nature of Transaction	Current Year	Previous Year
JAIDEEP JAIN	KMP	DIRECTOR REMUNERATION	675.00	1200.00
SEEMA JAIN	KMP	DIRECTOR REMUNERATION	600.00	600.00
JAIDEEP JAIN	KMP	RENT (inc. Advance)	3193.25	3000.00
GOLDSTONE INTERNATIONAL	ASSOCIATE CONCERN	PURCHASES	2870.21	14768.81
GOLDSTONE INTERNATIONAL	ASSOCIATE CONCERN	SALES	3.87	0.00
GOLDSTONE INTERNATIONAL PVT LTD	ASSOCIATE CONCERN	PURCHASES	9203.87	0.00
GOLDSTONE INTERNATIONAL PVT LTD	ASSOCIATE CONCERN	SALES	1883.44	0.00
PC JAIN OVERSEAS	ASSOCIATE CONCERN	PURCHASES	0.00	2581.82

During FY 2021-22

(Amount in ₹'000)

Name of the Party	Nature of Relationship	Nature of Transaction	Current Year	Previous Year
JAIDEEP JAIN	KMP	DIRECTOR REMUNERATION	1200.00	0.00
SEEMA JAIN	KMP	DIRECTOR REMUNERATION	600.00	0.00
JAIDEEP JAIN	KMP	RENT	3000.00	0.00
GOLDSTONE INTERNATIONAL	ASSOCIATE CONCERN	PURCHASES	14768.81	0.00
PC JAIN OVERSEAS	ASSOCIATE CONCERN	PURCHASES	2581.82	32.00

During FY 2020-21

(Amount in ₹'000)

Name of the Party	Nature of Relationship	Nature of Transaction	Current Year	Previous Year
PC JAIN OVERSEAS	ASSOCIATE CONCERN	PURCHASES	33.60	0.00

XIII. ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III TO THE COMPANIES ACT, 2013

- i) The title deeds, of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements are held in the name of the Company as at the Balance Sheet date.
- ii) The Company has not revalued its Property, Plant and Equipment during the Financial Years 2022-23, 2021-22 and 2020-21
- iii) The Company has during the Financial Years 2022-23, 2021-22 and 2020-21, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage of the total Loan and Advances in the nature of loan
Related Party	Nil	Nil

- iv) Capital Work-in-Progress (CWIP) aging schedule

(Amount in ₹'000)

CWIP	Amount in CWIP for a period of				As at 31st March, 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	698.32	NIL	NIL	NIL	NIL

CWIP	Amount in CWIP for a period of				As at 31st March, 2022
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	NIL	NIL	NIL	NIL	NIL

CWIP	Amount in CWIP for a period of				As at 31st March, 2021
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	NIL	NIL	NIL	NIL	NIL

There is no any CWIP project, whose completion is overdue or has exceeded its cost compared to its original plan.

- v) There is no intangible assets under development.
- vi) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- vii) The Company has borrowings from the State Bank of India against the security of Current Assets:

(Amount in ₹'000)

QTR Ending 31 st March 2023	Nature of Asset	Amount as per Stock and Book Debts Statements	As per Book of accounts year ended	Amount of Difference	Reasons for Discrepancies
As at 31.03.2023	Trade Receivable	91,254.12	91,173.18	80.94	IMMATERIAL DEVIATION

	Trade Payable	9,697.80	9,697.80	0.00	IMMATERIAL DEVIATION
	Inventory	35,221.00	35,518.00	-297.00	IMMATERIAL DEVIATION
As at 31.03.2022	Trade Receivable	41,637.00	41,221.00	416.00	IMMATERIAL DEVIATION
	Trade Payable	35,264.00	35,410.00	(146.00)	IMMATERIAL DEVIATION
	Inventory	20,809.68	20,654.68	155.00	IMMATERIAL DEVIATION
As at 31.03.2021	Trade Receivable	-	-	-	NA
	Trade Payable	-	-	-	NA
	Inventory	-	-	-	NA

Besides above, the company is not in practice of valuing inventories and preparing Financial Statements on quarterly basis. So, the reconciliation of Inventories as submitted to banks in quarterly returns and inventories as per the books of accounts for the first three quarters of the year is not available and disclosed

- viii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- ix) The Company has not entered any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- x) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.
- xi) The Company does not have any layer as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.

xii) KEY FINANCIAL RATIOS

Ratios	Numerator	Denominator	FY 2022-23	FY 2021-22	FY 2020-21
Current ratio	Current Assets	Current Liabilities	1.40	1.06	112.72
%age change as compared to previous year			31.36	-99.06	
Explanation for change in the Ratio for more than 25% as compared to the previous year: Decrease in FY 2021-22 was on account of availment of working capital facility, however, increase in ratio in FY 2022-23 is on account of increase in profitability and ploughing back of profits coupled with increase in Equity led to increase in Current assets as compared to previous year figure.					
Debt-equity ratio	Total Debt (Borrowings)	Total Equity	0.94	6.60	53.68
%age change as compared to previous year			-85.79	-87.71	
Explanation for change in the Ratio for more than 25% as compared to the previous year: Decrease in ratio is on account of more increase in Equity in FY 2021-22 and 2022-23 as comparative to increase in Debts.					
Debt service coverage ratio	Earning available for debt service	Finance Costs (excluding cost pertaining to lease liabilities) + Repayment of borrowings	3.78	9.25	0.00
%age change as compared to previous year			-59.07		
Explanation for change in the Ratio for more than 25% as compared to the previous year: Repayment commenced in FY 2022-23 only.					
Return on Equity	Profits after tax	Average Total Equity	63.99%	224.52%	-7.01%
%age change as compared to previous year			-71.50	-3304.23	
Explanation for change in the Ratio for more than 25% as compared to the previous year : Decrease in ratio is on account of more increase in Equity in FY 2021-22 and 2022-23 as comparative to increase in Profits.					
Inventory turnover ratio	Cost of goods sold	Average Inventory	4.69	7.53	NA
% age change as compared to previous year			-37.71		
Explanation for change in the Ratio for more than 25% as compared to the previous year: Decrease in ratio is on account of holding higher levels of Inventory in 2022-23 as compared to previous year.					
Trade receivables turnover ratio	Revenue from Sale of Products and Services	Average Trade receivables	4.07	5.15	0.85
%age change as compared to previous year			-21.06	508.24	
Explanation for change in the Ratio for more than 25% as compared to the previous year : Increase in ratio in FY 2021-22 is on account of exponential increase in Sales over previous year sales.					
Trade payables turnover ratio	Net Purchases of raw material, packing material and stock-in-trade	Average Trade payables	9.61	5.52	0.85
%age change as compared to previous year			73.97	551.59	
Explanation for change in the Ratio for more than 25% as compared to the previous year : Increase in ratio in FY 2021-22 and 2022-23 is on account of exponential rise in business operation levels as comparative to previous years.					

Net capital turnover ratio	Revenue from Operations	Working Capital (Current Assets- Current Liabilities)	129.80%	2,468.63%	0.66%
% age change as compared to previous year			-94.74	373,772.12	
Explanation for change in the Ratio for more than 25% as compared to the previous year : Increase in ratio in FY 2021-22 is on account of exponential increase in Sales over previous year sale whereas decrease in ratio in FY 2022-23 is on account of comparative enhancement in Working Capital Levels as compared to previous year.					
Net profit ratio	Profit after tax	Revenue from Operations	11.06%	6.93%	-19.49%
% age change as compared to previous year			59.62	-135.56	
Explanation for change in the Ratio for more than 25% as compared to the previous year : Increase in the ratio is on account of increase in profitability.					
Return on capital employed	Profit before interest (excluding interest on lease liabilities), exceptional items and tax	Average Capital Employed [Total Equity + Total Debt (Borrowings)]	40.27%	35.91%	-0.13%
% age change as compared to previous year			12.15		
Explanation for change in the Ratio for more than 25% as compared to the previous year : NA					
Return on investment	Income during the year	Average of investment	12.95%	9.91%	-0.13%
% age change as compared to previous year			30.70		
Explanation for change in the Ratio for more than 25% as compared to the previous year : Increase in the ratio is on account of increase in profitability.					

xiii) No Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013 have been entered by the Company during the year.

xiv) (A) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

xv) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961), that has not been recorded in the books of account.

xvi) The company is not covered under CSR

xvii) The Company has not traded or invested in crypto currency or virtual currency during the year.

XIV The previous year figures have also been reclassified/ regrouped/rearranged wherever necessary to conform to this years' classification.

These are the notes referred to in Balance Sheet and Statement of Profit and Loss

XV Other Income and Borrowing Costs

- a. Other income and borrowing costs includes interest income on bank deposits and interest expenses on loans.
- b. Interest income is accrued evenly over the period of the instrument.
- c. The Company has followed the Accounting for Government Grants (AS12) by recognising government grant/capital subsidy related to depreciable assets by treating it as deferred income and recognised in the Profit & Loss Account on a systematic and rational basis i.e. by allocating the amount of capital subsidy over the residual useful life of the related asset.

XVI Earnings Per Share

- a. Basic earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the Company by the weighted average number of equity shares in issue during the year.
- b. Diluted earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the Group by the weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities.

XVII Preliminary Expenses

Preliminary expenses incurred on incorporation are written off one fifth from commencement of the business.

As per our Report of even date annexed
For K R Aggarwal & Associates
Chartered Accountants
ICAI Firm Registration Number: 030088N

Grandmaa International Limited
(Formerly Known as Grandmaa International Pvt. Ltd.)

CA Kanika Aggarwal
Partner
Membership No. 539337
UDIN: 23539337BGTQVH8643

Jaideep Jain
Managing Director
DIN: 09014220

Seema Jain
Director
DIN: 09014221

Place: Ludhiana
Date: 14.08.2023

Vinayak Mishra
Chief Financial Officer
PAN: ALDPM3259P

Samridhi Seth
Company Secretary
PAN: EXOPS1756L

NOTES TO THE BALANCE SHEET

Note 3

Amount (in ₹ '000)

SHARE CAPITAL	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
<u>Authorised</u> Equity Shares of 10/- each	5000000 Equity Shares 50,000	2500000 Equity Shares 25,000	150000 Equity Shares 1500
<u>Issued, Subscribed & Paid up</u> Equity Shares of 10/- each	3490000 Equity Shares 34,900	10000 Equity Shares 100	10000 Equity Shares 100
Total	34,900.00	100.00	100.00

a. Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of Equity Share is entitled to one vote per share.

In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

Note 3.1 Reconciliation of shares outstanding at the beginning and at the end of the reporting period :

Amount (in ₹ '000)

Equity Shares	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Shares outstanding at the beginning of the year	10.00	10.00	10.00
Shares Issued during the year	3,480.00	-	-
Shares bought back during the year	-	-	-
Shares outstanding at the end of the year	3,490.00	10.00	10.00

Note 3.2 Details of Shares held by each shareholder holding more than 5% shares :

(Amount in '000)

Equity Shares	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Jaideep Jain	34,82,500.00	7,500.00	7,500.00
(Percentage of Shares held))	99785%	75%	75%
Seema Jain	7,500.00	2,500.00	2,500.00
(Percentage of Shares held))	215%	25%	25%

Note 3.4 The Company is not having any holding as well as subsidiary company in current year.

Agregate value of calls unpaid

(Amount in '000)

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Unpaid Calls	-	-	-
By Directors	-	-	-
By Officers	-	-	-

Note 3.5 The company has forfeited NIL shares in the financial year 2020-21, 2021-22 & 2022-23

Note 4

(Amount in '000)

RESERVES & SURPLUS	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Profit & Loss Account :			
Opening Balance	6,437.99	(6.55)	-
Add: Profit for the year	30,454.85	6,444.53	6.55
Less: Provision for Proposed Dividend	-	-	-
Less: Provision for Tax on Proposed Dividend	-	-	-
Less: Expenses for Authorised Capital	187.50	-	-
Less: Transfer to General Reserve	-	-	-
Total (A)	36,705.33	6,437.99	6.55
Capital Reserves :			
Capital Subsidy	20,722.56	-	-
Less : Charged to Profit & Loss Account	2,302.51	-	-
Total (B)	18,420.06	-	-
TOTAL Reserves and Surplus (A+B)	55,125.39	6,437.99	6.55

Note 5

(Amount in '000)

LONG TERM BORROWINGS	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Secured			
Term Loan from Banks - State Bank of India	41,666.05	50,000.00	-
Less : Current Maturity of Long Term Borrowings	8,333.34	8,333.34	-
(A)	33,332.71	41,666.66	-
Term Loan from Banks - SIDBI	28,500.00	-	-
Less : Current Maturity of Long Term Borrowings	4,752.00	-	-
(B)	23,748.00	-	-
Term Loan from Banks - SIDBI	30,000.00	-	-
Less : Current Maturity of Long Term Borrowings	4,440.00	-	-
(C)	25,560.00	-	-
Total (A) + (B) + (C)	82,640.71	41,666.66	-
Unsecured			
From Directors	1,778.91	1,477.68	5,016.48
From Others	-	-	-
Total	1,778.91	1,477.68	5,016.48
Grand Total	84,419.62	43,144.34	5,016.48

TERM LOAN FROM STATE BANK OF INDIA**-PRIMARY SECURITY:**

- All fixed assets of the Company acquired / to be acquired out of Bank Finance

COLLATERAL SECURITY:

- Secured by Equitable Mortgage of property situated at HB No.65, Backside Govt. School, Village Khawazke, Distt. Ludhiana
- Equitable Mortgage of Residential House bearing MC No.B-XXXI-1135/3/A/C and MC No. B-XXXI- 1135-3A/B situated at GTB Nagar, Near Friends
- Personal Guaranties of Sh. Jaideep Jain, Smt. Seema Jain and Sh. Hazari Lal.

TERM LOAN FROM SIDBI -**PRIMARY SECURITY :**

- First Charge by way of Hypothecation of the plant, machinery, equipment, tools, spares, accessories and all other assets, financed by

COLLATERAL SECURITY :

- Irrevocable and unconditional Personal Guaranties of Sh. Jaideep Jain and Smt. Seema Jain.

Note 6

(Amount in '000)

DEFERRED TAX LIABILITIES	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Deferred Tax Liability			
Opening Balance	999.82	-	-
Add : Provision for the Year	664.16	999.82	-
Less : Excess Provision made in Earlier Years	(38.46)	-	-
Total	1,625.53	999.82	-

Note 7

(Amount in '000)

SHORT TERM BORROWINGS	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Secured			
Loans Repayable on demand From Banks - State Bank of India	53,878.87	23,429.01	-
Loans Repayable on demand From Banks - HDFC Bank Ltd.	15,147.13	-	-
Total	69,026.00	23,429.01	-

**TERM LOAN FROM STATE BANK OF INDIA -
PRIMARY SECURITY :**

1. All Current Assets of the Company (present as well future)

COLLATERAL SECURITY :

1. Secured by Equitable Mortgage of property situated at HB No.65, Backside Govt. School, Village Khawazke, Distt. Ludhiana
2. Equitable Mortgage of Residential House bearing MC No.B-XXXI-1135/3/A/C and MC No. B-XXXI- 1135-3A/B situated at GTB Nagar, Near Friends Colony, Chandigarh Road, Ludhiana having Wasika No. 3814 in the name of Smt. Seema Jain, Director of the Company and Sh. Hazari Lal.
3. Personal Guaranties of Sh. Jaideep Jain, Smt. Seema Jain and Sh. Hazari Lal.

Note 8

(Amount in '000)

TRADE PAYABLES	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Sundry Creditors	10,064.13	35,264.32	37.76
Total	10,064.13	35,264.32	37.76

Note: Management has floated MSME confirmations to all the suppliers during the year, however, response from most of them is awaited as on date.

Trade Payables Ageing Schedule-

(Amount in '000)

Particulars	Unbilled Payables	Payables Not Due	Outstanding for following periods from due date of payment				Total
			As at 31st March 2023				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Sundry Creditors							
(i) MSME	-	-	6,286.57	-	-	-	6,286.57
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	-	2,529.06	1,248.50	-	-	3,777.55
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	-	8,815.63	1,248.50	-	-	10,064.13

Particulars	Unbilled Payables	Payables Not Due	Outstanding for following periods from due date of payment				Total
			As at 31st March 2022				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Sundry Creditors							
(i) MSME	-	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	-	35,264.32	-	-	-	35,264.32
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	-	35,264.32	-	-	-	35,264.32

Particulars	Unbilled Payables	Payables Not Due	Outstanding for following periods from due date of payment				Total
			As at 31st March 2021				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Sundry Creditors							
(i) MSME	-	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	-	37.76	-	-	-	37.76
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	-	37.76	-	-	-	37.76

Note 9

(Amount in '000)

OTHER CURRENT LIABILITIES	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
(a) Current Maturity of Long Term Borrowings	17,525.34	8,333.34	-
(b) Other Payables			
(i) Statutory Dues (inc.Excise Duty, E.P.F. & TDS)	774.74	468.78	-
(ii) Income Tax Provision	5,482.62	192.41	-
(iii) Suppliers of Capital Goods	12,375.53	-	-
(iv) Other Liabilities	40,511.78	1,884.66	7.79
(v) Advances from Customers	78.45	-	-
Total	76,748.44	10,879.18	7.79

Note 11

(Amount in '000)

LONG TERM LOANS & ADVANCES	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Unsecured Considered Goods	-	-	-
Security & Deposits	1,457.17	1,457.17	21.24
Total	1,457.17	1,457.17	21.24

Note 12

(Amount in '000)

INVENTORIES	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
a. Raw Materials and Components	34,102.07	9,020.20	-
b. Work-in-Progress	17,488.72	9,625.60	-
c. Finished Goods	14,294.01	2,008.88	-
d. Stores & Spares	-	-	-
Total	65,884.80	20,654.68	-

Note 13

(Amount in '000)

TRADE RECEIVABLES	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Trade receivables outstanding for a period less than six months from the date they were due for payment			
- Unsecured, considered good	77,987.72	41,372.76	39.65
- Unsecured, considered doubtful	-	-	-
	77,987.72	41,372.76	39.65
Trade receivables outstanding for a period exceeding six months from the date they are due for payment			
- Unsecured considered good	17,636.71	263.99	-
- Unsecured, considered doubtful	-	-	-
	17,636.71	263.99	-
Total	95,624.43	41,636.75	39.65

As at 31 March 2023

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					Total
			Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	77,987.72	13,928.61	3,708.10	-	-	95,624.43
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed + Undisputed)	-	-	-	-	-	-	-	-
Total	-	-	77,987.72	13,928.61	3,708.10	-	-	95,624.43

As at 31 March 2022

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					Total
			Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	41,372.76	263.99	-	-	-	41,636.75
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed + Undisputed)	-	-	-	-	-	-	-	-
Total	-	-	41,372.76	263.99	-	-	-	41,636.75

As at 31 March 2021

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					Total
			Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	39.65	-	-	-	-	39.65
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed + Undisputed)	-	-	-	-	-	-	-	-
Total	-	-	39.65	-	-	-	-	39.65

Note 14

(Amount in '000)

CASH AND CASH EQUIVALENTS	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
a. Balances with Banks*			
This includes:			
- FDR in the form of Margin Money	12,847.50	-	-
- Bank deposits with more than 12 months maturity	-	-	-
b. Cheques, Drafts in hand	-	-	-
c. In Current Accounts	82.38	26.48	5,078.52
d. Cash in Hand	448.23	272.88	-
Total	13,378.11	299.36	5,078.52

Note 15

(Amount in '000)

SHORT TERM LOANS & ADVANCES	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
a. Loans and advances			
Secured, considered good	-	-	-
Unsecured, considered good	28,574.81	471.27	-
b. Prepaid Expenses	-	-	-
c. Balance with Government authorities :			
d. GST Recoverable	6,646.25	9,752.73	-
e. Advances to Suppliers	7,390.94	1,094.41	-
Total	42,612.01	11,318.41	-

Note 16

(Amount in '000)

OTHER CURRENT ASSETS	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Preliminary Expenses			
Opening Balance	14.42	16.07	16.48
Less : Written off during the year	3.30	1.65	0.41
Less : Provisions for Earlier Years	2.06	-	-
Total	9.07	14.42	16.07

Note 17

(Amount in '000)

REVENUE FROM OPERATIONS	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Domestic Sales	2,79,275.95	1,07,412.69	33.60
Other Operating Revenues	-	-	-
Total	2,79,275.95	1,07,412.69	33.60

Note 18

(Amount in '000)

OTHER INCOME	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Interest Income	64.50	-	-
Subsidy Received	2,302.51	-	-
Total	2,367.01	-	-

Note 19

(Amount in '000)

COST OF MATERIAL CONSUMED	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Opening Stock of Raw material	9,020.20	-	-
Add : Raw Material Purchase	2,17,729.99	97,468.18	32.00
Add : Stock transfer thru Slump Sale Agreement	15,212.80		
Add : Custom Duty on Purchase of RM	5.46	916.47	-
	2,41,968.45	98,384.64	32.00
Less : Closing Stock of Raw Material	34,102.07	9,020.20	-
Raw Material Consumed	2,07,866.38	89,364.44	32.00

Note 20

(Amount in '000)

CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
OPENING STOCK			
- Finished Goods	2,008.88	-	-
- Work in Progress	9,625.60	-	-
	11,634.48		
Add : Stock transfer Thru Slump Sale Agreement			
- Finished Goods	8,338.00		
- Work in Progress	6,816.20		
Total	26,788.68	-	-
CLOSING STOCK			
- Finished Goods	14,294.01	2,008.88	-
- Work in Progress	17,488.72	9,625.60	-
Total	31,782.73	11,634.48	-
(Increase)/Decrease in Finished goods & WIP stock.	(4,994.05)	(11,634.48)	-

Note 21

(Amount in '000)

EMPLOYEE BENEFIT EXPENSES	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Salaries	5,967.03	2,494.00	-
Wages	4,729.23	1,928.36	-
Contribution to Provident and other Funds	84.00	19.40	-
Contributions to Other Funds/ESI/LWF	15.46	6.46	-
TOTAL	10,795.72	4,448.23	-

Note 22

(Amount in '000)

FINANCIAL EXPENSES	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
- Interest To Banks			
- On Working Capital	4,135.72	732.51	-
- On Term Loan	4,258.69	1,466.28	-
- Interest to Others	30.11	2.72	-
Other Borrowing Costs - Loan Processing Charges	142.50	-	-
TOTAL	8,567.02	2,201.51	-

Note 23

(Amount in '000)

OTHER EXPENSES	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
MANUFACTURING EXPENSES (A)			
Consumable Stores	668.11	-	-
Fusing and Mending Expenses	575.55	356.53	-
Power and Fuel	3,246.12	2,670.04	-
TOTAL (A)	4,489.78	3,026.57	-
SELLING EXPENSES (B)			
Freight and Cartage Outward	688.07	455.99	-
Advertisement and Publicity Expenses	23.38	-	-
Packing Material inc. Expenses	739.20	218.99	-
TOTAL (B)	1,450.65	674.98	-
ADMINISTRATIVE EXPENSES (C)			
Building Repairs & Maintenance	257.10	-	-
Cleaning Expenses	397.08	-	-
Consultation Charges	940.00	-	-
Directors' Remuneration	1,275.00	1,800.00	-
Electric Repair & Maintenance	22.19	-	-
Festival Expenses	43.99	59.88	-
Guest House Expenses	1,231.40	-	-
Legal & Professional Expenses	102.80	103.00	-
Late Fees	11.63	-	-
Fees & Taxes	12.97	306.50	-
Refreshment Expenses	-	-	-
Rent	3,163.75	3,175.00	-
Insurance Charges	668.43	275.12	-
Security Service Expenses	324.00	281.00	-
Staff Welfare Expenses	222.21	10.67	-
Telephone Expenses	27.00	45.15	-
Misc. Exp.	1.56	2.10	-
Postage & Telegram	50.84	30.85	-
Printing & Stationery	39.43	29.01	-
Machinery Repairs	98.23	10.47	-
Miscellaneous Expenses	12.44	101.48	-
Rebate & Discount	79.73	-	-
Travelling Expenses :			
Directors	261.40	127.19	-
Others	25.83	-	-
Auditors' Remuneration :			
Audit Fees	25.00	12.50	7.50
Tax Audit Fees	15.00	7.50	-
TOTAL (C)	9,309.01	6,377.41	7.50
OTHER EXPENSES (D)			
Bank Charges	757.33	860.32	0.24
TOTAL (D)	757.33	860.32	0.24
TOTAL (A to D)	16,006.77	10,939.27	7.74

Note 10

FIXED ASSETS

(Amount in '000)

Tangible Assets																
	Compu ter	Air Compre ssor	Air Conditio ner	Cyc le	Interc om	Mob ile Phon es	Print er	Wat er Cool er	Came ra	Electric Equipm ent	Furnit ure & Fixtur e	Genera tor	Mot or Cycl e	Fire Equipm ent	Machin ery	Total Tangibl e Assets
Gross Block																
As at April 01, 2020	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjustments of last year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at April 01, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Additions	74.41	-	-	-	-	-	-	32.20	90.89	290.28	242.02	1,890.00	70.80	-	71,438.60	74,129.19
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjustments of last year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	74.41	-	-	-	-	-	-	32.20	90.89	290.28	242.02	1,890.00	70.80	-	71,438.60	74,129.19
As at April 01, 2022	74.41	-	-	-	-	-	-	32.20	90.89	290.28	242.02	1,890.00	70.80	-	71,438.60	74,129.19
Additions	110.03	28.84	314.63	2.16	10.60	157.73	27.50	-	18.09	1,129.19	148.82	-	-	386.31	28,008.18	30,342.08
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjustments of last year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	184.44	28.84	314.63	2.16	10.60	157.73	27.50	32.20	108.98	1,419.46	390.84	1,890.00	70.80	386.31	99,446.77	1,04,471.26

Depreciation

As at April 01, 2020	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
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Charge for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjustments of last year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at April 01, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Charge for the year	7.50	-	-	-	-	-	-	5.26	13.89	14.22	46.98	85.66	2.01	-	4,279.80	4,455.32
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjustments of last year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	7.50	-	-	-	-	-	-	5.26	13.89	14.22	46.98	85.66	2.01	-	4,279.80	4,455.32
As at April 01, 2022	7.50	-	-	-	-	-	-	5.26	13.89	14.22	46.98	85.66	2.01	-	4,279.80	4,455.32
Charge for the year	28.95	-	-	-	-	-	2.62	5.81	16.41	35.87	23.30	170.57	6.39	10.01	6,532.65	6,832.58
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjustments of last year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	36.45	-	-	-	-	-	2.62	11.07	30.29	50.09	70.28	256.23	8.40	10.01	10,812.45	11,287.89

Net Block

As at March 31, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	66.91	-	-	-	-	-	-	26.95	77.00	276.05	195.03	1,804.34	68.79	-	67,158.80	69,673.87
As at March 31, 2023	147.99	28.84	314.63	2.16	10.60	157.73	24.88	21.14	78.69	1,369.37	320.55	1,633.77	62.40	376.30	88,634.32	93,183.37

Note 10 A

(Amount in '000)

Intangible & other Assets					
	Software	Total Tangible Assets	Machinery Under Installation	Total Assets under installation	Total Assets
Gross Block					
As at April 01, 2020	-	-	-	-	-
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Adjustments of last year	-	-	-	-	-
As at March 31, 2021	-	-	-	-	-
As at April 01,2021	-	-	-	-	-
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Adjustments of last year	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-
As at April 01, 2022	-	-	-	-	-
Additions	4.32	4.32	19,057.52	19,057.52	19,061.84
Disposals	-	-	-	-	-
Adjustments of last year	-	-	-	-	-
As at March 31, 2023	4.32	4.32	19,057.52	19,057.52	19,061.84
Depreciation					
As at April 01, 2020	-	-	-	-	-
Charge for the year	-	-	-	-	-
Disposals	-	-	-	-	-
Adjustments of last year	-	-	-	-	-
As at March 31, 2021	-	-	-	-	-
As at April 01,2021	-	-	-	-	-
Charge for the year	-	-	-	-	-
Disposals	-	-	-	-	-
Adjustments of last year	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-
As at April 01, 2022	-	-	-	-	-
Charge for the year	-	-	-	-	-
Disposals	-	-	-	-	-
Adjustments of last year	-	-	-	-	-
As at March 31, 2023	-	-	-	-	-
Net Block					
As at March 31,2021	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-
As at March 31,2023	4.32	4.32	19,057.52	19,057.52	19,061.84

24. Contingent liability not provided for: -

Particulars	As at March 31, 2023 (Amount in ₹ '000)	As at March 31, 2022 (Amount in ₹ '000)	As at March 31, 2021 (Amount in ₹ '000)
Bank guarantees Issued	1285.00	Nil	Nil

25. There are no other present obligations requiring provisions in accordance with the guiding principles as enunciated in Accounting Standard (AS) - 29, "Provisions, Contingent liabilities & Contingent Assets" as it is not probable that an outflow of resources embodying economic benefits will be required.

26. Capital and other commitments:

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for – Rs. NIL (Previous Year: Rs. NIL).

Particulars	As at March 31, 2023 (Amount in ₹ '000)	As at March 31, 2022 (Amount in ₹ '000)	As at March 31, 2021 (Amount in ₹ '000)
Estimated amount of contracts remaining to be executed on capital account	NIL	NIL	NIL
Other Commitment	NIL	NIL	NIL

27. Auditors remuneration (Excluding service tax / cess):

Particulars	As at March 31, 2023 (Amount in ₹ '000)	As at March 31, 2022 (Amount in ₹ '000)	As at March 31, 2021 (Amount in ₹ '000)
Statutory audit fees	25.00	12.50	7.50
Tax audit	15.00	7.50	0.00
Other services	0.00	0.00	0.00

28. Foreign exchange earned and used:

Particulars	As at March 31, 2023 (Amount in ₹ '000)	As at March 31, 2022 (Amount in ₹ '000)	As at March 31, 2021 (Amount in ₹ '000)
Foreign exchange earned	000.00	00.00	00.00
Foreign exchange used	36959.96	60258.96	00.00

29. There are no foreign currency exposures at the end of March 31, 2023, March 31, 2022 and March 31, 2021.

30. In accordance with the provisions of Accounting Standard on impairment of Assets, (AS-28), the management has made assessment of assets in use & considering the business prospects related thereto, no provision is considered necessary in these accounts on account of impairment of assets.

31. Details of dues to Micro and Small Enterprises as per MSMED Act, to the extent of information available with the Company are as follows:

Particulars	As at March 31, 2023 (Amount in ₹ '000)	As at March 31, 2022 (Amount in ₹ '000)	As at March 31, 2021 (Amount in ₹ '000)
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	6286.57	Nil	Nil
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	Nil	Nil	Nil

The information as required to be disclosed under the Micro, Small and Medium Enterprises (Development) Act, 2006 ("the Act") in the process at management level, so the disclosure requirement for balance outstanding, interest paid/payable as the year end as required by the Act has not been given.

32. Assets taken on lease

The Company has entered into cancellable lease agreements with renewal option at the mutual consent of lessor & lessee some of the lease agreements contain escalation clause of up to 10%. There are no restrictions placed upon the Company by entering into these leases (Rent)

Particulars	As at March 31, 2023 (Amount in ₹ '000)	As at March 31, 2022 (Amount in ₹ '000)	As at March 31, 2021 (Amount in ₹ '000)
Lease payments for the year	4078.75	3175.00	Nil
Total	4078.75	3175.00	Nil

Future minimum lease payments	As at March 31, 2023 (Amount in ₹ '000)	As at March 31, 2022 (Amount in ₹ '000)	As at March 31, 2021 (Amount in ₹ '000)
Not later than one year	4313.53	4091.25	3237.50
Later than one year and not later than five years	15814.48	15987.47	16154.15
Later than five years	42388.02	46525.57	50450.14
Total	62513.03	66604.29	69841.79

There is no non-cancellable lease other than those disclosed above.

33. The Board has certified that all the expenses accrued to the Company has been taken into consideration which belong entirely and exclusively to the business of the Company.

34. In the opinion of the Board and to the best of their knowledge and belief, the value on realisation of loans, advances and current assets in the ordinary course of business will not be less than the amount at which these are stated in the Balance Sheet.

35. **Segment reporting:** The Company's business activity primarily falls within a single business segment i.e. Knitting Industry. The Company has operated in only one geographical segment i.e. domestic. Since there is neither more than one business segment nor more than one geographical segment hence segment information as per AS 17 is not required to be disclosed. Moreover, since the Company falls in MSME category, AS 17 does not apply to the Company.

36. **Employees benefits:** As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

Defined contribution plan - provident fund: Contribution to Defined Contribution Plan, recognised as expenses for the year ended in Note No. 22 'Employees Benefit Expenses' under the head 'Contribution to provident & other funds'. The details of the above are as follows

37. The Company had not given any loans / advances to any companies. Hence, no loans amount outstanding as at year end as per Section 186(4) of the Companies Act, 2013.

March 31, 2023

(a) Particulars of loan given

S. No.	Name of loanee	Opening balance	Loan given	Loan repaid	Outstanding balance	Purpose
			NIL			

(b) Particulars of guarantee given : NIL

(c) Particulars of Investment made

S. No.	Name of investee	Opening balance	Investment made	Investment redeemed	Outstanding balance	Purpose
			NIL			

(d) Particulars of Security Deposit

(Amount in ₹ '000)

S. No.	Name of Department	Opening balance	Security Given	Outstanding balance	Purpose
1.	Punjab State Power Corporation Ltd	457.17	-	457.17	Electric Connection Security
2.	Container Security Ocean Network Express	40.00	-	40.00	Empty Container Security
3.	Container Security Ocean Orient Overseas Container	60.00	-	60.00	Empty Container Security
4.	Security Factory	750.00	-	750.00	Rent Security
5.	Security - Guest House	150.00	-	150.00	Rent Security

March 31, 2022

(a) Particulars of Loan Given

S. No.	Name of loanee	Opening balance	Loan given	Loan repaid	Outstanding balance	Purpose
			NIL			

(b) Particulars of guarantee given : NIL

(c) Particulars of Investment made

S. No.	Name of investee	Opening balance	Investment made	Investment redeemed/re group	Outstanding balance	Purpose
			NIL			

(d) Particulars of Security Deposit

(Amount in ₹ '000)

S. No.	Name of Department	Opening Balance	Security Given	Outstanding Balance	Purpose
1.	Punjab State Power Corporation Ltd	-	457.17	457.17	Electric Connection Security
2.	Container Security Ocean Network Express	-	40.00	40.00	Empty Container Security
3.	Container Security Ocean Orient Overseas Container	-	60.00	60.00	Empty Container Security
4.	Security Factory	-	750.00	750.00	Rent Security
5.	Security - Guest House	-	150.00	150.00	Rent Security

March 31, 2021

(a) Particulars of Loan Given

S.No.	Name of loanee	Opening balance	Loan given	Loan repaid	Outstanding balance	Purpose
			NIL			

(b) Particulars of guarantee given: NIL

(c) Particulars of Investment made

S.No.	Name of investee	Opening balance	Investment made	Investment redeemed	Outstanding balance	Purpose
			NIL			

(d) Particulars of Security Deposit: NIL

38. Other Statutory Information:

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

- (vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Company had not granted loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

Type of Borrower	Amount of Loan or Advance in the nature of Loan Outstanding (Amount in ₹ '000)	Percentage to the Total of Loans & Advances in the nature of Loans
	NIL	

39. Subsequent event :

A. Initial Public offering (IPO)

The Board of Directors (Board) of the Company in their board meeting dated August 12, 2023 has approved raising of capital for the Company through an Initial Public Offering (IPO). As part of its proposed IPO, the Company plans to file Draft Red Herring Prospectus (DRHP) with the Securities Exchange Board of India (SEBI) in coming period.

B. Change in status and name of the Company

Subsequent to the period ending March 31, 2023, status of the Company was changed from private to public company. Consequently, the name of Grandmaa International Private Limited was changed to Grandmaa International Limited and a fresh certificate of incorporation pursuant to change of name was issued by the ROC on August 11, 2023.

40. Previous year's figures have been regrouped/rearranged wherever considered necessary to make them comparable with current period's figures.

As per our Report of even date

For K R Aggarwal & Associates
Chartered Accountants
ICAI Firm Registration Number: 030088N

Grandmaa International Limited
(Formerly Known as Grandmaa International Pvt. Ltd.)

CA Kanika Aggarwal
Partner
Membership No. 539337
UDIN: 23539337BGTQVH8643

Jaideep Jain
Managing Director
DIN: 09014220

Seema Jain
Director
DIN: 09014221

Place: Ludhiana
Date: 14.08.2023

Vinayak Mishra
Chief Financial Officer
PAN: ALDPM3259P

Samridhi Seth
Company Secretary
PAN: EXOPS1756L

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial year ended March 31, 2023, 2022 and 2021. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page 129 of the Draft Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 23 of this Draft Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 16 of this Draft Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Grandma International Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the financial year ended March 31, 2023, 2022 and 2021 included in this Draft Red Herring Prospectus beginning on page 129 of this Draft Red Herring Prospectus.

BUSINESS OVERVIEW

The company was incorporated on December 30, 2020 by the founder and Chairman Mr. Jaideep Jain with a clear objective and vision "to manufacture superior Shoe Vamps (Upper) and Garment Products of the highest quality". Grandma International Limited is a Ludhiana based manufacturing house which is engaged in the business of manufacturing of:

- Woven and Knitted Shoe Vamps (upper);
- Flat Knit & Circular Knit Garments;
- Trading of Textile Products namely Yarn; and
- Finished fabric for domestic sales.

Our Promoter, Mr. Jaideep Jain is in the same industry for more than past 6 years, prior to the incorporation of Grandma, our promoter was running business of manufacturing of shoe uppers through its sole proprietary firm under the name and style of "PC Jain Overseas" (previously known as Magan Management and Consultancy Services). On 31.03.2023, Grandma acquired the business of the said sole proprietary firm through slump for which an "Slump Sale Agreement" was executed on March 31, 2023 between our company and Mr. Jaideep Jain acting as the owner of the sole proprietary firm.

Grandma is registered under Startup India under DPIIT recognition under the Startup India initiative, thus your company can apply for 80 IAC Tax Exemption and Exemption under Section 56 of the Income Tax Act (Angel Tax). Section 80 IAC of the Income Tax Act, is the provision that allows recognised startups to get a 100% tax exemption for 3 consecutive profit making years.

Further, our company has opted the 15% tax rate under 115BAB of the Income Tax Act, 1961. However, Company's profits shall remain liable to tax u/s 115BAB. Other manufacturing concern incorporated on or after October 1, 2019 are not eligible under section 115BAB of the Income Tax Act, 1961, thus, differences in the tax rates providing us a tax advantage from our competitors.

Our Company is also an ISO 9001:2015 certified company engaged in manufacturing of shoe vamps (upper) and trading of textile products mainly yarns. We are fly knit manufacturing house that has carved a niche in the knit wear fraternity on PAN India level because of its quality manufacturing, appealing style, timely delivering

and competitive pricing. In the initial year i.e 2021 company's sales were made in the Punjab state and gradually it has expanded its sales to other states namely, Delhi, Haryana, Karnataka, Kerala, Maharashtra, Punjab, Uttar Pradesh, West Bengal, Utrakhand and Gujrat. Our company is having its registered office at HB.No.65, Rahon Road Village, Khwajke, Ludhiana-141007. It covers an area of 2420 Sq. Yds approximately; our manufacturing facility is situated at same place where we are having our registered office

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR AND STUB PERIOD

As per mutual discussion between the Board of the Company and LM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

- The authorized capital of the Company has been increased from ₹ 5,00,00,000 to ₹ 15,00,00,000 by creation of 1,00,00,000 new Equity Shares of ₹10 each vide ordinary resolution passed at the Extra-Ordinary General Meeting held on July 10, 2023.
- Change in status of the Company from private limited to public limited vide special resolution passed at the Extra-Ordinary General Meeting held on July 24, 2023.
- The Shareholders of our Company approved appointment of Mr. Jaideep Jain as Managing Director in the Annual General Meeting held on August 16, 2023.
- The Shareholders of our Company regularized the appointment of Mr. Bhupesh Jain as a Non – Executive director and Ms. Rita Aggarwal, Ms. Kajal Rai as Independent Directors in the Annual General Meeting held on August 16, 2023.
- The Board of Directors of our Company have approved raising of funds by way of Initial Public Offering vide its resolution dated August 12, 2023.
- The Board of Directors of our Company have been authorised to raise the funds by way of Initial Public Offering vide special resolution passed at the Annual General Meeting held on August 16, 2023.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factor” beginning on page 23 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- ability to retain our skilled personnel;
- Government support and spending on advertising industry;
- Performance of Company's competitors;
- Significant developments in India's economic and fiscal policies;
- Volatility in the Indian and global capital market;

DISCUSSION ON RESULT OF OPERATION

Our Significant Accounting Policies

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “Financial Statements” beginning on page 129 of the Draft Red Herring Prospectus.

Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

Revenues

◆ Revenue of operations

Our principal component of revenue from operations is generated from manufacture superior Shoe Vamps (Upper) and Garment Products, Trading of Textile Products namely Yarn, Finished fabric for domestic sales.

◆ Other Income

Our other income mainly comprises of interest income from fixed deposits, Subsidy Received.

(Amount – in '000)

Particular	For the Period of March 31,		
	2023	2022	2021
Income			
Revenue from Operational	2,79,275.95	1,07,412.69	33.60
AS a % of Total Income	99.16%	100%	100%
Other Income	2,367.01	-	-
As a % of Total Income	0.84%	-	-
Total Revenue	2,81,642.96	1,07,412.69	33.60

Expenditure

Our total expenditure primarily consists of Direct Cost relating to job work costs, employee benefit expenses, Finance Costs and other expenses.

◆ Cost of Material consumed

Our purchase of material includes purchase of Raw material, stock transfer through Slump Sale Agreement, Custom Duty on Purchase of Raw Material.

◆ Employment Benefit Expenses

Our employee benefit expenses mainly include salaries, Wages, contribution to provident and other funds, Contributions to Other Funds/ESI - Employees' State Insurance /LWF – Labour welfare Fund.

◆ Finance Costs

Our finance costs mainly include interest on loan and processing charges.

◆ Depreciation

Depreciation includes depreciation and amortization

◆ Other Expenses

It includes

(A) **Manufacturing Expenses** - Consumable Stores, Fusing and Mending Expenses, Power and Fuel.

(B) **Selling Expenses** - Freight and Cartage Outward, Advertisement and Publicity Expenses, Packing Material inc. Expenses.

(C) **Administrative Expenses** - Legal & Professional Expenses, Rent, Insurance Charges, Directors' Remuneration, Security Service Expenses, Building Repairs & Maintenance Etc.

RESULTS OF OUR OPERATION

(Amount in ₹ '000)

INCOME	As At 31-03-2023	As At 31-03-2022	As At 31-03-2021
I. Revenue from Operations	2,79,275.95	1,07,412.69	33.60
% Of Total Revenue	99.16%	100.00%	100%
% Increase/(Decrease)	160.00%	319580.62%	
II. Other Income	2,367.01	-	-
% Of Total Revenue	0.84%		
% Increase/(Decrease)	-	-	-
Total Revenue (I + II)	2,81,642.96	1,07,412.69	33.60
Variance	162.21%	319580.62%	0.00%
IV. EXPENSES			
Cost of Materials Consumed	2,07,866.38	89,364.44	32.00
% Of Total Revenue	73.80%	83.20%	95.24%
% Increase/(Decrease)	132.61%	279163.89%	
Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade	(4,994.05)	(11,634.48)	-
% Of Total Revenue	-1.77%	-10.83%	0.00%
% Increase/(Decrease)	-57.08%	-	-
Employee Benefits Expense	10,795.72	4,448.23	-
% Of Total Revenue	3.83%	4.14%	0.00%
% Increase/(Decrease)	142.70%	-	-
Finance Costs	8,567.02	2,201.51	-
% Of Total Revenue	3.04%	2.05%	0.00%
% Increase/(Decrease)	289.14%	-	-
Misc. Expenditure w/o during the year	3.30	1.65	0.41
% Of Total Revenue	0.00%	0.00%	1.23%
% Increase/(Decrease)	100.02%	300.00%	
Depreciation and Amortization Expense	6,832.59	4,455.32	-
% Of Total Revenue	2.43%	4.15%	0.00%
% Increase/(Decrease)	53.3582%	-	-
Other Expenses	16,006.77	10,939.27	7.74
% Of Total Revenue	5.68%	10.18%	23.02%
% Increase/(Decrease)	46.32%	141307.34%	-
Total Expenses	2,45,077.72	99,775.93	40.15
% Of Total Revenue	87.02%	92.89%	119.49%
% Increase/(Decrease)	145.63%	248419.81%	-
Earnings Before Interest, Deprecation, Tax(EBITDA)	51,964.84	14,293.58	(6.55)
% Of Total Revenue	18.45%	13.31%	-19.49%
% Increase/(Decrease)	263.55%	218186.60%	0.00%
Earnings Before Interest and Tax (EBIT)	45,132.25	9,838.27	(6.55)
% Of Total Revenue	16.02%	9.16%	-19.49%
% Increase/(Decrease)	358.74%	-150346.57%	-
V. Profit Before Tax (III- IV)	36,565.23	7,636.76	(6.55)
VI. Exceptional/Extra Ordinary Items		-	-
VII. Profit Before Tax (V- VI)	36,565.23	7,636.76	(6.55)
% Of Total Revenue	12.98%	7.11%	-19.49%
% Increase/(Decrease)	378.81%	-116725.91%	

VIII. Tax Expense:			
(1) Current Tax	5,482.62	192.41	-
(2) Deferred Tax	664.16	999.82	-
% Of Total Revenue	2.18%	1.11%	0.00%
IX Profit (Loss) for the Year from Continuing Operations (VII – VIII)	30,418.45	6,444.54	(6.54)
% Of Total Revenue	11%	6%	-19.46%
% Increase/(Decrease)	372.00%	98469.36%	-
X Previous Year Provisions / Adjustments	36.39	-	-
XI Profit (Loss) for the Year	30,454.85	6,444.54	(6.54)
% Of Total Revenue	10.81%	6.00%	-19.46%
% Increase/(Decrease)	372.57%	-98669.36%	-
XII Earnings per Equity Share (face value of Rs. 10/- each):			
Basic Earnings Per Share	8.73	64.45	(0.07)
Diluted Earnings Per Share	11.91	64.45	(0.07)

FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022

Income

Total revenue has increased by ₹174,230.27 Thousand and 162.21% from 1,07,412.69 Thousand in the fiscal year ended March 31st, 2022 to 2,81,642.96 Thousand in the fiscal year ended March 31, 2023. The increase in revenue is on account of increase in sale due to the increase in the number of operations.

Expenditure

Total Expenditure increased by ₹1,45,301.79 Thousand and 145.63%, from ₹ 99,775.93 Thousand in the fiscal year ended March 31, 2022 to ₹ 2,45,077.72 Thousand in the fiscal year ended March 31, 2023. Overall expenditure was increased mainly due to increase in the cost of material, finance cost and other expenses.

Cost of Material consumed

Our cost of material consumed increased by ₹1,18,501.94 Thousand and 132.61% from ₹89,364.44 in the fiscal year ended March 31, 2022 to ₹2,07,866.38 in the fiscal year ended March 31, 2023. The increase in purchase of due to increase in Raw Material Purchase, Stock transfer thru Slump Sale Agreement.

Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade

Change in Inventories increased by ₹ 6,640.43 and -57.08% from (11,634.48) Thousand in the fiscal year ended March 31, 2022 to (4,994.05) Thousand in the fiscal year ended March 31, 2023. Due to Opening Stocks of Finish Goods, Work in Progress.

Employee Benefit Expense

Employee Benefit Expenses increased by ₹ 6,347.49 Thousand and 142.70% from ₹ 4,448.23 Thousand in the fiscal year ended March 31, 2022 to ₹ 10,795.72 Thousand in the fiscal year ended March 31, 2023. Overall employee cost was increased due to increase in general increment in salary, Wages & Contribution to Provident and other Funds.

Profit before Interest, Depreciation and Tax

Profit / Loss before Interest, Depreciation and Tax has increased by ₹ 37,671.26 Thousand and 263.55% from ₹ 14,293.58 Thousand in the fiscal year ended March 31, 2022 to Profit of ₹ 51,964.84 in the fiscal year ended March 31, 2023. Profit before exceptional & extraordinary items and Tax was increased due to increase in revenue from operations.

Finance Costs

Our finance costs increased by ₹ 6,365.51 Thousand and 289.14% from ₹ 2,201.51 Thousand in the fiscal year ended March 31, 2022 to ₹ 8,567.02 Thousand in the fiscal year ended March 31, 2023. The increase was mainly on account of increase in borrowing of ₹86,872.26 Thousand in the fiscal year of 2023.

Depreciation and Amortization Expense

Depreciation in terms of value increased by ₹ 2,377.27 Thousand and 53.35% from ₹ 4,455.32 Thousand in the fiscal year ended March 31, 2022 to ₹ 6,832.59 Thousand in the fiscal year ended March 31, 2023. Increase in depreciation is due to addition in the value of Tangible Assets.

Other Expenses

Other Expense was increased by ₹5067.50 Thousand and 46.32% from ₹ 10,939.27 Thousand in the fiscal year ended March 31, 2022 to ₹ 16,006.77 Thousand in the fiscal year ended March 31, 2023. Other Expense was increased due to increase in the Manufacturing expenses, Selling Expenses, Administrative Expense, Bank Charges.

Net Profit after Tax and Extraordinary items

Net Profit has increased by ₹23,973.91 Thousand and 372% from 6,444.54 thousand in the fiscal year ended March 31, 2022 to profit of ₹30,418.45 Thousand in the fiscal year ended March 31, 2023. Net profit was increased due to increase in revenue from operations and increase in operation.

FISCAL YEAR ENDED MARCH 31, 2022 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2021

Income

Total revenue has increased by ₹1,07,379.09 Thousand and 319580.62% from 33.60 thousand in the fiscal year ended March 31st, 2021 to 1,07,412.69 Thousand in the fiscal year ended March 31, 2022. The increase in revenue is on account of increase in sale due to the increase in the number of operations.

Expenditure

Total Expenditure increased by ₹ 99,735.78 Thousand and 248419.81%, from ₹40.15 Thousand in the fiscal year ended March 31, 2021 to ₹99,775.93 in the fiscal year ended March 31, 2022. Overall expenditure was increased mainly due to increase in the cost of material, Employee benefit expenses, finance cost and other expenses.

Cost of Material consumed

Our cost of material consumed increased by ₹89,332.44 Thousand and 279163.89% from ₹32.00 Thousand in the fiscal year ended March 31, 2021 to ₹ 89,364.44 in the fiscal year ended March 31, 2022. The increase in purchase of Raw Material Purchase, Custom Duty on Purchase of Raw Material.

Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade

Inventories increased by ₹ -11,634.48 Thousand as compared to fiscal year ended March 31, 2021.

Employee Benefit Expense

Employee Benefit Expenses increased by ₹ 4,448.23 Thousand as compare to fiscal year ended March 31, 2021. Overall employee cost was increased due to increase in general increment in salary, wages & Contribution to Provident and other Funds.

Profit before Interest, Depreciation and Tax

Profit / Loss before Interest, Depreciation and Tax has increased by ₹14,300.13 Thousand and 218186.60% from ₹ (6.55) Thousand in the fiscal year ended March 31, 2021 to ₹14,293.58 Thousand in the fiscal year ended March 31, 2022. Profit before exceptional & extraordinary items and Tax was increased due to increase in revenue from operations.

Finance Costs

Our finance costs increased by ₹2,201.51 Thousand as compared of fiscal year ended March 31, 2021. The increase was mainly on account of increase in borrowing of ₹61,556.87Thousand in the fiscal year of 2023.

Depreciation and Amortization Expense

Depreciation in terms of value increased by ₹ 4,455.32 Thousand as compared with fiscal year ended March 31, 2021. Increase in depreciation is due to addition in the value of Tangible Assets.

Other Expenses

Other Expense was increased by ₹10931.54 Thousand and 141307.34% from ₹7.74 Thousand in the fiscal year ended March 31, 2021 to ₹10,939.27 Thousand in the fiscal year ended March 31, 2022. Other Expense was increased due to increase in the Manufacturing expenses, Selling Expenses, Administrative Expense, Bank Charges.

Net Profit after Tax and Extraordinary items

Net Profit has increased by ₹6,451.08 Thousand and 98469.36% from (6.54) Thousand in the fiscal year ended March 31, 2021 to ₹ 6,444.54 Thousand in the fiscal year ended March 31, 2022. Net profit was increased due to increase in revenue from operations and increase in operation.

INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:

1. Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Other than as described in the section titled “Risk Factors” beginning on page 23 of this Draft Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Income and Sales on account of major product/main activities.

Income and sales of our Company on account of major manufacture superior Shoe Vamps (Upper) and Garment Products.

4. Whether the company has followed any unorthodox procedure for recording sales and revenues

Our Company has not followed any unorthodox procedure for recording sales and revenues.

5. Future changes in relationship between costs and revenues, in case of events such as future increase in employees or material costs or prices that will cause a material change are known

Our Company's future costs and revenues can be impacted by an increase in employee costs as the Company looks to hire talent with new skills and capabilities for the industry who may be in short supply.

6. Future relationship between Costs and Income

Our Company's future costs and revenues will be determined by competition, demand/supply situation, Indian Government Policies, foreign exchange rates and interest rates quoted by banks & others.

7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.

Increases in our revenues are by and large linked to increases in the volume of business.

8. Total turnover of each major industry segment in which the issuer company operates

The Company is operating in manufacture superior Shoe Vamps (Upper) and Garment Products. Relevant industry data, as available, has been included in the chapter titled "Our Industry" beginning on page 80 of this Draft Red Herring Prospectus.

9. Status of any publicly announced new products or business segment

Our Company has not announced any new services and product and segment / scheme, other than disclosure in this Draft Red Herring Prospectus.

10. The extent to which the business is seasonal

Our business is subject to seasonal changes as our product are mainly focused for winters. However, the business of the Company does depend on country's economy situation and inflation.

11. Any significant dependence on a single or few suppliers or customers

Our Company was significantly dependent on top 10 customers. For further details refer the chapter titled "Risk factor" and "Our Business" on page 23 and 80 of Draft Red Herring Prospectus.

12. Competitive Conditions

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "Our Business" on page 80 of this Draft Red Herring Prospectus.

The Company is operating in Advertising Industry. Relevant industry data, as available, has been included in the chapter titled "Our Industry" beginning on page 68 of this Draft Red Hearing Prospectus.

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FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount subject to members approval from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on March 31, 2023 our Company has outstanding amount of secured and unsecured borrowings from banks and financial institutions, bodies corporates and others, for further details refer chapter titled "Restated Financial Information" beginning on page no. 129 of this Draft Red Herring Prospectus.

Brief summary of financial indebtedness of our company as at August 14, 2023:

(Amt. In Rs.)

Nature of Borrowing Amount	Amount as on August 14, 2023
Secured Borrowings	18,22,74,065=
Unsecured Borrowings	13,62,398=

Details of Secured Borrowings

(Amt. In Rs.)

Name of Lender	Nature of the Facility	Amount Sanctioned	Amount Outstanding as on August 14, 2023	Conditions
State Bank on India	Working Capital	7,50,00,000	7,03,43,815	Tenure: 1 Year Payable in: Repayable on demand Rate of Interest: 11.05% PA Interest Type: Payable Monthly Primary Security: All Current Assets Collateral Security: 1. Equitable Mortgage of Property situated at HB 65, Backside Govt School, Rahon Road, Village Khwajke, Ludhiana 2. Equitable Mortgage of Property situated at MC No. B-XXXI-1135/3/A/C and MC No. B-XXXI- 1135-3A/B situated at GTB Nagar, Near Friends Colony, Chandigarh Road, Ludhiana Personal Guarantors: Mr. Jaideep Jain, Mr. Hazari Lal Jain, Mrs. Seema Jain Corporate Guarantors: Nil
State Bank on	Term Loan	4,58,00,000	3,81,90,290	Tenure: 72 Months with

India				<p>repayment start from April 2022.</p> <p>Payable in: Monthly Instalment Rate of Interest: 11.05% PA Interest Type: Payable Monthly Primary Security: All Fixed Assets Collateral Security: 1. Equitable Mortgage of Property situated at HB 65, Backside Govt School, Rahon Road, Village Khwajke, Ludhiana 2. Equitable Mortgage of Property situated at MC No. B-XXXI-1135/3/A/C and MC No. B-XXXI- 1135-3A/B situated at GTB Nagar, Near Friends Colony, Chandigarh Road, Ludhiana Personal Guarantors: Mr. Jaideep Jain, Mr. Hazari Lal Jain, Mrs. Seema Jain Corporate Guarantors: Nil</p>
SIDBI	Term Loan	2,85,00,000	2,74,44,000	<p>Tenure: 60 Months with repayment start from July 2023. Payable in: Monthly Instalment Rate of Interest: 9.10% PA Interest Type: Payable Monthly Primary Security: Plant & machinery purchased through the loan availed from SIDBI. Collateral Security: Nil Personal Guarantors: Mr. Jaideep Jain and Mrs. Seema Jain Corporate Guarantors: Nil</p>
SIDBI	Term Loan*	3,00,00,000	2,94,45,000	<p>Tenure: 60 Months with repayment start from 10.08.2023. Payable in: Monthly Instalment Rate of Interest: 8.85% PA Interest Type: Payable Monthly Primary Security: Plant & machinery purchased through the loan availed from SIDBI. Collateral Security: Nil Personal Guarantors: Mr. Jaideep Jain and Mrs. Seema Jain Corporate Guarantors: Nil</p>
HDFC Bank Ltd.	Working Capital	1,70,00,000	1,68,50,960	<p>Tenure: 1 Year Payable in: Repayable on demand Rate of Interest: 11.05% PA</p>

				Interest Type: Payable Monthly Primary Security: All Current Assets Collateral Security: Secured under CGTMSE Scheme Personal Guarantors: Mr. Jaideep Jain, Corporate Guarantors: Nil
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* This loan is in the name of M/s PC Jain Overseas (Prop Sh. Jaideep Jain) , however, by virtue of Slump Sale Agreement dated 31.03.2023 between M/s Grandmaa International Private Limited (now Grandmaa International Limited) and Sh. Jaideep Jain (Prop M/s PC Jain Overseas), this loan has been taken over by M/s Grandmaa International Private Limited (now Grandmaa International Limited). Confirmation of SIDBI's consent/approval to this change is awaited.

Details of Unsecured Borrowings

(Amt. In Rs.)

Name of Lender	Nature of the Facility	Amount Sanctioned	Amount Outstanding as on August 14, 2023	Conditions
Jaideep Jain	Unsecured Loan	NA	Rs.13,62,398	Tenure: Not Stipulated Payable in: Not Stipulated Rate of Interest: Nil Interest Type: NA Primary and Collateral Security: Nil Personal Guarantors: Nil Corporate Guarantors: Nil

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SECTION X - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Draft Red Herring Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies or against any other Company or Person(s) whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.

Except as disclosed below there are no:

- a) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years;
- b) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
- c) pending proceedings initiated against our Company for economic offences;
- d) default and non-payment of statutory dues by our Company;
- e) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies' law in the last five years against our Company, including fines imposed or compounding of offences done in those five years;
- f) material frauds committed against our Company in the last five years.
- g) Litigation pending against the company or against any other company in which directors are interested, whose outcome could have a materially adverse effect on the financial position of the company
- h) Pending litigation against the promoter/director in their personal capacities and also involving violation of statutory regulation or criminal offences.
- i) Pending proceeding initiated for economic offences against the director, Promoter, companies and firms promoted by the promoters.
- j) Outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the company including disputed tax liability or prosecution under any enactment.

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies/entities, would be considered material for the purposes of disclosure if:

- a) the monetary amount of the claim made by or against the Company and Directors in any such pending litigation is equal to or in excess of 10% of the consolidated revenue of the Company or 25% of the profits before tax of the Company (whichever is lower) as per the last audited financial statements of the Company for a complete financial year, as included in the Offer Documents; or
- b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (a) above; and
- c) any such litigation which does not meet the criteria set out in (a) above and an adverse outcome in which would materially and adversely affect the operations or financial position of the Company.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings where in the monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to contrary, the information provided is as of date of this Draft Red Herring Prospectus.

I. Litigations Involving Our Company

A. Against Our Company:

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

B. By Our Company:

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

II. Litigations Involving Our Promoters/Directors

A. Against our Promoters/Director

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL
- Disciplinary action by SEBI or Stock Exchange against our Promoter: NIL

B. By our Promoters/Director

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

III. Litigations Involving our Promoter Group

A. Against our Promoter Group

- Civil Cases: NIL

• Criminal Cases: ONE

S.N.	Case No. FIR No.	Court/Police Station	Case Type	Petitioner	Respondent	Amount Involved	Facts of the case	Status of Litigation
1.	FIR No. 75 dated 14.07.2023	Dehlon Police Station, Distt. Ludhiana	Complaint under Section 17, 18, 29 and 33 of Insecticides Act, 1968 and Section 188, 420 and 120-B of IPC, 1860	Agriculture Development Officer cum Notified Insecticides Examiner, Dehlon Block, Ludhiana	<ol style="list-style-type: none"> 1. Sh. Suketu Doshi s/o Sh. Chanderkant Doshi 2. Sh. Anil Kumar Tomar s/o Sh. Kali Charan Singh 3. Sh. Hazari Lal Jain s/o Sh. Phool Chand Jain c/o Magan Agro Chemicals 4. Sh. Jagdeep Singh 5. Sh. Vinod Shah, Constituted Attorney 6. Sh. Bimal Deepak Shah, Director, Sumil Chemicals Industries Pvt Ltd., 604, Business Point, 34, Western Express Highway, Andhera E, Mumbai 	Not Specified	<p>Respondent Company M/s Sumil Chemicals Industries Pvt Ltd. has been accused to store banned insecticides namely Ammomium Salt of Glyphosate 71% S.G. (Glyphosate Formulations/ Concentration), Brand Name Glygran weighing 1000 KGs, in its store situated at Balraj Complex II, Godown No. 2 and 3, Jarkhar Road, Village Jarkhar, Ludhiana. This product is banned by Punjab Government vide its Order No. S/S/16-Agri 2(6) 20622-30 dated 23.10.2018.</p> <p>Sh. Hazari Lal Jain is the C&F Agents of the above-mentioned Company. As a C&F Agent, Sh. Hazari Lal Jain has to follow the instructions of the company to dispatch the goods of the Company to its Customers as per orders received by the sale staff of the Company.</p> <p>Sh. Hazari Lal Jain applied for Anticipatory bail with Honorable Cour of Dr. Monika Goyal, Additional Sessions Judge, Ludhiana vide Bail Application No. CNR No. PBLD01-016013-2023 on 15.07.2023 and the same was rejected by order of Honorable Court of Additional Session Judge dated 24.07.2023.</p>	Only FIR has been filed and no further information is available as regards to filing of case in any court.

- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

B. By our Promoter Group

- Civil Cases: NIL
- Criminal Cases: One

S.N.	Case No. FIR No.	Court/Police Station	Case Type	Petitioner	Respondent	Amount Involved	Facts of the case	Status of Litigation
1.	RM-M-37885-2023	Punjab & Haryana High Court, Chandigarh	Petition under Section 438 CrPC for Grant of Anticipatory Bail	Sh. Hazari Lal Jain s/o Sh. Phool Chand Jain	State of Punjab	Not Specified	Petition has been filed By Sh. Hazari Lal Jain with Honorable Punjab & Haryana Court, Chandigarh for grant of anticipatory bail in case registered against him vide FIR No.0075 dated 14.07.2023.	Case has been adjourned to 13.09.2023 and State of Punjab has been directed to file reply before the next date of hearing.

- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

IV. Litigations Involving Our Group entities

A. Against Our Group Entities

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

B. By our Group Entities:

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

V. Litigations Involving Our Subsidiaries

C. Against Our Subsidiaries

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

D. By our Subsidiaries:

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

V. Other litigations involving any other entities which may have a material adverse effect on the Company

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of the Companies Act, show cause notices or legal notices pending against our company whose outcome could affect the operation or finances of our company or have a material adverse effect on the position of the company.

VI. Details of the past penalties imposed on our Company / Directors

As of the date of the report, there are no cases in the last five years in which penalties have been imposed on the Company or the Directors of the Company - NIL as per information provided by the Management.

VII. Outstanding dues to Creditors

As per the materiality policy of the Company for disclosing outstanding amounts to creditors. Based on the same, as on March 31, our Company had outstanding dues to creditors as follows:

<i>Particulars</i>	<i>(Amount in Lakh)</i>		
	<i>March 31,2023</i>	<i>March 31,2022</i>	<i>March 31,2021</i>
Trade Payables			
Micro, Small and Medium Enterprises*	62,86,574.00	-	
Others*	37,77,554.42	3,52,64,320.64	37,760.00
Total	1,00,64,128.42	3,52,64,320.64	37,760.00

* The details pertaining to Outstanding dues to the material creditors, along with names and amounts involved for each such material creditors are available on the website of our company at www.grandmaa.in

VIII. Material developments occurring after last balance sheet date, that is March 31, 2023.

Except as disclosed in the section titled “*Management ‘s Discussion and Analysis of Financial Condition and Results of Operations*” of our Company beginning on page number 158 there have been no material developments that have occurred after the last Balance sheet date.

We certify that except as stated herein above:

1. The Company, its Promoter, and other Companies with which Promoter are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
2. There is no material regulatory or disciplinary action by a Stock Exchange or Regulatory Authority in the past years in respect of the Promoter of the Company, group company's entities, entities promoted by the Promoter of the Company.
3. Further, none of the Directors of the Company has been charge sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.

4. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, Financial Institutions by the Company, Promoter, group entities, companies promoted by the Promoter during the past three years.
5. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
6. There is no pending litigation against the Promoter/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
7. There are no pending proceedings initiated for economic offenses against the Directors Promoter, Companies, and Firms promoted by the Promoter.
8. There is no outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
9. There are no litigations against the Promoter / Directors in their personal capacity.
10. There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors. Further, none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.
11. The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018.
12. Neither the Company nor any of its promoters or directors is a willful defaulter.

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GOVERNMENT AND OTHER APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Industry Regulation and Policies” beginning on page 95 of the Draft Red Herring Prospectus.

CORPORATE APPROVALS FOR THIS ISSUE

1. The Board of Directors have, pursuant to resolutions passed at its meeting held on August 12, 2023 has approved the Issue, subject to the approval by the Shareholders of the Company under Section 62(1)(c) of the Companies Act 2013.
2. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to section 62(1)(c) of the Companies Act 2013, at an Extra ordinary General Meeting held on August 16, 2023.
3. Board of Directors has, pursuant to a resolution dated August 29,2023 and [●] authorized our Company to take necessary action for filing the Draft Red Herring Prospectus and Red Herring Prospectus respectively with BSE SME.

IN- PRINCIPAL APPROVAL

The Company has obtained approval from BSE vide its letter dated [●] to use the name of BSE in this Offer document for listing of Equity Shares on SME Platform of BSE. BSE is the Designated Stock Exchange.

AGREEMENTS WITH NSDL AND CDSL

1. The Company has entered into an agreement dated [●] with the Central Depository Services (India) Limited (CDSL), and the Registrar and Share Transfer Agent, who, in this case, is Skyline Services Private Limited, for the dematerialization of its shares.
2. The Company has also entered into an agreement dated [●] with the National Securities Depository Limited (NSDL), and the Registrar and Share Transfer Agent, who, in this case, is Skyline Services Private Limited, for the dematerialization of its shares.
3. The Company’s International Securities Identification Number (ISIN) is [●].

INCORPORATION DETAILS OF OUR COMPANY

S.N.	Authorisation granted	Issuing Authority	CIN/Registration No.	Date of Issue	Valid upto
1.	Certificate of Incorporation in the name of — “Grandmaa International Private Limited”	ROC, Chandigarh	U17299PB2020PTC052529	January 05, 2021	Perpetual
2.	Fresh Certificate of Incorporation for conversion from Private to Public company in the name of “Grandmaa International Limited”	ROC, Chandigarh	U17299PB2020PLC052529	August 11, 2023	Perpetual

TAX RELATED AUTHORISATIONS

<i>S.N.</i>	<i>Authorization granted</i>	<i>Issuing Authority</i>	<i>Registration No./Reference No./License No.</i>	<i>Date of Issue</i>	<i>Validity</i>
1.	Permanent Account Number (PAN)	Income Tax Department, GoI	AAICG7567K	30/12/2020	Perpetual
2.	Tax Deduction Account Number (TAN)	Income Tax Department, GoI	JLDG07888G	06/01/2021	Perpetual
<i>GST Certificates</i>					
3.	GST Registration Certificate (Punjab)	Central Board of Indirect Taxes	03AAICG7567K1Z7	06/04/2021	Perpetual

BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant Government and other approvals pertaining to our business:

<i>S.N.</i>	<i>Description</i>	<i>Issuing Authority</i>	<i>Registration No. / Reference No. /License No.</i>	<i>Date of Issue</i>	<i>Valid Upto</i>
1.	Registration under Employees' State Insurance	Sub-Regional Office Employees' State Insurance Corporation, Ludhiana	26000549210000199	05/01/2021	Perpetual
2.	Registration under Employees Provident Fund and Miscellaneous Act, 1952	Employees Provident Fund Organisation	LDLDH2272012000	06/01/2021	Perpetual
3.	Recognised as start-Up	Ministry of Commerce & Industry, Department for Promotion of Industry and Internal Trade	DIPP86315	14/09/2021	29-12-2030
4.	Importer-Exporter Code	Directorate General of Foreign Trade, Ministry of Commerce and Industry, GoI	AAICG7567K	19/03/2021	Perpetual
5.	Registration under Micro Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises, GoI	UDYAM-PB-12-0023211	17/03/2021	Perpetual
6.	ISO Certification	Otabu Global Services Private Limited, Delhi	0320Q126021	20/03/2021	19/03/2024
7.	Registration & License to work As Factory under the Factories Act, 1948 and Punjab Factory Rules, 1952	Chief Inspector of Factories, Department of Labour, Punjab	LDH0FL008275	27-02-2023	31-12-2026

8.	Authorization for Export Promotion Capital Goods (EPCG)	Office of the Additional Director General of Foreign Trade, Ludhiana	3031003125	09/02/2023	09/02/2025
9.	Fire – No Objection Certificate	Punjab Fire Services, Ludhiana Municipal Council	NOC No - 1211-64359-Fire/46490	04-01-2023	Perpetual

INTELLECTUAL PROPERTY

Our Company has the following registered Trademarks:

<i>S.N.</i>	<i>Original Trademark Name</i>	<i>Registration No.</i>	<i>Application No.</i>	<i>Class</i>	<i>Current Status</i>
1.	 GRANDMAA	-	6028667	25	Formalities Chk Pass
2.	 GRANDMAA	-	6028668	35	Formalities Chk Pass

The Details of Domain Names Registered in the Name of the Company:

<i>S.N.</i>	<i>Domain Name</i>	<i>Registrant Name and Registrant Organization</i>	<i>Registration Expiry Date</i>
1.	grandma.in	Grandmaa International Limited and PunjabB2B.com	17/08/2024

Material licenses/approvals for which our Company is yet to apply / Statutory Approvals/ Licenses required for the proposed expansion

NIL

IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.

SECTION XI - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

1. This Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on August 12, 2023.
2. The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013, at its EGM held on August 16, 2023 and authorised the Board to take decisions in relation to this Issue.
3. The Company has obtained approval from BSE vide its letter dated [•] to use the name of BSE in this Offer document for listing of Equity Shares on SME Platform of BSE Limited. BSE is the Designated Stock Exchange.
4. Our Board has approved this Draft Red Herring Prospectus through its resolution dated August 29, 2023.
5. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “Government and Other Approvals” beginning on page 175 of this Draft Red Herring Prospectus.

Confirmation:

- Our Company, Directors, Promoters, members of the Promoter Group and Group Entities or the Director and Promoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.
- Our Company, our Promoters, Promoters’ Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, our Promoters and Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018, upon notification of the relevant forms, as may be applicable to them.

- The companies, with which Promoters, Directors or persons in control of our Company were or are associated as Promoters, Directors or persons in control of any other Company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other Regulatory or Governmental Authority.
- Prohibition by RBI or Governmental authority.
- Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as willful defaulters by the RBI or any other government authority and there are no violations of Securities Laws committed by them in the past or no proceeding thereof are pending against them.
- Our directors have not been declared as willful defaulter by RBI or any other Government Authority and there has been no violation of Securities Laws committed by them in the past or no proceedings thereof are pending against them.

- 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.
- None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against the Directors or any other entity with which our directors are associated as Promoters or Directors.

ELIGIBILITY FOR THIS ISSUE

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our Company, nor any of its Promoters, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- Neither our Promoters, nor any Directors of our Company are a Promoter or Director of any other Company which is debarred from accessing the capital market by the Board.
- Neither our Promoters nor any of our Directors is declared as Fugitive Economic Offender. Neither our Company, nor our Promoters or our Directors, is a Willful Defaulter or a fraudulent borrower.

Our Company is eligible for the Issue in accordance with Regulation 229 and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, we are an Issuer whose post issue paid-up capital will not be more than ₹ 2,500 Lakh, and can issue Equity Shares to the public and propose to list the same on the SME Platform of BSE Limited.

We Further Confirm that:

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the Book Running Lead Manager to the Offer will underwrite at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to “General Information – Underwriting” on page 40 of this Draft Red Herring Prospectus.
- In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee’s in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case
- In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the Book Running Lead Manager shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/Prospectus with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the Red Herring Prospectus/Prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the Issuer, SEBI, The Book Running Lead Manager and the SME Platform of BSE.

- In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the Lead Manager will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled —General Information – Details of the Market Making Arrangements for this Issue on page 38 of this Draft Red Herring Prospectus.

In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to BSE Limited and BSE Limited is the Designated Stock Exchange.

In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued. For more details, please refer page 58 of this Draft Red Herring Prospectus.

In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.

In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

In terms of Regulation 229(3) of the SEBI (ICDR) Regulation, 2018, We Confirm that we have fulfilled eligibility criteria for SME Platform of BSE, which are as follows:

1. The Company has been incorporated under the Companies Act, 1956/ 2013 in India

Our Company was incorporated on December 30, 2020 under the Companies Act, 2013.

2. The post issue paid up capital of the Company (face value) will not be more than ₹ 2,500.00 Lakh.

Particulars	Present Issued Capital	Proposed IPO (Fresh Equity Shares)	Post IPO Issued Capital (assumed)
No. of Equity Shares	62,90,000	[•]	[•]
Face Value (In Rs.)	₹ 10/- each	₹ 10/- each	[•]
Paid-up Value (In Rs.)	6,29,00,000	[•]	[•]

We hereby confirm that we will propose the issue of that no. of Equity Shares, ensuring that the post-issue paid-up share capital of the company remains below Rs. 25 Crores.

3. Positive Net worth

Net worth of the Company as on March 31, 2023 is ₹ 900.25 lakh.

4. Net Tangible Asset

The Company have Net Tangible Asset ₹ 900.25 Lakhs which is more than ₹ 150.00 Lakhs.

5. Track record

- A. The company should have a (combined) track record of at least 3 years.

Our Promoter Mr. Jaideep Jain, is in the same industry for more than 6 years, before the incorporation of Grandmaa International Limited, the promoter was running business of manufacturing of shoe components through the sole proprietary firm under the name and style of “PC Jain Overseas” (previously known as Magan Management and Consultancy Services). On 31.03.2023, Grandmaa International Limited acquired the entire business of PC Jain Overseas under Slump Sale Arrangement executed on 31.03.2023. Therefore, it can be ascertained that the promoter and the issuer company have a track record of three years. Hence the issuer company complies with the said eligibility.

- B. The company should have combined positive cash accruals (earnings before depreciation and tax) in any of the year out of last three years and its net worth should be positive.

(Rs. In Lakh)

Particulars	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Cash accruals (earnings before depreciation and tax)	433.97	120.92	(0.06)

Particulars	As on March 31, 2023
Share Capital	349.00
Add: Reserves and Surplus	551.25
Net Worth	900.25

Net worth includes Share Capital and Reserves (excluding revaluation reserves), Miscellaneous Expenditure not written-off, if any & Debit Balances of Profit and Loss Account not written-off, if any).

6. Other Requirements

- It is mandatory for the company to have a website
The Company has a website – www.grandmaa.in
- It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.

To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

Tripartite agreement dated [•] with NSDL, our Company and Registrar to the Issue; tripartite agreement dated [•] with CDSL, our Company and Registrar to the Issue;

The Company’s shares bear an ISIN: [•].

- There is no change in the Promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.

7. Disclosure

- The Company has not been referred to Board for Industrial and Financial Reconstruction.

2. No petition for winding up is admitted by the Court or a Liquidator has not been appointed of competent jurisdiction against the Company.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

None of our Company, Promoters or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the 'Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs' dated July 1, 2016, as updated, issued by the RBI.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 29, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V

INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:

WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - A. THE DRAFT RED HERRING PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
 - B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.
6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS,

2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.

7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – **NOT APPLICABLE**
8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE DRAFT RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – **NOTED FOR COMPLIANCE**
9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS: A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING EMERGE PLATFORM OF BSE.

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED DRAFT RED HERRING PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - ***NOTED FOR COMPLIANCE***.
- (4) WE CONFIRM THAT AGREEMENTS WILL BE ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER BEFORE FILING OF RED HERRING PROSPECTUS WITH THE EXCHANGE.
- (5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY

PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - **NOT APPLICABLE**.

- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE- **NOTED FOR COMPLIANCE**.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website **Error! Hyperlink reference not valid.**www.grandmaa.in would be doing so at his or her own risk.

Caution

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the Book Running Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc. The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged, and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the Book Running 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.

Price Information and the track record of the past Issues handled by the Book Running Lead Manager

For details regarding the price information and the track record of the past Issues handled by the Book Running Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to Annexure A' to the Prospectus and the website of the Book Running Lead Manager at <https://www.ccvindia.com/>

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to Persons Resident in India including Indian Nationals Resident in India who are not Minors, HUFs, Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in Shares, Mutual Funds, Indian Financial Institutions, Commercial Banks, Regional Rural Banks, Co-operative Banks (subject to RBI permission), or Trusts under applicable Trust Law and who are authorized under their Constitution to hold and invest in Shares, Public Financial Institutions as specified in

Section 2(72) of the Companies Act 2013, VCFs, State Industrial Development Corporations, Insurance Companies registered with Insurance Regulatory and Development Authority, Provident Funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakh, Pension Funds with minimum corpus of ₹ 2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, Multilateral and Bilateral Development Financial Institutions, FVCIs and eligible Foreign Investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate Court(s) in Punjab and Haryana High Court only. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Prospectus had been filed with BSE SME for its observations and BSE SME gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

Disclaimer Clause of the SME Platform of BSE

“As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has given vide its letter Ref.: [●] dated [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

FILING

The Draft Red Herring Prospectus is being filed with BSE Limited, at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001.

A copy of the Red Herring Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Chandigarh situated at 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, Chandigarh-160019 at least (3) three working days prior from the date of opening of the Issue.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Draft Red Herring Prospectus shall not be submitted to SEBI, however, soft copy of Red Herring Prospectus and Prospectus with the Due Diligence Certificate shall be submitted to SEBI pursuant to Regulation 246(1), and 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.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under Section 447 of the Companies, Act 2013.

CONSENTS

Consents in writing of:(a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) Book Running Lead Manager, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing final prospectus to ROC) and will be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report is not withdrawn up to the

time of delivery of this Draft Red Herring Prospectus with BSE.

EXPERT OPINION

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits, Audit reports by Statutory Auditors for period ended on March 31, 2023, March 31, 2022, and 2021 and Legal Advisor report on Outstanding Litigations and Material Developments, included in this Offer Document, our Company has not obtained any other expert opinion. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION

We have not made any previous public issues since incorporation, and are an —Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an Initial Public Offering in terms of the SEBI ICDR Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Other than as detailed under chapter titled - Capital Structure beginning on page 47 of the Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY

None of our Group Companies and Associates are listed. Further it has not undertaken any public or rights issue in the three (3) years preceding the date of this Draft Red Herring Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF OUR COMPANY

Our Company has not undertaken any public or rights issue in the five (5) years preceding the date of this draft red herring prospectus.

PERFORMANCE VIS-À-VIS OBJECTS-PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY

The Company does not have any subsidiary company.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of the Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

OPTION TO SUBSCRIBE

Equity Shares being offered through this Draft Red Herring Prospectus can be applied for in dematerialized form

only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted. All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Bidders.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Samridhi Seth as the Company Secretary and Compliance Officer and may be contacted at the following address:

Grandmaa International Private Limited

HB NO.65, Backside Government school Rahon Road,
Village Khwajke Basti Jodhewal Ludhiana Punjab -141007

Tel: +91- 7719716372

Email: cs@grandmaa.in

Website: www.grandmaa.in

Investors can contact the Company Secretary & Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this

Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY:

There is no listed company under the same management as on date.

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

The Company has not sought for any exemptions from complying with any provisions of securities laws.

PRICE INFORMATION OF LAST 10 (TEN) ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER Statement on Price Information of Past Issues handled by Corporate Capital Ventures Private Limited:

Price Information and the track record of the past Issues handled by the Book Running Lead Manager

Sr. No.	Issue Name	Issue Size (Rs. In Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing		+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing		+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing	
						Change in Closing Price	% Change in Benchmark	Change in Closing Price	% Change in Benchmark	Change in Closing Price	% Change in Benchmark
1.	Shish Industries Limited	4.06	30.00	05-09-2017	32.00	-3.33%	-10.00%	-9.00%			
						-0.68%	3.33%	7.034%			
2.	Ratnabhumi Developers Limited	23.31	63.00	14-12-2017	63.45	-30.83%	-41.67%	-30.00%			
						4.04%	1.771%	7.35%			
3.	Touchwood Entertainment Limited	4.21	40.00	21-12-2017	43.50	81.13%	-10.00%	34.38%			
						4.35%	-2.73%	2.58%			
4.	SMVD Poly Pack Limited	9.02	55.00	26-12-2017	58.00	-22.18%	-44.91%	-58.18%			
						5.1%	-3.8%	2.25%			
5.	Narmada Agrobases Limited	7.49	32.00	19-04-2018	31.45	-3.13%	-12.03%	-23.44%			
						0.29%	2.22%	0.181%			
6.	Rudrabhishek Enterprises Limited	18.73	41.00	13-07-2018	41.25	0.00%	0.12%	17.93%			
						3.72%	-7.11%	-1.48%			
7.	Rajnandini Metal Limited	4.27	26.00	08-10-2018	35.00	-2.31%	-2.31%	0.38%			
						2.419%	3.67%	12.73%			
8.	Nupur Recyclers Limited	34.2	60.00	23-12-2021	34.2	313.00%	169.58%	219.17%			
						3.65%	1.47%	-7.98%			

9.	Uma Exports Limited	60.00	68.00	07-04-2022	80.00	-8.68%	-24.49%	-29.78%
						-6.96%	-9.35%	-1.96%
10.	Annapurna Swadish Limited	30.25	70.00	27-09-2022	120.00	118.07%	80.57%	151.57%
						4.22%	4.63%	-0.36%
11.	Swastik Pipe Limited	62.52	100.00	12-10-2022	69.30	-13.30%	0.95%	-19.30%
						4.22%	4.63%	2.9%
12.	Phantom DigitalEffects Limited	29.10	95.00	21-10-2022	315.05	186.53%	138.89%	143.37%
						4.16%	3.35%	0.24%
13.	Droneacharya Aerial Innovations Limited	33.96	54.00	23-12-2022	102.00	231.57%	133.43%	226.20%
						1.29%	-3.20%	6.15%
14.	Crayons Advertising Limited* (2)	41.80	65.00	02-06-2023	90.00	143.23%	N.A.	N.A.
						3.53%	N.A.	N.A.
15.	Oriana Power Limited	59.65	118.00	11-08-2023	302.00	N.A.	N.A.	N.A.
						N.A.	N.A.	N.A.

Source: Price Information www.bseindia.com and www.nseindia.com , Issue Information from respective Prospectus.

Notes*:

1. Kindly note that we have assumed the % of change in benchmark on the basis of the Companies listed on the relevant Stock Exchange.
2. Further, the Listing date of Oriana Power Limited is August 11, 2023. Since the Company has not completed its 30/90/180 Calendar days. Hence, the information for the same has been kept blank.
3. Further, the Listing date of Crayons Advertising Limited is June 02, 2023. Since the Company has not completed its 90/180 Calendar days. Hence, the information for the same has been kept blank.

Financial Year	Total No. of IPOs	Total Funds Raised (Rs. in Cr.)	Nos. of IPO trading at discount as on 30 th calendar day from listing date			Nos. of IPO trading at premium as on 30 th calendar day from listing date			Nos. of IPO trading at discount as on 180 th calendar day from listing date			Nos. of IPO trading at premium as on 180 th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	2	101.45	-	-	-	1	-	-	-	-	-	-	-	-
2022-23	5	215.83	Nil	Nil	2	3	Nil	Nil	Nil	1	1	2	Nil	Nil
2021-22	1	34.20	Nil	Nil	Nil	1	Nil	Nil	Nil	Nil	Nil	1	Nil	Nil
2020-21	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2019-20	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2018-19	3	30.49	Nil	Nil	2	Nil	Nil	1	Nil	Nil	1	Nil	Nil	2
2017-18	4	40.60	Nil	1	2	1	Nil	Nil	1	1	1	Nil	1	Nil
2016-17	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Summary Statement of Disclosure:

Notes*:

1. The BSE Sensex and Nifty are considered as the Benchmark Index
2. In case 30th/90th/180th day is not a trading day, closing price of the next trading day has been considered
3. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

4. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.
5. Oriana Power Limited has not completed its 30/90/180 Calendar days. Hence, the information for the same has been kept blank.
6. Crayons Advertising Limited has not completed its 90/180 Calendar days. Hence, the information for the same has been kept blank.

For details regarding the price information and the track record of the past Issues handled by the Book Running Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer the website of the Book Running Lead Manager at <https://www.ccvindia.com/initial-public-offers>

Exemption from complying with any provisions of securities laws, if any, granted by SEBI:

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

Note:

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and 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 the Equity Shares in the Offer.

This space has been left blank intentionally.

SECTION XII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the offer of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable.

For details in relation to Offer expenses, see “Objects of the Issue” on page 58.

Ranking of Equity Shares

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on August 12, 2023, subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on August 16, 2023.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled ‘Dividend Policy’ beginning on pages 128 of this Draft Red Herring Prospectus.

Offer for Sale

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue does not include offer for sale and hence the said disclosure is not applicable to us.

Face Value and Issue Price

The face value of each Equity Share is ₹ 10/-. The Issue Price of Equity Shares is ₹ [•] per Equity Share. The Issue Price shall be determined by our Company in consultation with the Lead Manager and is justified under the chapter titled Basis of Issue Price beginning on page 64 of this Draft Red Herring Prospectus.

Compliance with the disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- i. Right to receive dividend, if declared;
- ii. Right to attend general meetings and exercise voting powers, unless prohibited by law;
- iii. Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- iv. Right to receive annual reports and notices to members;
- v. Right to receive offers for rights shares and be allotted bonus shares, if announced;
- vi. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- vii. Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- viii. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, "*Main Provision of Article of Association*", beginning on page 242 of this Draft Red Herring Prospectus.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- I. Tripartite agreement dated [•] among CDSL, our Company and the Registrar to the Issue; and
- II. Tripartite agreement dated [•] among NSDL, our Company and the Registrar to the Issue.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e., not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode.

Minimum Application Value, Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of [•] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [•] Equity Shares subject to a minimum allotment of [•] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Jurisdiction

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, —U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

Further, the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

To register himself or herself as the holder of the equity shares; or to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of Promoters, Promoter Group, Public as provided in —Capital Structure on page 47 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer —Main Provisions of Articles of Association on page 242 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange(s) on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

Offer Program

Events	Indicative Dates
Bid/Offer Opening Date	[●]
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or about [●]

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

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

the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Offer Closing Date, the Bid-Cum- Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidders on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid-Cum- Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3:00 p.m. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Offer Closing Date, as is typically experienced in public Offer, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum-Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise.

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

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

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of syndicate members.

Minimum Subscription

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the 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, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the

Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 (Rupees One Lac only) per application.

Migration to Main Board

Our company may migrate to the main board of BSE at a later date subject to the following:

If the Paid up Capital of our Company is likely to increase above ₹ 2500 Lakh by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to BSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

If the paid-up Capital of our company is more than ₹ 1000 Lakh but below ₹ 2500 Lakh, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company voluntarily desiring to migrate to the Main board from the SME Board with in the two year of listing on SME Platform of BSE, has to fulfill following conditions:

- i. The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores.
- ii. The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
- iii. The applicant should have been listed on SME platform of the Exchange for at least 3 years.
- iv. The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- v. The company has not received any winding up petition admitted by a NCLT.
- vi. The net worth of the company should be at least 50 crores
- vii. Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.

Market Making

The shares issued and transferred through this Offer are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE Limited. For further details of the market making arrangement please refer to chapter titled General Information beginning on page 40 of this Draft Red Herring Prospectus.

Arrangements for disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI

circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

Application by Eligible NRIs, FPIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extent Guidelines of the Government of India, OCBs cannot participate in this Offer.

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.

Allotment of Securities in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) All Editions of English National Newspaper, [●]; (ii) All editions of Hindi National Newspaper, [●] and (iii) [●] Edition of Regional newspaper where the registered office of the company is situated, each with wide circulation. In the pre-Issue advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

ISSUE STRUCTURE

This Offer is being made in terms of Regulation 229 of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the SME Platform of BSE i.e., BSE SME. For further details regarding the salient features and terms of such an offer please refer chapter titled “Terms of the Issue” and “Issue Procedure” on page 194 and 205 of the DRHP.

This Issue comprise of up to [•] Equity Shares of Face Value of ₹10/- each fully paid (The “Equity Shares”) for cash at a price of ₹ [•] per Equity Shares (*including a premium of ₹ [•] per equity share*) aggregating up to ₹ [•] Lakhs (“*the Issue / the Offer*”). The Offer and the Net Offer will constitute [•] % and [•] % respectively of the post Issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Book Building Process.

Particulars of the Offer ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	Not less than [•] Equity Shares	Not more than [•] Equity Shares	Not less than [•] Equity Shares	Not less than [•] Equity Shares
Percentage of offer Size available for Allocation	5% of the offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment (3)	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Anchor Investor Portion): (a) Up to [•] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [•] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to [•] Equity Shares)	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, “Issue Procedure” on page 205.

Particulars of the Offer ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Applicants	Retail Individual Investors
		may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
Mode of Bid	Only through the ASBA process.	ASBA Process only (excluding Anchor Investors)	Only through the ASBA process	Through ASBA Process Through Banks or by using UPI ID for payment
Mode of allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[•] Equity Shares in multiple of [•] Equity shares	Such number of Equity Shares and in multiples of [•] Equity Shares that the Bid Amount exceeds	Such number of Equity shares in multiple of [•] Equity shares that Bid size exceeds Rs 2,00,000	[•] Equity Shares
Maximum Bid Size	[•] Equity Shares	Such number of Equity Shares in multiples of [•] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits.	Such number of Equity Shares in multiples of [•] Equity Shares not Exceeding the size of the offer (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount does not exceed Rs. 2,00,000/-
Trading Lot	[•] Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[•] Equity Shares and in multiples thereof		
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾			
Mode of Bid	Only through the ASBA process (except for Anchor Investors)			

This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “Issue Structure” on page 201 of the DRHP.

- (1) Our Company in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for atleast 25% of the post offer paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 253 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

Bid/Offer Programme:

Events	Indicative Dates
Bid/Offer Opening Date	[•]
Bid/Offer Closing Date	[•]
Finalization of Basis of Allotment with the SE	[•]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	[•]
Credit of Equity Shares to Demat accounts of Allottees	[•]
Commencement of trading of the Equity Shares on the Stock Exchange	[•]

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

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Bidding Centres mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Offer closing date:

A standard cut-off time of 3.00 p.m. for acceptance of bids.

A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.

A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Withdrawal of the Offer

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/ Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

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, 2013 the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders; (v) Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid cum Application Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in allotment or refund.

The 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 UPI Bidders 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 RIBs 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"), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by UPI Bidders ("UPI Phase III"), as may be prescribed by the SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("UPI Streamlining Circular") 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 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of application monies from 15 days to four days.

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).

Our Bank and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section 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 Bank and the Members of Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Offer is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229 of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors 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, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of Unified Payments Inter face

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had 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 continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, 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 is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

The Offer will be made under UPI Phase II of the UPI Circulars, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in shall be advertised in all editions of [•], a widely circulated English national daily newspaper and all editions of [•], a widely circulated Hindi national daily newspaper, [•] Edition of Regional newspaper where the registered office of the company is situated, each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock exchanges for the purpose of uploading on their websites.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. Our Bank has appointed the Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the UPI Bidders using the UPI.

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 make an application as prescribed in Annexure I of of SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Further, pursuant to SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all Individual Bidders applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- i. a syndicate member;
- ii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iii. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iv. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock

exchange as eligible for this activity).

For further details, refer to the “General Information Document” available on the websites of the Stock Exchanges and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE, at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	[•]
Resident Indians and Eligible NRIs applying on a non-repatriation basis	[•]
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	[•]

*Excluding Electronic Bid cum Application Form

** Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPIID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4.	A depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with NSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time. The NPCI shall maintain an audit trail for every bid entered in the Stock

Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank and the Bankers to the Offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Bank and the Bankers to the Offer for analysing the same and fixing liability.

Availability of Red Herring Prospectus and Bid Cum Application Forms

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Who can Bid?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for [•] Equity Shares and in multiples of [•] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [•] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, 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.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper [•], all editions of Hindi national newspaper [•] and [•] Edition of Regional newspaper where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period may be extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of the English national newspaper [•], all editions of Hindi national newspaper [•] and [•] Edition of Regional newspaper where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Offer Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid

through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.

- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “Issue Procedure” beginning on page 205 of this Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at

any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

Participation by Associates /Affiliates of BRLM and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

Option to Subscribe in the Offer

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders:

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:

- where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.
 - 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
 - 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
 - 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
 - 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
 - 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
 - 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
 - 13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

BIDS BY ELIGIBLE NRI'S:

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post- Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limit an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:

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 AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds

by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY HUFs

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS:

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single 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.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum 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 Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids 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.

BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

BIDS BY LIMITED LIABILITY PARTNERSHIPS:

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008,

a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof.

Limited liability, partnerships can participate in the Offer only through the ASBA process.

BIDS BY INSURANCE COMPANIES:

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY:

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which

may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, 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 nonfinancial 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.

BIDS BY SCSB'S:

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders are advised to make their independent investigations

and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Offer price of ₹ [•] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer 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 Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: — “[•]”
- b. In case of Non-Resident Anchor Investors: — “[•]”

- c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - a) the applications accepted by them,
 - b) the applications uploaded by them
 - c) the applications accepted but not uploaded by them or
 - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, 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 offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer 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 Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S.No	Details
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DPID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated

Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:

- Name of the Bidder;
 - IPO Name;
 - Bid Cum Application Form Number;
 - Investor Category;
 - PAN (of First Bidder, if more than one Bidder);
 - DP ID of the demat account of the Bidder;
 - Client Identification Number of the demat account of the Bidder;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our 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 Bid/ Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on

the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

Withdrawal of Bids

a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price and the Anchor Investor Offer Price.

b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.

e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

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

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

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to

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

Signing of Underwriting Agreement and Registering of Red Herring Prospectus/Prospectus with ROC

A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Pre- Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper;

(ii) Hindi National Newspaper and (iii) Regional newspaper where the registered office of the company is situated, each with wide circulation. In the pre- Offer advertisement, we shall state the Bid Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:

Our Company will Offer a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS:

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/ Offer period and withdraw their Bids until Bid/ Offer Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
6. RIBs Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

8. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
9. In case of joint Bids, ensure that the First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
12. Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgment Slip;
14. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
15. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular (No. MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax 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;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;
20. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
21. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for ASBA Bidders bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN available in the Depository database;

22. In case of QIBs and NIBs, 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>);
23. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;
24. The ASBA bidders shall ensure that bids above ₹ 5,00,000, are uploaded only by the SCSBs;
25. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Bank issues the UPI Mandate Request, the UPI Bidders would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
26. UPI Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;
27. Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
28. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;
29. Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
30. FPIs making MIM Bids using MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
31. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
32. UPI Bidders Bidding through the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her/its UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. of the Bid/ Offer Closing Date;
34. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer;
35. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment; and
36. Ensure that the Demographic Details are updated, true and correct in all respects

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not submit a Bid using UPI ID, if you are not an UPI Bidder;
3. Do not Bid/revise the Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Bank;
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
12. Do not submit your Bid after 3.00 p.m. on the Bid/Offer Closing Date;
13. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
14. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date;
15. Do not Bid for Equity Shares in excess of what is specified for each category;
16. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;
17. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;
18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
19. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;
20. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
21. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of this Prospectus;
23. Do not submit the General Index Register (GIR) number instead of the PAN;
24. Do not submit incorrect details of the DP ID, Client ID, the PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
25. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Bank;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
28. Anchor Investors should not bid through the ASBA process;
29. Anchor Investors should submit Anchor Investor Application Form only to the BRLM;
30. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
31. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
32. 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 Bids submitted by UPI Bidders using the UPI Mechanism;

33. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
34. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;
35. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Other instructions for the Bidders Joint Bids

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any pre- Offer or post Offer related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

- (a) During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- (b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- (c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

GROUNDINGS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;

- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm assuch shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified inthe RHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the RHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents arenot submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/ Offer Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant 's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144Aunder the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/ApplicationForm at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;

- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

- a. **For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [•] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [•] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [•] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [•] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
 - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have

submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter for 95% of the QIB Portion.

- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [•] Equity Shares.

d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- a) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- b) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- c) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;
a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crore per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) **In the event that the Offer Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

d) In the event the Offer Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) **Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Offer:**

In the event of the Offer being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [•] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [•] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [•] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [•] equity shares subject to a minimum allotment of [•] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [•] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to

accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Offer 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 Bid/ Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of NSE i.e., **Error! Hyperlink reference not valid.** And BSE i.e., **Error! Hyperlink reference not valid.** With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect from January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of NSE i.e., www.nseindia.com and BSE i.e., www.bseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

Undertakings by Our Company

We undertake as follows:

- 1) That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from Offer Closure date.
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;
- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter's contribution in full has already been brought in;
- 6) That no further Offer of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Offer after the Bid/ Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre- Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Offer after the Bid/ Offer Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;
- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

Utilization of Offer Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
- 5) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer will be attended expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated [•] between NSDL, the Company and the Registrar to the Offer;
- b) Tripartite Agreement dated [•] between CDSL, the Company and the Registrar to the Offer;

The Company's equity shares bear an ISIN No. [•].

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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, 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 for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("DPIIT").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DPIIT, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction –Foreign Investment in India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

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 offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2020 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 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 offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 XIII - MAIN PROVISION OF ARTICLE OF ASSOCIATION
THE COMPANIES ACT, 2013**

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GRANDMAA INTERNATIONAL LIMITED

PRELIMINARY

1.1 Subject as hereinafter provided, the Regulations contained in Table 'F' in the Schedule 'I' to the Companies Act, 2013 shall apply to the Company.

1.2 These Articles of Association are the regulations governing the management of the Company & its members and incidental matters thereto.

INTERPRETATION

I. (1) In these regulations—

(a) "The Act" means the Companies Act, 2013.

(2) 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.

2. (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.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

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 rate per cent 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 there under.

(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.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

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. 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.

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.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

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.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

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 instalments.

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 declines 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 there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

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.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

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 instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

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 favor 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 non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

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 authorized and consent required by law,—

(a) Its share capital;

(b) Any capital redemption reserve account; or

(c) Any share premium account.

CAPITALISATION 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 capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) Generally, do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to 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 capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

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.

PROCEEDINGS AT GENERAL MEETINGS

43. (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. First directors at the time of Incorporation of the Company are:

1. JAIDEEP JAIN

2. SEEMA JAIN

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

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, *hundies*, 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. (i) 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.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

PROCEEDINGS OF THE BOARD

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it think fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act; questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. 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.

68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it think fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. 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.

73. 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

74. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

76. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least 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

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

78. 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.

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for 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.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect

whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

81. 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.

82. (i) Any dividend, interest or other monies payable in cash in respect of shares maybe 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.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. 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.

84. 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.

85. No dividend shall bear interest against the company.

ACCOUNTS

86. (i) 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.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

WINDING UP

87. Subject to the provisions of Chapter XX of the Act and rules made there under—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

88. 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 XIV- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: from the date of filing this Draft Red Herring Prospectus with RoC to Issue Closing Date on working days from 11.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Issue Agreement dated August 21, 2023 between our company and the Lead Manager.
2. Registrar Agreement dated August 21, 2023 between our company and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated [●] among our Company, the Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank and the Registrar to the Issue.
4. Underwriting Agreement dated [●] between our company and the Underwriters.
5. Market making Agreement dated [●] between our company, the Lead Manager and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated [●].
7. Agreement among CDSL, our company and the registrar to the issue dated [●].

MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated August 12, 2023 in relation to the Issue and other related matters.
3. Shareholders' resolution dated August 16, 2023 in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor and Legal Advisor to act in their respective capacities.
5. Peer Review Auditors Report dated August 14, 2023 on Restated Financial Statements of our Company for the period ended March 31, 2023, 2022 and 2021.
6. The Report dated August 14, 2023 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Red Herring Prospectus.
7. The Report dated August 23, 2023, by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
8. Copy of approval from BSE SME vide letter dated [●] to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE.
9. Due diligence certificate dated August 29, 2023 from Lead Manager to the Issue.
10. Board Resolution dated August 29, 2023 for approval of Draft Red Herring Prospectus.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, hereby declares that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case maybe. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Directors of our Company				
S.N.	Name	Category	Designation	Signature
1.	Jaideep Jain	Executive	Chairman & Managing Director	Sd/-
2.	Seema Jain	Non- Executive	Director	Sd/-
3.	Bhupesh Jain	Non- Executive	Director	Sd /-
4.	Kajal Rai	Non-Executive	Independent Director	Sd/-
5.	Rita Aggarwal	Non-Executive	Independent Director	Sd/
Signed by the Chief Financial Officer and Company Secretary of our Company				
6.	Vinayak Mishra	Whole-Time	Chief Financial Officer	Sd/-
7.	Samridhi Seth	Whole-Time	Company Secretary	Sd/-

Place: Ludhiana

Date: August 29, 2023